

Aesys S.p.A.
Anti-Corruption Code of Conduct

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1 Purpose, scope and recipients of the Code of Conduct

Aesys S.p.A. (hereinafter also "Aesys" or "Company"), is committed to fighting corruption and preventing the risks of illegal practices, at any working level and in any geographical area. Therefore, Aesys has decided to adopt the present Anti-corruption Code of Conduct (hereinafter the "Code") in order to reinforce prevention and contrast precautions of possible corrupt practices, with the aim of promoting compliance with ethical standards and full compliance with national and international regulations on the prevention of active and passive corruption of public and private entities, as well as the integrity, transparency and correctness in the performance of work activities.

This Code applies to all employees, managers and Aesys Governing Body and, more generally, to all those with whom Aesys comes into contact in the course of its business.

All the aforementioned subjects (hereinafter "Recipients") in compliance with the provisions of the Aesys Ethical Code and the Organization, Management and Control Model, undertake to conduct their activities, in all the countries in which they are present and operate in compliance with Aesys ethical principles and applicable laws.

The purpose of this Code is to set out in a structured way a systematic framework of the reference principles of the regulatory instruments and internal rules on anti-corruption to prevent potential episodes of corruption in order to protect the integrity and reputation of Aesys.

2 Legal framework

Aesys' approach to tackling corruption has got, as its reference, the specific national legislation and in particular: - Articles no. 318 "Corruption for the exercise of the function", no. 319 "Corruption for an act contrary to official duties", no. 319-ter "Corruption in judicial acts", no. 322 "Incitement to corruption" of the Criminal Code; - article no. 2635 "Corruption between private individuals" of the Civil Code; - the Legislative Decree no. 231 dated June 8, 2001.

Furthermore, this Code is part of the wider Aesys regulatory body which includes the Ethical Code and the Organization, management and control model (ex D.lgs. 231/2001 and subsequent amendments) approved by the Aesys Administrative Body on November 7, 2016.

3 General principles of conduct

Aesys carries out its activities by complying with the principles of professionalism, diligence, honesty, fairness and responsibility. In line with these principles and the values and restrictions contained within the Ethical Code, the Organization, Management and Control Model adopted pursuant to D. Lgs. 231/2001, does not tolerate any type of corruption, in any form, manner or jurisdiction manifested, even if activities of this kind were to be eventually tolerated or not prosecuted pursuant to regulations in force in Aesys operating countries. In addition to the principles and rules of conduct referred to in the following paragraphs, the following general principles might be observed:

- **Clarity and transparency:** duties and responsibilities of all those involved in the company processes, as well as activities and related controls, must be clearly defined and must provide for easy application mechanisms;
- **Absence of conflicts of interest:** the Recipients of the Code must operate with professionalism, impartiality and in compliance with anti-corruption legislation. They must avoid situations that could lead to a conflict of interest;
- **Traceability and archiving:** all the activities - and related checks carried out - must be ex post tracked and verifiable; the documentation produced must be properly archived.

3.1 OFFER OF GIFTS AND OTHER BENEFITS TO REPRESENTATIVES OF PUBLIC INSTITUTIONS

In the context of relations with the Public Administration, the Company, coherently with the specific procedures already adopted according to the management of relations with the Public Administration, reaffirms the express prohibition on promising or making cash payments to representatives of the Italian or Public Administration, Italian or foreign, for purposes other than institutional and service purposes and in violation of regulatory requirements. Moreover, Aesys prohibits offers of gifts that exceed in value the "normal courtesy" towards public sector.

Aesys allows Public Administration representatives, Italian or foreign, to be invited to participate in sector events on the following conditions: the topic of the event represents the primary purpose of the invitation; the invitation does not violate the law in force; the hospitality is appropriate and adequate to specific case circumstances.

For the purpose of a more effective implementation of the conduct rules indicated above, the subsequent Recipients' obligations are established:

- the management of relations with the Public Administration on behalf of Aesys, must be carried out exclusively by those representatives with a suitable power of attorney or delegation, and on the basis of the organizational and behavioural indications adopted by the Company;
- those who perform, for various reasons, the obligations connected with the performance of the aforementioned activities must pay particular attention to compliance with the required obligations, and in any case, must immediately report any irregular or presumed situations of irregularity to the Aesys Supervisory Body.

3.2 OFFER OF GIFTS AND OTHER BENEFITS IN THE CONTEXT OF COMMERCIAL RELATIONS

Offering gifts, corporate gifts, hospitality and entertainments is allowed if the purposes are to demonstrate courtesy and solidify social relations with the various stakeholders, provided that such acts have a reasonable value and that they do not have the purpose of unjustifiably influencing the course of an activity or a negotiation.

In this regard, no gift of any kind is allowed that may even be interpreted as exceeding normal commercial or courtesy practices, or in any case aimed at acquiring preferential treatment in the conduct of any activity connected to the Company.

Aesys prohibits the direct or indirect offering of money, gifts and/or other benefits to executives, officers or employees of customers and suppliers in the context of commercial relationships with private parties for the purpose of influencing them in the performance of their duties or to take an unfair advantage of it.

Aesys allows gifts and/or benefits to be offered even in the absence of specific approval, provided that they are made in good faith and with legitimate business purposes, reasonable and such not to be interpreted as aimed at obtaining a favourable treatment and not to compromise the integrity or reputation of one of the parties. They must comply with generally accepted standards of professional courtesy and applicable laws and regulations.

In any case, the offer of gifts, presents, hospitality and entertainment by the Company must be:

- Previously communicated to the manager of the function involved;
- Expressly approved by the Head of the department involved;
- Adequately documented, in order to allow the appropriate checks;

Aesys does not allow gifts and/or benefits involving sums of money to be offered.

It is understood that gifts or benefits, admitted as specified above, must be delivered to the registered office of the commercial counterpart and not to private homes or premises other than the company headquarters.

3.3 ENTERTAINMENT EXPENSES

The Company establishes in advance, according to the nature of the performed activity, quantitative limits to the expense claims and entertainment expenses, as well as the parties who may authorize such expenses and the procedures for submitting reimbursement requests and related supporting documentation.

Entertainment expenses are reimbursed only if justified, relevant and consistent with the activity carried out, proportionate to the type of purchase, and as long as in compliance with current legal requirements.

It is forbidden to recognize reimbursements for entertainment expenses that are not adequately justified in relation to the local practices and/or with the aim of promoting or favouring the interests of the Company itself, even as a result of unlawful pressure.

3.4 SPONSORSHIPS AND CONTRIBUTIONS TO ASSOCIATIONS AND ORGANIZATIONS

Assuming that the Company condemns the improper use of donations and sponsorships tool aimed at obtaining favouritism and concessions by the beneficiary, in the eventual case of donations/handouts or sponsorships of organizations, in the context of normal commercial practices, the Recipients of this Code are required to set up all the necessary controls to ensure compliance with the following principles:

- Donations and sponsorships cannot be made to individuals, but only to public or private entities;
- The decision-making power for these initiatives remains exclusively with the subjects expressly delegated to do so;
- In case of sponsorships or donations made with money, the Company undertakes not to use cash or similar payment methods;
- The Company assumes to verify the legal nature of the beneficiaries, ensuring that the initiatives are carried out only in relation to subjects demonstrating credibility and good reputation and who orient their management on ethical and transparent criteria;
- In the case of sponsorships, the relationship must be based on the congruity principle between the corresponding services and must be formalized in a contract;
- All sponsorship activities, in order to avoid they might be considered a disguised form of conferring a benefit to a third party to obtain an advantage for the Company, must be contracted in writing, defining, in particular, the nature and purpose of the initiative, as well as the expected consideration.

3.5 ACCEPTANCE OF GIFTS AND OTHER BENEFITS IN THE CONTEXT OF COMMERCIAL RELATIONSHIPS

Any gifts and entertainment expenses must be received in good faith and in relation to legitimate business purposes. It must not consist of a cash payment and it must not be motivated by the purpose of exercising an illicit influence or by the expectation of reciprocity. In any case it must be reasonable and it might not be interpreted as aimed at obtaining preferential treatment.

Nevertheless, Aesys does not allow employees, managers and directors to accept gifts and benefits whose acceptance is in contrast with what is established in the individual employment contract and/or in the applicable collective labour agreement or with any other binding rule.

3.6 DONATIONS

Donations and other hand-outs - for the benefit of various non-profit, social, cultural, and research projects - are permitted as long as they are not made in order to inappropriately influence the recipient or in exchange for a commercial or other advantage for the Company. Donations must meet the following principles:

- All donations must be traceable and properly and accurately documented in writing;

- The recipient (institution/association/organization receiving the donation) must be a trustworthy organization and have a good reputation. All donations and other hands-out must be made in accordance with applicable laws and internal Company policies.

3.7 FUNDING FOR POLITICAL PARTIES

The Company prohibits Recipients from paying contributions on behalf of Aesys to political parties or their representatives, movements, committees, political and trade union organizations, and their representatives. Prohibited gifts must also include financial contributions and other presents of monetary value.

3.8 REQUEST AND MANAGEMENT OF CONTRIBUTIONS, FINANCING, SUBSIDIZED LOANS OR OTHER PROVISIONS OF THE SAME TYPE, HOWEVER CALLED, GRANTED OR PROVIDED BY THE STATE, PUBLIC BODIES OR THE EUROPEAN UNION

In the context of concessions or financing provided by a Public Entity in support of the business activity for the fully autonomous realization of the activity itself or of specific projects and in the form of expense reimbursements, the Company, consistently with the specific procedures already adopted regarding the management of relations with the PA, reiterates the prohibition on promising or making cash payments to representatives of the Public Administration, Italian or foreign, to obtain public financing, contributions and disbursements. The Recipients must operate following the principles of correctness, transparency and good faith; evaluate the adequacy and feasibility of the services envisaged in the tender notice; maintain transparent and correct relations with PA officials.

In the event of an award of financing, it is necessary to guarantee the clear and correct execution of the provisions of the tender and the diligent and punctual fulfillment of contractual obligations, also towards third parties involved.

The expenditure of contributions, loans, subsidized mortgages or other disbursements of the same type, however named, granted or disbursed by the State, by other public bodies or by the European Union must always and only take place through operations compliant with the provisions of Model 231, as well as and the operational protocols and for the sole purpose for which they were provided.

4 Conflicts of Interest

Aesys requires directors, managers and employees to make every business decision in the sole and exclusive interest of the Company and in line with the principles of correct corporate and entrepreneurial management. Therefore, all situations and activities in which a conflict between corporate and private interests may arise, such as to interfere with or undermine the ability to make decisions impartially and objectively, must be avoided (for example by pursuing a personal interest using one's own corporate role).

5 Relations with third parties

The Company requires that the relationships established with Third Parties (suppliers, commercial and Joint Ventures partners, professionals, consultants, agents) during the conduct of business activities, are based on the principles of traceability, integrity, transparency and correctness contained in Aesys Organization, Management and Control Model and always comply with the anti-corruption legislative requirements. In the event that doubts arise about the legitimacy of a potential Third Party, before concluding any type of agreement with such party, it is necessary to share the related reservations with the Direct Manager in order to follow up on an adequate *due diligence*.

Aesys requires that fees and commissions comply with the appropriate rates and the services are provided in a legitimate way. Aesys also requires that all contracts concluded with Third Parties must be drawn up in writing and that all commercial relationships are fully documented.

Aesys requires to get and keep books, records and accounting records that accurately and correctly reflect the operations and expenses, even if they are not "significant" from an accounting point of view.

Third Parties, as part of their business activities with the Company, are required to comply with Aesys ethical standards and applicable laws.

Aesys establishes relationships with Third Parties on the basis of assessments of professionalism, competence, competitiveness and integrity, and imprints these relationships with the utmost fairness, adopting procedures aimed at avoiding potentially corrupt conduct.

6 Staff selection and hiring

The Company regulates staff selection, recruitment and management process in order to ensure compliance with applicable regulations and laws. These processes are conducted in accordance with the procedures adopted by Aesys and inspired by the following principles:

- The staff recruitment must concern real business needs;
- All activities must be adequately tracked and formalized.

7 Diffusion of the Code

Aesys Human Resources function undertakes to ensure the maximum dissemination of the present Code to all the staff interested in the corporate mission through specific communication activities. In this context, the Code is available for all the personnel and the distribution to new employs at the time of hiring is envisaged.

8 Violation of the Code and Penalty System

The Company intends to apply the present Code with the highest commitment. Any employee who does not act in accordance with the Code or does not report known or suspected illegal actions will be subject to disciplinary action commensurate and adequate to the seriousness of the violation carried out, also taking into account the possible criminal relevance of such conduct and the establishment of a criminal case in this regard.

Aesys allows Recipients, who have doubts regarding the application of the Code or need assistance in adopting any complex decision, to contact the Legal Department of the Company.

8.1 DIRECTORS AND STATUTORY AUDITORS

In the event of violation of the principles of conduct indicated in the Code or of the anti-corruption legislation by one or more Directors and/or Auditors of the Company, the Shareholders' Meeting and the Board of Auditors must respectively be informed. Such parties, according to their respective competences, will proceed to assume one of the following initiatives taking into account the seriousness of the violation and in accordance with the provisions of the law and/or the Statute:

- Revocation of the assignment;
- Adoption of adequate measures against the figures responsible for the violation.

8.2 THIRD PARTIES

Any behaviour carried out by subjects other than Aesys personnel in contrast with the Code or with the anti-corruption legislation will be examined in order to evaluate the adoption of measures, such as the unilateral withdrawal from the contract, to be defined in specific contractual clauses.

9 Reports

The Company acquires and examines reports concerning possible violations of the Code and the anti-corruption legislation, in anonymous form too. The Company ensures discretion and confidentiality in the entire process of managing reports, according to the so-called "whistleblowing" procedure (Aesys provides its employees and stakeholders with an IT reporting channel via a dedicated platform accessible via link (<https://aesys.openblow.it/#/>) on the company website <https://www.aesys.com/it/>) which guarantees all whistleblowers against any form of retaliation.

Only if expressly required by law, data concerning the reporting person identity may be transmitted to the public authorities involved in the investigation or in the judicial proceedings that may ensue.