Worldwide Supplier of Bonfiglioli spare parts

CODE OF BUSINESS ETHICS

(Organizational Model Law n. 231)

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Calderara of Reno
Bologna – ITALY

Certified Company
UNI EN ISO 9001:2015
UNI EN ISO 14001:2015

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Premise

B.R.T. SpA (hereinafter also called "BRT", "the company" or "the company") deals with the supply of all spare parts for the Bonfiglioli Group, guaranteeing a punctual and high-level service, especially in the resolution of the customer's application problems.
The spare parts, all Bonfiglioli original, are available in 24 hours throughout Italy and Europe, thanks to an organizational capacity and careful management of the warehouse that always keeps available a considerable amount of spare parts, referring to about 10,000 codes that are normally produced.
Located in a strategic territorial area, BRT is able to optimize the flow of shipments, facilitating the sending of spare parts necessary for the perfect maintenance of the high level of quality of the products of the entire group. An efficient software manages the flows and the level of availability of each item, always keeping it at a margin of safety, in order to cope with any request, even the most sudden both in qualitative and quantitative terms.
BRT is an example of a company devoted to after-sales assistance, which is one of the cornerstones on which the Bonfiglioli Group's ability to satisfy customers is based.
With this Code of Ethics, BRT aims to activate a tool that wants to sanction ethical behavioral methods, described here, essential for the values of correctness, responsibility and seriousness that have marked the success of its history.
Maintaining correct relationships with Colleagues, Customers, Suppliers, Institutions and Partners in the performance of their activities is the modus operandi of those who collaborate with the company.
The set of ethical values to which this Code is inspired represent a guarantee for the protection of the respectability and integrity of the economic and human heritage, which contribute to enhancing the image of our company in many aspects.
This Code of Ethics is adopted in compliance with the principles dictated by Legislative Decree 231/01 (Decree), is an integral part of the Organization, Management and Control Model, and also performs a function of prevention of administrative liability dependent on crime as provided for and governed by the Decree.

Vision/Mission

After-sales service. Supply of spare parts for the Bonfiglioli Group.

Values

Coherence. Determination. Transparency. Team spirit.

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1- Recipients and Control Bodies

1.1 Recipients

The Recipients of this Code of Ethics are the members of the Board of Directors and the Board of Statutory Auditors, managers, employees, collaborators, consultants, suppliers, customers, partners, counterparties in contractual relationships and all those who, natural or legal persons, even temporarily, establish relationships and relationships with BRT in pursuit of common objectives.
Each Recipient is required to know the Code of Ethics and its principles of reference, actively contribute to its implementation in all its parts and report in writing to the company any violations of the principles contained therein.

1.2 Control Bodies

In consideration of the results of the risk analysis conducted in the company pursuant to Legislative Decree. 231/01, also considering the size and characteristics of the company, in compliance with the provisions of Articles. 6, c. IV, and 7 of the aforementioned Decree, BRT has decided to entrust the management body with the task of supervising the functioning and observance of the Organizational Model (MO) adopted and to take care of periodic updates.
In the exercise of this function, the management body avails itself of the assistance of the internal quality function of the company, in compliance with the protocols and procedures prepared for this purpose.
The following are the references to be sent:
- any reports of potential or occurred violations of this Code of Ethics;
- any requests for clarification if there are doubts about the compliance of the behaviors to be reported with regulations or prescriptions of dubious or difficult to understand:

Control Body
BRT SpA
Via Castagnini, 2-4 (Z.I. Bargellino)
40012 Calderara of Reno (BO) - Italy
e-mail: **gabriele.bongiovanni@bonfiglioli.com**

In any case, the Control Body ensures that the person who makes any type of report, if identified or identifiable, is not subject to retaliation, discrimination or, in any case, penalties, thus ensuring confidentiality without prejudice to legal obligations.
In addition to what is indicated, in BRT it is possible to make reports relating to the fulfillment of offenses 231 or the violation of the Organizational Model of the Company, in accordance with the regulatory dictate of Article 6 paragraph 2-bis letter a) and b) of Legislative Decree 231/2001, introduced by Law no. 179/2017.

The recipient of the reports is an external lawyer, who receives the reports through the following channels ensuring maximum confidentiality and confidentiality in the relative management:

E-mail address for reports: **maurizio.ruschetta@netforlegal.com**

2 - General Ethical Principles

2.1 Business management in general

The behavior in the management of business by the Recipients must be based on the utmost correctness, transparency, comprehensibility and respect for legality, so that anyone who has relations with BRT is able to make autonomous decisions and aware of their interests.
Commercial relations must be consistent with the policies of the company and its Mission, visible and interpretable by all the Recipients.
Free reading or personal interpretations of the rules of conduct of this Code of Ethics in business relationships are not allowed.

2.2 Conflict of interest

Activities involving conflicts of interest that could interfere with the ability to make impartial decisions to the detriment of society's interests must be avoided.
If the Recipient finds himself in a situation of conflict of interest, even if only potential, he must communicate this circumstance to his hierarchical superior, refraining from carrying out any operation.
In relations with the BRT, the Recipients must act in compliance with legality and ethical values, with an absolute prohibition on resorting to favoritism, corrupt or collusive practices to obtain advantages for themselves or for others.

2.3 Respect for diversity

BRT does not tolerate unequal treatment, depending on sex, religious belief, culture of belonging, because each individual must be evaluated exclusively with respect to his own action within his role and task.
All those who interact with the company must maintain a behavior that is shared and respectful of civil coexistence, in accordance with the inspiring principles of this Code of Ethics.

2.4 Inhibition of child labour

The BRT prevents the exploitation of child labor by expressly prohibiting the use in its production activities of minors under the age established for the start-up to work by Italian law and by the regulations of the place where the service is provided.
The company also prohibits the Recipients from establishing business relationships with suppliers who employ minors under the age established for the start-up to work by Italian law and by the regulations of the place where the service is provided.

3 - Ethical principles towards third parties

3.1 Relations with Public Institutions

The company functions expressly delegated or equipped with a specific power of attorney are authorized to represent BRT in relations with Italian and foreign institutional interlocutors, with whom it comes into contact due to the performance of its activities.
These relationships must be based on the principles of impartiality, transparency and fairness dictated by law and the Code of Ethics, also in order to avoid situations of conflict of interest.
Transparency and fairness in the management of relations with Italian or foreign Public Institutions aims to ensure that situations do not arise in which the company's Collaborators find themselves promising or offering directly or indirectly money or other benefits to representatives of the Institutional Authorities in order to obtain profits or advantages for themselves or for the Subjects who work with the company.

3.2 Relations with the Mass Media

The relationship with the Mass-Media is fundamental to transmit to public opinion facts, data, activities that distinguish the daily work of BRT.
Given the sensitivity of the relationship, this can only be entertained by those who are expressly appointed and delegated to this task, as well as by the administrative body.
The Recipients who, in the context of their work or in the name and on behalf of the company, are exposed to have relations with the Mass-Media, must previously agree and / or ask the functions in charge express authorization on the contents of the interventions.
Information to the outside world must be communicated with complete, consistent, truthful and transparent information.

3.3 Relations with Customers and Suppliers

The goal to which BRT continuously strives is the satisfaction of the needs and requests coming from customers.
It represents the true wealth of society: this awareness requires the continuous search for excellence in relations with customers, which can only be achieved through respect for ethical values and company procedures that inspire them.
Suppliers are important Partners for the company and with them BRT must maintain relationships based on principles of fairness and loyalty.
Suppliers must therefore be identified according to objective parameters that take into account competence, the relationship between the quality of the good and / or service offered, the fairness of the price as well as the degree of assistance and sharing of company objectives and expectations.
The contract stipulated with the Suppliers must be based on relationships of extreme clarity and transparency, avoiding constraints that involve an excessive form of abuse or / and dependence.

BRT does not allow its Collaborators to offer or receive to / from suppliers with whom they maintain relationships deriving from work, gifts or gifts of any kind that may to some extent affect the transparency and integrity of business relationships.
BRT reserves the right to verify that the Suppliers it uses operate in compliance with the law and this Code of Ethics.

3.4 Relations with Competitors

BRT believes that a modern and free market can only be considered as such if there is an appreciable degree of fair competition.
Competitors are part of the complex of variables that an advanced company must contemplate in the choices and strategies that it will define for its development. Therefore, this aspect must also be addressed, while maintaining the reference principles of the Code of Ethics.
Integrity, fairness, transparency, compliance with the laws and lively competition are the elements that distinguish the action of the company's commercial area.
BRT undertakes to respect the principles of fair competition enshrined in national and Community regulations, reserving the right not to enter into agreements with suppliers that may influence or compromise with their commercial behavior the free competition in the market in which it operates.
BRT does not need competitors' confidential information to succeed. We must therefore never ask our employees to disclose information about their former employers, clients or professional partners if such disclosure would violate the obligations of confidentiality and fairness.
In the case of meetings in associative or institutional offices with competitors, the Recipients of this Code of Ethics must avoid conduct in violation of the regulations to protect competition and the market.

3.5 Gifts and entertainment

Giving or receiving valuable presents is not appropriate if it creates an obligation or puts us in a situation in which a company is partial or influenced in its professional decisions. BRT's policy is that employees do not request or accept gifts, favors, loans, gifts, rewards, promises of future professional assignments or anything of value, including travel and stays. It is also our policy not to offer gifts or entertainment to customers in order to influence their professional decisions.
Accepting or offering gifts or entertainment is a practice generally discouraged and allowed only in rare cases - subject to the authorization of the Top Management - if:

- Their value is symbolic;
- It is not prohibited by contract or by specific regulations;
- These are hearty cases, tasteful and unsolicited;
- These are not cash or equivalent amounts (p.es. gift cards, petrol vouchers, etc.).

Gifts and acts of courtesy to public officials or public employees are allowed only when, being of modest value, they do not compromise in any way the integrity and independence of the parties and cannot be interpreted as a tool to obtain advantages improperly.
In any case, during a negotiation or any other relationship with the Public Administration, the Recipients must refrain from undertaking, directly or indirectly, actions aimed at:

- profile employment and/or commercial opportunities from which advantages may derive, for themselves or for others, to public officials or public service officers or their relatives or relatives;

- solicit or obtain confidential information that may compromise the integrity or reputation of both parties.

In the case of investigations, inspections or requests by the Public Authority, the Recipients are required to ensure due cooperation.

4 - Ethical Principles in the field of Corporate Governance

4.1 Treatment of Confidential Information.

Confidential information relating to data, strategies, and business objectives must not be acquired and disclosed except by the persons expressly appointed and delegated to this task.
Confidential information is also to be considered those relating to products, their development, production processes, strategies and commercial conditions, customers, partnerships, technological and industrial know-how, financial operations, operating results, investments, projects and technical documentation, marketing plans, supplier lists and purchase prices, logistics aspects, IT solutions and anything else that is part of the wealth of knowledge to develop BRT's business.
The confidential information and materials that the Recipients use in the context of their work activities are the exclusive property of BRT, which protects its confidentiality and claims its origin.
BRT undertakes to protect the information relating to the Recipients, always complying with the provisions imposed by the privacy law and avoiding improper use.
The company operates in compliance with European legislation on the protection of personal data.
Each Recipient must:

- acquire and process only the data necessary and directly related to its functions;
- keep such data in such a way as to prevent unrelated third parties from becoming aware of it;
- communicate and disclose the data as part of the pre-established procedures by BRT or with the prior authorization of the person delegated to do so;
- determine the confidential and confidential nature of the information;
- ensure that there are no confidentiality constraints by virtue of relationships of any kind with third parties;

- treat with absolute confidentiality, even after the termination of the relationship with the company, data, news and information of which they come into possession, avoiding their dissemination or use for their own speculative purposes or those of third parties.

The aforementioned rules on the correct management of information are the subject of periodic information initiatives involving staff.

4.2 Relations with Stakeholders

The widespread presence of our company on national and international markets, the operations in different contexts and the multiplicity of its interlocutors makes of primary importance the maximum transparency and correctness in the management of relations with stakeholders, meaning as such all public or private subjects, Italian and foreign, individuals, groups, companies, institutions that have, for any reason, contacts with BRT and / or have an interest in the activities that our company puts in place.
BRT bases its work on the timely observance of Italian laws and the countries in which the company is active, the market rules and the inspiring principles of fair competition.

4.3 Accounting and management information

All activities and actions carried out within the work skills of each individual Recipient must be verifiable. Maximum accounting transparency must be sought, based on the correctness and reliability of the documentation and accounting records made.
Each operation and the different degrees of responsibility of those who acted on it, for the achievement of the objectives that made it necessary, must be easily reconstructed.
In compliance with the principles of accounting clarity and transparency, BRT is careful that the respective financial statements and the reports attached to them are prepared correctly and truthfully and in compliance with the laws in force regarding accounting records.
All the subjects involved in the preparation of the Financial Statements, including the administrative body, must act by representing the economic, equity and financial situation in a transparent and truthful manner by providing the supervisory and control bodies with complete correct and truthful information on the financial situation of the reference company.

4.4 Protection of quality and corporate image

The quality and efficiency of the company organization, as well as the good reputation of the company, are an invaluable asset resulting from years of activity carried out in the name of transparency and honesty.
Therefore, conduct that does not comply with the ethical values of this Code carried out, even by the individual, may, in itself, affect the image and reputation gained in Italy and abroad.
Therefore, each Recipient of this Code is required, by its conduct, to contribute to the protection of this corporate assets and in

particularly the protection of the good reputation of the company, both in the workplace and outside them.

4.5 Protection of company assets

Each Recipient is directly and personally responsible for the care, protection, efficiency, conservation of the assets, both tangible and intangible, entrusted to him by the company to carry out his duties, as well as the use of the same in his own way and in accordance with the corporate interest.
It is forbidden to use and use unauthorized company assets for personal purposes, whether material, intangible entrusted to the Recipients to carry out professional tasks. Activities not included in one's duties, which are carried out during working hours, are also prohibited.
It is expressly forbidden to use IT resources for purposes other than those allowed by company security policies or to engage in illegal conduct.
In particular, it is prohibited:
- abusive access to a computer or telematic system;
- the unauthorised possession and abusive dissemination of access codes computer or telematic systems;
- the dissemination of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system;
- the unlawful interception, impediment or interruption of computer or telematic communications;
- the damage to information, data and computer programs and computer or telematic systems.

The use of software that is not expressly authorized or unlicensed or unlawfully sourced is prohibited.
BRT guarantees respect for its own and others' intellectual property, through the express prohibition of the use of these resources without prior formal authorization.

4.6 Anti-money laundering

Each Recipient collaborates so that commercial transactions take place in total transparency, fairness and good faith, in order to counteract the phenomena of receiving money laundering and self-laundering.
In particular, the functions involved and competent shall ensure that:

- no cash payments and collections are made;
- checks are carried out on the commercial and professional reliability of partners and suppliers through appropriate due diligence;
- in the case of joint ventures and other agreements aimed at joint investments, maximum transparency is ensured;
- the tasks assigned to any companies and / or natural persons that take care of the economic / financial interests of the company are drawn up in writing, with an indication of the contents and economic conditions agreed;
- intra-group cash flows are constantly monitored;
- payments are monitored and the coincidence between the person to whom the order is made out and the person who actually receives the payment is verified.

4.7 Industrial and intellectual property

BRT complies with trademark, patent and copyright legislation. It is therefore not allowed to use, for any reason, products and / or semi-finished products with altered or counterfeit trademarks or signs as well as the manufacture, marketing and dissemination of products already patented by third parties and on which the Bonfiglioli Group does not claim rights or which bear misleading distinctive signs on the origin, provenance or quality of the product. The protection of intellectual property is considered of primary importance and it is therefore forbidden to disseminate, reproduce, use, sell, with any purpose, for any use and with any tool.
Also in the context of the use of graphic materials (photographs, graphic representations, diagrams, etc.) used for communication and marketing needs, BRT carries out the necessary preliminary checks in order not to violate the copyright of others.
BRT precludes the use of software that is not expressly authorized or unlicensed or of illicit origin.

4.8 Cybercrime

BRT expressly prohibits the use of the Company's IT resources for purposes other than those permitted by the Company's security policies or to engage in unlawful conduct.
In particular, the following conduct is prohibited:

- abusive access to a computer or telematic system;
- the unauthorized possession and abusive dissemination of access codes to computer or telematic systems;
- the dissemination of computer equipment, devices or programs aimed at damaging or interrupting a computer or telematic system;
- the interception, impediment or unlawful interruption of computer or telematic communications;
- damage to information, data and computer programs and computer or telematic systems.

4.9 Organised crimes

BRT avoids and denies any organization attributable to organized crime, local, national and international.
The Company avoids relationships of any kind with subjects linked to criminal associations, and does not finance, or in any other way facilitate any activity related to criminal organizations.
In order to avoid the commission of transnational crimes, BRT verifies that relations with international operators take place in compliance with laws and regulations.

5 - Ethical principles in relations with staff

5.1 Impartiality in the management of Human Resources

BRT recognizes each employee's own distinctive value for his skills and potential. Employees are considered a competitive resource towards which the company is careful to ensure a work environment that favors the conditions for both personal and professional development of each one.

BRT has the duty to ensure impartiality and fairness in the selection, recruitment, training and management of its human resources, offering equal professional opportunities to all employees by prohibiting conduct that may appear discriminatory towards other subjects.
In particular, the selection of personnel is carried out exclusively on the basis of the skills and professional abilities of the candidates, having regard to the roles that require appropriate coverage. With this in mind, BRT proceeds with the selection in full compliance with the principle of equal opportunities, without discrimination of any kind and avoiding any form of favoritism, clientele, unfair competition.
Staff are recruited solely on the basis of regular employment contracts, as no form of irregular work is tolerated.
In case of hiring workers not belonging to the European Union, the regulatory obligations are managed, in order to guarantee them a regular stay in the Italian territory. Following the hiring, in constancy of relationship, the expiry of residence permits is regularly monitored.

5.2 Protection of health, safety and the working environment

BRT considers the dissemination of the culture of safety to be a very important element.
It seeks to reduce the risks to the physical integrity of all its Collaborators, also through information and training as a tool for accountability and guarantee of protection of health and safety in the workplace in compliance with the requirements of the applicable legislation.
BRT undertakes to respect and maintain the work environment absolutely compatible with the protection of the health of its employees, trying not to create conditions of discomfort, including psychological, also counteracting any discriminatory or persecutory attitude. The functions in charge are activated so that the environmental conditions are always monitored and in the norm, as well as in compliance with the laws in force on the subject, adopting all the tools and controls necessary for this purpose.
BRT undertakes to carry out adequate training, information and training in the field of safety and health, to develop in its employees and collaborators the awareness of all the risks associated with the exercise of work activity and to promote responsible behavior on the part of all.
Recipients in particular must:

- take care of their own health and safety and that of other persons present at the workplace, on whom the effects of their actions or omissions fall, in accordance with the training, instructions and means provided by the employer;
- contribute, together with the employer, managers and supervisors, to the fulfillment of the obligations provided for the protection of health and safety in the workplace;
- observe the provisions and instructions given by the employer, managers and supervisors, for the purposes of collective and individual protection;
- correct use of work equipment, dangerous substances and preparations, means of transport and safety devices;

- appropriate use the protective devices made available;
- provide for the care of the means of personal protection made available, without making any changes on their own initiative and reporting any defects or inconveniences to the employer or manager or person in charge;
- immediately report any dangerous conditions of which they become aware.

The integrity of human resources is for BRT a fundamental value: harassment and / or attitudes, whether explicit or suggestive, that can even minimally disturb sensitivity, harm the dignity, respect and integrity, both physical and psychological, of human resources, are not allowed or tolerated in any case and in any way.

5.3 Alcohol and drugs

To ensure safety, our workplaces must not see the presence of drugs and alcohol. Possessing or using illegal drugs, consuming alcohol at work, or incorrectly taking prescription or "over-the-counter" medications put safety at risk. Such behavior is strictly prohibited and subject to disciplinary action.

5.4 Environmental protection

BRT plans the development of its activities by enhancing natural resources with constant attention to preserving the environment.
The environmental policy is based on an awareness-raising activity that involves all employees, starting from simple but very useful behaviors, such as the separate collection of some materials (toner, batteries, paper, plastic, etc.) and attention to energy saving.
The Recipients of this Code of Ethics are required to develop an in-depth knowledge on the issues of sustainable global development and conservation of bio-diversity and to take initiatives to protect the environment in everyday life, in the workplace and in society, they must lend their collaboration to the realization of the actions and projects promoted to protect the environment.
Recipients are also required to:

- contribute, as far as it is within its competence, to the fulfillment of the obligations provided for the protection of the environment;
- always evaluate the effects of their conduct in relation to the risk of damage to the environment;
- in accordance with their own training and experience, as well as the instructions and means provided or prepared, do not adopt behaviors that could harm the environment;
- adopt measures aimed at preventing production and reducing the harmfulness of waste;
- ensure the protection of soil and subsoil, the atmosphere, the conservation of the territory as well as the protection of surface, marine and groundwater.

6 - Adoption and updates and/or amendments to the Code of Ethics

This Code of Ethics is adopted by resolution of the administrative body on 15/11/2021 with immediate effect from that date. The company undertakes to bring to the attention of all its Collaborators by effective and appropriate means for the purpose the principles contained in the Code of Ethics.

Any updating, modification or addition to this Code of Ethics constitutes a guarantee of its effectiveness and its correspondence to changes and developments in the context in which it is called to act as a guide.
Updates and/or changes to it that may become necessary must be approved by the administrative body. It is the task of the management body to verify its effectiveness and to notify the administrative body of the opportunity to proceed with its modification or updating.

7 - Violation of the Code of Ethics and sanctioning system

The Code of Ethics must be considered an integral part of the contractual obligations that bind the company with all the Recipients.
The violation and non-application, even partial, of the Code of Ethics by the Recipients constitutes a breach of contract and, for employees, disciplinary offense, with the consequent adoption, in the latter case, of disciplinary sanctions proportionate to the seriousness or recidivism of the conduct, which may also involve a claim for compensation for damages suffered both material and image by the company. All in compliance with the provisions contained in the applicable employment contracts, the discipline referred to in art. 7 of Law no. 300 of 20 May 1970, as well as further rules to protect workers that are applicable in the countries of reference.

The non-application of all or part of the Code of Ethics by the non-dependent Recipients (Consultants, Suppliers, Partners, etc.) constitutes sufficient reason for the termination of the collaboration relationship with the company.