



IMAGING THE FUTURE SINCE 1947

CODE OF ETHICS

Organisation and Management Model pursuant to Legislative Decree no. 231/01



CODE OF ETHICS

01 December 2021

(Rev. 3)

*I THANK ALL "MY BOYS"
WHOM I TAUGHT WITH LOVE,
AND WHO VALIANTLY REPLACED ME
PROVIDING ME WITH GREAT SATISFACTION.*

Arturo Gilardoni

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1 Introduction

1.1 Purpose

The Board of Directors of Gilardoni S.p.A. a Socio Unico (hereinafter "Gilardoni") has adopted this Code of Ethics, which reflects the company's commitment to:

- maintain a focus on how to manage areas of ethical risk;
- provide guidelines for staff to help recognise and address ethical issues;
- contribute to maintaining a culture of integrity, honesty and accountability within the company.

This document, which is an integral part of the Organisational Model pursuant to Legislative Decree 231/01, defines the values and principles of conduct relevant to the proper functioning, reliability, compliance with laws and regulations and the image of Gilardoni.

It contains the set of rights, duties and responsibilities of the parties involved inside and outside the Company, beyond and independently of the provisions of the regulations.

1.2 Recipients

All persons working for the achievement of the company's objectives, whether they are top management or employees, are required to comply with this Code of Ethics in the conduct of Company business and activities.

This Code also applies, in the points of interest, to collaborators and external consultants who act in the name and on behalf of Gilardoni.

1.3 Conduct

Recipients must behave in compliance with the fundamental principles of honesty, moral integrity, correctness, transparency, objectivity and respect for the individual personality, in the pursuit of the company's objectives and in all relations with persons and bodies inside and outside the Company.

Under no circumstances can the pursuit of Gilardoni's interest justify an action that does not comply with an honest line of conduct. Therefore, Gilardoni reserves the right not to undertake or continue any type of relationship with anyone who adopts behaviour that differs from that established in the Code of Ethics.

1.4 Code of Ethics and Organisational Model pursuant to Legislative Decree 231/01

The Code of Ethics is an integral part of the Organisation and Management Model adopted by Gilardoni for the purposes of Legislative Decree 231/01, containing, among other things, the general principles and rules of conduct to which the Company acknowledges positive ethical value, guiding the recipients of the Code on the lines of conduct to be followed and those to be avoided, identifying responsibilities and any consequences in terms of sanctions.

The Organisational Model and the internal procedures adopted by Gilardoni for the performance of its activities in general, and in particular those mentioned in the following chapters, comply with the rules contained in this Code.

2 Company profile

2.1 Sectors and products

Gilardoni is a leading Italian company in the design and manufacture of x-ray and ultrasonic equipment, components and services in the medical, non-destructive testing and security sectors.

Gilardoni was founded in 1947 by Dr Arturo Gilardoni who set himself the goal and mission of creating world-class research laboratories and a structure capable of producing, distributing, selling and servicing innovative products everywhere. Today, Dr Gilardoni's vision has produced a company that operates in the following sectors:

- Security;
- Medical;
- NDT - Non-destructive testing;
- OEM - Components.

2.2 Certifications

Gilardoni's quality control system is certified ISO 9001 and 13485 by IMQ in compliance with specific standards and product standards having global validity; moreover, its research laboratories are certified as "highly qualified" by Ministerial Decree 9-10-1985 - Law 46/82 Art. 4.

Gilardoni sees itself as a high-quality market-oriented industry providing value-added solutions that fully satisfy customers. Gilardoni is present in Italy with its manufacturing plant in Mandello del Lario (province of Lecco).

3 Mission

3.1 Stakeholders

The creation of value for the shareholders and the satisfaction of the explicit and implicit needs of customers, employees, suppliers and the communities of reference constitute the main mission of Gilardoni, with due respect for the interests and expectations of all categories of interested parties or "stakeholders"¹.

3.2 Communities of people

Gilardoni, with its construction technologies and research facilities, plays an important role in the physical safety and health of communities and in the analysis and study, while maintaining

¹See description in § **Errore. L'origine riferimento non è stata trovata.**

the integrity, of their material and cultural assets, through the design and construction of plants for the biomedical sector, in that of anti-terrorism systems, in non-destructive testing instrumentation for industry and the arts.

3.3 Laws, internal and association rules

All Gilardoni's activities are developed in strict compliance with the laws, regulations and internal procedural system and with the Code of Ethics of the Associations to which it belongs.

3.4 Scientific and university community

The quality of products and related services for its customers is of primary importance, as is collaboration with the scientific and university community, through which Gilardoni intends to maintain and improve its image.

4 General ethical principles

4.1 Legality

Recipients are required to comply with the laws and, in general, with the regulations in force in the country in which they operate.

Recipients are also required to comply with company regulations as implementation of regulatory obligations.

4.2 Fairness

Recipients are required to comply with the ethical and professional rules, with particular reference to the duties of diligence and expertise, applicable to the operations carried out on behalf of the Company.

Recipients are also required to comply with corporate regulations, which set out in detail the procedures for pursuing the objectives in compliance with the ethical and behavioural principles adopted as implementation of ethical, expert or professional obligations.

4.3 Transparency

Recipients are required to comply with the duty of transparency, understood as clarity, completeness and relevance of information, avoiding misleading situations in operations carried out on behalf of the Company.

Recipients are required to comply with company regulations, as implementation of the principle of transparency.

4.4 Confidentiality

Due to the specificity of the sectors in which it operates and of the activity carried out, data and information are an integral part of the company's assets.

No confidential information, acquired or processed by the Recipients in the performance of or on the occasion of their activity, may be used, communicated to third parties or disseminated for purposes other than institutional ones.

4.5 Impartiality and repudiation of all forms of discrimination, including racism and xenophobia

All those who collaborate with Gilardoni or for various reasons come into contact with it have the right to be treated equally and with respect. Gilardoni does not discriminate against people on the basis of race, place of birth or ethnic origin, colour, disability, age, gender, sexual identity, religious belief, health status or sexual orientation, or on any other basis, in accordance with the law.

Everyone is provided with a working environment free from racism and discrimination. Business decisions are made on the basis of qualifications, experience and professional criteria.

4.6 Transparency and completeness of information

The information disseminated by Gilardoni shall be complete, transparent, comprehensible and accurate, so as to allow the recipients to make informed decisions on the relations to be maintained with the outside world.

4.7 Respect for the dignity and integrity of the person

Employees and Collaborators, whose physical and moral integrity is considered a primary value of Gilardoni, are guaranteed working conditions that respect individual dignity, in safe and healthy working environments.

4.8 Optimisation of the equity investment and development of the company

Gilardoni shall endeavour to ensure that the economic/financial performance is such as to safeguard and increase the value of the company, in order to adequately remunerate the risk that the shareholders take with the investment of their capital and to create financial resources for the development of the Company.

4.9 Protection of the individual personality

Gilardoni acknowledges the need to protect individual freedom in all its forms and repudiates any manifestation of violence and exploitation, especially if aimed at limiting personal freedom and compromising human dignity, with particular reference to any phenomenon of prostitution and/or child pornography.

5 Criteria of conduct in compliance with regulations

5.1 Compliance with the Law

Recipients of the Code of Ethics, in carrying out their respective activities, shall comply with:

- a) legislative and regulatory provisions, Italian or foreign, applicable to the case;
- b) provisions of the Articles of Association;
- c) provisions of this Code of Ethics;
- d) general rules issued for the purposes of Legislative Decree 231/01;
- e) other resolutions of the Board of Directors;

- f) resolutions of the Executive Committee and other Board Committees, where established;
- g) resolutions of the Chairman and Managing Directors, if appointed;
- h) service provisions issued by the competent organisational units and hierarchical superiors.

5.2 Compliance with Legislative Decree 231/01

All Recipients shall refrain from:

- a) behaving in such a way as to constitute the types of offence considered by Legislative Decree 231/01 and set out in the Organisational Model - General Section - Annex A;
- b) behaving in such a way that, although not constituting an offence as such, could potentially become one.

6 Criteria for conduct in relations with staff

6.1 Personnel policy

Gilardoni protects and promotes the value and development of human resources, also as an important factor of success for the company, so as to favour, on the basis of merit criteria, their full professional realisation.

Recruitment, transfer or promotion practices must not be influenced in any way by offers or promises of sums of money, goods, benefits, facilities or services of any kind.

6.2 Hierarchical relations

In the management of relations that imply the establishment of hierarchical relationships, Gilardoni requires authority to be exercised with fairness and correctness, prohibiting any behaviour that could be considered detrimental to the dignity and autonomy of the employee.

6.3 Prohibition of discriminatory behaviour

Any form of discrimination shall be avoided and in particular, any discrimination based on race, nationality, sex, age, disability, sexual orientation, political or trade union opinions, philosophical views or religious beliefs towards any person inside or outside the Gilardoni company.

6.4 Prohibition of sexual harassment

Sexual harassment or acts of physical or psychological violence are not tolerated. Gilardoni undertakes to protect the moral integrity of its collaborators, guaranteeing the right to working conditions that respect the dignity of the person.

6.5 Prohibition of irregular work

No form of irregular work is tolerated, by which we mean, in addition to the mere absence of any regularisation of a relationship, any type of use of labour services not deduced in a contractual and regulatory framework consistent with that of the country of reference.

6.6 Application of the Privacy Policy to employees

The employee's privacy is protected in accordance with Legislative Decree 196/03.

6.7 Clarity of employee roles

When the employment relationship is established, each employee must be provided with accurate information on: the characteristics of the department to which he or she belongs, the responsibilities of his or her role and the tasks to be performed; disciplinary rules of legal, contractual or regulatory source; regulatory and remuneration elements, in general rules and procedures to be adopted in order to avoid conduct contrary to the law and company policies.

6.8 Conflicts of interest

Personnel must avoid initiating or facilitating operations in actual or potential conflict of interest with the Company, as well as activities that may interfere with their ability to make impartial decisions in the best interests of the Company and in full compliance with the principles of this code.

In particular, personnel must not have any financial or personal interest in the choice of supplier, in a competitor or customer, and may not carry out work activities that may lead to a conflict of interest.

7 Criteria for conduct with suppliers and third parties

7.1 Criteria of conduct in relations with suppliers

Relations with suppliers are based on principles of transparency, loyalty, integrity, confidentiality, diligence, professionalism and objectivity of judgement.

The choice of suppliers and the purchase of goods and services are carried out by the appropriate company departments on the basis of objective assessments of legality, competitiveness, quality, correctness, respectability, reputation and price.

Gilardoni's suppliers must not be involved in unlawful activities and must guarantee their employees working conditions based on respect for fundamental human rights, international conventions and the laws in force. In particular:

- the use of child labour is absolutely forbidden and considered unacceptable; The age of workers employed in production cannot be lower than the minimum legal age allowed in each State;
- the exploitation of child and non-child labour, the use of forced labour, physical or mental abuse or corporal punishment are considered absolutely unacceptable and shall result in the immediate termination of any and all relations between the supplier and Gilardoni;
- the remuneration and benefits of employees shall comply with local regulations, the

law and be in line with the provisions of the relevant international conventions;

- suppliers must guarantee that all forms of production are carried out by means of working processes that in any case protect the health of workers in an appropriate manner and adequate to the production processes actually used.

Gilardoni recommends its suppliers to refrain from offering goods or services, in particular in the form of gifts, to company collaborators that exceed normal courtesy practices, and prohibits its employees from offering goods or services to personnel of other companies or entities in order to obtain confidential information or direct or indirect benefits of importance, for themselves or for the company.

In case of violation of the principles of legality, fairness, transparency, confidentiality and respect for the dignity of the person, Gilardoni is entitled to take appropriate measures up to the termination of the relationship with the supplier.

7.2 Relations with external consultants, agents and other collaborators

In the context of relations with external consultants and other collaborators, the Directors and Employees are required to:

- carefully evaluate the advisability of using the services of external Consultants and collaborators and select counterparts of adequate professional qualification and reputation;
- establish efficient, transparent and collaborative relations, maintaining an open and frank dialogue in line with the best business practices;
- constantly ensure the most convenient relationship between quality of service and cost;
- demand the application of contractual conditions;
- operate within the scope of current regulations and demand their punctual compliance.

Relations with agents shall be governed by formalised contractual relations in which the conditions and purpose of the contract and the methods of collection and remuneration shall be specifically indicated.

No services or payments may be made to collaborators, consultants, agents or other third parties working on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them or in relation to the type of task to be performed.

Violation of the principles of legality, fairness, transparency, confidentiality and respect for the dignity of the person just causes for termination of contractual relations.

8 Criteria of conduct with customers and towards the market

8.1 Criteria of conduct in relations with customers

Professionalism, competence, availability, respect and fairness represent the guiding

principles and style of conduct to be followed in relations with customers.

It is therefore essential that relations with customers are based on full transparency and fairness, compliance with the law and independence from all forms of conditioning, both internal and external.

Contracts and communications with customers must be:

- clear and simple;
- compliant with the regulations in force, without resorting to practices that are evasive or unfair in any way;
- in compliance with the company's commercial policies and the parameters defined therein;
- complete, in order to include all the elements that customers need to make a decision.

In commercial relations with customers, it is forbidden to engage in conduct that could damage consumer confidence and at the same time jeopardise the transparency and security of the market.

8.2 Criteria of conduct to protect industry and trade

Gilardoni intends to protect the value of fair competition by refraining from collusive and predatory behaviour.

The Company and its collaborators must respect the principles and rules of free competition and must not violate the laws in force on competition, antitrust and consumer protection.

It is therefore forbidden to engage in any conduct that violates the habitual and free exercise of trade and industry and that as such damages commercial trust and good faith in commerce.

In the context of fair competition and consumer protection, the Company and its collaborators undertake not to violate third-party rights relating to intellectual property and to comply with the rules protecting the distinctive signs of intellectual works or industrial products (trademarks, patents) by monitoring full compliance with the rules protecting industrial property rights.

The marketing of products with signs, figures or wording bearing false indications sufficient to mislead as to the real origin, provenance or quality of the work or product is prohibited.

9 Criteria for conduct in relations with the Public Administration

Relations with the Public Administration and Public Institutions (e.g. Ministries and their peripheral offices, Public Bodies, Bodies and Companies operating in the public services sector, Territorial Bodies, Local Authorities, the Italian Antitrust Authority, the Italian Data Protection Authority) shall be carried out by the Company Representatives or by the Managers authorised to do so or by the persons previously and formally delegated by them, in compliance with the provisions of this Code, as well as with the Articles of Association and the Special Laws, having particular regard to the principles of fairness, transparency and efficiency.

More specifically, by way of example, but not limited to:

- It is not permitted, either directly or indirectly, or through a third party, to offer or promise money, gifts or compensation, in any form whatsoever, or to exert undue pressure, or promise any object, service, performance or favour to managers, officials or employees of the Public Administration or to persons in charge of a public service or to their relatives or cohabitants for the purpose of inducing them to perform an official act or an act contrary to their official duties.
- It is forbidden to behave in a deceptive manner that could mislead the Public Administration, and in particular, it is forbidden to use or present false statements or documents or those certifying things that are not true, or to omit information in order to obtain, to the advantage or in the interest of the Company, contributions, funding or other payments, by whatever name supplied by the State, a Public Body or the European Union.
- It is forbidden to use contributions, funding, or other payments of whatever description, granted by the State, a Public Body or the European Union, for purposes other than those for which they were allocated.
- In the event of business relations with the Public Administration, including participation in public tenders, it is necessary to always operate in compliance with the law and good business practice.
- It is forbidden to alter in any way the operation of a computer or telematic system of a Public Body or to illegally intervene in any way on the data, information and programs contained therein or pertaining to it, in order to obtain an unfair profit with the damage of others.

The proper functioning of the Public Administration, in particular of the Judicial Function, is also guaranteed by the prohibition, imposed on all persons required to comply with this Code of Ethics, to undertake, directly or indirectly, any unlawful action that may favour or damage one of the parties involved in civil, criminal or administrative proceedings.

In particular, it is forbidden to exert undue pressure (offers or promises of money or other benefits) or unlawful coercion (violence or threats) in order to induce a person called upon to make statements that may be used in criminal proceedings before the judicial authorities not to make statements or to make false statements, when the person has the right to remain silent.

10 Other criteria of internal conduct

10.1 Criteria of conduct relating to activities of a corporate, administrative or financial nature

As a general rule, it is compulsory to behave in a correct, transparent and collaborative manner, in compliance with the law and internal procedures, in all activities aimed at drawing up the financial statements and other corporate communications, in order to provide shareholders and the public with true and correct information on the economic, equity and financial situation of the Company.

Every operation or transaction must be precise, verifiable and legitimate.

This means that each action and operation must be properly recorded in the accounts and

must be supported by appropriate documentation, in order to allow controls to be carried out, the identification of the various levels of responsibility and the accurate reconstruction of the operation.

All persons who, for any reason whatsoever, including as mere data suppliers, are involved in the preparation of the financial statements and similar documents, or in any case documents representing the economic, equity or financial situation of the Company, and in particular the directors, auditors and those in top management positions:

- are obliged to provide the utmost cooperation in specific aspects and to ensure the completeness and clarity of the information provided as well as the accuracy of the data and processing;
- are prohibited from presenting untrue facts, even if subject to assessment, or from omitting information or concealing data in direct or indirect violation of regulatory principles and internal procedural rules, so as to mislead the recipients of the above-mentioned documents.
- are prohibited from carrying out simulated operations or spreading false information about the Company and its activities.

It is forbidden to prevent or in any case hinder the performance of control activities legally attributed to shareholders or other corporate bodies.

It is forbidden to engage in simulated or fraudulent conduct aimed at influencing the shareholders' meeting in order to obtain an unfair profit for oneself or others.

Gilardoni intends to guarantee the dissemination and observance of principles of conduct aimed at safeguarding the share capital and protecting creditors and third parties who establish relations with the company in full compliance with the law.

In particular, it is expressly prohibited to:

- return contributions to the shareholder or release the same from the obligation to make them, except in cases of legitimate reduction of share capital;
- distribute profits or advances on profits that have not actually been earned or that are destined by law to reserves, or distribute unavailable reserves;
- purchase or underwrite shares of the Company outside the cases provided for by law, with damage to the integrity of the share capital;
- make reductions in the share capital, mergers or demergers, in violation of the provisions of law protecting creditors;
- carry out the fictitious formation or increase of the share capital, by assigning shares or stakes for a value lower than their face value when increasing the share capital, mutual subscription of shares or stakes, significant over-evaluation of contributions of assets in kind, credits, or of the Company's assets in the event of transformation;
- carry out any kind of unlawful operation on shares or stakes of the Company (or of the parent company);
- carry out any kind of operation that may cause damage to creditors;
- determine, through simulated or fraudulent acts, fictitious majorities at the Company's meetings.

10.2 Criteria of conduct in the use of company assets and computer systems

Documents, work tools, systems and equipment and any other tangible and intangible asset (including intellectual property rights and trademarks) owned by Gilardoni are used exclusively for the achievement of company purposes, in the manner established by the same; they cannot be used for non-legitimate purposes and must be used and kept with the same diligence as one's own property. Any unlawful use shall be punished, also in disciplinary terms, whether or not it constitutes criminal conduct punishable by law.

The company protects the personal data of all persons who come into contact with it, in accordance with the regulations in force regarding Privacy.

Information acquired in the performance of one's duties, which are also assets of the Company, are subject to legal requirements and the duty of confidentiality. These duties are to be observed even after the termination of the relationship with the Company, in accordance with the provisions of the aforementioned legislation.

The computer and telematic tools (such as telephones and fax machines, electronic mail, Internet, intranet and, in general, the hardware and software provided) made available to personnel are work tools and, consequently, must be used exclusively for company purposes: this applies both to the use of personal computers and to other tools, programs and services.

Each employee is also required to make the necessary efforts to prevent the possible commission of offences through the use of IT tools.

In particular, staff are prohibited from:

- unauthorised access to IT or telematic systems;
- unauthorised possession and unauthorised dissemination of access codes to IT or telematic systems;
- dissemination of IT equipment, devices or programs intended to damage or interrupt an IT or telematic system;
- the unlawful interception, obstruction or interruption of IT or telematic communications;
- damage to information, data and computer programmes and IT and telematic systems.

Personnel may not upload borrowed, unauthorised or unlicensed software onto company systems, nor make unauthorised copies of licensed software for personal, company or third-party use.

10.3 Prohibition of operations aimed at receiving stolen goods, money laundering and use of money, goods or utilities of illegal origin

Gilardoni carries out its activities in full compliance with the regulations in force on anti-money laundering and the provisions issued by the competent Authorities.

Gilardoni is committed to maximum transparency in commercial transactions and prepares the most appropriate instruments in order to contrast the phenomena of receiving, laundering and using money, goods or benefits of illegal origin.

Personnel must never carry out or be involved in activities that imply the laundering (i.e. the acceptance or processing) of proceeds from criminal activities in any form or manner whatsoever.

Directors, employees and collaborators must check in advance available information (including financial information) on business counterparties, consultants and suppliers, in order to ascertain their moral integrity, respectability and the legitimacy of their activities before establishing business relations with them; they must strictly observe the laws, policies and corporate procedures in any economic transaction involving them, ensuring full traceability of incoming and outgoing financial flows and full compliance with anti-money laundering laws where applicable.

11 Anti-corruption behaviour

Gilardoni establishes that Recipients shall refrain from giving or promising third parties, sums of money or other benefits in any form or manner, even indirectly, to promote or favour the interests of the company, even if subjected to unlawful pressure.

They may not accept for themselves or for others such sums and/or utilities to promote or favour the interests of third parties in their relations with Gilardoni. Gifts of significant value are not allowed; if they are of modest value they must be attributable solely to acts of reciprocal courtesy in the context of correct business relations and as prescribed by sector and internal regulations. Furthermore, they are forbidden to expose and disseminate untrue facts or to omit information or conceal data in direct or indirect violation of regulatory principles and internal procedural rules, so as to mislead third party recipients of such information. Any actions found to be in contrast with the ethical principles and conduct defined by this Code must be promptly reported to the Supervisory Board.

12 Conduct with the Supervisory Board

The Staff and the Recipients of the Code of Ethics, in their relations with the Supervisory Board, must:

- a) collaborate with the Supervisory Board (hereinafter also "SB") during the verification and supervision activities carried out by it, providing the information, data and news requested by it;
- b) provide the SB with the communications envisaged in Chapter 8 of this Code;
- c) report to the SB any dysfunctions or violations of the Model and/or of the Code of Ethics, in compliance with the provisions of the following paragraph "*Reporting to the Supervisory Board*";
- d) refrain from engaging, causing or collaborating in conduct that may constitute any of the offences referred to in Decree 231 (see Model - General Section).

13 Protection of health and safety in the workplace

Gilardoni is committed to pursuing the objectives of improving the health and safety of workers as an integral part of its activities and as a strategic commitment with respect to the

more general aims of the Company.

To this end, the Company:

- is committed to spreading and consolidating a culture of safety and health at work by developing risk awareness, promoting responsible behaviour by all employees;
- carries out institutional training, provided at certain times in the life of the employee and recurrent training aimed at operational staff;
- promotes and implements any initiative aimed at minimising risks and removing the causes that may jeopardise the safety and health of employees, by implementing technical and organisational measures, including the introduction of a system for managing and assessing risks, safety and the resources to be protected, as well as through the implementation of a concretely effective system for monitoring the adoption of preventive measures, protected by sanctions that may go as far as expulsion from employment.

Personnel must take care of their own health and safety and that of other people in the workplace who are affected by their actions or omissions, in accordance with the training, instructions and means provided by the employer.

For this reason, the use of drugs, alcohol abuse or illegal drugs will not be tolerated in the workplace.

14 Environmental protection

Gilardoni intends to ensure the full compatibility of its activities with the territory and the surrounding environment.

To this end, it undertakes to carry out its business activities with total respect for the environment, understood in the broadest sense, in particular:

- considering the environmental impact of new activities and production processes;
- using natural resources in a responsible and conscious manner;
- developing a relationship of constructive cooperation, based on maximum transparency and trust, both internally and with the external community and institutions in the management of environmental issues;
- maintaining high levels of safety and environmental protection through the implementation of effective management systems.

15 Confidential information

Confidential information means any type of information belonging to Gilardoni that must not be disclosed to the public or to unauthorised third parties, also in accordance with an internal system of classification of its confidentiality.

Confidential information includes any information produced by Gilardoni or obtained confidentially from third parties and bound by a non-disclosure agreement. Some examples

of confidential information are financial data, strategic plans, intellectual property, information about bids, information about employees, legal documents and information about customers and suppliers.

Employees are prohibited from disclosing confidential information to person(s) who are not its recipient(s) unless authorised or required by law. This rule includes confidential information transmitted by suppliers and customers. Employees undertake to maintain the utmost confidentiality even after the termination of their employment with Gilardoni.

Employees and Recipients must pay the utmost attention to avoid improper use of confidential information or unwittingly revealing it to third parties. It is, therefore, necessary to:

- keep documents (paper or computer-based) and documents containing confidential information in a safe place;
- not discuss confidential matters in places where the conversation could be overheard, for example in public places such as lifts, hallways, restaurants, aeroplanes and taxis;
- be careful when discussing confidential matters on a mobile phone or using other wireless devices;
- only transmit confidential documents using electronic devices, such as faxes or e-mails, when it is reasonable to believe it can be done safely;
- avoid unnecessary reproduction of confidential documents.

16 Repudiation of all forms of terrorism

Gilardoni repudiates all forms of terrorism and all anti-democratic and violent forms of political abuse. Gilardoni intends to adopt appropriate measures to prevent the danger of involvement in acts of terrorism, so as to contribute to the affirmation of democracy and peace among peoples.

To this end, the Company undertakes not to establish any working or commercial relationship with persons, be they natural or legal persons, involved in terrorism; not to finance or in any case facilitate any of their activities and to report to the Competent Authorities, should they be aware of it, any event referable to the cases mentioned at the beginning of this paragraph.

17 Relations with the community

17.1 Trade unions and parties

Gilardoni does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organisations and their representatives and candidates, except in the forms and ways provided for by the laws in force.

17.2 Press and other mass media

Gilardoni maintains relations with the press and mass media, solely through the company bodies and the company functions delegated for this purpose. These relations must be

based on principles of fairness, availability and transparency in compliance with the communication policy defined by the company.

Employees and collaborators may not provide information to mass media without the prior and specific authorisation of the competent functions.

Information and communications relating to the Company must be accurate, complete, truthful, transparent and consistent with each other.

18 Gilardoni's principles of corporate governance

Gilardoni's corporate strategy is geared towards consolidating and expanding its product range through research aimed at this and through technological development programs and strengthening its position in the most profitable markets through the intensification of commercial activities. In the long term, this will ensure that the company has an optimal balance between opportunities and risks for stakeholders.

In light of this, Gilardoni assesses *corporate governance*, *risk and opportunity management*, *risk control* and *compliance* as areas of absolute importance and subject to integrated approaches.

This ensures, in all circumstances, compliance with the requirements coming from regulations and the demands for transparency of the financial markets. Gilardoni pursues its business objectives responsibly and efficiently and provides assurance that the company is not exposed to uncontrollable risks.

Responsible management focused on long-term success and close monitoring of management by the Board of Directors are an integral part of Gilardoni's corporate culture. Company functions work closely together and are guided by *best practices*.

19 Supervisory Board

Gilardoni, as part of the activities to adapt its organisational model to the requirements expressed by Legislative Decree 231/01, has set up a Supervisory Board ("SB"), which has the function of verifying the correct functioning of the organisational model and compliance by the recipients with the rules contained in the Code, proposing any updates. This Board is committed to providing the Board of Directors with periodic reports of activities carried out.

19.1 Requests for information to the Supervisory Board

The Staff and the Recipients may contact the Supervisory Board at any time, both in writing (by e-mail to the address: odv.gilardoni@gmail.com) and verbally, also in order to request clarifications and/or information on, for instance:

- the interpretation of the Code of Ethics and/or of the other protocols related to the Model;
- the legitimacy of a specific concrete behaviour or conduct, as well as their appropriateness or compliance with the Model or the Code of Ethics.

19.2 Reporting to the Supervisory Board

Any information which may relate to suspected violations, including potential violations, of the Model must be immediately reported to the SB. This includes, but is not limited to:

- relevant news concerning violations of the Model or the commission of offences;
- any instructions received from superiors and believed to be contrary to the law, internal rules or the Model;
- any requests or offers of gifts (which are deemed to exceed modest value) or other valuables from public officials or representatives of public services;
- any significant deviation from the budget or spending anomalies;
- any omissions, negligence or falsification in keeping accounting records or in the storage of documentation on which accounts are based;
- provisions and/or information from law enforcement agencies or other authorities which notify of investigation proceedings involving, even indirectly, the Company, its employees or members of company bodies;
- requests for legal assistance issued to the Company by employees pursuant to the Collective Bargaining Agreement (CCNL), in the event legal proceedings are begun against them;
- reports regarding ongoing disciplinary proceedings and any sanctions imposed or the reason for their dismissal,
- reports of accidents at work and occupational diseases with prognoses of more than 40 days and environmental accidents whose seriousness may involve criminal sanctions and significant administrative penalties.

Information relating to Gilardoni's activities must also be compulsorily and immediately transmitted to the SB, if it may be relevant to the activities carried out by the SB and relating to its own competences, such as for example, but not limited to:

- reports prepared by Managers, as part of their activities, and minutes of management meetings;
- information regarding organisational changes;
- updates to the system of powers and responsibilities;
- decisions regarding the request, payment and use of public financing.

19.3 Relations and requests for information to the Supervisory Board

Recipients may contact the Supervisory Board at any time, by writing to:

Gilardoni's Supervisory Body
Via Ingegner Arturo Gilardoni, 1
23826 Mandello del Lario (LC)

or by e-mail to the address:

odv.gilardoni@gmail.com

and verbally, also in order to request explanations and/or information regarding, for example:

- the interpretation of the Code of Ethics and/or of the other protocols related to the Model;
- the legitimacy of a specific concrete behaviour or conduct, as well as their appropriateness or compliance with the Model or the Code of Ethics.

19.4 Reporting unlawful conduct

Whistleblowers may, at any time, address and report to the Supervisory Board, circumstantial events of unlawful conduct, relevant under Legislative Decree 231/01 and the applicable mandatory rules:

1. **in writing**, by means of the postal service, by registered letter with acknowledgement of receipt (Raccomandata A.R.); in this case, in order to benefit from the guarantee of confidentiality, the report must be placed in a sealed envelope marked "*Confidential / Personal*" on the outside to the address:

Gilardoni's Supervisory Body
Via Ingegner Arturo Gilardoni, 1
23826 Mandello del Lario (LC)

2. **in writing**, by directly delivering the report and other relevant documentation to the SB", for which it will issue a receipt.
3. **by e-mail** to:

odv.gilardoni@gmail.com

Access to the email address will be protected by two-factor authentication ("Strong Authentication").

4. **by certified e-mail** to:

odv.gilardoni@pec.it

5. **in person** to the Supervisory Board. The person making the report can send a request for a meeting and will receive a reply (including the place, date and time of the meeting).

Method no. 5 does not fully guarantee the confidentiality of the person making the report within report management activities.

20 Sanction system

20.1 Violation of the Code of Ethics

The observance of this Code by employees and collaborators and their commitment to

comply with the general duties of loyalty, fairness and execution of the work contract in good faith must be considered an essential part of the contractual obligations also on the basis of and for the effects of Art. 2104 of the Italian Civil Code.

The behaviour of employees, in violation of the behavioural or procedural rules contained in this code of ethics, must be understood as disciplinary offences that can be sanctioned in accordance with the applicable legislation.

Compliance with the code of ethics by third parties (suppliers, consultants, etc.) integrates the obligation to fulfil the duties of diligence and good faith in negotiations and in the execution of existing contracts with the Company.

Violations committed by third parties shall be sanctioned in compliance with the provisions of the relevant mandates and contracts.

Gilardoni shall adopt the contents of this Code of Ethics and Ethical Conduct by preparing rules for its dissemination among its employees.

This Code of Ethics shall also be applied in countries other than Italy where, if conflicting, it shall be adapted to the laws, regulations and values of the country where the Company operates from time to time, in compliance with fundamental human rights and international conventions.

20.2 Application of the sanctions system

Serious and persistent breach of the rules of the Code of Ethics by the Recipients damages the relationship of trust established with the Company and may lead to the imposition of disciplinary sanctions, compensation for damages and, in cases of serious breach, termination of employment.

For the purposes of this Code, the term "serious breaches" refers to all persistent breaches that result in sanctions against the Company.

20.3 Purpose of the disciplinary and sanctions system

Article 6, paragraph 2, letter e) and Article 7, paragraph 4, letter b) of Legislative Decree 231/01 indicate, as a condition for the effective implementation of the Organisation and Management Model, the introduction of a disciplinary system capable of sanctioning non-compliance with the measures indicated in the Model. The definition of an effective disciplinary system is an essential prerequisite for the validity of the Model.

The sanctions set out by the disciplinary system will be applied to all violations of the provisions of this Model, regardless of the outcome of any criminal investigation instigated by law enforcement agencies in the event that the behaviour to be sanctioned falls within the scope of offences identified pursuant to Italian Legislative Decree 231/01.

20.4 Measures against Employees

Gilardoni has adopted this Disciplinary System mainly aimed at sanctioning the violation of the principles, rules and measures provided for in the Model and relative Protocols, in compliance with the rules provided for by the national collective bargaining agreement, and the laws and regulations in force.

On the basis of this Disciplinary System, the following violations of the Model and related Protocols are liable to sanctions:

- any violation committed by senior management, in that they hold positions which represent, administer and manage the Entity or one of its organisational units which is financially and administratively autonomous, or hold management or control powers, even if only de facto, over the Entity;
- any violation committed by persons subject to management or supervision from others, or who act in the name and/or on behalf of Gilardoni.

Violations of individual behavioural provisions and rules referred to in the Model by Gilardoni employees – who are covered by the National Collective Bargaining Agreement applied by Gilardoni – will always be treated as disciplinary offences.

The procedures contained in the Model, whose non-compliance is intended to be sanctioned, are communicated to all employees by means of the tools provided for in the General Section of the Gilardoni Organisational Model.

Each violation of the Model, highlighted by the Supervisory Board will initiate disciplinary action aimed at establishing responsibility for it. Particularly, the employee will be notified of the investigation and will be guaranteed an appropriate length of time to present his or her defence against the accusation. Once responsibility has been established, a disciplinary sanction proportionate to the severity of the violation committed will be imposed on the offender.

For employees, compliance with the rules of the Code of Ethics is an essential part of their contractual obligations pursuant to and for the purposes of Articles 2104, 2105 and 2106 of the Italian Civil Code.

The sanctions that can be imposed on employees, in accordance with the provisions of Article 7 of Law no. 300 of 30 May 1970 (the so-called Workers' Statute) and any special regulations applicable, are those provided for by law and by the sanctions system of the Employment Contracts, namely:

- a) verbal reprimand;
- b) written reprimand;
- c) a fine no greater than 4 hours' pay;
- d) suspension without pay for a period of up to 5 days;
- e) suspension without pay for a period ranging from 6 to 10 days;

- f) dismissal with notice;
- g) disciplinary dismissal without notice.

The type and severity of sanction imposed will also depend on the following:

- the intention of the behaviour or the level of negligence, imprudence or lack of foresight shown, with regard also to whether the event could have been foreseen;
- the worker's overall behaviour, with particular regard to whether the worker has been the subject of previous disciplinary action, within the limits of the law;
- the worker's duties;

- the position and level of responsibility and autonomy of the people involved in the violation;
- any other particular circumstances surrounding the disciplinary offence.

It is understood that all the provisions and guarantees laid down by law and by the Employment Contracts concerning the disciplinary procedure will be followed; in particular, the following will be observed:

- the obligation - in relation to the application of any disciplinary sanction - to previously send notification of investigation to the employee and to hear the employee's defence;
- the obligation - except for verbal reprimands - to put the accusation in writing and that the sanction is not issued unless the number of days specifically indicated for each sanction in Employment Contracts have passed from the notification of investigation.

As regards the investigation of offences, disciplinary proceedings and the imposition of sanctions, the powers already conferred, within the limits of the respective delegated powers and competences, on managers and hierarchical managers remain valid.

Gilardoni intends to make its employees aware of the provisions, behavioural rules and sanctions contained in the Model. They will be reminded that violations will lead to disciplinary measures which take account of the severity of the offences.

20.5 Measures against Directors and Auditors

Violations of the principles and measures set out in the Model adopted by the Company by Directors and/or Auditors must be promptly reported by the SB to the entire Board of Directors and the Board of Statutory Auditors.

Disciplinary sanctions also apply to Directors and/or Auditors who, through negligence or lack of foresight, have not been able to identify and consequently eliminate violations of the Model's provisions and, in the most severe cases, commission of offences.

The most appropriate disciplinary sanction to be applied to Directors and/or Auditors who violate the Model's provision will be decided on by the Board of Directors, having heard the opinion of the Board of Statutory Auditors with a resolution voted on by an absolute majority of those present, excluding the Director(s) who have committed the offences.

Particularly, in the event that one or more Directors commit minor violations of the Model's provisions, the Board of Directors may directly impose a disciplinary sanction consisting of a formal written reprimand or a temporary withdrawal of responsibilities.

However, in the event that one or more Directors commit particularly serious violations of the Model's provisions in that they are singularly aimed at facilitating or committing an alleged offence, the Board of Statutory Auditors or the Board of Directors must convene a Shareholders' Meeting, which will assess whether or not to dismiss the Director or Auditor and/or resolve to take civil liability action against the Director or Auditor.

20.6 Measures against other Recipients

Any violation by Suppliers, Professionals or external Collaborators of the provisions and rules

of conduct laid down in the Model applicable to them, or the possible commission of the offences referred to in Legislative Decree 231/01 by them, shall, as far as possible, be sanctioned in accordance with the provisions of the specific clauses of the relevant contracts. These clauses may provide, purely by way of example, the right to terminate the contract and/or the payment of penalties (in accordance with the clauses included ad hoc in the relevant contracts), without prejudice to any claim for compensation if such conduct causes concrete damage to the Company.

20.7 Measures to protect and sanction the whistleblower

If the measures to protect the whistleblower are violated and the identity of the whistleblower is disclosed, without the circumstances provided for by law, or if retaliation or direct or indirect discriminatory acts are adopted against the whistleblower for reasons directly or indirectly linked to the whistleblowing, sanctions shall be applied to the persons responsible for the aforementioned violations, on the basis of the criteria indicated in the previous paragraphs of this Chapter 10.

Similarly, those who make, with wilful misconduct or gross negligence, reports that turn out to be unfounded shall be subject to the sanctions system indicated in the preceding paragraphs of this Chapter 10.

21 Approval and dissemination of the Code of Ethics

21.1 Approval of the Code of Ethics

This Code of Ethics is subject to approval by the Board of Directors of Gilardoni, which undertakes to make this Code known to all Recipients pursuant to Legislative Decree 231/01. Any amendments and additions to the Code of Ethics are the responsibility of the Board of Directors of Gilardoni.

21.2 Dissemination and training on the Code of Ethics

Gilardoni undertakes to guarantee prompt internal and external dissemination of the Code by:

- physical distribution of the document to all members of the corporate bodies and all employees and availability on the company intranet;
- posting it in a place accessible to all;
- making it available to suppliers and Third-Party Recipients.

The Management, in collaboration with the Supervisory Board, prepares and carries out periodic training initiatives on the principles of this Code and related matters.

Contracts with Third-Party Recipients (also referred to as "Third Parties") shall also include clauses and/or declarations aimed at formalising the commitment to comply with the Model and this Code, and at regulating contractual sanctions in the event of any violation of this commitment.

21.3 Amendments to the Code of Ethics

The Board of Directors is responsible for any amendment and/or integration of this Code of Ethics.

In particular, additions and amendments may become necessary due to changes in the reference regulatory framework or in the Company's internal organisation.

21.4 Commitment to the Code of Ethics

Initially, Employees, and subsequently new Employees will be required to sign a statement that they have read, understood and carefully reviewed the Code.

From time to time and at its own discretion and after consultation with the Board of Directors, the Supervisory Board may require certain Employees to sign a statement certifying not only that they have carefully reviewed the Code, read and understood it, but also that they will always act in accordance with the principles set out in this Code and that they are not aware of any violations of it.

21.5 Company Policies and Procedures

In accordance with general company policies, Gilardoni adopts its own or common policies and procedures. Employees are required to comply with the above policies and procedures, in addition to those set out in this Code.

22 Glossary

The terms used in this document are defined below:

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| Sensitive Activity | Activity carried out by a Company which carries a potential risk of an offence being committed. |
| Code of Ethics | A behavioural code that a Company adopts in carrying out its activities and business. Its principles will be inspired by laws, relevant national regulations and internal rules to form a framework of ethical values which include correctness, confidentiality and compliance with laws and regulatory provisions on competition, environmental protection and health and safety in the workplace. |
| Legislative Decree 231/01 | Italian Legislative Decree 231 of 8 June 2001, as subsequently amended and supplemented |
| Recipients | This means the members of Gilardoni's company bodies, Employees, whether they are "Management" or "Staff", external Contract Workers, whether they are self-employed workers or legal persons [Companies] and who, for whatever reason, represent or operate on behalf of Gilardoni (see Chapter 5). Recipients must apply the rules laid down in this Code of Ethics in their professional conduct. This also includes members of the Board of Directors, the Board of Statutory Auditors, people connected to Gilardoni through an employment |

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| | <p>contract, Gilardoni's Suppliers and Partners, and external Contract Workers. All of these people are obliged to comply with the Code when they deal with or act in the name and on behalf of Gilardoni.</p> |
| Guidelines | <p>Guidelines defined by Confindustria for the construction of organisation, management and control models pursuant to Legislative Decree 231/01 approved on 7 March 2002 and updated on 31 March 2008.</p> |
| Model | <p>The Organisation and Management Model in its entirety (General Section, Special Section, mapping of Risk Areas, mapping of Instrumental Processes, Code of Ethics).</p> |
| Supervisory Board | <p>Structure in charge of assessing the Organisation, Management and Control Model adopted and the related procedures/protocols, and of monitoring its effective operation and compliance as well as the updating and dissemination of the company rules to all interested parties.</p> |
| Procedure or Protocol | <p>Implementation document of the Organisation and Management Model approved by the Supervisory Board. It may lay down general rules and principles (rules of conduct, disciplinary sanctions, internal control principles, staff training) or concern specific risk areas (description of the process, potential associated offences, applicable control elements, specific rules of conduct, information flows to the Supervisory Board).</p> |
| Disciplinary System | <p>System which regulates conduct connected with possible violations of the Model, the sanctions which may be imposed, the procedure with which sanctions are imposed and applied.</p> |
| Senior Management | <p>Individuals who are representatives, directors or managers of a Company or of one of its organisational units with financial and functional autonomy, as well as persons who manage and control it, including on a de facto basis.</p> |

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