



CODE OF ETHICS

Your global partner for metal closing systems





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1. INTRODUCTION

TECNOCAP operates in compliance with the rules and principles of conduct in the present Code of Ethics (hereinafter “Code”).

All the activities are performed observing the law and regulations, within a framework of fair competition, with honesty, integrity, correctness, good faith, confidentiality and transparency, with due regard to the legitimate interests of the clients, employees, commercial and financial partners and the community in which it operates. Therefore, those working for the Company and in the Company, with no exceptions or distinctions, are committed to observing and to making others observe such principles in the context of their own functions and responsibilities.

Under no circumstances their conviction of acting in the interest and/or to the benefit of TECNOCAP can justify the adoption of conducts in contrast with such principles.

For this reason, the present Code has been drafted and its observance from the addressees is crucial for the good functioning, reliability and reputation of TECNOCAP.

In the context of the internal control system, the Code of Ethics is a prerequisite and a reference both of the Organization, Management and Control Model (hereinafter “the Model”) - of which it is an integral part – and of the penalty system for the violation of the regulations set out therein.

Thus, the Code of Ethics is a crucial regulatory and monitoring tool of the social and interpersonal relationships, with particular attention to issues in terms of conflicting interests, relationships with the competitors, relationships with the clients, the suppliers and with Public Administration and this for the purposes set out in the art. 5, 6 and 7 of the Legislative Decree 231/2001, and in compliance with the regulation to protect competition.



2. ADDRESSEES

The addressees of the present Code are: the Top Management/Directorate General, other managers, employees and company partners, as well as all those subjects who, directly or indirectly, stably or temporarily, have relations with the Company, where they operate in order to achieve the objectives.

The Company is committed to spreading the present Code among all the interest subjects, to communicating the correct interpretation of its contents, to providing tools that shall enhance its application as well as implementing the necessary measures in order to verify and monitor the application of the Code, including sanctions in case of violation.

In this respect, the Top Management individuated – in the company – a “Supervisory Body” with the aim – among the others – to monitor the application of the Code.

The approval of the present Code of Ethics is requested by the Top Management. Any variation and/or integration of the Code must be approved by the same authority and promptly spread to all the addressees.

Moreover, with the present document, the company expresses its own willingness to comply with the following reference values:

1. the respect for the person;
2. the full observance of laws and regulations;
3. the contribution to the development of the territory
4. full attention to guarantee workplace safety and environmental safeguard;
5. compliance with the rules to protect competition



3. MISSION AND VALUES TOWARDS CLIENTS

TECNOCAP mission is to be a custom-orientated company, committed to supplying the highest value for its clients, according to the following values.

- **Passion**

Passionately committing itself to supporting its own clients towards success, TECNOCAP ensures that its clients base their trust on the experience and the knowledge of the Company. TECNOCAP is fully responsible of its products and services and is focused on the realization of good results.

- **Expertise**

TECNOCAP guarantees a continuous quality of its own products, relying on the most recent technology as well as on a rapid, efficient and flexible distribution network.

- **Perfection**

TECNOCAP aims at becoming more than a simple “first class” producer and supplier, providing its clients with its own research and development facilities.



4. GUIDING PRINCIPLES

4.1 Legality, honesty and correctness

TECNOCAP operates in compliance with the current legislation, the professional ethic and the internal regulations. The pursuit of the interests of the Company cannot justify any conduct which goes against the principals of legality, correctness and honesty.

The relations with the interlocutors of the Company are based on criteria and conducts in terms of correctness, collaboration, loyalty and mutual respect. TECNOCAP is committed to the adoption of the useful and appropriate measures so that all the addressees of the Code respect the legislation and all the current regulations, as well as the principles and the procedures for the same purpose. No company aim shall be pursued and realized infringing the laws.

The Company, in any case, is in charge of drafting a continuous and adequate training and information program about the relevant regulation and the issues of the Code of Ethics.

4.2 Transparency and completeness of the information

TECNOCAP is firmly committed to informing in the clearest and most transparent way all its interlocutors about its situation and developments, without favoring any group of interest or single person.

The Company ensures a correct information with its partners, organs and relevant functions, with regard to all the significant events concerning the corporate governance and accounting management.

4.3 Confidentiality of the information

TECNOCAP ensures the adoption of procedures designed to guarantee the confidentiality of the information in its possession, the compliance with the regulation concerning personal data and it shall refrain from researching any confidential data through illegal means.

The addressees of the Code are prohibited from using any confidential information for purposes which are not related to their professional activity.



4.4 Respect for the person

The Company ensures the respect of the physical and cultural integrity of the person and the respect of the relations with the others.

It is therefore guaranteed that the working conditions respect the individual dignity and that workers are hired with statutory employment contracts.

There is no tolerance for any request or threat aimed at making people act against the Law or the Code or adopt conducts which may affect their moral and personal convictions and preferences.

No kind of discrimination is allowed (age, race, gender, religion, political opinions, physical handicaps, nationality, social condition). All the personnel employed in the company must follow the principle of mutual respect, good manners and proper language.

4.5 Impartialities and equal opportunities

TECNOCAP is committed to avoiding any kind of discrimination based on the age, gender, sexuality, state of health, race, nationality, political opinions and religious beliefs, in all the decisions which affect the relations with its own interlocutors.

4.6 Conflicts of interest

The performance of the Company has always been guided by the aim to avoid situations in which the parties involved in the transactions are – or may appear – in contrasts with their own interests.

The addressees are prohibited from pursuing interests which are different from those of the Company or to personally take advantage of business opportunities.

Its clients and other counterparties are equally prohibited to act (in their relations with TECNOCAP) in contrast with the obligations concerning their position.

4.7 Protection of competition

TECNOCAP is concerned about the value of fair competition and carries out its activities in full compliance with the rules to protect competition, by following a compliance antitrust program and refraining from any behavior aimed at favoring the conclusion of deals to their advantage, violating the current laws and regulations.



The Company recognizes that fair competition is a crucial element for the development of the company and of the market.

4.8 Safeguard of the environment, health and safety and of the sustainable development

In the context of its activity, our company is committed to operating in compliance with the safeguard of the environment, according to the principles for a sustainable development. The company draws particular attention on the safety of its employees and partners, ensuring that, in any circumstance, the safeguard of their own safety and the others' is of primary importance, in compliance with the relative corporate policy.

4.9 Labor relations

TECNOCAP is committed to favoring good and continuous relations with trade unions and organizations for employee protection, in order to fully safeguard the rights of its personnel.



5. CRITERIA OF CONDUCT

5.1 Compliance with laws and regulations

The compliance with laws and regulations must be present in all the places where the company operates. All the company activities must be performed in compliance with the current regulations.

The company requires that the Top Management/Directorate General, the managers and the employees of the company are committed to the respect of the current laws and regulations.

The same commitment is required for external partners, companies which provide subcontracted services, advisors, suppliers, clients and from anyone having relations with the Company.

TECNOCAP is committed to the adoption of the more adequate initiatives and measures so that all the members, managers, employees, representatives, external partners, advisors, suppliers, clients and whoever has relations with the same society shall understand and implement the objective concerning the compliance with the current regulations, as well as the respect of the internal procedures for the same purpose.

In order to prevent committing crimes in the interest or in favor of the Company as provided for in the Legislative Decree 231/01, and to guarantee the compliance with the regulation to protect competition, below are the criteria of conduct and the practices which are prohibited to all the company employees (managers and subordinates) and for whoever has relations with the society.

5.1.1 CRITERIA OF CONDUCT

1. Strictly observe all the laws, regulations and the procedures which regulate the relations and/or the contacts with Public Bodies, Public Administrations and/or Public Officials and/or Persons charged with a Public Service.
2. Have relations with Public Bodies, Public Administrations and/or Public Officials and/or Persons charged with a Public Service based on full transparency, correctness and impartiality.
3. Manage any relation, also occasional ones, with Public Bodies, Public Administrations and/or Public Officials and/or Persons charged with a Public Service in a licit and regular way.



4. Act according to one's own function, in compliance with the principles of correctness, transparency and collaboration, as well as according to the procedures set out.
5. Keep a conduct founded on the principles of correctness, transparency and collaboration, while carrying out procedures aimed at the preparation of the financial statements, periodical accounting statements and social communications in general.
6. Provide truthful and adequate information regarding the economical, capital and financial situations.
7. Ensure the regular functioning of the Company and of the Social Organs, facilitating and guaranteeing any form of internal control and promoting a free decision making process.
8. Carefully observe all the legal provisions for the safeguard of the integrity of the social capital.
9. Respect the legal provisions introduced to protect the creditors, in case of reduction of the social capital or in case of function and/or division.
10. Observe the internal procedures planned for the selection and/or management of the relations with partners to whom the Model 231 is addressed.
11. Collaborate in order to obtain the corporate object.
12. Ensure, to the extent applicable, the compliance with the corporate requirements and legal obligations in terms of health and safety in the workplace.
13. Produce data, declarations and documents corresponding to the truth, without omitting necessary information or using tricks/scams that may mislead the addressee.
14. Use the supplied computer equipment (hardware and software) exclusively for lawful purposes and without causing damages to third parties, performing unauthorized activities or access or performing conducts which go against the legal regulations in terms of cybersecurity.
15. Use loans/funds/public or community aids in full respect with the regulations/requirements dictated by the lender.
16. Spend/put into service/use cash and stamps in compliance with the current regulations, promptly reporting eventual identified irregularities (counterfeit money, counterfeit stamps and so forth.)



17. Ensure decent job conditions of all the company staff, avoiding disturbing behavior, discriminatory or injurious of the person, of their convictions and preferences.
18. Observe the common ethical standards of moral integrity, also with reference to the possible presence of relations with criminal conspiracy, terrorist organizations, subversive or mafia associations.
19. Acquire/receive/use money or things coming from exclusively reliable sources, guaranteeing the maximum traceability and transparency of the relative accounting operations.
20. Operate respecting the environment and the relative corporate mandatory requirements.
21. Strictly observe all the rules to protect competition, in accordance with the compliance antitrust program of TECNOCAP.

5.1.2 PROHIBITED PRACTICES

1. Produce untruthful declarations, false data/documents and/or omit information due to various capacities, use other artifice/scams in order to mislead the personnel of the Public Administration.
2. Offer a monetary consideration or other utilities for acts regarding the functions/powers of public officials or public service providers or those in charge of crimes.
3. Corrupt a subject of a society (manager or submitted), in order to obtain favors which may damage the company itself.
4. Accept demands of monetary considerations or other utilities made by a public official in response to relative favors.
5. Carry out/register accounting operations/illicit budgetary operations/or non-existing ones, with company purposes or to avoid paying taxes and/or alter/counterfeit financial documents.
6. Use the computer tools to defraud Public Administration.
7. Use funding/funds/government grants or community aids, not respecting the rules/prescriptions set out by the relevant lender.
8. Spend/put into service counterfeit money in possession and/or use altered or counterfeit official stamps.



9. Violate legal requirements and/or company requirements in terms of health and workplace safety.
10. Support terrorist organizations and/or organization which may modify the democratic order.
11. Buy, receive or hide money or things concerning any crime or, anyway, get involved in the purchase, the acknowledgment or the hiding of them.
12. Replace or transfer money, goods or other utilities concerning an intentional offence, i.e., perform operations related to them with the aim of obstructing the identification of their criminal aspect.
13. Use money, goods or perform other activities concerning a crime, in the making of economic activities.
14. Use systems and computer equipment for computer crimes and/or for unlawful data processing. Have any kind of relation with criminal associations and, in particular, mafia associations, including cases of exchange “electoral political mafia”.
15. Threat and/or use violence for the purposes of unfair competition or adopt any behavior which goes against the law to protect competition.
16. Import, distribute, sell or hold with a commercial or entrepreneurial aim, computer programs, included in devices unmarked by the Italian Society of Authors and Publishers (SIAE). Moreover, it is strictly forbidden to establish devices to remove or evade the equipment which protects computer programs.
17. Abandon or deposit in an uncontrolled way the waste (solid and/or liquid) on the soil and in the soil, i.e., in surface water and underground water.
18. Favor the employment of workers coming from third Countries with an illegal residence.
19. As far as the Top Management/Directorate General, the statutory auditors, the manager, eventual liquidators/accountants and/or revisers of the statutory functions, any behavior which may lead to the so-called Corporate Crime is forbidden.

5.2 Corporate Management

TECNOCAP is in compliance with all the principles of truthfulness and correctness in the drafting of all the juridically relevant documents, which contain economic, financial and balance sheet data.



The Company follows the principles for a correct functioning of the corporate bodies, of the proper seal of the company records and of the correct information to partners, organs and the functions concerning significant facts for the management of the company. In this respect, all the company operations must have an adequate registration and it must always be possible to verify the decision-making process as well as authorization and implementation processes.

The Antitrust Manager will properly keep records of all the documents concerning its activities, in accordance with the compliance antitrust program.

5.3. Relations with the third stakeholders of the Company

TECNOCAP does not offer and neither accepts money and/or goods and/or services and/or favors, under any form, with the exception of “politeness gifts”, which are characterized by an objective modest value and, anyway, they cannot be indented as an instrument for the achievement of favors and privileges.

In particular, it is not allowed to offer gifts to the managers, officials or employees in Public Administration or to their relatives and family members – with the exception of what has been mentioned above – especially in the cases where the gift has the purpose of obtaining a preferential treatments in the relations.

In case of tenders with Public Administration, it is crucial to operate in accordance with all regulations, including the regulation to protect competition and the correct business practices.

All the addressees of the present document must use the company assets and the ones owned by the Client with utmost care and in compliance with the privacy regulations in force.



6. IMPLEMENTATION OF THE CODE OF ETHICS

Every employer/associate/partner as well as every institution which carries out activities in favor of TECNOCAP in any way, is obliged to be aware of all the regulations included in the Code of Ethics and the reference standards which regulate the activity performed in the context of the respective function, resulting from the Law or from internal procedures and regulations.

In particular, the employees/associates must:

1. speak to their superiors, business representatives or to the Supervisory Body in case of requests for information regarding the detailed rules for the application of the present Code of Ethics;
2. promptly report to the superiors, business representatives or to the Supervisory Body any news about possible violations of the Code of Ethics;
3. adequately inform any third party with whom they come in touch with regard to the working activity about the existence of the Code of Ethics and the commitments and the obligations imposed by the Code to the external subjects.

In case of report of possible violations, the reporting subjects are protected against any kind of retaliation. Moreover, the identity of the reporting subject remains confidential, with the exception of any legal obligations.

The Supervisory Body, if interested, reports the warning and the eventual necessary suggestions to the Top Management. In case such violations concern a managerial role, the organism in charge of the supervision will report the warnings to the Members Assembly.

The competent officers, activated by the above-mentioned organs, define, on the basis of what has been stated above, the measures to be taken, and they treat their implementation and report the result to the competent Body.



7. SANCTIONS

In case of ascertained infringement of the Code of Ethics, whose compliance is an essential part of the contractual obligations taken on by the employees and/or associates and/or subjects who carry out activities in favor of TECNOCAP in any way, the necessary disciplinary/punitive actions will be adopted, as required by the disciplinary system of the Company and the contracts.