



M.M. s.r.l. a socio unico
soggetta ad attività di direzione
e coordinamento di 4M. srl

Via Antonio Zanussi, 300/302
33100 Udine (Italy)
Cap. Soc. EURO 100.000 i.v.

P.Iva / C.F. 02984500302
Reg. Imp. PN-UD 02984500302
PEC mm-grigliati@pec-neispa.com

tel. +39.0432.522970
fax +39.0432.522253
info@mmgrigliati.it



M.M. s.r.l. with sole shareholder

CODE OF ETHICS AND CONDUCT

CONTENTS

1. INTRODUCTION
2. RECIPIENTS, SCOPE OF APPLICATION AND UPDATES
3. RESPECT FOR AND ENHANCEMENT OF HUMAN RESOURCES
 - 3.1 GENERAL PRINCIPLES
 - 3.2. CHILD LABOUR
 - 3.3. FORCED LABOUR
 - 3.4. FREEDOM OF ASSOCIATION
 - 3.5. DISCRIMINATION
 - 3.6 DISCIPLINARY PRACTICES
 - 3.7 WORKING HOURS
 - 3.8 REMUNERATION
4. EXTERNAL RELATIONSHIPS
 - 4.1 GENERAL PRINCIPLES
 - 4.2 CONTRACTUAL RELATIONSHIPS
 - 4.3 SA 8000 MANAGEMENT SYSTEM
 - 4.4 ACTS OF COMMERCIAL COURTESY AND CONFLICTS OF INTEREST
 - 4.5 CONTRACTUAL RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION (PA)
5. USING AND SAFEGUARDING THE COMPANY'S ASSETS
6. USING AND DISCLOSING INFORMATION
7. TRANSPARENCY IN ACCOUNTING
8. CONDUCT REGARDING THE ENVIRONMENT
9. CONDUCT REGARDING SAFETY
10. INFORMATION OBLIGATIONS
11. SANCTIONING SYSTEM

1. INTRODUCTION

This Code of Ethics and Conduct is an integral part of the Organisational Model implemented at M.M. s.r.l. with sole shareholder (hereinafter "M.M.") and is adopted pursuant to Italian Legislative Decree no. 231 of 8 June 2001. This Code contains the set of principles and rules of conduct to which recipients are required to adhere when carrying out their activities.

In compliance with Italian Legislative Decree no. 231/2001, but more generally by virtue of a policy which is sensitive to the issues of legality, M.M. intends to define, in a clear way, the set of values that the Company will recognise and adopt as guiding criteria for its operations, as well as a set of responsibilities that it assumes towards internal and external parties.

This is why M.M. has adopted this Code, which bases operations, behaviour and *modus operandi* – both in internal and external relationships – on the principles of correctness, legality, impartiality, transparency, the protection of privacy, the value of human resources and professional rigour. The focus is on full compliance with current regulations, as well as compliance with internal procedures.

M.M.'s operations have a clear "ethical orientation", which translates into behaviour based on transparency, loyalty and honesty with regard to both internal and external parties. It is essential to guarantee M.M.'s credibility towards stakeholders (Public Administration bodies, shareholders, customers, suppliers, etc.) and, more generally, within the civil and economic context in which it operates.

Each Recipient of this Code is required to understand and apply its contents, to actively contribute to its implementation and to report any shortcomings it may appear to have. M.M. undertakes to promote awareness and understanding of the Code among Recipients, to incorporate their contributions in defining its contents and to provide suitable tools to ensure the Code is applied fully and effectively. Any conduct which runs against the spirit of the Code will be subject to disciplinary proceedings in accordance with the procedures adopted by the Company. Amendments and additions to the Code may be adopted through a resolution by M.M.'s administrative body, on the basis of regulatory developments and application experience, as well as through suggestions and indications from the Supervisory Body.

The key values that the Code emphasises are:

- moral integrity, personal honesty and correctness in internal and external relationships: M.M. believes that human action must not only respect the law, but it also needs to be fair, sincere and correct;
- transparency towards shareholders, related stakeholders and the market: the goals pursued must be based on the values of competence, cost-effectiveness, transparency, competition and impartiality. Any information released by M.M., whether internally or externally, must be true, accurate and complete. Every transaction must be recorded correctly, authorised, verifiable, legitimate, logical and appropriate. It must be possible to verify the decision-making process, the authorisation process and the process followed for every action and operation;
- respect for employees and a commitment to enhancing their professional development: M.M. recognises the centrality of human resources and understands that one of the main factors in a company's success is the professional contribution given by the people who work there, within a framework of loyalty and mutual trust. In addition to corporate training, provided at certain times in an employee's career, every member of staff receives ongoing training aimed at developing their skills and abilities and at fully realising their potential in the context of their work activities. In managing its personnel, M.M. ensures everyone has the same opportunities, guaranteeing equal treatment based on merit, without discrimination. People are hired under a regular employment contract and no form of irregular work whatsoever is tolerated;
- safeguarding the health and safety of people and protecting the environment: M.M. faces the future with policies covering safety and environmental protection as core values. The long-term goal is to reduce accidents at work, workplace incidents and the impact on the environment to zero. Regarding operational safety, the general goal is to further reduce the number and the consequences of incidents by relying on technological investments, on new operating policies and training and, more generally, on rejecting any conduct that, although designed to achieve a result in line with M.M.'s interests, contains aspects that are not compatible with an organisational and management model which is based on full compliance with the rules of law and the behavioural and procedural rules in effect at M.M.

As a result, M.M. undertakes to monitor compliance with the Code, preparing suitable information, prevention and control tools and intervening, where necessary, with appropriate corrective actions.

2. RECIPIENTS, SCOPE OF APPLICATION AND UPDATES

The principles and provisions laid out in this Code are binding on the following Recipients:

- parties who hold a senior position in the Company (directors, executives);
- parties in the Company who hold a subordinate position with respect to the parties above (employees);
- external collaborators who provide, directly or indirectly, services related to the Company's operations (consultants, external professionals);
- M.M.'s commercial and operational partners who have a role in projects or operations;
- representatives of directly and indirectly controlled companies.

Every Recipient undertakes to pursue their goals with loyalty, seriousness, honesty, competence and transparency, in full compliance with the laws and regulations in effect.

Everyone is expected to contact their supervisor, or the Supervisory Body (SB), in the event that they need clarification on how to apply the rules laid out in this Code. In addition, Recipients are required to report to the SB promptly any information concerning a possible breach of the Code itself, collaborating with the parties responsible for checking potential breaches.

Any breach committed by a Recipient's hierarchical supervisor/manager must be reported in writing to the Supervisory Body or to another manager in the Recipient's organisational structure. These reports will be handled in such a way as to guarantee the confidentiality of the whistleblower.

M.M.'s administrative body is responsible for monitoring the application of the Code.

Whenever a breach is detected, it is to be reported to the Board of Directors and the Supervisory Body so that the competent corporate bodies can decide which disciplinary measures, if any, to take against the party or parties who breached the rules.

In this context, M.M. undertakes to:

- distribute the Code to the widest audience, ensuring it is understood and updated, making the management policies and guidelines defined for each area of operation available to every employee;
- provide differentiated training programmes and, in a continuous way, to raise awareness of the issues related to the Code of Ethics;
- perform all the necessary checks with regard to any information received concerning a possible breach of the Code, applying, in the event that a breach is confirmed, appropriate sanctions;
- ensure that no one suffers retaliation of any kind whatsoever for having provided, in good faith, information regarding a possible breach of the Code, guaranteeing, in any case, that the whistleblower's identity is kept confidential.

3. RESPECT FOR AND ENHANCEMENT OF HUMAN RESOURCES

3.1 GENERAL PRINCIPLES

Human resources – by virtue of the professional contribution they make, within a relationship based on loyalty, correctness and mutual trust – are a key factor in being able to achieve the Company's goals.

The Company safeguards and promotes the value of its human resources by promoting professional growth, striving to avoid discrimination and guaranteeing equal opportunities. The Company also promotes working conditions that respect individual dignity and provides safe and healthy working environments, in compliance with current regulations and the rights of workers.

The relationships between the various hierarchical levels in the Company are to be based on loyalty, equity, correctness and impartiality, on the basis of the principles laid out above.

For this purpose M.M., in compliance with all laws, regulations and company policies in effect, and through the competent departments, undertakes to:

- select, hire, pay, train and evaluate employees on the basis of merit, competence and professionalism, without any political, trade union, religious, racial, language or gender discrimination;
- ensure a working environment in which relationships between colleagues are based on loyalty, correctness, collaboration, mutual respect and trust;
- provide suitable working conditions with regard to health and safety, as well as with regard to each person's moral personality, in such a way as to promote interpersonal relationships free from prejudice;
- intervene should anyone's attitude not comply with the above principles;
- combat, in particular, any form of intimidation, hostility, isolation, undue interference or conditioning, harassment. As part of the employment relationship, M.M. promotes the development of each person's potential and professional growth by providing specific training and refresher programmes in relation to the employee's professional profile and potential.

Personnel are required to be pro-active in their acquisition of new skills and knowledge, in their working methods, and in requesting information from their supervisors or managers. Managers, on the other hand, are required to pay the utmost attention to developing the potential and skills of their staff.

Compliance with this Code is to be considered an essential part of each employee's **contractual obligations** pursuant to article 2104 of the Italian Civil Code, according to which *"The employee shall exercise the diligence required by the nature of the work to be performed, by the interests of the company and by the higher interest of national production. They shall also comply with the instructions for the performance and discipline of work given by the employer and by the latter's collaborators to whom they are subordinate"*.

The Code is, therefore, an integral part of the individual employment relationship.

It follows that the behaviour of employees in the pursuit of the objectives and in carrying out each operation must be based on the principles of honesty, transparency, loyalty, integrity and correctness, in compliance with company policies, as well as the laws and regulations in effect.

3.2. CHILD LABOUR

The Company will not employ any person under the age of 16.

The Company will not employ young people (under the age of 18) in unhealthy or dangerous situations, nor during school hours.

The Company will not use child labour in the production of any product or in the provision of any service, where child labour means engaging the services of someone under the age of 16, or engaging the services of someone such that they are unable to attend compulsory school and/or to lead a life appropriate to their age.

The Company undertakes to guarantee that workers aged under 18 have effective conditions under which they can learn, grow and develop professionally, and that they have suitable health and safety conditions and training in this regard.

The Company undertakes to adapt its management to the following: ILO Conventions 138 - 182 and ILO Recommendation 146, as well as Italian Legislative Decree no. 81/08, as amended and supplemented, including its implementing decrees and subsequent amendments, Italian Law 25/55, Italian Law 977/67, Italian Law 451/94, and the United Nations Convention on the Rights of the Child.

3.3. FORCED LABOUR

M.M. condemns, does not engage in and does not support human trafficking.

The Company will not employ people who perform their work against their will or who are not free to end their employment contract.

The Company will not employ unwilling personnel (prisoners, someone in default with respect to the Company) who suffer non-legal restrictions in their freedom to end a work commitment (their documents have been seized, their salaries have not been paid or have been kept as a security), which is not protected by a form of contract.

Specifically, the Company undertakes not to make use of irregular work and to guarantee, in compliance with the law, the use of permits by workers. M.M. undertakes to adapt its management to the following: ILO Conventions 29 - 105, as well as Italian Law 300/70, Italian Law 108/90, Italian Law 297/82 and Italian Legislative Decree no. 152/97.

3.4. FREEDOM OF ASSOCIATION

The Company undertakes not to prohibit, hinder or penalise trade union activity, guaranteeing staff the appropriate conditions to practise this right in the workplace.

The Company undertakes to allow workers the ability to bargain freely and in accordance with the law, without fear. The Company undertakes to guarantee the freedom to join a trade union, and this same freedom shall be ensured by not exerting pressure on those who do join, by not discriminating against them in their duties and development path, by recognising elected representatives as privileged interlocutors, and by guaranteeing them places and time to carry out their trade union activities.

The Company undertakes to adapt its management to the following: ILO Conventions 87 - 135 - 98.

3.5. DISCRIMINATION

The Company undertakes to guarantee equal opportunities to all workers and, in particular, to:

- select workers on the basis of their skills and abilities,
- treat all workers in the same way, offering them equal opportunities and conditions, in relation to: recruitment, remuneration, training, promotion, dismissal and retirement.

The Company undertakes not to implement nor to support discrimination on the basis of: race, class, nationality, religion, disability, sex, sexual orientation, trade union membership or political party affiliation. M.M. does not permit threatening, offensive, exploitative or sexually coercive behaviour.

The Company undertakes not to hinder personnel in exercising their personal rights to follow principles or practices, or to meet their needs related to: race, class, nationality, religion, disability, sex, sexual orientation, trade union membership or political party affiliation.

The Company undertakes not to allow behaviour, including gestures, language or physical contact, that might be considered sexually coercive, threatening, offensive or exploitative.

M.M. undertakes to adapt its management to the following: ILO Conventions 111 - 100 - 159 - 177, the UN Conventions on the Elimination of all Forms of Discrimination Against Women and on the Elimination of all Forms of Racial Discrimination, as well as Italian Law 300/70, Italian Law 903/77, Italian Law 125/91, Italian Law 40/98, Italian Law 53/2000 and Italian Legislative Decree no. 151/01, Directive 75/117/EEC, Directive 76/207/EEC, Italian Law 108/90.

3.6. DISCIPLINARY PRACTICES

The Company undertakes not to apply disciplinary measures contrary to the dignity and the respect of the person of the worker, limiting itself only to the measures provided for by current legislation.

The Company undertakes to treat all workers with dignity and respect, strictly excluding the use of any type of unusual and/or corporal disciplinary practice. Disciplinary practices for suppliers shall comply with all applicable local laws and regulations for the workers engaged.

Care shall be taken to avoid phenomena of "psychological terror" and "sexual harassment", i.e. psychological pressure and conditioning with verbal and gestural references. M.M. undertakes not to use unfavourable working conditions as "instruments of punishment", nor to adopt disciplinary practices in a hasty or simplistic manner.

The Company undertakes to adapt its management to the following: ILO Convention 29.

3.7 WORKING HOURS

The Company undertakes not to make its employees work longer than 40 hours per week, nor to ask for more than 8 hours of overtime, in agreement with the worker.

The Company undertakes not to ask for overtime on a regular basis. Working hours shall comply with the number of hours provided for in the national contract covering the sector, and overtime, when necessary, shall be adequately compensated and shall not exceed 8 hours per week. Specifically, it is important to plan work carefully, trying to rationalise the production processes, to correctly forecast the personnel needed, so as not to force employees to perform excessive overtime and to guarantee them the enjoyment of their planned days off.

Employees shall still be guaranteed at least one day off in seven.

The Company undertakes to adapt its management to the following: ILO Convention 98.

3.8 REMUNERATION

The Company undertakes not to pay workers a wage which is lower than that set by legislation as a minimum. The Company undertakes to ensure that its workers receive a decent salary for a dignified life.

In this regard, the Company undertakes to guarantee its workers a salary that complies with all local laws, including the law that determines the minimum wage and allows employees to live in a dignified manner.

The Company undertakes to adapt its organisational management to the following: ILO Conventions 100 - 131, as well as Italian Law 300/70, Italian Law 297/82, Italian Law 863/84 and Italian Law 230/62.

4. EXTERNAL RELATIONSHIPS

4.1. GENERAL PRINCIPLES

Every employee and director at M.M. is required:

- to give adequate information to third parties regarding the commitments and obligations expected of them by this Code;
- to demand compliance with the obligations that directly concern the activities of third parties;
- to implement the appropriate initiatives in the event of non-compliance by a third party.

Therefore, the contracts agreed with M.M. must provide, where possible, for the other contracting party's compliance with the principles of this Code, without prejudice to the mandatory rules applicable to the contract.

A breach by a third party (a supplier, business partner, auditor, consultant or any other third party in a business relationship with M.M.) of the principles provided for by the Code shall constitute a **breach of the contractual obligations** with all legal consequences, resulting in M.M.'s right to obtain full compensation for damages suffered and due to such a breach and the right to terminate the contract for the negligence of the party in breach.

4.2. CONTRACTUAL RELATIONSHIPS

Relationships with customers and with suppliers shall be conducted correctly, transparently and impartially by qualified personnel, in compliance with the law and in application of the general principles laid out in the Code of Ethics.

Contracts and work assignments shall be executed in accordance with that negotiated freely by the parties.

M.M. undertakes not to abuse its contractual position, to comply with current competition and antitrust legislation, to refrain from any collusive behaviour and abuse of a dominant position, and to fully and scrupulously comply with antitrust rules and the directives issued by market regulatory authorities.

M.M. in valid contracts, shall not take advantage of contractual holes, or unforeseen events, to renegotiate the contract for the sole purpose of exploiting a position of dependence or weakness in which the other contracting party finds themselves.

In preparing contracts, the Company shall take care to inform the contracting party of the conduct expected of them in all circumstances, in a clear and understandable manner.

The Company undertakes not to finance any political movement and not to sponsor conferences or gatherings for political propaganda purposes. Notwithstanding the above, the Company may consider requests for contributions limited to proposals received from non-profit bodies and associations which have regular articles of association and deeds of incorporation.

Sponsorship activities, which may concern social, environmental, entertainment, sport or art subjects, shall only be considered for events of guaranteed quality, or for projects to which the Company can constructively contribute its experience.

In relationships with suppliers, selection processes shall be based on an objective competitive comparison, avoiding any form of favouritism and/or discrimination. Through the Code of Ethics, M.M. establishes the minimum requirements to which the Company must comply. Suppliers must base their management on compliance with the SA 8000 Standard, since this will be a preferential condition to maintaining and strengthening relationships with the Company.

4.3. SA 8000 MANAGEMENT SYSTEM

M.M. will operate towards its suppliers in a progressive manner, in order to obtain from them the following final objectives:

- the commitment to comply with all requirements within an agreed period of time, based on the critical issues identified for suppliers belonging to categories identified as critical, also as a determining factor in the continuation of the relationship,
- compliance with all the standard's requirements,
- adherence to the SA 8000 programme.

Where provided for by contractual agreements, the Company will aim to obtain a commitment to:

- provide all stakeholders with information that can verify compliance with the requirements of the SA 8000 standard;
- allow all stakeholders access to their premises, subject to prior agreement, and planning of activities, to verify compliance with the requirements of this standard;
- request the availability expressed in the previous points from its suppliers.

With regard to the intervention plan for suppliers, M.M. undertakes to:

- implement second-party checks on the most critical suppliers, where third-party audit results are not already available;
- encourage suppliers to adopt the SA 8000 Standard in turn.

The Company also undertakes to urge its suppliers to:

- extend knowledge of the standard's requirements and adherence to it to their suppliers, being aware of the need to develop a culture and awareness of social responsibility issues to make all efforts in this regard effective and efficient;
- keep accurate, comprehensive records relating to ethical issues for all suppliers with which they interact on an ongoing basis.

The Company undertakes and requires suppliers to:

- extend the SA 8000 Standard to their suppliers, being aware of the need to develop a culture of social responsibility issues to make efforts in this regard effective and efficient;
- record and monitor critical suppliers, with which it interacts on an ongoing basis, accurately in order to reinforce and disseminate the principles of ethical behaviour;
- inform the Company's internal staff about the requirements of SA 8000;
- if necessary, carry out any corrective actions required.

Every Company supplier is encouraged to manage non-conformities and complaints with an ISO 9001 perspective, through a process of identification, registration, cause analysis and resolution.

Where a non-conformity or a complaint arises involving a supplier to the Company and where this may have a significant impact on the Company, the supplier will, necessarily, be required to resolve it and to communicate the outcome to the Company's Social Performance Team (SPT). The SPT can also provide full support to the management of the process. The SPT is responsible for recording the event and for carrying out a review of the associated risk analysis in order to evaluate whether any changes are necessary.

With reference to reports of possible breaches of the Code of Ethics and relating to the SA 8000 management system, such reports should be made to a Workers' Ethics Representative and/or to the Social Performance Team (SPT).

M.M. guarantees that, in the workplace, no one will suffer retaliation, hardship or discrimination of any kind whatsoever, for having reported a breach of the Code of Ethics and, following a report, M.M. will carry out the appropriate checks promptly and take any suitable measures. A breach of the principles laid out in this Code compromises the relationship of trust between M.M. and its directors, employees, collaborators in various capacities and suppliers and will be promptly pursued by the Company through appropriate measures.

M.M., in order to protect its image and to safeguard its resources, will avoid entering into or may discontinue a relationship with a party who fails to comply with current legislation or who fails to act in accordance with the values and principles laid out in this Code of Ethics. The Social Performance Team (SPT) has the task of verifying any information regarding a breach of the Code of Ethics and concerning the SA 8000 management system; it also has the right to view documents and consult data and suggest updates to the Code of Ethics for the parts within its competence, including on the basis of the reports received.

4.4 ACTS OF COMMERCIAL COURTESY AND CONFLICTS OF INTEREST.

It is forbidden to accept, for oneself or for others, recommendations, favours, gifts or other benefits, which go beyond normal courtesy, from a party with whom the receiving party has a relationship. Benefits that might affect impartiality of judgement are to be avoided.

An act of commercial courtesy, be it a gift or a benefit, can only be permitted when it is impossible for such a courtesy to be interpreted as a design to acquire an improper advantage.

Parties who receive gifts that cannot be attributed to a normal relationship of courtesy are to inform their direct manager without delay.

In any case, regardless of the obligation to communicate such a gift, the aforementioned party must reject the promised or offered benefit, both for them and for any family member.

The Company undertakes to adapt its management to the following: the International Covenant on Economic, Social and Cultural Rights, the International Covenant on Civil and Political Rights, the United Nations' Guiding Principles on Business and Human Rights.

In carrying out their work, employees and collaborators shall avoid situations in which the parties involved in the transaction have, or may appear to have, a conflict of interest.

A conflict of interest is a situation in which a party subject to the Code of Ethics pursues an interest other than M.M.'s mission, or engages in activities that may interfere with their ability to make decisions in M.M.'s sole interest, or personally benefits from M.M.'s business opportunities.

Parties subject to this Code shall refrain from any activity which is not in M.M.'s best interests. That said, and in any case, any party that does pursue M.M.'s best interests cannot legitimise any conduct which is contrary to M.M.'s principles.

In the event of a possible conflict of interest, the party or parties involved shall duly inform the Company's governance body and shall comply with any decision taken in this regard.

4.5. CONTRACTUAL RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION (PA)

Every relationship with a State or an International institution is exclusively attributable to forms of communication aimed at assessing the implications for the Company of legislative and administrative developments.

Specifically, every relationship with a party in charge of a public service, in order to ensure the greatest clarity in relationships, shall be managed, exclusively, through contact persons who hold an explicit mandate from the Company.

The conduct of the aforementioned contact persons shall be based on loyalty and correctness, and always in compliance with the Institutions.

In relationships with the Public Administration, in particular, it is forbidden to offer gifts or money to the Executives, Officials or Employees of the Public Administration or to their relatives, in Italy or overseas.

Both illicit payments made directly by Italian parties and/or entities or by their employees as well as those made through parties acting on their behalf, whether in Italy or overseas, shall be regarded by the Company as acts of corruption.

It is forbidden to offer and/or to accept any item, service, provision or favour in order to obtain or procure favourable treatment in relation to any relationship with the PA.

During a business negotiation, or as part of a request and/or a relationship with the PA, the following actions must not be taken (directly and/or indirectly):

- examine and/or propose commercial and/or employment opportunities that might benefit employees of the Public Administration in their personal capacity;
- offer and/or provide gifts (of any kind and nature whatsoever);
- solicit and/or obtain confidential information that might compromise the integrity or reputation of one or both Parties;
- mislead someone by using artifice or deceit in order to achieve an unfair profit to the detriment of the State, or another public body or the European Union. In particular, compliance with the law and with proper commercial practice is recommended in tenders, negotiations, concessions, licences, etc. as well as in requests for financing, contributions, subsidies and disbursements from the State or another entity belonging to the Public Administration;
- use or submit false declarations or documents or omit due information in order to obtain contributions, financing, subsidised loans or other disbursements of the same type granted or disbursed by the State, by another public body or by the European Union;
- allocate a loan obtained from the State, or from another public body or from the European Union to a different purpose to promote initiatives aimed at the execution of works or activities of public interest;
- alter the functioning of an IT or telematic system by manipulating the data or programs contained therein in order to obtain an unfair profit and damaging the State or another public body;
- accept money or other benefits from a public official or party in charge of a public service for services not due. Anyone who receives such a request must suspend all relationships with the other party and inform the Supervisory Body in writing;
- offer or promise, even indirectly, money or other benefits to omit or delay acts or perform acts contrary to the public official's official duties, or those of the party in charge of the public service (pursuant to article 357 of the Italian Criminal Code, public officials are those individuals who exercise a public legislative, judicial or administrative function, pursuant to article 358 of the Italian Criminal Code, those who, for any reason, provide a public service are in charge of the public service). Any employee who receives gifts or favourable treatment from a PA representative, customer or supplier that goes beyond ordinary relationships of courtesy is required to notify their supervisor or the Supervisory Body immediately.

5. USING AND SAFEGUARDING THE COMPANY'S ASSETS

Every employee and collaborator must remember that the company's tangible and intangible assets made available to them by M.M. are to be used:

- with the utmost care and in the proper manner, also in order to avoid damage to property or people;
- by avoiding, as far as possible, waste, tampering or use that might compromise an asset's efficiency or accelerate its normal deterioration;
- exclusively for purposes connected and instrumental to carrying out the work activity;
- by absolutely avoiding – except as provided for by specific regulations – the use or transfer of the assets themselves by third parties or to third parties, even temporarily.

Every employee and collaborator is responsible for their use of the assets granted to them by M.M. and for their safekeeping.

IT equipment and applications shall also be used in compliance with the above and, in particular:

- by carefully following the Company's security and confidentiality policies;
- by absolutely avoiding the acquisition, use or transmission, especially if massive, of information and content not related to the work activity;
- by not altering the hardware and software configurations provided by M.M.

Every employee is also to act in such a way as to reduce the risk of theft of, damage to or other threats external to the resources assigned or present in the Company, promptly informing the relevant department in the event of an abnormal situation.

6. USING AND DISCLOSING INFORMATION

M.M. considers the disclosure of correct, complete and truthful information on every company issue – and maintaining such information confidential, when necessary – a prerequisite for creating and maintaining a relationship of transparency and trust with its related stakeholders and the market. Consequently, when handling information, employees shall:

- scrupulously store, with the utmost confidentiality, all company information, of any sort whatsoever, that they may come across in carrying out their functions;
- request consent to process personal data, for the purposes communicated.

In relation to information in general, employees shall:

- avoid any improper or instrumental use of the confidential or reserved information they may have in their possession, nor use such information for their own benefit and/or for that of a family member, an acquaintance or a third party in general;
- protect such information from being accessed by an unauthorised third party and prevent such information from being disclosed unless specifically authorised by the Processor;
- not seek nor try to obtain from others, any information which is not relevant to the scope of their responsibilities or functions;
- classify and organise such information so that authorised parties are able to access this information easily and draw a complete picture from it.

Employees not expressly authorised, in the forms and terms referred to in European Regulation 2016/679 (the GDPR) concerning the protection of natural persons and personal data, are prohibited from accessing, recording, processing and disclosing the personal data concerning other employees or third parties.

7. TRANSPARENCY IN ACCOUNTING

Every official document aimed at illustrating the Company's management situation shall be drawn up with the utmost care in order to guarantee accuracy and truthfulness. Documents shall also be drawn up in accordance with the laws and regulations in effect.

In drafting the aforementioned documents, M.M. personnel shall take every due care and shall continue to conduct themselves on the basis of the principles of correctness, honesty and integrity; principles that are to guide how they perform their work.

In any case, keeping/drafting deliberately false or fabricated documentation in order to alter the truthful representation of M.M.'s situation in any significant way will not be justified or justifiable.

Every Company action and transaction shall be suitably recorded and documented in order to allow the decision-making process, the authorisation process and the process followed to be verified.

Every act or operation carried out by the Company's personnel shall be supported by adequate, clear and complete documentation, which is to be kept on file, in order to allow checks to be carried out, at any time, on the reasons for and the characteristics of the operation, and on who performed the operation, who granted authorisation and who carried out the checks.

Every Company department is required to provide the maximum collaboration in order to ensure correct and timely accounting records. Accounting records based on economic and financial valuations shall comply with the criteria of reasonableness and prudence.

Adequate documentation shall be kept on file for each accounting record. Through this documentation, it must be possible to identify the reason for the operation that generated the record and its authorisation. Supporting documentation must be archived and easily accessible.

Anyone who becomes aware of a possible omission, falsification or irregularity in the keeping of the accounts must immediately notify their supervisor or the SB.

8. CONDUCT REGARDING THE ENVIRONMENT

The environment is a primary asset that M.M. undertakes to safeguard. To this end, the Company complies with the legislation in effect in each country in which it has operations and organises its management in compliance with each country and in accordance with the ISO 14001 organisational model implemented in the organisation.

9. CONDUCT REGARDING SAFETY

M.M. undertakes to comply with current legislation on safeguarding health and safety in the workplace and organises its business and economic management in compliance with such legislation and in accordance with the UNI ISO 45001 organisational model currently implemented in the Company.

The Company is committed to spreading and consolidating a culture of safety, raising the awareness of risk, and promoting responsible behaviour among employees.

With appropriate preventive actions, the Company works to protect the health and safety of workers, guarantees their physical and moral integrity as well as working conditions which respect their individual dignity.

In terms of occupational health and safety, M.M. also undertakes to operate by:

- taking into account the current state of technological development;
- replacing what is hazardous with what is not hazardous or less hazardous;
- adequately planning prevention measures and action and by working to achieve a coherent whole that takes into account and integrates into it technology, the organisation of work, working conditions, social relationships and the effect of the factors within the working environment;
- providing personnel with appropriate instructions.

Based on these principles, M.M. adopts the necessary measures to safeguard the health and safety of workers, including: providing information to workers concerning the risks associated with their work, providing ongoing training in a manner appropriate to the job performed by each person, preventing occupational risks, readying the organisation and the necessary means to perform the job. In addition, the Company promotes how it runs its operations by focusing on the correct use of resources and respect for the environment.

Recipients shall adhere to these principles, in particular when making certain choices and decisions and, subsequently, when they have to be implemented.

10. INFORMATION OBLIGATIONS

If any Recipient becomes aware of a situation, even if only potentially illegal or potentially contrary to the principles expressed in this Code, and which directly or indirectly benefit M.M. or which are committed in the interests of the same, they must immediately inform the Supervisory Body, or its delegate, in writing, including electronically, with an exemption from the obligation to observe the pre-established hierarchical order. Failure to comply with this reporting duty may result in disciplinary measures being taken.

The reports received shall be examined and processed quickly by the Supervisory Body in accordance with the provisions of the Model.

Disciplinary measures shall be taken and imposed in accordance with the disciplinary system as provided for by the Organisational Model.

Relationships between employees, at all levels, shall be based on criteria and conduct of correctness, loyalty and mutual respect. Therefore, any misuse of the reporting duty, as governed by this chapter, for retaliation or merely emulative purposes will lead to disciplinary proceedings being initiated.

11. SANCTIONING SYSTEM

Beginning with the introduction to this Code, a strong message is clearly given to every employee, when carrying out their work, to fully comply with all legal provisions in a precise and timely manner.

Failure to comply with these provisions shall lead to the employee facing disciplinary proceedings, as provided for by the same legal provisions or by ad hoc laws.

Respect for the Code, though, ought not to arise just from an obligation imposed by M.M. on its employees, but rather from employees sharing the same fundamental values that are laid out in the Code.

This does not exclude, however, M.M.'s right and duty to monitor compliance with the Code, putting in place all the actions and prevention and control measures deemed necessary or appropriate for this purpose.

A breach of the Code constitutes a failure to fulfil the primary obligations of the employment relationship or disciplinary offence, with all legal consequences, including with regard to maintaining the employment or collaboration relationship.

Therefore, in the event that a breach is ascertained, M.M. shall intervene by applying the measures provided for by the sanctioning system.

These measures, which shall be proportionate to the seriousness of the infraction committed, shall be applied in compliance with the procedure provided for this purpose, as long as the infraction from which they derive does not constitute a breach, in addition to the provisions laid out in this Code, of any contractual or legal provisions. In this case, the measures provided for by the relevant legislation shall apply.