

Model to organize, manage and control

*In compliance with the
Legislative Decree 231/01*

Code of Ethics

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1. INTRODUCTION

MG2 S.r.l., part of HPF S.r.l. company, aims to create a successful company, committed to compete with the most qualified national and international players in the sector, always in accordance with both the principle of fair competition and the rules of professional ethics.

The goal consists in achieving the qualitative excellence of products and services, together with the attainment of a positive economic result, the enhancing of the image and the increase of the company financial strength.

MG2 recognizes the importance of ethical and social values at work: accordingly, MG2 commits itself in the sound and responsible management of the activities to be carried out both on its own and by the social partners, in full respect of the community MG2 belongs to.

During the working time, in fact, MG2 operates based on fair play and transparency in the taking risks both towards customers and in-house employees: it is in this perspective that the corporate governance system has been set up and implemented.

This Code of Ethics was drawn up on the basis of the above commitments with the following aims:

- define the MG2 primary ethical principles;
- establish the reference rules of conduct to be complied with by both the employees and the business partners;
- encourage the dialogue, the involvement and the approval of the above actors;
- indicate the basis for a voluntary agreement aimed at regulating ethically the relations between MG2 and its interlocutors;
- be the basic element for the adoption of the Organizational Model in compliance with the Legislative Decree 231/2001 regarding the administrative responsibility of institutions.

In pursuing its corporate mission, MG2 will ensure that the principles of this Code of Ethics are both transposed and shared by the General Management, its partners, its customer and suppliers and by civil society.

As a self-regulation instrument, which is not imposed by the law, the binding nature of the Code lies in the state of compliance of the social partners to the ethical principles it contains.

Please note that this document complements and does not replaces the provisions included in the Corporate Bylaws, in the Company Regulations and in any other existing procedures.

This Code of Ethics consists of three primary sections:

- general values and principles, the Code is inspired by and which MG2 intends to protect and share with its social partners;
- rules of conduct to which the addressees of the Code are bound;
- rules for implementing the Code and for monitoring the compliance with it.

2. RECIPIENTS

The Code of Ethics recipients are:

- members of the corporate bodies (president, board members and statutory auditors)
- employees (department managers, mid managers, employees, manual workers)
- the suppliers and other Company partners who, directly or indirectly, permanently or temporarily, establish any relationship with MG2 resulting in an activity aimed at pursuing the Company objectives

In view of this, MG2 undertakes to: spread this Code to all the involved parties, interpret correctly its contents and make available any necessary tool that encourage its application. MG2 is confident that the recipients of the Code behave in accordance with its values and principles, by also bringing it to the attention of customers, suppliers and of the civil society. MG2 also implements the necessary measures to carry out activities of verification and monitoring of the application of the Code, by providing sanctions in case of its violation. For this purpose, a special in-house body has been identified with the task, among others, to monitor the application of the Code.

3. VALUES AND PRINCIPLES

3.1 Values

MG2 sticks to the great values of civilization and democracy sanctioned by the Constitutions of both the Italian Republic and the European Union, but also by the Universal Declaration of Human Rights of the United Nations Organization, by recognizing that dignity, freedom, equality, solidarity and justice are the basic values of the civil life.

MG2 fully concurs with Article 41 of the Italian Constitution, according to which the private economic *initiative* “cannot be carried out in either contrast with social utility or in such a way as to harm security, freedom and human dignity”.

MG2 directs its activities towards the principles contained in this Code, by declaring itself free not to undertake or continue any relationship with those who demonstrate that they do not share its content and spirit and/or violate its principles and rules of conduct.

MG2 bodies, members, managers, employees and partners are bound to comply with this Code.

3.2 Transparency and completeness of information and communications

MG2 undertakes to clearly and transparently inform its social partners on its situation and its development, without favouring either any involved group or any individual.

Financial, accounting and management evidences and any other communication shall meet the requirements of truthfulness, completeness and accuracy.

MG2 recognizes the fundamental value of correct information to shareholders, bodies and other involved subjects in relation to significant facts concerning corporate and accounting management.

MG2 recognizes the fundamental value of correct information also to third parties, during either the Advisory phase or the solicitation to the investment, both for itself and for its customers. In such case, MG2 resorts to either the use of *Best Practices* or also to third parties, to ensure impartiality and consistency of judgment.

3.3 Compliance with the law

MG2 takes as an absolute principle the strict compliance with all the regulations in force and the provisions issued by the Supervisory and Control Authorities. The Company adopts internal procedures and models of organization and control aimed at preventing and countering any behaviour being contrary to the principle of legality. MG2 also promotes the in-house control policy to be adopted by all recipients.

MG2 makes every effort, as far as it is concerned, to fight against corruption, terrorism, money laundering and all other forms of crime, with the intent to pursue its own interests through honest conduct, in compliance with the law.

The Company undertakes to take the necessary and appropriate measures so that this ethical conduct obligation is upheld and complied with by all the recipients of the Code.

Each recipient is therefore responsible, to the extent of its competence, for the compliance of its activity with the principles of the Code and for the adoption of corporate control systems; in particular, each employee, within his or her role and skills, is responsible for the proper functioning of the internal control system.

3.4 Correctness in the Company management and in the use of resources

MG2 pursues its corporate target in compliance with the law and the Bylaws, while ensuring the proper functioning of the corporate bodies and the protection of the shareholders' property rights and participatory rights, always safeguarding the integrity of the share capital and assets. MG2 approach in using the company resources is marked by maximum transparency with periodical reporting to the competent control bodies, both internal and external.

3.5 Relations with Public Authorities

All those who work in the name and/or on behalf of MG2 must behave so as not to induce the Public Administration to violate their principles of good administration and impartiality.

People appointed by the Company to follow negotiations and/or relations with the Public Administration, cannot under any circumstances act in such a way as to unlawfully influence the decisions of the Public Authorities to let MG2 obtain an either illegal or unfair advantage.

MG2 prohibits and condemns any conduct put in place by those who work in his name and on his behalf being meant to:

- promising or offering, either directly or indirectly, money or any other gift to Public Officers and/or Public Service Officers to let MG2 obtain an either illegal or unfair advantage;
- obtain from the Public Authorities contributions, funding or any other income, by means of: statements and/or false/altered documents, omitted information or any other trick/deception intended to mislead the Supplying Body;
- use for different purposes than those for which they were granted, contribution, subsidies or funds obtained by the Public Authorities, even if their amount is small.

3.6 Protection and valorisation of our people

MG2 recognizes the central role of human resources and the importance of establishing and maintaining relationships with them based on loyalty and mutual trust. As human resources are meant all those who work for MG, including people who are subject to different forms of contract than that of employment.

All internal and external human resources undertake to act loyally in order to comply on the one side with the obligations arising from the contract of employment, if they are employees, and on the other side with the provisions of the Code of Ethics, by ensuring the services they are required to provide and by respecting the undertaken commitments, also in case they become aware of other recipients different conducts than those defined by the Code.

The management of the employment relationship is based on respect for the individual, fairness and respect for equal opportunities, without any discrimination depending on sex, race, religious belief, political opinions, age or state of health. Any form of discrimination against persons shall be prohibited.

All personnel are employed under regular employment contracts: no form of either illegal or irregular employment is permitted.

The decision to start either an employment relationship or a cooperation mandate must be made based on the candidate's profiles and the correspondence of their specific skills with the company's needs, while respecting the equal opportunities of applicants. The requested information must be strictly aimed to verify the professional and psycho-aptitude requirements of the candidate, in compliance with both the Privacy regulations and the political-social opinions of the candidate.

As soon as the cooperation begins, the person receives comprehensive information about his tasks and his working function, regulatory and remuneration details, but also on the regulations and behaviours for the management of the risks related to personal health.

All decisions taken to manage and develop human resources are based on considerations adhering to merit profiles and/or correspondence between the expected profiles and the actual people profiles. The same applies to let people accede to different roles or tasks.

Budget targets, both general and individual, for either employees or partners, must be objectively feasible, in relation to the time available for their achievement and the available means.

MG2 promotes the growth of professionalism through training activities and knowledge sharing, believing that the individual and collegial contribution to the work processes represents a fundamental element for the own development and for people valorisation.

In the management of hierarchical relationships, the authority is exercised, by avoiding any abuse. It constitutes an abuse of the authority position to request, as an act due to the hierarchical superior, services, personal favours and any other behaviour that constitutes a violation of the Code of Ethics.

In the case of company and/or productive reorganizations, the value of human resources is safeguarded by providing, if necessary, vocational training and/or educational actions. MG2 recognizes and respects the role of trade union organizations and their full right to both represent workers and promotes the spread of a proper system of industrial relations, also by the strengthening the participation of the workers and the union to company development.

3.7 Health and Safety

MG2 considers the respect for the physical and cultural integrity of people an ethical reference value: MG2 strives to ensure the protection of health and safety at the workplace, but also to manage the employment relationship with the utmost correctness, in compliance with applicable contracts and laws.

MG2 systematically complies with all the provisions of existing legislation on health and safety at work.

The Company informs, inspires and create awareness in the whole staff, to avoid that either any carelessness or negligence undermine the organizational efforts put in place.

All employees and company partners are required to strictly comply with the instructions given in relation to safety.

MG2 puts in place some procedures to both make systematic and to keep under control all the obligations in terms of safety. The company systematically supervises on the correct adoption of the envisaged security measures. To this end, MG2 has set up a system to manage s the health and the safety of workers in accordance with the international OHSAS 18001 standard and the UNI INAIL guidelines.

3.8 Social responsibility and environment sustainability policy

In the belief that it is possible to combine the company profit needs with the compliance to both ethical values and the protection of the environment, MG2 pursues the objective of fostering not only the economic growth, but also the cultural and moral development of the community. MG2 invests in energy saving and cares the environmental impact of its activity, by paying attention to waste disposal, energy resource consumption and caused releases into the environment.

MG2, in fact, takes to heart the concept of local community, meant as the entirety of territory, people, workers, traditions, public and private institutions which represent the social and geographical fabric MG2 belongs to. The environment is an important part of this fabric and its protection from potential pollution problems is, and must remain, a primary challenge for MG2 and anyone who works with MG2.

MG2 promotes the dissemination of solidarity, security and prevention. All those who make any purchase of goods and/ or services, must act in compliance with the principles of fairness, economy and quality and they must operate with the utmost diligence by verifying that suppliers comply with the principles of the Code of Ethics, with particular regard to the protection of workers' rights and respect for the environment.

3.9 Quality

The company quality management system represents a cornerstone of MG2 organization system both in order to satisfy the customer, and to meet the needs of members and corporate workers. The recipients of this Code, with particular reference to employees, are therefore obliged to strictly follow and regularly implement the requirements of the quality management system, which becomes part of the Organizational Model for the enterprise management in compliance with Legislative Decree no. 231/01.

3.10 Safeguard of corporate image

MG2's reputation is an intangible asset of absolute value which makes it possible to develop trust relationships with its interlocutors. This reputation depends on the image that the company has built over time and its nature is particularly fragile.

The corporate image, in turn, depends on different factors, but mainly on the ethical behaviour of MG2 people under all circumstances and especially in case of relations with the outside world.

MG2 trusts that all recipients can represent the company it with professionalism, honesty, seriousness and fairness and that they work to protect its image.

3.11 Fair play in competition and advertisement

MG2 encourages fair competition in the markets on which it operates. MG2 acts in accordance with the Antitrust legislation, being presently in force both in Italy and in the European Community regarding the relations with customers, suppliers and competitors. The Company's advertising communications are transparent, correct, truthful and suitable not to mislead the persons to whom they are addressed and not to harm competitors.

MG2 does not, through people acting on its behalf, either offer or accept any money or good in whatever form to promote or facilitate the conclusion of business for its own benefit in violation of laws, regulations or free competition. Courtesy gifts are allowed when their value is small (as defined by the P231-05 corporate procedure) and they are not significant as means to search for favours or privileges, in violation of either current rules or fair competition.

3.12 Protection and Confidentiality in handling personal data and information

In accordance with current legislation, the processing of personal data relating to customers, employees, partners and suppliers is carried out with the utmost respect for both the dignity of the involved individual and his right to privacy and protection of personal data.

MG2 undertakes to process such data correctly and in compliance with the law, by collecting only the relevant data by excluding any information exceeding the purposes for which they are collected.

MG2 also analysed the possible risks involved in data processing and made its information systems, both paper and electronic, suitable to minimize the possibility of harmful events. MG2 is committed to maintain these systems dynamically updated based on legislative, regulatory and technological developments; at the same time, MG2 also placed on all its partners, both in-house and externally, the above obligation, while monitoring they comply to it.

3.13 Transparency in the relations with Supervision and Controlling Bodies

MG2's communications to the Supervisory/Control Authorities and to the public are exhaustive, not misleading, clear and timely and they are provided only by the corporate bodies and by the corporate function in charge thereof. The protection of information transparency is facilitated by the compliance with the existing provisions and internal procedures adopted in this area.

3.14 Associations and policy

MG2 actions are only governed by the principles of its Bylaws and Rules, in a situation of respect for all opinions.

MG2 can contribute to both the funding of associations and the livelihood of political parties and/or their information bodies, committees, organizations or political candidates, in compliance with the Bylaws and the rules in force.

MG2 is allowed to maintain regular commercial or legal relations with the above-mentioned entities in compliance with the current laws/ regulations and this Code of Ethics.

3.15 Conflict of interest

The recipients of the Code refrain from any action resulting, even indirectly, in the creation of any interest being in potential conflict with those of MG2 or HPF Group such as for example, personal or family interests of financial or commercial nature arising in the relations with customers, suppliers, competitors.

It represents a conflict of interest the fact that a managing director, a manager, an employee or a partner pursues or attempts to pursue for himself or for third parties a different target than MG2 target, or he voluntarily procures or attempts to procure a personal advantage when carrying out activities in the interest of MG2, including the case in which he procures or attempts to procure it for third parties. For this reason, it is strictly prohibited to carry out any corruption practice, illegitimate favour, collusive behaviour, solicitation, either direct and/or through third parties, resulting in personal and career advantages for oneself or for others and any other similar behaviour is forbidden.

MG2 Management, its employees, and partners refrain from making and/or receiving gifts of any kind and value in the context of employment relationships, unless their value is symbolic and in accordance with the regular sales practices, by paying attention to relations with the employees of the Public Authorities.

MG2 customers and suppliers are invited to refrain from offering presents which may lead the recipients of the Code to behave in conflict with the company interests, including moral interests.

MG2 recognizes and respects the right of its employees and partners to participate to investments, business or any other activities different than those carried out in the interest of MG2, provided that these activities are permitted by law and the contractual rules, the bylaws, and that they are compliant to the obligations assumed as members, employees or partners.

Any situation which may represent or give rise to a potential conflict of interest must be promptly communicated to the External Auditors (ex D. Lgs. 231/01) and to the hierarchical superior to let them take the necessary actions. All members, employees and partners are required to avoid any conflicts of interest between the personal and family business activities and the tasks they perform at MG2. For example, but not exhaustively, the following situations lead to conflicts of interest:

- carrying out top management functions (managing director, board member, dept. managers) or any other action showing either economic or financial interests for suppliers, customers, competitors or business partners (of both MG2 or HPF group), also through family members;
- using either one's position at MG2 or at the HPF Group, or the information acquired at work in such a way as to create a conflict between the personal interests and the interests of either MG2 or the HPF Group;
- carrying out any kind of business activity with customers, suppliers and competitors;
- accepting or offering money, favours or any advantage from either persons or companies which started or are going to start business relations with MG2 or the HPF group.

3.16 Use of information technologies

MG2 prohibits any practice that may violate the confidentiality of the computer systems of both its own and third parties, public or private, or which may damage such systems and any other practice aimed at falsifying an either a public or private electronic document having probative force.

MG2 requires the compliance to the current legislation in the area of personal data processing and it also requires the implementation of the relevant corporate provisions and documents concerning the use of the corporate-owned IT tools.

3.17 Relations with media

Relations with the media are reserved exclusively to the functions and responsibilities delegated to it. MG2 communicates truthful and transparent information to the outside. The members, employees and partners do not provide information to the outside, nor undertake to provide it, without the permission of the competent functions.

4. RULES OF CONDUCT

4.1 General rules

MG2 recommends the recipients of the Code to behave responsibly, in compliance with the achievement of corporate objectives and consistently with the values and principles set forth. Any action and/or transaction must be legitimate, evidenced by documents, filed and verifiable at any time.

MG2 condemns any conduct, by anyone, aimed at altering the correctness and truthfulness of the budget data and in the corporate reports required by law.

Recipients are required to conduct correctly and transparently in the performance of their duties, with regard to any request made by the Shareholders, the Board of Statutory Auditors, or by the Public Authorities responsible in charge of the controlling activity, by always doing the utmost to cooperate.

It is forbidden to intentionally spread false news related to MG2 and its employees/partners both inside and outside the company.

In particular, those recipients who, due to their role and duties can have access to confidential information related to the Group's companies:

- do not communicate such information to third parties and do not use them for purposes unrelated to their office;
- refrain from carrying out, directly or indirectly, on their own account or on behalf of third parties, any transaction concerning the financial instruments of the involved companies by using the above-mentioned information.

As far as the sales/trade procedures are concerned, either any MG2 employee or any external partner is requested not to offer, not even promise, both money and any other advantage to potential customers or to other partners of the company, to push to choose MG2 as a new supplier. The above must be understood as applicable also in case somebody is acting through a third party

4.2 Corporate bodies

The authoritativeness, the professionalism, the diligence and the independent judgment of the President, the Managing Director, the Board Members and the Statutory Auditors ensure the achievement of social goals and the social partners interest protection.

The administrative body promotes legality and supervises to the full compliance of the business with the company laws, rules and procedures; the same body also promotes the in-house control policy and it ensures the maximum independence and autonomy of action to the supervisors.

Board Members perform their duties in compliance with the content and limits of the powers conferred by the Board of Directors to whom they report on their activities.

The company Board Members are not allowed to behave in such a way as to cause an injury to the integrity of the Company's assets. Board Members must not carry out any type of corporate transaction that could cause damage to creditors.

In terms of conflict of interest, the activities of the Board Members are in compliance with the regulatory provisions and relevant internal guidelines: any conflict is managed with total transparency and keeping an eye on safeguarding MG2 interests. Any conduct that violates the relevant corporate law is prohibited.

4.3 Employees

Commitment and sense of responsibility

MG2 employees perform their duties with commitment, sense of responsibility, loyalty, seriousness, decorum in complying both with legal and contractual provisions and with company directives. MG2 also trusts that those who carry out coordination activities behave with courtesy and respect towards their employees and promote their professional growth.

Contractual and regulatory obligations

Every employee is requested to both know and comply with the obligations arising the rules set out by:

- FEDERMECCANICA Metalworking and Mechanical Engineering Industry Collective Agreement;
- Corporate Rules;
- Company Quality Management system according to UNI EN ISO 9001;
- Management system for workers health and safety in accordance with both OHSAS18001 and UNI INAIL guidelines.

Regarding the last two items, both managers and employees, everyone within its competence, are required to:

- enforce with the activities implementing rules set out by the company procedures;
- report any possible change in order to keep the documentation updated;
- evaluate and promote any improvement suggestion reported by his/her employees;
- manage both the corrective and preventive actions in charge;
- have the reports drawn up/drawn up and the indices for which it is responsible calculated/calculated;

- draw up/ have somebody to draw up and calculate/have somebody to calculate his/her competence indexes;
- manage the assigned projects.

Safekeeping of company infrastructures, assets and tools

Employees are responsible for the conservation and protection of infrastructures (including canteen, toilets, workshop and office space), goods and tools (including machinery, computers, telephones, motor vehicles) made available by MG2 makes available for the proper conduct of work and they are requested to avoid any improper use of them for purposes being unrelated to the company activity.

Regarding assets owned by MG2, each employee and partner is required to:

- avoid any improper use which may cause undue costs, damages or efficiency reduction or otherwise any use which may be contrary to MG2 interests;
- strictly adopt the company procedures not to compromise both the functionality and the security of MG2 IT systems, equipment and facilities
- use these assets, of any kind and value, in compliance with the law and internal rules;
- use these assets exclusively for purposes related to the working activity;
- avoid, except when specially authorized, either the usage or the supply of the assets by third parties or to third parties, even temporarily;
- work to reduce the risk of thefts damages, tampering, or any other threats to such assets, by timely informing the responsible managers to handle such abnormal situations.

Department Manager behavioural obligations

The Department Manager is required to either directly perform and to have his/her staff members to carry out in a both effective and efficient manner, the activities under his/her responsibility to achieve the corporate targets.

The Dept. Manager is required to behave with fairness, respect and decorum both towards his superiors, his colleagues and his/her staff members.

The Dept. Manager is required to communicate, according to the company practise, all information concerning products, services related to the product, production technologies and other technologies of different nature, materials, customers, competitors and markets, he/she acquires during his/her activity.

In particular, the Department Manager is required to:

- cooperate to define the necessary personnel profiles;
- participate in the selection of the necessary personnel;
- cooperate to the training of new employees by providing all the necessary information (for example in terms of: company rules, use of infrastructure/equipment/business assets, working methods, safety and environment, etc.);
- previously inform the Management and the involved entities on any existing reason which prevents the execution of an activity assigned to its department/institution;
- provide cooperation and support to all corporate entities related to him/her;

- draw up the budget and comply with it with regard to the cost items involving the resources within his/her competence (human, financial and technical), with the aim of improving the efficiency and effectiveness of his department.

In addition, as far as both his/her in-house staff members and his/her partners are concerned, the Department Manager shall:

- monitor the compliance with contractual, regulatory and behavioural rules;
- check and report any non-compliance to the Top Management (for example, regarding business rules, use of infrastructure/ equipment/corporate assets, working methods, safety and environment, etc...);
- organize the resources under its jurisdiction;
- ensure the best use of the resources allocated to him/her (staff members, assets, equipment, money, etc.) and the correct management of the equipment end-life, according to the rules specified for each type of device;
- verify the correct use of infrastructure (canteen, bathroom, lights, etc.), equipment and business assets (computers, mobile phones, machines, cars, etc.);
- inform the Human Resources Director, the Quality, Health, Safety & Environment Manager and the Methods, Time & Measurement Manager (in case of Production Department) of any non-temporary staff movement from one department to another;
- ensure that the best atmosphere and motivation conditions are created within his/her area of responsibility;
- inform the Top Management of the training needs of both his/her own and her/his employees;
- ensure the continuity and smooth running of the activities within his/her area independently from the presence of his/her staff members;
- never create conditions within his/her area of turning into dependence on the staff members;
- comply with and enforce the instructions provided by the company in terms of safety at work and waste management, in compliance with current legislation;
- monitor the compliance with the smoking ban in the company premises.

This task entails the obligation to:

- formally recall, using the non-compliance report form, the violators of the smoking ban;
- report, in case of non-compliance to the disciplinary write-up, the behaviour of the offenders, to the municipal police, police officers and judicial police who are responsible for both the notice of the breach and the consequent infringement report;
- report the non-compliances to the Human Resources Director.

Employees behavioural obligations

The employee is requested to:

- effectively and efficiently carry out his/her activities;
- follow the instructions of his/her Department Manager;
- behave correctly towards both the Department Manager and his/her colleagues;

- contribute to the updating of the company database, within their competences;
- communicate to his/her Department Manager, according to the company practise, all information on products and related services, production and non-production technologies, materials, customers, competitors and markets, he/she acquires during his/her activity;
- strictly comply with the company directives on both safety at work and waste management;
- handle the acquired personal data and information as confidential.

Confidentiality obligations

The employees in charge of data handling protect the personal data adequately, by following the company instructions. All of them are required to strictly comply with the confidentiality obligation of both data and information learned during their activity related to MG2 technical solutions/ or patents.

Information truthfulness obligation

Each employee, independently from his role in the company, is responsible for the truthfulness and authenticity of both the documentation and the information arisen from the activity carried out within his/her competences.

Conflict of interest

Each employee shall comply with the company's specific conflict of interest provisions and he/she is requested to inform his/her superior in the presence of any action involving an interest in his/her favour, even if it is not direct, which may conflict with the corporate interests.

4.4 Partners

MG2 treats as a priority the contribution of both partners and consultants to the daily activities of the Company and MG2 asks them to operate with honesty, diligence, seriousness and in compliance with the instructions they receive based on their role. MG2 relations with partners are managed on an equal footing and with mutual respect.

Partners do not take any personal advantage of the partnership and they act in the sole interest of MG2, by adequately protecting not only MG2 assets, but also the personal data they acquire during their activity, based on the same rules applicable to employees.

MG2 requires its external partners to respect the herewith expressed ethical principles which is considered as fundamental to establish and continue any business relationship.

4.5 Suppliers

MG2 suppliers are required to comply with the herewith enunciated principles, which is considered as fundamental to establish and continue any business relationship.

Each supplier, commercial interlocutor or external partner must be informed of the existence of the Code of Ethics and of its commitments which they are required to comply with.

The purchase of goods and services is characterised by the search for competitive advantage, the grant of equal opportunities to the involved parties, loyalty and impartiality.

The selection of suppliers and the determination of the purchase conditions, are based on the following criteria:

- objective assessment of the both the quality and the ability to supply and guarantee suitable goods and services;
- availability, to be proved by documents, of the necessary means, including financial means, well-organized structures, technical knowledge, skills and resources in relation to the intervention to be carried out;
- professionalism of the interlocutor.

In the management of any relationship with third parties aimed at starting a tender, carry out works and supply of goods and services, MG2 members, employees and partners are requested to:

- select suppliers based on objective and transparent assessment criteria;
- does not preclude any person who fulfils the requisite conditions from competing in the acquisition of the contract;
- comply with the foreseen contractual conditions;
- maintain an open and frank dialogue with suppliers, as per good business practice.

The conclusion of a contract with a supplier and following business relationship management are based on mutual clarify and fairness.

5. COMPLIANCE WITH THE CODE

MG2 is committed to spread the Code of Ethics to all recipients.

5.1 Compliance with the rules enunciated in the Code of Ethics

Each recipient of this Code of Ethics is required to know the rules contained therein, as well as the reference rules that govern the activity carried out within its function, arising from the Law and/ or procedures, provisions, and internal regulations established by MG2.

Each recipient must also explicitly accept his/her commitments arising from the Code of Ethics, in particular the recipients are obliged to:

- refrain from conducting contrary to the rules contained in the Code;
- contact either his/her superiors, or the External Auditors (ex D. Lgs. 231/01), referred to in par. 5.2, to ask for any clarification how rules are to be applied;
- promptly report either to the to the superiors, or to the External Auditors (ex D. Lgs. 231/01) referred to in par. 5.2, any news whether directly acquired or reported by others, on any possible violation of the rules or request to violate them;
- cooperate with the structures responsible for verifying possible violations;
- adequately inform any third party with whom they come into contact within their roles about the existence of the Code and the commitments and obligations arising from it for external parties;
- require compliance with the obligations which are directly related to their activities;
- take the necessary measures both in-hously and even out of the company (if within one's role) in case third parties do not comply with the Code rules.

5.2 External Auditors

External Auditors (ex D. Lgs. 231/01) shall be set up for to carry out the following tasks:

- monitor the compliance to the Code of Ethics by the involved parties through the application of specific organizational rules and by accepting any reports provided by internal and external social interlocutors;
- periodically inform the Board of Directors on the results of the carried out activity, by reporting any important violation of the Code of Ethics;
- express opinions on possible revisions of the most important policies and procedures, in order to ensure their consistency with the Code;
- propose, if necessary, the periodic revision of the Code of Ethics.

5.3 Breaches and penalties

The compliance to the Code of Ethics represents an integral part of the recipient's contractual obligations.

Violations committed by MG2's Board Members, Employees and Partners are subject to the company disciplinary system in force, as established by the Industry Collective Agreement. Any conduct contrary to the Code will be sanctioned, in compliance with the right of defence, based on the seriousness of the conduct and in compliance with the provisions foreseen by both the law and the contract. Such conducts may bring to the termination of the contract with the addressees, if both the fiduciary relationship fails or there is a serious breach to fairness and good faith duties in the performance of the contract.

Violations of the Code by employees are subject to the company rules on disciplinary sanctions, as well as, where applicable, the specific provisions of the Model of Organization and Management in compliance with the Legislative Decree no. 231 dated 8th June 2001.

6. AMENDMENTS AND ADDITIONS

It is possible to either amend or increase the scope of The Code of Ethics by a resolution of the Company's Board of Directors, based on both the application experience and the proposal of the External Auditors (ex D. Lgs. 231/01).