

RONCHI



CODE OF ETHICS

CONTENTS

1. Introduction.....	2
1.1. The company and the Group.....	3
1.2 Relationship with stakeholders.....	4
1.3 Principles of conduct.....	4
1.4 The Code of Ethics.....	4
2. Main principles.....	5
2.1 Compliance with laws and regulations.....	5
2.2 Models and rules of Conduct.....	5
2.3 Diffusion and observance of the Code of Ethics.....	6
2.4 Corporate Governance.....	7
3. Human resources and occupational policy.....	7
3.1 Main conditions.....	7
3.2 The policy for selection.....	8
3.3 Professional development.....	8
3.4 Human resources and Code of Ethics.....	9
3.5 Work environment and privacy protection.....	9
4. Conflict of interests.....	11
4.1 Business interests and individual interests.....	11
5. Operative procedures and accounting data.....	11
5.1 Specific protocols.....	11
5.2 Compliance with the procedures.....	12
5.3 Accounting transparency.....	13
6. Protection of company assets.....	13
6.1 Custody and management of resources.....	13
6.2 Unlawful transactions on shares or company capital.....	13
7. Intercompany relationships.....	14
7.1 Autonomy and common ethical values.....	14
7.2 Cooperation and communication within the Group.....	14
8. External relationships.....	15
8.1 Relations with Authorities, Public Institutions and other bodies representing the public interests.....	15
8.1.1 Relations with Authorities and Public Administration.....	15
8.1.2 Relations with political organizations and trade unions.....	16
8.1.3 Gifts, benefits and promises of favours.....	16
8.2 Relations with clients, suppliers, other parties in transactions, business and/or financial partners, etc.....	17
8.2.1 Business conduct.....	17
8.2.2 Gifts, complimentary deliveries and benefits.....	19
8.2.3 Environmental protection.....	19
9. Company information.....	19
9.1 Availability of and access to information.....	19
9.2 Relevant communications.....	20
10. Relations with media and information management.....	21
10.1 Conduct guidelines.....	21
10.2 Price sensitive information.....	21
10.3 Confidentiality obligation.....	21
11. Breaches of the Code of ethics – sanctions system.....	22
11.1 Report of the breaches.....	22
11.1.1. Whistleblowing.....	22
11.2 Sanctions system.....	23
11.2.1 General principles.....	23
11.2.2 Workers, employees and middle management.....	23
11.2.3 Executives.....	24
11.2.4 Collaborators, consultants, partners, other parties and other external parties.....	24

	CODE OF ETHICS	Page 2 di 25
PL001		
Review: 00		

1. Introduction

The Code of Ethics is one of the instruments of corporate social responsibility to promote good practices of corporate conduct for those who work in Ronchi and for stakeholders.

The Code of Ethics doesn't replace national laws or contractual rules but rather integrates them: there is a gap between what laws foresee and everyday reality.

This is precisely what the Code of Ethics is made for: to reduce the indeterminacy that accompanies decisions.

The conduct of all the people composing the organization, starting with those with the most responsibility and authority, shape and conform its image.

There is a direct relationship between the observance of the rules and the authority, liability and success of the company.

The aim of the Code of Ethics is primarily to define the conduct of the people who work in Ronchi Group companies but it is also intended to pursue other objectives:

- a. *to increase internal cohesion and consistency*: the aim of the Code of Ethics is to improve internal relations and to create a clear and unified external image;
- b. *a better efficiency*: the motivation of participants to achieve positive objectives increases the capacity to produce benefits, both for the most directly involved and for the environment of reference;
- c. *a good reputation*: a well regulated organization which manifests its own values generates security.

The Code of Ethics is above all a reference tool, useful in helping all those to whom the Code is addressed to face ethical issues (that are closely combined with the organisational problems and with the entrepreneurial choices) which arise in the day-to-day life of a business.

For Ronchi S.p.A, being a leader represents a source of pride and confidence so that:

- customers receive expected products and services and feel themselves as a part of a lasting collaborative process;

	CODE OF ETHICS	Page 3 di 25 PL001 Review: 00
---	-----------------------	--

- women and men who work in the company are actively involved in the achievements of the company with their competence, their involvement and their passion;
- the shareholders, to be sure that the economic value of the company will continue to be generated, in compliance with the principles of corporate social responsibility;
- the local community, be the economic, social and environmental wealth to be promoted for a sustainable future;
- the suppliers, to be players in the value chain and partners in growth.

1.1. The company and the Group

The present Code (hereinafter referred to as “**Code of Ethics**”) expresses the commitment and the ethical responsibilities related to the conduct of business and company affairs, undertaken by anyone dealing with **Ronchi Mario S.p.A.** and the other companies of the Group.

The principles and provisions of the present Code of Ethics are binding for all of the following recipients:

- a)* the members of the Shareholders’ Meeting, in setting objectives, deciding on activities, developing projects, suggesting investments and in any decision or action relating to the company's performance;
- b)* the members of the Board of Statutory Auditors, in monitoring and verifying the formal and substantial correctness of the company’s activities and the functioning of the internal control system;
- c)* the Manager and Executives, in giving substance to the company’s management activities, both in the management of internal and external activities;
- d)* employees and collaborators with whom contractual relations are entertained, for any reason whatsoever, including occasional and/or only temporary;
- e)* those who have commercial and/or financial relations of any kind with the company;
- f)* the representatives of Italian and foreign companies, directly or indirectly controlled.

	CODE OF ETHICS	Page 4 di 25
		PL001
		Review: 00

1.2 Relationship with stakeholders

The company's widespread presence on the national and international markets, its operations in different contexts and the multiplicity of its interlocutors make the management of relations between the company and its stakeholders of primary importance (*"stakeholder"* meaning any public or private person/entity- italians or foreigner – having any relationship with the company and /or any interest in the company activities). The company's work is based on a strict compliance with laws (italian and of the countries in which the company operates), with market rules and with the principles of fair competition.

1.3 Principles of conduct

Compliance with law, transparency, correct management, reliability and cooperation with the *stakeholders* are the principles on which Ronchi Group is based – and from which it derives its models of conduct- in order to be effectively and loyally competitive on the market, to improve the satisfaction level of its customers and to increase the capabilities and the professional growth of their human resources.

In particular, the belief that one is acting in some way to the advantage of the company does not justify the adoption of conduct contrary to these principles.

All addresses, without distinction or exception, are, therefore, committed to observing and ensuring observance of these principles within their functions and responsibilities. Such commitment implies that any third party having any kind of relationship with the company shall also apply rules and means inspired by the same values.

1.4 The Code of Ethics

Ronchi has deemed it necessary and appropriate to adopt a Code of Ethics which sets out the values to which all the recipients must conform, accepting responsibilities, structures, roles and rules for the violation of which, even if no company liability towards third parties derives from

	CODE OF ETHICS	Page 5 di 25
		PL001
		Review: 00

it, they assume personal responsibility both inside and outside the company. The knowledge and observance of the Code of Ethics by anyone working for the companies is a primary condition for the company's transparency and reputation.

As to the internal control system, the Code of Ethics represents an essential instrument for an ethical conduct of the company affairs and an essential element of corporate strategy and organization.

2. Main principles

2.1 Compliance with laws and regulations

The company operates in strict compliance with the laws and regulations in force in the Country where its activities take place, in accordance with the principles of the Code of Ethics and with the procedures established by specific protocols. In particular, the company is compliant with:

D. Lgs. n. 81/2008 e s.m.i.

Moral integrity is a constant duty for all Addressees, who shall be aware and observe, within their respective competences, the laws and regulations in force in the Countries where Ronchi operates. Within this framework, attention and observance shall be paid to any competition law and regulation, both on the national market and at international level.

Any relationship between the Addressees and the Public authorities and institutions shall be based on transparency and cooperation, in accordance with the laws and regulations and with their institutional roles.

2.2 Models and rules of Conduct

All activities undertaken by the Addressees must be carried out with professional care, uprightness and correctness, in order to safeguard the company reputation.

	CODE OF ETHICS	Page 6 di 25
		PL001
		Review: 00

The conduct and relationships of all Recipients, inside and outside the company, must be inspired by transparency, fairness and mutual respect. In this context, directors and managers must be the first to set an example for all the human resources by their actions, complying, in the performance of their duties, with the principles underlying the Code of Ethics, procedures and company regulations, ensuring that they are disseminated among employees and encouraging them to submit requests for clarification or proposals for updating where necessary.

In particular, the Management Board is required to work actively to propose and implement projects, investments and industrial, commercial and management actions which are useful for preserving and increasing the company's economic, technological and professional assets.

The company also guarantees, with reference to corporate decisions, the availability of information support so as to allow corporate functions and bodies, as well as auditing and internal control bodies, to carry out the broadest and most effective control activities.

The use of IT and electronic tools must be in compliance with the privacy rules and the principles of fairness and transparency and in a such a way as to guarantee the integrity of the information systems and of the processed data, in order to protect the company's and third parties' interests.

Ronchi Group adopts appropriate measures to ensure that access to telematics and computerized data take place in absolute compliance with the regulations in force and with the privacy of any subjects involved and in such a way as to guarantee the confidentiality of the information and to ensure that it is processed by subjects expressly authorized to do so, preventing undue interference.

2.3 Diffusion and observance of the Code of Ethics

Ronchi Mario S.p.A. promotes the knowledge and observance of the Code of Ethics, of the specific protocols and their updates among all Addressees, requiring compliance and providing for appropriate disciplinary or contractual sanctions in case of non compliance.

The Addressees are, therefore, expected to:

- know the contents of the Code of Ethics, requesting and receiving appropriate clarifications from the responsible company departments regarding interpretations of the content;

	CODE OF ETHICS	Page 7 di 25
		PL001
		Review: 00

- comply with it and to cooperate to its implementation by denouncing any failure or violation (or even just attempts to violate) they might become aware of.

The company also promotes and encourages the employee's cooperation in respecting the Code and the specific protocols.

To this purpose, the Company organizes specific training/ information programs, according to the different exigencies and responsibilities of the employees.

2.4 Corporate Governance

Ronchi Group companies adopt a Corporate Governance system, in compliance with the law and with the best international standards.

The Corporate Governance system aims at maximizing value to the benefit of customers and shareholders, at controlling enterprise risks and maintaining transparency towards the market.

3. Human resources and occupational policy

3.1 Main conditions

Human resources are an essential element for the existence of a company and a critical factor for a successful competition on the marketplace.

Honesty, loyalty, ability, professionalism, seriousness, technical preparation and commitment are among the decisive conditions to achieve the objective and represents the characteristics required by our company to its directors, auditors, employees and collaborators.

The companies undertake to overcome any kind of discrimination, corruption, child labour exploitation or forced labour and in general, they promote dignity, health, freedom and workers equality, in accordance with the Universal declaration of Human Rights, with the International Labour Organization (ILO) conventions and OCSE guidelines.

	CODE OF ETHICS	Page 8 di 25
		PL001
		Review: 00

3.2 The policy for selection

In order to achieve the corporate targets, and to ensure that these targets are all pursued in compliance with ethical principles and values that inspire us, the company policy is aimed at selecting each employee and collaborator in various capacities according to the values and characteristics set out above.

We offer equal employment opportunities, guaranteeing fair treatment on the basis of individual skills and abilities. During the selection process, which is carried out with respect for equal opportunities and without any discrimination on the private sphere and opinions of the candidate, we work to ensure that the resources acquired correspond to the profile actually necessary for the company's needs, avoiding favouritism and facilitations of any kind and inspiring our choice exclusively on the basis of criteria of professionalism and competence.

Ronchi staff is employed under a regular employment contract, according to the laws and to the collective labour agreement in force. In particular, we do not allow or tolerate the establishment of employment relationship -even by external collaborators, suppliers or business partners- in violation of current legislation concerning child, female and immigrants labour.

3.3 Professional development

In the evolution of the employment relationship we are committed to creating and maintaining the necessary conditions so that the skills and knowledge of each individual can be further expanded in accordance with these values, following a policy based on the recognition of merit and equal opportunities, and providing specific programs aimed at professional updating and the acquisition of greater skills.

To this purpose, employees are required to improve their knowledge and skills and the managers shall take care to create the proper conditions for the development of the employees' potential skills.

The staff selection and management must be inspired to fairness and impartiality, by avoiding favoritism or discrimination and respecting the employee's skills.

	CODE OF ETHICS	Page 9 di 25
		PL001
		Review: 00

In the pursuit of corporate objectives, the employees must in any case operate in the awareness that ethics represents an interest of primary importance for the companies of our Group and that, therefore, behavior which, while in theory appearing to favor the Group, is in conflict with the law, current regulations, the Organization, management and Control Model, the CCNL or this Code of Ethics, will not be tolerated.

3.4 Human resources and Code of Ethics

Through its own dedicated functions and resources, Ronchi Mario S.p.A. constantly promotes and takes care of the knowledge of the Code of Ethics, of the company protocols and of the relevant updates, as well as of the areas of activity of the different functions with attribution of responsibility, lines of hierarchical dependence, description of tasks and personnel training.

The information and knowledge of the Code of Ethics and of the relevant specific protocols takes place primarily through their publication on the company intranet.

Company personnel may, however, at any time ask their superiors for advice and clarification on the contents of the Code of Ethics.

3.5 Work environment and privacy protection

The companies of the group are committed to create a working environment that guarantees all Addresses, and in particular employees and collaborators in any capacity and at any level, conditions that respect health, safety and personal dignity and in which the characteristics of individuals cannot give rise to discrimination or conditioning.

In compliance with the conditions in force, we undertake to protect the health of workers, taking all necessary and appropriate measures, in accordance with the best technical and scientific knowledge, in order to guarantee the absolute conformity of the workplace with the highest standards of safety and hygiene.

	CODE OF ETHICS	Page 10 di 25
		PL001
		Review: 00

Moreover, the company spreads and consolidates a culture of safety, to protect the health of workers in the workplace, developing risk awareness and promoting responsible behaviour by all employees and/or collaborators.

In full compliance with the Code for the protection of personal data and the regulations protecting the privacy of all Recipient, and more generally, of all those who have contact with the Company for any reason, the Company adopts special rules aimed at providing, in particular, the prohibition of undue communication and/or dissemination of personal data without the prior consent of the person concerned.

In particular, the company undertakes:

- to respect the dignity of the worker, which shall be ensured through the respect of privacy in correspondence and interpersonal relations between employees, and through the prohibition of intrusions or form of control that may harm the personality;
- to protect the moral integrity of all employees and/or non subordinate collaborators, guaranteeing them the right to working conditions that respect the dignity of the person and the full exercise of trade union and political rights;
- to safeguard workers from acts of psychological violence or mobbing and to oppose any behavior that is discriminatory or harmful to the person. In particular is absolutely forbidden to resort, in working relationships, to harassment of any kind or more generally to engage in conduct likely to compromise the smooth performance of the functions assigned;
- to adopt appropriate measures and initiatives aimed at guaranteeing the security, integrity, correct use and functioning of the Company's or third parties computers or telematics systems, programs or data, also protecting the intellectual property rights relating to the use of computer and data and the integrity of the information made available to the public via Internet.

	CODE OF ETHICS	Page 11 di 25 PL001 Review: 00
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4. Conflict of interests

4.1 Business interests and individual interests

The relationship between shareholders, the Board of Directors and employees at any level is based upon complete trust, within which it is the primary duty of each employee to use the company assets and his/her own capacity to achieve the company's interests according to the principles established in the Code of Ethics, which represent the values to which the group companies are inspired. To this purpose, all directors, employees at any level shall avoid any activity that might - directly/indirectly- contrast with the company interest and might create interference and obstacles to the ability of making impartial decisions in the interest of the company. Conflict of interests are in contrast with the law and with the principles of the Code of Ethics and are detrimental to the company integrity and reputation.

The above mentioned recipients shall avoid any possibility of overlapping or crossing, through the exploitation of their functional role, any economic activity linked to their personal and family interests, or with their functions within the company.

In the same way, sales partners and consultants must make specific commitments aimed at avoiding situations of conflict of interest, also refraining from using, in any way and for any reason, the activity carried out on behalf of the Company to obtain undue advantages for themselves or others.

5. Operative procedures and accounting data

5.1 Specific protocols

Specific protocols, meant to avoid prejudicial events with consequent negative impact on the company, are inspired by the Code of Ethics and have been prepared – or suitably integrated or modified- according to an analysis of the company's situation, in order to point out the risks of the existing control system.

	CODE OF ETHICS	Page 12 di 25
		PL001
		Review: 00

The specific protocols must be adopted by anyone who, for whatever reason, is involved in the company production process, within the terms and pursuant to the procedures set forth and described by the group's competent offices. Their correct enactment makes it possible to identify the group of individuals with custodial, operating and authorization responsibilities: to such purpose- according to the control principle of the segregation of duties- it is necessary that individual operation must be carried out in the various phases by different individuals, whose competences are clearly defined and known within the organization, in order to avoid that unlimited and/or excessive powers can be attributed to single individuals.

Furthermore, it is necessary to ensure traceability of each process, in order to ensure that the reasons for the choices operated, the persons in charge and the relevant data for assessing whether the correct choices have been made, can always be traced in the future.

5.2 Compliance with the procedures

All Addressees, within their respective competencies and functions, are required to strictly comply with the protocol procedures. In particular, company procedures must regulate the performance of every operation and transaction, the legitimacy, authorization, consistency, congruity, correct registration and auditability of which must be evident, also from the point of view of the use of financial resources. Each operation shall be supported by adequate and complete documentation to be recorded, in order to be able to check the legitimacy, coherence and congruity at any time, as well as the reasons for each operation and the individuals who authorized, performed and checked it, in the different phases. Compliance with the indications provided for by the specific protocols regarding the procedural flow to be observed in the formation, decision – making and recording of corporate phenomena and their effects, makes it possible, among other things, to spread and stimulate the culture of control at all level of the company, which contributes to improving management efficiency and constitutes a support tool from managerial action.

Any violation of the procedures defined in the protocols and in the Code of Ethics shall compromise the fiduciary relationship between Ronchi and anyone dealing with it.

	CODE OF ETHICS	Page 13 di 25
		PL001
		Review: 00

5.3 Accounting transparency

Truthfulness, accuracy, completeness and clarity of basic information are the necessary conditions for a transparent report of the economic/financial results and represent essential values for Ronchi group, in order to grant shareholders and third parties a clear picture of the company's assets and financial situation.

For this value to be met, it is necessary, first, that the documentation of the basic facts, to be reported in the accounting records in support of the entry, be complete, clear, true, accurate and valid and be kept on file for any appropriate verification. The related accounting record must reflect in a complete, clear, true, accurate and valid manner what is described in the supporting documentation. In case of economic elements or elements related to assets and based on evaluations, the recording must be made according to reasonableness and prudence, explaining the criteria which guided the evaluation of the asset.

6. Protection of company assets

6.1 Custody and management of resources

Ronchi takes all necessary measures to ensure that the use of all available resources – in compliance with the current legislation and the contents of the company by-laws and code of ethics – be aimed at protecting, increasing and reinforcing the company assets, in view of the best protection of the company, of the creditors and of the market.

Therefore, the use of company assets must comply with the law, current regulations and with the operating procedures.

6.2 Unlawful transactions on shares or company capital

In order to protect the integrity of the company assets, it is prohibited to return to the shareholders their contributions or to release them from their obligation to make their contributions, except

	CODE OF ETHICS	Page 14 di 25 PL001 Review: 00
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where expressly permitted by the law; to distribute profits which have not been earned or were destined to reserve funds or to distribute reserve funds that can not be distributed, pursuant to the law; to acquire or subscribe shares or quotas of the company or of any controlling company; to reduce the company capital or to carry out mergers or divisions in breach of the provisions on the protection of creditors; to falsely form or increase the company capital; to satisfy, in case of liquidation, the claims of the shareholders, to the detriment of the company's creditors.

In order to prevent the aforementioned violations, Ronchi group undertakes to promote the circulation of, and acquaintance with, the provisions of the law, of the Code of Ethics and of the annexed protocols, by organizing specific training and refreshing courses for the directors and the employees on the company crimes.

7. Intercompany relationships

7.1 Autonomy and common ethical values

Ronchi Group companies avoid any behaviour which, in their sole interest, might prejudice the integrity or the reputation of other companies of the Group. In the same way, the other companies are required not to behave or make decision which, while resulting in benefits for themselves, could be detrimental to the integrity or image of the company.

Ronchi Mario S.p.A. undertakes to loyally cooperate in order to achieve the company's goals, in full compliance with the laws and regulations in force.

7.2 Cooperation and communication within the Group

Ronchi Mario S.p.A. stimulates the communication with all Group companies, encouraging and using the intra-group synergy in the pursuit of the common objectives. The circulation of information within the Group, in particular for the purposes of the preparation of the consolidated balance sheet, shall be in accordance with the principles of truthfulness, loyalty, correctness,

	CODE OF ETHICS	Page 15 di 25
		PL001
		Review: 00

completeness, clarity, transparency and prudence, with observance of the autonomy of each company and of its specific area of activity.

Any negotiation agreements negotiated between the Group companies must be duly and formally stipulated and be carried out in compliance with the principles of fairness, actual occurrence and protection of the respective interests, with a particular attention to any aspects concerning the circulation of economic resources.

8. External relationships

8.1 Relations with Authorities, Public Institutions and other bodies representing the public interests

8.1.1 Relations with Authorities and Public Administration

Any relationship which may have to do with the activity of the company and which is kept with public officers or persons in charge of public services - operating on behalf of the central or local Public Administration, or of legislative bodies, EU institutions, international public organizations and any foreign state – with the judicial authorities, with any public authority in charge of surveillance, with any other independent authority or with private partners which may be in charge of public services, shall be commenced and continued in rigorous compliance with the laws and regulations in force, with the principles of the Code of Ethics and of the internal protocols, in order to safeguard the integrity and reputation of both parties.

Attention and care shall be applied in the relationship with the above mentioned subjects, with particular regard to operations relating to: contract tenders, contracts, authorizations, licenses, concessions, requests and/or management of, any financing from any public institution (national or european), management of contracts, relationships with any authority in charge of surveillance or with any other independent authority, with social security institutions, tax institutions, bankruptcy management bodies, civil, criminal or administrative proceedings, etc. In order to avoid any action in conflict with the provisions of the law or in any way harmful to the company

	CODE OF ETHICS	Page 16 di 25
		PL001
		Review: 00

integrity and reputation, the aforementioned operations and the management of the financial resources shall be carried out by the competent officers of the company, with due compliance with the laws and with the principles of the Code of Ethics and internal protocols.

8.1.2 Relations with political organizations and trade unions

Ronchi's group companies do not promote or discriminate, directly or indirectly, against any political organization or trade union. The company refrains from providing any contribution to any political party, committee, political organization or trade union, except for the contributions which are due according to specific legal provisions.

8.1.3 Gifts, benefits and promises of favours

The company prohibits all Addressees to accept, offer or promise, whether directly or indirectly, any money, gifts, goods, services, undue favours in connection with any relationship with public officers, for the purpose of influencing their decisions, with a view to more favorable treatment or of undue services or activities or for any other purposes.

Any request for or offers of money or favours (including but not limited to, gifts of considerable value) unduly made to or by anyone working on behalf of the Group companies within the context of any relationship with the Public Administration (Italian or foreign) or with private entities must be immediately notified to the competent offices of the company, in order to take adequate measures.

Within the context of any relationship with the Italian or foreign Public Administration, Ronchi undertakes not to unduly influence the activity, choices or decisions of the other party, for example by offering undue advantages consisting in sums of money or other benefits, employment opportunities or consultancy arrangements, to the public person/entity or his/her family or to natural or legal persons connected to him/her.

In case of requests, of any kind, from the Judicial Authorities and, more generally, in case of any contact with the said Authority, Ronchi is committed to offer its full cooperation and refrain from

	CODE OF ETHICS	Page 17 di 25
		PL001
		Review: 00

any behavior that might cause hindrance or prejudice, in compliance with the laws and regulations in force and in accordance with the principles of fairness, loyalty and transparency.

8.2 Relations with clients, suppliers, other parties in transactions, business and/or financial partners, etc.

8.2.1 Business conduct

Ronchi Group companies conduct their business in compliance with the principles of loyalty, fairness, transparency, efficiency, obedience to the law and to the values of the Code of Ethics, openness to the market and require a similar behavior from anyone having commercial and/or financial relationships with them, paying particular attention to the choice of other parties in transactions, suppliers, business partners and consultants.

The companies of the Group shall refrain from any kind of relationship, even if indirect or through intermediaries, with individuals or legal entities that are known or suspected to be part of or support, in any form whatsoever, criminal organizations of any kind, including mafia organizations, organizations involved in human trafficking or the exploitation of child labour, as well as individuals or groups operating for the purposes of terrorism, including conduct that could cause serious damage to a country or an international organization, carried out in order to intimidate the population or force public authorities or an international organization to perform or refrain from performing any act or destabilize or destroy the fundamental political, constitutional, economic and social structures of a country or an international organization.

Particular attention must also be paid to relationships involving the receipt or transfer of sums of money or other benefits.

Ronchi Mario S.p.A., in order to prevent the risk of carrying out, even if unintentionally or unwittingly, transactions of any kind involving money, goods or other utilities that are the result of committing crimes, refrains:

	CODE OF ETHICS	Page 18 di 25
		PL001
		Review: 00

- from accepting, for any reason whatsoever, payments in cash or bearer bonds (or through unauthorized intermediaries or through the intermediary of third parties) in such away as to make impossible to identify the paying person;
- from having relations with subjects having their headquarters or operating in countries that do not guarantee corporate transparency;
- from carrying out, more generally, operations that prevent the reconstruction of the financial flow;
- from behaviors that might compromise the integrity, reliability and safety of information/telematics systems and data.

The selection of parties in transactions, business and financial partners, consultants and suppliers shall be made in accordance to objective, transparent criteria and in compliance with the Code of Ethics and internal protocols, always in writing and according to the Group hierarchical structure. In any case, the selection must be made exclusively in accordance to objective parameters, such as quality, convenience, price, professionalism, competence, efficiency, guarantee of fairness of any consultants or sub-contractors. In particular, Ronchi Group companies refrain from any relationships with persons that are known to be or reasonably suspected of being involved in the exploitation of child labour or operating in conflict with the laws and regulations on protection of workers' rights. Special attention shall be paid to relationships with subjects operating in countries without legislation on workers' protection, ascertaining the concrete recurrence of adequate hygienic and safety conditions.

Commercial transactions require particular attention to the receipt and payment of money and securities in general. It is anyway forbidden to make payments by cash.

Agents, consultants and/or intermediaries are required to make a periodical report of their tasks and responsibilities to the Company.

The Company reserves the right to make auditing activities, in order to check that the contract obligations are fulfilled.

	CODE OF ETHICS	Page 19 di 25
		PL001
		Review: 00

8.2.2 Gifts, complimentary deliveries and benefits

In business relationships with consultants, clients and suppliers, any complimentary delivery, benefit (both direct or indirect), gifts, complimentary acts and forms of hospitality are prohibited, unless they do not compromise the company reputation and may not be interpreted as aimed at obtaining a favorable treatment. In any case, any gift, acts of courtesy and hospitality must be notified and submitted to the decision of those in charge.

Any Director, member of the Board of Auditors or employee who receives gifts which exceed ordinary business practice, made with the purpose of gaining preferential treatment in any corporate activities, shall promptly report it to the Board of Directors, the Board of Auditors, or, in case of an employee, his/her manager, who shall immediately inform the specific bodies and/ or the competent company function which, after the appropriate checks, shall, through the functions in charge of managing external communications, inform the author of the gift about the company policy.

8.2.3 Environmental protection

Environmental protection is a priority target for Ronchi, which tries to find an equilibrium between economic initiatives and environmental protection. To this purpose, the Group Companies minimize the environmental impact of their activities, by also keeping into consideration the scientific research.

9. Company information

9.1 Availability of and access to information

Within the limits established by the law in force, Ronchi Group companies timely provide information, explanations and documentation requested by shareholders, clients, suppliers, public authorities in charge of surveillance, institutions and other stakeholders in the course of performing their respective functions.

	CODE OF ETHICS	Page 20 di 25
PL001		
Review: 00		

Any relevant information shall be given in a timely manner both to the corporate bodies in charge of controlling the company management and to the authorities in charge of surveillance.

An exhaustive and clear company communication ensures the fairness of relationships: with the shareholders who shall be granted easy access to the information, according to the laws in force; with third parties which may come into contact with the company and shall be given a truthful picture of the economic and financial situation of the company; with the authorities in charge of surveillance; with the bodies in charge of accounting control and internal control, who shall perform their control activities for the protection of the shareholders and of the market; with the other companies of the Group, in order to prepare the consolidated balance sheet or for other company communications.

9.2 Relevant communications

Through the modalities and functions specified in the internal protocols are ensured, to anyone who might be interested in the company events and in the evolution of its financial situation, full transparency of its choices and access to all information.

Special care shall be taken in the disclosure relevant information which might have significant effects on its business or on its credibility and reliability with other companies and/or banks. In this regard, specific protocols must provide for elements of verification and control, so that the corporate communications required by law, the information addressed to the shareholders or the public on the company's situation and on the expected economic, financial and patrimonial evolution of the company, must always be truthful, free from omissions and set out facts, even if they are subjects of assessments, that are true, so as not to mislead the recipients of the information.

	CODE OF ETHICS	Page 21 di 25 PL001 Review: 00
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10. Relations with media and information management

10.1 Conduct guidelines

Relationships with the press, the media and any similar third party shall be conducted only by the persons who have been expressly delegated to perform this task, in compliance with the procedures and regulations adopted by the company. Any request for information from the press or from the media received by the group companies personnel shall be notified to the persons (company functions) who are responsible for external communications.

The external communication shall be made in accordance with the principles of truthfulness, correctness, transparency and prudence and shall be aimed at encouraging the acquaintance with the company policy, programs and projects. The relationships with the media shall be inspired to the observance of the law, of the Code of Ethics, of the internal protocols and of the principles concerning the relationships with public institutions, aimed at safeguarding the company reputation.

10.2 Price sensitive information

It is strictly prohibited that any form of investment be made, either direct or through intermediaries, originating from the knowledge of company confidential information or not in the public domain, which might affect the price of financial instruments, acquired in the course of the activity carried out within the Group. Furthermore, it is forbidden to communicate or disclose, in any form and outside the normal exercise of assigned duties, of such information.

10.3 Confidentiality obligation

Due to the specific nature and importance of the areas of activity overseen by the company, recipients are required to maintain the utmost confidentiality – and therefore not to disclose or ask for information- on documents, know how, research projects, company operations and, in general,

 PACKAGING MACHINERY	CODE OF ETHICS	Page 22 di 25
		PL001
		Review: 00

on all information acquired in the course of their work. In particular, confidential or secret information is information that is subject to specific laws or regulations, such as those pertaining to national security, military sectors, inventions, scientific discoveries, protected technologies or new industrial applications, as well as information that is contractually segregated. Furthermore, all information obtained during the performance of working activities, the circulation of which might be a cause of risk for or damage to the company and/or of undue profits for employees, are also to be considered as confidential. The breach of the duty of confidentiality by employees or collaborators seriously affects the fiduciary relationship with the company and may lead to the application of disciplinary or contractual sanctions.

11. Breaches of the Code of ethics – sanctions system

11.1 Report of the breaches

With reference to breaches, attempted breaches or request for breach of the rules included in the Code of Ethics, the company shall ensure that nobody may suffer undue reactions, influences, nuisances or discrimination, due to his/her denouncing the violation to the Surveillance Body. The Following the report, the company shall promptly perform all proper checks and apply adequate sanctions.

We encourage you to report any violation of this Code of Ethics of which you become aware.

Your reports may be sent:

- by mail to the email address odv@ronchi.it
- by sending it to the attentions of the Supervisory Body of Ronchi Mario S.p.A., via Italia 43, Gessate (MI).

11.1.1. Whistleblowing

The company guarantees the confidentiality of the reporter through a specific procedure.

	CODE OF ETHICS	Page 23 di 25 PL001 Review: 00
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11.2 Sanctions system

11.2.1 General principles

The violation of the principles set forth in the Code of Ethics and in the procedures of the internal protocols, affects the fiduciary relationship between Ronchi companies and the Recipients.

These violations shall be effectively, promptly and immediately prosecuted by the Company, through suitable and adequate disciplinary measures, independently of any criminal relevance of the behaviors and of the institution of criminal proceedings, when those behaviors also amount to a crime.

The consequences of the breaches of the Code of Ethics and of the internal protocols shall be seriously considered by all Recipients: to this purpose, the company undertakes to disclose the Code of Ethics, the internal protocols and the information about the sanctions and their application in case of violation. In order to safeguard its image and its resources, the Company shall not have any relationship with any person/entity which does not intend to operate in strict compliance with the principles of the Code of Ethics and the annexed protocols.

11.2.2 Workers, employees and middle management

Any behavior of employees which is in breach of any rule of the Code of Ethics shall be defined as disciplinary offense.

With regard to the sanctions applicable to the said employees, these fall within the sanctions provided for in Article 7 of the Workers Statute, the National Collective Bargaining Agreement for Metalworkers and any specific applicable regulations.

In relation to the above, the Organizational Model and the Code of Ethics, which is an integral part of it, refer to the categories of punishable acts under the existing sanctioning mechanism.

These categories describe the sanctioned behaviors according to the emphasis assumed by the single case and the sanctions actually applied depending on how serious the acts are.

	CODE OF ETHICS	Page 24 di 25
		PL001
		Review: 00

11.2.3 Executives

In case of violation of the principles of the Code of Ethics by the Executives, the most suitable measures shall be applied, in accordance with the National Collective Labour Agreement for industrial executives.

11.2.4 Collaborators, consultants, partners, other parties and other external parties

Any behavior adopted by collaborators, consultants, partners, other parties in transaction or external parties which is in contrast with the Code of Ethics may lead to the termination of the contractual relationship, by application of the appropriate clauses. The Legal and Company affairs of the company shall look after the updating and insertion in the engagement letters of such specific contractual clauses.

This Code of Ethics is approved by resolution of the Board of Directors of Ronchi Mario S.p.A. when adopting the Organization, Management and Control Model required by Legislative Decree No. 231/01.

Gessate (BG), 2020, September 28th

	CODE OF ETHICS	Page 25 di 25
		PL001
		Review: 00

Informations

If in doubt after reading this Code of Ethics, if procedures and instructions are not completely understood, you can refer to your direct Manager.

Managers

Managing the personnel is associated with a higher level of responsibility; your task is to create and maintain a safe working environment in which all employees are made aware of the conduct to adopt both in normal working conditions and in critical situations.

You must undertake to enable and encourage the application of the ethical principles the Company is inspired by and the compliance with legality.

Rev.	Description	Preparation	Check	Approval
00	First issue 28/09/2020	Smilab	HR	CEO
			Giuseppina Pennisi	Gianmario Ronchi