

O.M.G. S.r.l.

Officine Meccaniche



CODE OF ETHICS

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1. INTRODUCTION

The company O.M.G. S.r.l. Officine Meccaniche (hereinafter also referred to as the 'Company'), is an Italian company, founded in 1949, operating in the engineering sector and specialising in the processing, drawing and shearing of sheet metal. In particular, the Company is mainly dedicated to the production and marketing of components for the *automotive* sector.

The company's registered office and production site is located in Lusigliè (To), strada provinciale Feletto - Agliè km 2.225.

The objectives of production growth were achieved in compliance with environmental and occupational safety regulations and with a focus on the responsible use of resources and fair competition.

O.M.G. aims, therefore, to continue to operate by reconciling the goal of achieving ever higher quality standards with care for the environment, the well-being and safety of human resources and attention to the consumer.

This document, referred to as the 'Code of Ethics' (hereinafter referred to as the 'Code'), therefore defines the values and principles of conduct by which the company O.M.G. intends to be guided in the performance of its activities and the conduct of its business.

It contains the set of rights, duties and responsibilities of the Company vis-à-vis stakeholders, such as, by way of example, shareholders, employees, suppliers, consultants, customers, the Public Administration, irrespective of what is provided for at regulatory level.

This Code is an integral part of the organisation, management and control model adopted by O.M.G. pursuant to Legislative Decree No. 23 of 8 June 2001.

2. ADRESSEES

All those who work in the interest of the company O.M.G. are obliged to comply with the Code, and in particular:

- Shareholders of the company, also in the form of legal persons;
- Legal representatives and directors of the company;
- Members of the Board of Auditors and the Supervisory Board;

- General attorneys, special attorneys, persons with power of attorney *ad acta* and their proxies;
- Company executives;
- Employees and persons in a coordinated and continuous collaboration or project collaboration relationship;
- Persons who have consultancy or professional, agency, mandate, with or without representation, mediation and business procurement relations with the Company;
- Parties that have economic relations with the Company, such as suppliers or business partners;
- Subsidiaries.

The persons required to comply with the principles of the Code are hereinafter referred to as "Addressees".

3. DISSEMINATION OF THE CODE OF ETHICS

O.M.G. undertakes to promote the sharing, adherence to and dissemination of this Code, working to ensure that the principles set out in it are acknowledged and observed by all addressees.

The administrative body and persons in top management positions are entrusted with the task of implementing this principle, identifying the most appropriate means of disseminating this Code.

Personnel are in any case ensured adequate knowledge and understanding of the Code through the implementation of training courses.

O.M.G. undertakes to distribute a copy of this Code to all employees and to any person having business relations with the Company, as well as to post it in a place accessible to all who enter the Company's premises.

4. GENERAL ETHICAL PRINCIPLES

1) Respect for the law

In carrying out its activities, O.M.G. pursues its objectives in compliance with international, EU, national, regional, provincial and municipal regulations.

To this end, the addressees of this Code are required to operate in absolute compliance with

the laws and regulations in force in all the countries in which O.M.G. operates.

O.M.G. undertakes not to initiate or continue any relationship with parties that do not intend to align themselves with the principle of legality.

It is the company's duty to inform employees about current regulations and related issues, and to ensure an adequate ongoing training programme.

Under no circumstances may the interest of the company be pursued or realised in violation of the law.

2) Ethical-behavioural principles.

O.M.G. intends to base the performance of its activities on the observance of the following principles of ethics and business ethics.

a) Honesty, moral integrity, fairness and responsibility

The Company considers it of fundamental importance that the conduct of business is marked by respect for ethics and values of fairness in corporate behaviour and towards third parties.

The addressees of the Code must therefore, in the performance of their professional activities, maintain a conduct geared towards respect for the fundamental principles of honesty, moral integrity, fairness and responsibility, establishing relations based on loyalty, mutual respect and cooperation.

b) Transparency.

O.M.G. guarantees compliance with the value of transparency, committing itself to providing true, complete and clear information.

O.M.G. promotes informed action and knowledge sharing, recognising the value of correct information to shareholders and corporate bodies on facts concerning the management of the company.

To this end, all financial, accounting and management operations must meet the requirements of completeness and accuracy.

c) Confidentiality and corporate know-how.

The company O.M.G. ensures the confidentiality of the information in its possession, refraining

from seeking and/or using confidential data, except in cases of express and conscious authorisation and specific regulatory provision. In particular, all the information in O.M.G.'s possession, including that acquired from (or concerning) third parties (customers, suppliers, professional contacts, employees, public or private bodies, etc.), in the performance of their duties or by virtue of the position held for the Company, must be protected with the utmost confidentiality.

The addressees of the Code are expressly forbidden from communicating, disclosing or using confidential information, such as, by way of example but not limited to commercial, financial and industrial information, as well as company *know-how*, of which they have come into possession for any reason whatsoever, without the express consent or authorisation of the Company.

O.M.G. safeguards its own intellectual property rights, including copyrights, patents, trademarks and identifying marks, by adhering to the policies and procedures provided for their protection and also respecting the intellectual property of others.

d) Protection of personal data

All information held by O.M.G. is processed in compliance with the laws in force on the protection of personal data. Personal data' consists of any information that serves to identify a person, directly or indirectly, and may include sensitive data, such as data revealing racial or ethnic origin, religious beliefs, political orientation, health or sexual orientation, as well as genetic or biometric data.

O.M.G. and its staff process such data in compliance with the provisions of the current Privacy legislation, and specifically with d. l. vo no. 196/2003 (Privacy Code), as amended by d. l. vo no. 101/2008 and, more generally, with EU Regulation 679/2016 (GDPR).

e) Respect for the person.

Within the framework of internal relations and in relations with third parties, O.M.G. guarantees respect for the fundamental rights of the individual and human dignity, avoiding any discrimination based on racial origin, age, sex, political opinions and religious beliefs, sexual orientation or the person's state of health.

f) Fairness and loyalty in competition.

O.M.G. observes the applicable competition rules, operating in accordance with the principles of fairness, fair competition and transparency and eschewing conduct that may constitute forms of unfair competition.

g) Respect for the environment.

O.M.G., which has always been sensitive to the issue of sustainable development, carries out its business activities in compliance with all applicable environmental protection regulations.

h) Product quality and safety.

O.M.G. operates with the aim of offering its customers the highest *standards* of product quality and safety.

With this in mind, the company invests in research, ensuring ever higher levels of development.

O.M.G. considers the respect of these values to be of fundamental importance for the image and reputation of the company, and therefore requires the addressees of the Code to fully share and comply with them.

5. PRINCIPLES IN EMPLOYEE RELATIONS

a) Value of human resources

O.M.G. guarantees and promotes the development of human resources, establishing relations with personnel based on criteria of impartiality, fairness and correctness, enhancing individual capacities, with absolute respect for equal opportunities, and favouring the development of professionalism. In particular, O.M.G., in the context of the employment relationship, with particular reference to the aspects of recruitment, training, remuneration, promotions, transfers and termination of the relationship itself, ensures that employees are treated in a manner consistent with their ability to meet the requirements of the job, avoiding any form of discrimination.

The Company, in compliance with the laws and regulations in force, ensures suitable working environments to safeguard the health, safety, physical and moral integrity of its employees, collaborators and all those who have relations with it. O.M.G., moreover, pays particular attention to regulations protecting child labour.

b) Duties of the Society.

In order to make the best use of human resources, O.M.G. is committed to

- comply with labour legislation, not tolerating any form of irregular work;
- proceed with the selection of personnel with exclusive attention to matching the candidates' profiles to the company's needs and requirements, while respecting equal opportunities for all stakeholders;
- apply the meritocratic and professional criterion when taking any decision concerning the career or any other aspect of the employment relationship with its employees and collaborators;
- provide continuous and adequate training to its employees and collaborators, in order to ensure ever greater professionalism in the performance of the tasks entrusted to them;
- ensure full compliance with all applicable prevention and protection regulations, thus ensuring a safe and healthy working environment;
- oppose, including with disciplinary sanctions or termination of employment, conduct contrary to the principles of the Code or to the law;
- protect, by means of appropriate measures, the authors of reports of unlawful conduct of which they become aware by reason of their employment relationship (protection of the so-called *whistleblower*).

c) Duties of personnel.

Personnel are obliged to respect the principles set out in the Code and demand compliance with them, and to base their professional conduct on the principles of fairness, loyalty and efficiency.

Staff are required to:

- refrain from pursuing personal interests to the detriment of corporate interests;
- use company assets for the sole purpose of achieving the company's objectives;
- act prudently to protect the company's assigned assets and prevent their misuse by others;
- refrain from disclosing to third parties or using for private purposes information acquired in the performance of assigned activities;
- report any conduct by others in breach of the law or the principles of this Code to the head

of the area to which they belong;

Compliance with the rules of this Code must be considered an essential part of the contractual obligations of O.M.G. employees, pursuant to Article 2104 of the Civil Code.

Violation of the rules of the Code may lead to disciplinary measures and to compensation for damages resulting therefrom.

a) Conflict of interest.

The employees, collaborators and consultants of O.M.G. are bound to exclusively pursue the objectives and interests of the company.

O.M.G. is committed to preventing and avoiding any situation in which a conflict of interest may arise that could affect the independence of judgement of the persons involved in the transactions.

6. PRINCIPLES IN RELATIONS WITH THIRD PARTIES

When initiating and managing business relations with customers and suppliers, the directors, employees and collaborators of O.M.G. must comply with the principles of the Code and the provisions of the organisation, management and control model.

It is strictly forbidden to establish and maintain relations:

- with persons involved in unlawful activities, or engaged in crime or known to be connected with criminal associations;
- with parties that do not intend to observe the ethical principles of this Code;
- with parties that refuse to provide reasonable guarantees of reliability in accordance with the law and the principles of fairness.

a) Relations with suppliers and business partners.

Relations with suppliers and business *partners* must be conducted in compliance with this Code and in particular in observance of the values of maximum transparency, clarity and fairness.

To this end, contracts concluded with suppliers or business *partners* must contain special clauses aimed at ensuring their compliance with the principles contained in this Code.

The choice of suppliers and business *partners* must be based on objective criteria, such as proven professionalism and competence, reliability, efficiency, quality and cost-effectiveness of

the service offered.

Recipients are prohibited from accepting from suppliers free gifts, presents and the like, aimed at obtaining direct benefits for themselves or for the company or obtaining confidential information. Therefore, only so-called "customary gifts", which are customarily exchanged on festive occasions, are permitted, provided they are of modest value and, in any case, do not exceed the economic value of 100.00 Euro per single gift and/or gratuity.

The addressees are required to report to the Supervisory Board any attempt or situation that may lead to an alteration of normal business relations.

b) Purchasing processes.

Purchases must be made observing the utmost transparency and guaranteeing the traceability of transactions through an appropriate documentation and archiving system.

Contracts of large amounts, insofar as they are significantly higher than the value normally applied for similar negotiations, must be viewed, approved and signed by persons with appropriate powers of administration.

c) Customer relations.

O.M.G. promotes the utmost impartiality in relations with customers, refusing any form of customer approach that violates competition law or constitutes an illegal act.

Contracts and customer communications must comply with the following requirements:

- clarity and comprehensibility of language;
- compliance with current legislation;
- completeness of information.

It is forbidden for directors and staff to make donations, gifts or benefits aimed at influencing customer choices.

7. PRINCIPLES IN RELATIONS WITH THE PUBLIC ADMINISTRATION

O.M.G. bases its relations with the Public Administration, whether Italian or foreign, on the principles of utmost transparency and fairness, complying with the law and the provisions of the

Organisation and Management Model adopted.

Directors and employees are required to provide the public authorities with full cooperation.

It is forbidden for all those who exercise, even de facto, management, administration, direction or control functions in the Company and for persons subject to their direction or supervision, such as employees, collaborators, consultants, agents, proxies and, in general, all third parties acting on behalf of the Company, to resort to any conduct aimed at obtaining an undue or illegal interest, advantage or benefit for the Company.

Persons entrusted by the Company with relations with the Public Administration must not in any way seek to unlawfully influence the decisions of officials or others who make decisions on its behalf.

To this end, it is not permitted to offer money or gifts to directors, officers or employees of the Public Administration or their relatives, unless they are company promotional material and, in any case, are of modest value.

Addressees who are the subject of explicit or implicit requests for benefits of any kind from members of the Public Administration must immediately suspend their relations with the Public Body and inform the Supervisory Board thereof.

It is absolutely forbidden to use or present false declarations, documents or statements, or to omit information in order to obtain contributions, financing or other disbursements from the Italian or EU Public Administration.

It is forbidden to use contributions, subsidies or funding received from a public administration for purposes other than those for which they were allocated.

When participating in tenders, O.M.G. requires absolute compliance with the law, as well as observance of the principles of fairness, transparency and loyalty.

Compliance with the principles governing relations with the Public Administration is also required of any third parties or consultants representing the Company before Public Bodies.

8. PRINCIPLES OF RECORD-KEEPING

Accounting records must be kept in full compliance with the principles of transparency, fairness and accountability.

Every operation and transaction must be lawful, authorised, verifiable, consistent and congruous.

To this end, all transactions and/or actions performed by the company must be adequately recorded, thus enabling the decision-making, authorisation and processing *process* to be easily reconstructed and verified.

It is also necessary that each individual operation be recorded on appropriate documentation, on paper and/or computer, attesting to its characteristics and reasons and enabling the identification of the person who proceeded to authorise, carry out, record and verify it.

It is the duty of all addressees of the Code to verify and certify, where requested, the correctness of the information transmitted, as well as to cooperate in the proper functioning of the control system, by notifying the Supervisory Board or their direct superior, in writing, of any omissions, falsifications or irregularities of which they may become aware.

9. P R I N C I P L E S I N T H E U S E O F C O M P U T E R S Y S T E M S

The use of computer systems must be carried out in compliance with the regulations in force.

In carrying out its activities, O.M.G. uses exclusively computer systems including regularly licensed *hardware* and *software*.

The Company grants directors, employees and collaborators the use of its devices for the sole purpose of carrying out the tasks entrusted to them.

Each user is granted access to each individual computer and telematic system following identification, carried out through the use of logical keys (*user ID and password*), delivered by the system administrator and stored in such a way as to prevent misappropriation or undue knowledge by unauthorised persons.

Users are personally responsible for the integrity of their systems, data, information and programmes.

An e-mail box with a personal *account* may be assigned for use by users. The use of e-mail through this box is for business purposes and never personal. Incoming and outgoing e-mail from these boxes must be understood as coming from or destined for O.M.G. and as such, it is accessible to the user's superiors.

It is the right of the Company to prevent one or more users, in whole or in part, from accessing the local network as well as the Internet.

Users are prohibited from using the computer systems for purposes other than that for which they are granted.

10. CONTROL SYSTEM

In order to ensure compliance with laws and procedures, to protect the company's assets and the health and safety of its people, to manage its activities efficiently, and to provide accurate and complete accounting and financial data, O.M.G. has created internal control procedures to verify, direct and manage the activities carried out by the company.

Control procedures must be adopted by all addressees, each within the scope of their duties.

All addressees are responsible for the definition, implementation and proper functioning of controls.

11. SUPERVISORY BOARD

O.M.G. has set up an internal Supervisory Board with control powers.

The Supervisory Board is an independent body that operates in accordance with the principles of impartiality and professionalism.

The tasks of the Supervisory Board are:

- monitoring of compliance with the Code of Ethics by all addressees;
- dissemination of this Code to all recipients and third parties working with the Company, through an appropriate information plan aimed at fostering awareness of the principles it contains;
- the constant updating and adaptation of the Code, in order to ensure its constant adequacy to legislative and corporate changes;
- interpretation of the Code, being a point of reference to settle any conflict or doubt on the application of the principles expressed therein;
- the protection from possible pressure or retaliation of employees who report conduct that does not comply with the Code or the Organisation and Management Model;
- the reporting, to the competent corporate functions, of any transgressions of the law and/or

- the provisions of this Code and/or the Organisation Model;
- the control of the regularity and timeliness of the imposition of the disciplinary sanctions provided for against violators of the Code of Ethics, or of the Organisation Model.

12. S ANCTIONS

Sanctions must be imposed promptly and immediately.

Disciplinary measures provided for in collective bargaining may be taken against an employee following the discovery of a breach of the principles laid down in this Code and the procedures provided for therein.

The Company may also take other measures, such as assigning the employee to another company area, provided that this does not lead to his/her demotion, which is prohibited by law.

In the event of a breach of the Code of Ethics and internal procedures by Directors or Statutory Auditors, the Supervisory Board shall inform the Board of Directors and the Board of Statutory Auditors, who shall take the appropriate initiatives provided for by law.

Violation of ethical rules by third parties may be sanctioned by termination of the contract. To this end, there is a specific obligation to include specific express termination clauses in supply or collaboration contracts, which make explicit reference to compliance with the provisions of the Code.