



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 1 of 8

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APPROVED BY:

00 of 30/09/2016

Meeting of the Shareholders and Board of Directors

Table of contents

Code of Ethics

1. Foreword	2
2. Recipients and scope of application	2
3. Social responsibility principles.	3
3.1. Company vision	3
4. General principles and rules of conduct	3
4.1. General standards of conduct	3
4.2. Application of the rules of conduct in relations with the parties concerned	4
5. Methods for implementing the Code of Ethics	7
6. Breach of the Code of Ethics	7



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 2 of 8

REVISION:

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Meeting of the Shareholders and Board of Directors

1. Foreword

This **Code of Ethics** sets out the lofty principles and values that FORGE FEDRIGA S.r.l. - hereinafter the Company or Firm - intends to state and pursue in all relations, dealings and activities.

The principles and values underlying the **Code of Ethics** and the rules of conduct they translate into are pursued and respected at all times in the Company's life and in any setting the Company is operating in.

Therefore, choosing to implement a **Code of Ethics**, and consequently implement an **Organisational and Control Model**, based on an Integrated System for Quality, Environment, Health and Safety in the Workplace and prevention of the crimes set forth in Legislative Decree 231/2001 as amended and added, means recognising that the Company has responsibilities towards its employees, towards the environment and, in general, towards the community, that cannot be overlooked.

This configures the **Organisational and Control Model** as a strategic and integrated choice in company management and not mere window dressing aimed at making the Company more attractive.

That is why this Code has been prepared, compliance with which by the recipients (as defined below) is essential for the Company's proper running, reliability and reputation, factors that represent crucial assets for its success.

2. Recipients and scope of application

This **Code of Ethics** applies at all company levels, its recipients are therefore the Directors, employees and associates of the Company, as well as all those who establish relations with the Company, either directly or indirectly, permanently or temporarily.

In view of that, the Company undertakes to disseminate this Code to all concerned parties, to correct interpretation of its contents and to make available instruments to promote its application as well as to implement the required measures in order to perform activities to ascertain and monitor application of the Code, setting forth penalties, as required, in the event of breach thereof, in compliance with the law, with labour contracts and implemented disciplinary Regulations.

To this end the Board of Directors of FORGE FEDRIGA S.r.l. has identified a "Supervisory Board" (hereinafter SB) whose task, among others, include monitoring application of the Code and to perfect and innovate its contents in view of the evolution of the regulatory framework and of changes within the scope and objectives of the Company's activity.

This document is approved by the Board of Directors: any amendment and/or addition thereto must be approved by the same body and promptly distributed to all recipients.

3. Social responsibility principles.

3.1. Company vision

The Board has identified social responsibility as the management tool to consolidate the Company as it strives to strengthen the safety objectives of products and workplaces, sustainable development and transparency in the information to customers and the community at large.

The policy and strategies defined in matters of social responsibility are implemented by adopting socially responsible conduct, stated below, both towards the parties concerned and towards the community.

Said conduct enhances and consolidates positive company reputation, as the main intangible resource, both within and outside the structure.

4. General principles and rules of conduct

4.1. General standards of conduct

In pursuing profit and economic growth, FORGE FEDRIGA S.r.l. assures safeguarding the values of honesty, correctness, integrity and mutual respect.

Therefore, the Company does not pursue illegal aims, does not make recourse to illegal means to achieve its objectives and bases its activities on strict compliance with the law, both in relations with the Public Bodies and in relations with private Companies, towards the community as well as towards employees.

The Company undertakes to inform in a clear and transparent manner its stakeholders on its situation and its performance, without promoting any interest group or individual.

All employees, associates and all those who operate on behalf of the Company, therefore, must adhere to the following basic rules of conduct.

Lawfulness:

Any employee/associate, within their activities, operates in compliance with the law, as well as with internal regulations, within a framework of integrity, correctness and confidentiality.

The purposes and interests of FORGE FEDRIGA S.r.l. shall never be pursued by breaching laws and regulations in force or by following conducts not consistent with this **Code of Ethics**.

Transparency

FORGE FEDRIGA S.r.l. undertakes to provide to the parties concerned complete, transparent, comprehensible and accurate information. Transparency underlies loyal relations, so that anyone is able to make informed decisions, based on the knowledge of the facts and interests involved.

In bilateral relations, transparency is pursued by stipulating clear and comprehensible agreements between the parties.

Responsibility and cooperation

Each employee/associate performs their work activity and their services with diligence, efficiency and correctness, making the best use of the available instruments and time and assuming the responsibilities arising from the fulfilments.

Each employee/associate strives to identify and put forth to the Management any actions for the improvement of their activity in relation to that of the company.



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 4 of 8

REVISION:

00 of 30/09/2016

APPROVED BY:

Meeting of the Shareholders and Board of Directors

Confidentiality

Each employee/associate assures the utmost confidentiality with regards to news and information forming the corporate assets or concerning the Company's activity, in compliance with the provisions of the law, regulations in force and internal procedures.

Furthermore, also in compliance with the laws protecting *privacy*, the recipients of the **Code of Ethics** must undertake to protect the information generated or acquired and to prevent any misuse or unauthorised use.

Respect for people

FORGE FEDRIGA S.r.l. assures respect for a person's physical and cultural integrity and respect for relations with others, and shall not abide requests or threats aimed at leading people to act against the law or implement or engage in conduct prejudicial to the convictions and moral and personal preferences of each.

The Company is committed to avoiding any discrimination based on age, gender, sexual preference, health, race, nationality, political opinions or religious beliefs, in all decisions that affect relationships with its stakeholders.

Protection of the environment and health and safety in the workplace

In the awareness that the production activity carried out has environmental significance, the activities of FORGE FEDRIGA S.r.l. are inspired by the utmost respect for the environment inside and outside the facility, to protect all parties concerned.

To this end, it is committed to continuous improvement of production technologies and procedures, also implementing the measures required to prevent accidents that might harm the community and the environment.

Furthermore, the Company undertakes to promote and spread the culture of safety, raising awareness of risk management, promoting responsible conduct and preserving the health and safety of all employees and associates.

4.2. Application of the rules of conduct in relations with the parties concerned

FORGE FEDRIGA S.r.l., in managing relations with the parties concerned, assures the following rules of conduct:

Relations with shareholders

The Managing Director takes decisions the objective of which is to create value for shareholders in the medium to long-term. Furthermore, he or she exercises his or her powers in compliance with the law as well as with the specifications and limits attributed by the Board of Directors.

The Board of Directors identifies situations where a director bears an interest on their own behalf or on behalf of a third party.

Finally, the Managing Director undertakes to carry out in a transparent manner towards the Board all transactions with related parties or in which he or she bears an interest on their own behalf or on behalf of a third party.

Human Resource management

In personnel management, FORGE FEDRIGA S.r.l. assures the following aspects:

- making the best use of human resources by defining clear roles and precise levels of responsibility;
- holidays and paid leave are enjoyed within the limits set out by the sector's national labour contract;



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 5 of 8

REVISION:

APPROVED BY:

00 of 30/09/2016

Meeting of the Shareholders and Board of Directors

- periodic meetings with area Managers to share objectives, programmes and results achieved by the Company;
- hiring disabled people in compliance with the limits of the law;
- compliance with the provisions and declarations of the "Risk Assessment Document", in compliance with Legislative Decree 81/08 as amended and added.

Furthermore, consistently with the international standard SA 8000 on social legislation, FORGE FEDRIGA S.r.l. declares:

- not to make use of **child or minor labour**, referring to work by minors younger than 15 or still subject to compulsory education;
- not to use or exploit any form of **forced labour**, referring to "all work or service obtained from any person under the menace of any penalty and for which said person has not volunteered";
- to have arranged for workplaces, equipment, machines and systems in compliance with the statutory regulations in force, in order to protect the **health and safety** of workers as well as any third parties involved;
- to respect the right by all personnel to **join trade unions and/or conduct collective negotiations**, where intended;
- not to implement nor promote any form of **discrimination** based on different religion, race or political or spiritual belief, sexual orientation;
- not to make use of **disciplinary practices** other than those set forth by the national collective labour contract in force for workers employed in the private engineering industry and system installations and by the statutory regulations;
- to abide by the express provisions of the sector's national collective labour contract, on **working hours**;
- to comply with the express provisions of the national collective labour contract on **remuneration**.

Relations with customers

FORGE FEDRIGA S.r.l.'s business dealings with customers are inspired by principles of legality, loyalty and correctness. Furthermore, the company only markets products that protect customers as they:

- comply with the sector's technical regulations and laws with regards to safety;
- undergo strict quality checks to assure correct use;
- comply with environmental directives with regards to environmental impact (product recovery, product life cycle end);
- provide all information and certificates concerning marketed products;
- comply with others' trademarks, patents, inventions and industrial property rights.

In dealings with customers, the personnel of Forge Fedriga s.r.l. complies with the prohibition to give or promise giveaways, gifts or other benefits outside normal practice for aims connected to the Company's operations.

Customers are also forbidden from giving gifts or offering advantages of any kind to the company's employees or their families in order to lead personnel to engage in conduct in conflict with the interests, including moral ones, of FORGE FEDRIGA S.r.l.

Finally, all company employees are forbidden from receiving giveaways, gifts or other benefits in dealings with customers and third parties. The personnel undertake to report any abnormal conduct in this connection by third party counterparts of Forge Fedriga s.r.l. they should come into contact with.

Customers are also encouraged to report any improper conduct concerning the personnel of both parties.

Relations with suppliers

FORGE FEDRIGA S.r.l. undertakes to demand from its suppliers, external associates and consultants compliance with rules of conduct consistent with its own, in the belief that this aspect is crucial for the onset or maintenance of business relations.

Each supplier, commercial partner, external associate or consultant shall therefore be informed of the existence of the **Code of Ethics** and relevant commitments.



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 6 of 8

REVISION:

APPROVED BY:

00 of 30/09/2016

Meeting of the Shareholders and Board of Directors

The selection of suppliers / consultants and determination of purchase terms are based on an objective assessment of the quality, price and ability to supply and guarantee goods and services of adequate level, as well as compliant with regulations in force in connection with safety and environmental protection

The following requirements are therefore essential for the Company:

- establishing commercial relations inspired by principles of transparency and commercial fairness;
- adherence to national and international regulations in force;
- request for any quality, environment and safety certifications;

All company employees are forbidden from receiving giveaways, gifts or other benefits in dealings with customers and third parties, except those under normal commercial practice. The personnel undertake to report any abnormal conduct in this connection by third party counterparts of Forge Fedriga s.r.l. they should come into contact with.

Suppliers undertake to operate under the regulations in force in matters of contracts, pension payments, occupational health and safety and environmental protection and they must not use child labour or persons working against their will in carrying out their activity.

Suppliers/consultants are forbidden from giving gifts or offering advantages of any kind to employees or their families that might prompt personnel to engage in conduct in conflict with the interests, including moral ones, of FORGE FEDRIGA S.r.l.

Suppliers/consultants are also encouraged to report any improper conduct concerning the personnel of both parties.

Finally, where possible, site audits have been implemented for suppliers, in order to ascertain actual compliance with statutory requirements.

Relations with public bodies and persons performing public functions

Should relations with Institutions, Entities or public Companies, or with Persons performing public functions or providing public services be entertained while carrying out corporate activities, FORGE FEDRIGA S.r.l. assures absolute compliance with the principles of correctness, transparency and cooperation, as well as compliance with the laws and regulations in force.

In relations with public entities, the Company shall refrain from giving or promising giveaways, gifts or other benefits. Specifically, employees/associates shall refrain from any offer, promise or giving of money or other benefits with the aim of conditioning fulfilment of the duties of the post or service by a public official or public service officer.

FORGE FEDRIGA S.r.l. shall refrain from any fraudulent conduct aimed at achieving contributions, loans, soft loans, grants or other funding by Public Bodies.

FORGE FEDRIGA S.r.l. allocates contributions, loans, soft loans, grants and other payments they may receive from Public Bodies for the intended purposes, complying with their conditions and methods of use.

With regards to sponsorships and grants, FORGE FEDRIGA S.r.l. may provide grants and donations in favour of entities (e.g. non-profit associations) properly set up in accordance with the law that foster the ethical principles of the company (events and initiatives of a social, scientific, cultural, sports and artistic character) and assure transparency in using the disbursement obtained.

In selecting the initiatives to be supported, the Company operates in order to prevent any possible situation of conflict of interest at personal or corporate level.

Administration, accounting and finance

Compliance with the procedures aimed at programming, regulating and controlling management of the Company's financial resources is assured.



The Company is responsible for preparing in an orderly and comprehensive manner and storing the documentation relating to its administrative and accounting activities. The accounts are indeed kept in accordance with standards and regulatory principles.

The Company complies with all regulations, principles and procedures functional to correct and comprehensive representation of the Company's economic, equity and financial situation.

The Company assures the truthfulness, correctness and comprehensiveness of the financial statements, reports, submitted company documents, statements and any other documentation relating to the Company's economic, equity and financial situation.

The Company shall refrain from any conduct that may hinder the intended supervisory activities, checks and audits.

The Company's financial statements are subject to auditing by independent auditors, appointed by the Board of Directors. The Board of Auditors are responsible for overseeing the independence of the external auditors.

5. Methods for implementing the Code of Ethics

Every employee/associate must accept the commitments arising from this Code, upon establishing the employment relationship, first distribution of the Code or any significant amendments or additions thereof.

Specifically, employees/associates are obliged to:

- refrain from conduct contrary to the provisions of the Code;
- contact their superiors or company supervisors, in the event of request for clarifications on the methods for application of the same;
- promptly report to their superiors or company supervisors any information, either directly observed or reported by others, on possible breaches thereof and any request they have received to breach them;
- adequately inform any third party they might come into contact with within their work activities of the existence of the Code and the commitments and obligations set forth by the same to external entities;
- use available IT equipment exclusively for company aims and never for private and/or personal reasons, in compliance with the regulations in force and company procedures.

The employees/associates are also responsible for:

- protecting the company's assets and data they have been entrusted with and act diligently to protect them, forbidding use of the same to unauthorised persons, by means of responsible conduct consistent with company procedures;
- demand compliance with the obligations directly concerning their activity;

FORGE FEDRIGA S.r.l. however condemns all illegal conduct in relation to computer systems, including the use of unauthorised or unlicensed software, untruthfulness in public or private electronic documents, unauthorised access to a computer or telecommunications system, unlawful possession or dissemination of access codes to computer or telecommunications systems, interception, prevention or interruption of IT or ICT communications.

The Company implements operative procedures and instructions suitable to preventing illegal conduct in the field of information management and ensures their dissemination and awareness by personnel concerned

6. Breach of the Code of Ethics

The provisions of this **Code of Ethics** are an integral part of the contractual obligations taken on by employees and by entities having business relations with the company.



FORGE FEDRIGA
ADVANCED FORGING SOLUTIONS

Code of Ethics

PAGE 8 of 8

REVISION:

APPROVED BY:

00 of 30/09/2016

Meeting of the Shareholders and Board of Directors

In the event of breach by the employee, the most appropriate measures shall be applied, in compliance with the provisions of the National Collective Labour Contract applied by the Company.

The breach by suppliers/associates/consultants of the regulations herein may constitute failure to fulfil the contractual obligations, with any legal consequences, also with regard to the termination of the contract or appointment and possible compensation for damages.

For the aims of compliance with all principles and rules of conduct set forth herein, a Supervisory Board is specifically set up, which is responsible for the following tasks on implementation of the Code:

- monitor application of the Code by the parties concerned, through application of specific implementation programmes, and examining any reports provided by internal and external stakeholders;
- periodically report to the Board of Directors on the results of the activity carried out, reporting any significant breaches to the Code;
- express opinions on the review of the most significant policies and procedures, in order to assure their consistency with the Code;
- provide, where required, the periodic proposed review of the Code.