

CODE OF CONDUCT IN DEALING WITH THE PUBLIC ADMINISTRATION

Services involved:	<ul style="list-style-type: none"> All Recipients
Approved by	Board of Directors


Revision

n o.	Start Date	Subject	Prepared by
0	08/05/2023	First version of the document	-
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1. Introduction and scope

Italian Legislative Decree no. 231 of 8 June 2001 introduced a system of penalties that establishes administrative liability of bodies for Crimes committed on their interest or to their advantage by Top Management or Personnel under the supervision of others.


If, before the commission of the Crime, the Company can provide proof of having adopted and efficiently implemented an organisation, management and control model suitable to prevent the commission of such Crime, the Company is exempted from liability. These Models consist in rules and operational or technological measures (hereinafter Protocols) that the personnel must comply with, as they are aimed at preventing commission of Crimes, and a system of controls aimed at verifying the efficacy of the model, its adequacy to the company situation, its effectiveness, i.e. the actual compliance of the Personnel in charge of the activities at risk of crime of the Protocols.

Rules of conduct that the Recipients must adopt towards public officials are an essential element, actually required by the law and jurisprudence to ensure the efficacy and effectiveness of

organisational, management and control models, pursuant to Italian Legislative Decree 231/2001.

The purpose of this Code of Conduct is the definition of the rules of conduct that guide the Recipients when dealing with Public Officials, with the aim to prevent any conducts that can lead to committing crimes as set out in Legislative Decree 231/2001.


The Code of Conduct must be complied with by all Recipients.

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2. Definitions

In accordance with the definitions set out in the Model adopted by the Company pursuant to Legislative Decree 231/2001, in this document the terms listed below have the following meaning:

- **“Activities at risk of crime”**: the process, transaction, action or the set of transactions and actions that may expose the Company to the risk of penalties pursuant to the Decree regarding the commission of a Crime.
- **“CCNL”**: the National Collective Labour Agreement of the metalworking and system installation industry applicable to the Company employees.
- **“Code of Ethics”**: the document, officially commissioned and approved by the Company top management as implementation of corporate policy. It contains the general principles of conduct - i.e. recommendations, obligations and/or prohibitions - to which the Recipients must abide by and whose violation is sanctioned.
- **“Legislative Decree No. 231/2001”** hereinafter the **“Decree”**: the Legislative Decree of 8 June 2001, no. 231, establishing the *“Regulation on the administrative liability of legal entities, companies and associations with or without legal personality, pursuant to the article 11 of Italian Law 29 September 2000, no. 300”*, the Official Journal of the Italian Republic, no. 140 of 19 June 2001, as amended.
- **“Recipients”**: Corporate bodies (*Board of Directors and Board of Statutory Auditors*), Employees, Suppliers and all those operating in the interest or to the advantage of the Company, with or without representation and regardless of the nature and type of relationship existing with the principal Company. Recipients must comply with the Model, the Code of Ethics and preventive Protocols.
- **“Employees”**: all natural persons who have an employment contract with the Company.
- **“Guidelines”**: the Guidelines for building organisation, management and control models pursuant to Legislative Decree 231/2001, published by the trade Associations, which were considered for the purpose of preparing and adopting the Model.
- **“Organisation, management and control Model pursuant to Italian Legislative Decree 231/2001”** hereinafter the **“Model”**:
the organisational, management and control model considered by the Corporate Bodies appropriate


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for the prevention of Offences, therefore adopted by the Company pursuant to articles 6 and 7 of the Italian Legislative Decree for the purpose of preventing top management or subordinate personnel from committing such Offences, as stated in this document and its annexes.

- **“Corporate Bodies”**: the Board of Directors and/or the Company Board of Auditors, according to the context of reference.
- **“Supervisory Body”** hereinafter **“SB”**: the Body established by art. 6 of the Italian Legislative Decree, with the task of supervising the operation of and compliance with the company’s model, its management and control, as well as its update.
- **“Personnel”**: all the natural persons who have a work relationship with the Company, including employees, temporary workers, collaborators, *“interns”* and freelancers who were appointed by the Company.
- **“Top Management”**: those referred to in article 5, paragraph 1, letter a) of the Italian Decree, i.e. people who represent the Company, administrators or managers; in particular, the members of the Board of Directors, the Chairman and any agents and proxies of the Company.
- **“Personnel under the supervision of others”**: persons referred to by article 5, paragraph 1, letter b) of the Decree, i.e. all the Personnel working under the management or supervision of Top Management.
- **“Public Administration”** hereinafter **“P.A.”**: Public Administration means:
 - the State (or State Administration);
 - Public Bodies; specifically, a Public Body is identified as such by the law or it is a Body subject to a system of public controls, to interference by the State or another Administration, for what concerns appointment and dismissal of its administrators, as well as the Body’s own Administration. It is characterised by the participation of the State or another Public Administration in expense management; or by the decisional power the State holds over its bodies; or by institutional public funding; or by public initiatives.

By way of example and without any limitation, the following can be considered Public Administration Bodies: Ferrovie dello Stato, Autostrade S.p.A., AEM Milano, etc.

- Public Official: one who performs “a public legislative, judicial or administrative function”. Under Criminal Law “any administrative function is public


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if controlled by the regulations of public law and authoritative acts and it is characterised by the manifestation and expression of the will of the Public Administration or by its implementation using powers of authorisation or certification" (article 357 of the Italian Criminal Code);

- Person in charge of Public Service: any person who "for whatever purpose performs a public service. Public service is defined as any activity that is governed in the same manner as a public function, yet in the absence of the power vested in the latter, and excluding the performance of simple ordinary tasks and exclusively material work." (Article 358, Italian Criminal Code).

"For whatever purpose" is understood to be that an individual exercises a public function even without formal or regular appointment ("de facto" in charge of a public service). It does not actually cover the relationship between the P.A. and the individual who carries out the duty.

- **"Protocol"**: the organisational, physical and/or logical provision established by the Model with the aim to prevent the risk of committing Crimes.
- **"Crimes" or "Crime"**: the set of crimes, or the single crime, mentioned by Legislative Decree 231/ 2001 (as amended and supplemented in the future).
- **"Whistleblower"** hereinafter also **"WB"**: a person who is witness to an illegal act or breach at the workplace and decides to report it. For private entities, this references *"persons with representation, administration or managerial functions of the entity or of one of its organisational units that is financially and functionally autonomous as well as people who exercise, even de facto, management and control of the entity"*, as well as *"persons subject to management or supervision by one of the subjects"* previously mentioned;
- **"Reported Person"**: the subject to whom the whistleblower attributes the commission of the illegal actions/irregularities reported;
- **"Report"**: communication made by the Whistleblower reporting *"detailed information of unlawful conduct, significant according to Legislative Decree 231/2001 and based on precise and consistent factual elements, or breaches of the organisational and management model of the entity, of which the reporting parties acquired knowledge through their duties"*;
- **"Disciplinary System"**: the set of penalty measures applicable in case of breach of procedural and conduct rules outlined by the Model;
- **"Company" or "Dulevo"**: Dulevo International S.p.A.

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3. General rules of conduct

The Recipients and anyone operating in the interest or on behalf of the Company, through its employees or representatives shall not promise or offer to Public Officials money, goods or benefits of any kind with the purpose of promoting and enhancing their own interest or that of the Company or also to compensate or repay, for an action carried out by Public Officials, or to obtain the performance of an act opposed to the duties of their office.

Any Recipient who receives directly or indirectly requests for benefits from Public Officials must report it immediately to the Supervisory Body.


It is also prohibited to engage in any conducts, also through a third party, aimed at influencing the independent judgement of the Public Official, aimed at diverting the P.O. from the exclusive service of the Public Administration, at committing breaches of the P.A.'s rules of discipline and honour or its principles of conduct and impartiality.

Any conduct aimed at obtaining unlawful advantage for the Company or the Recipient is prohibited.

During working hours, the Recipients are prohibited from distracting the Public Official from performing their duties, by promising or involving them in leisure activities, trips and/or replacing them in the performance of their duties.

The Recipients are prohibited from asking a Public Official the following:

- information known to them due to their job;
- to engage in conduct that impedes the exercise of the rights of third parties;
- to engage in conduct that obstructs the exercise of the Public Administration.

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4. Gifts or other benefits

Any acts of business courtesy, such as gifts or forms of hospitality, or any benefit (including donations) in favour of Public Officials are allowed only if:

1. negligible in value (maximum value € 50.00);
2. if provided for in business practices (i.e. Christmas gifts);
3. if provided for categories of recipients (i.e. Christmas gifts for suppliers);
4. if they do not compromise the integrity and reputation of the parties involved and cannot be considered by an impartial third party observer, as acts intended to improperly secure advantages and favours.

In all cases, acts of business courtesy towards Public Officials must be always authorised by the Chairman of the Board of Directors.

It should be noted that, based on the Code of Conduct of employees of Public Administrations, public employees *“do not ask for themselves or for others, nor accepts, not even in the occasion of a festivity, gifts or other benefits except for those of negligible value, from persons that have benefited or may benefit from decisions or activities related to the office”*.


Any Recipient who receives directly or indirectly requests for benefits from Public Officials must report it immediately to the Supervisory Body.

5. Transparency in work relationships

Any work relationship with public employees, i.e. consultancy or contributions as speakers at conferences, shall be notified ahead of time through a communication to their Public Administration employer.

Recipients who engage with a Public Official must check whether the Public Official has an employment relationship with the Company and, if needed, notify it to the Supervisory Body, which shall request confirmation that the

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communication as required in these cases by the Code of Conduct for the employees of the Public Administration actually occurred.

It is worth noting that public employees have the obligation to abstain from taking part in decisions or activities that might affect their own private interest, such as:

- kins up to the forth degree or cohabitants (who have relations with the Company);
- persons or organisation with whom the public employees or the spouse have pending litigation or deep enmity or money transactions as credits or debits (as the Company);
- persons or organisation of which the public employee is guardian, receiver, attorney or agent;
- any other case in which there are serious grounds of expediency.

6. Collateral activities


All Recipients are prohibited from promising or giving, either directly or through a third party, to Public Officials:

- remunerations or money;
- favourable conditions for the provision of goods and services;
- resources, tools, goods or services of the Company or the Recipient;
- any other benefit;

for services that are part of the Public Official's duties.

All Recipients are prohibited from promising or giving, either directly or through a third party, collaborative assignments to Public Officials who have, or have had in the prior two-year period, a decision-making role regarding a matter in which the Company has, or has had, an interest or an advantage.

All such requests from a Public Official must be reported to the Supervisory Board.

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7. Impartiality

All Recipients are prohibited from promising or giving, either directly or through a third party, to Public Officials money or other benefits to have them breach the principle of impartiality, i.e. services other than those generally provided or refused by others.

Cases of violation of the principle of impartiality of Public Officials must be reported to the Supervisory Board.

8. Conduct in a social context

Whenever Public Officials take advantage of their position to obtain from the Recipients or from the Company benefits to which they are not entitled, the Supervisory Body must be notified immediately through a Report.

9. Conduct on duty


Whenever Public Officials:

- without justified reason, delay or confer on others the carrying out of duties or the making of decisions that belong to their responsibilities;
- request for personal use materials or equipment that should be used for work only;
- request for personal use telephone lines, transportation, services or equipment that belong the Company or the Recipients;
- request for personal use goods or services of any kind

the Supervisory Body must be notified immediately with a Report, and refrain from complying with those requests.

10. Relationships with Third Party competitors

All Recipients are prohibited from promising or giving to Public Officials, either directly or through a third party, money or other benefits in order to ensure:

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- that paperwork is processed not in chronological order (or in whichever other order provided for by current laws);
- that service is refused due to third party competitors;
- that standards of quality and quantity established by the P.A. in the specific service charters are not complied with;
- the interruption or non-continuity of service.

11. Contracts

The undertaking of contracts with the Public Administration and Public Institutions is reserved exclusively to the Chairman of the Board of Directors, in strict compliance with the applicable legal provisions and regulations.

Contracts and the manner in which they are negotiated and agreed upon in no way must compromise the integrity and the reputation of the Company.


The entire paperwork regarding the negotiations and contacts with the Public Administration must be saved for possible inspection by the Supervisory Body.

In the execution of contracts with the Public Administration on behalf of the Company, any form of mediation or action by third parties other than the Recipients, is prohibited. It is also prohibited to give or promise to anyone benefits for intermediation services to facilitate or having facilitated the execution of the contract.

Any agreements with the Public Administration in favour of public employees shall include:

- the obligation to disclose the request and granting of money to the P.A. employer;
- a clause preventing the Company from hiring public employees who negotiated the terms of the agreement or signed it, i.e. kins or similar up to 4th degree, for the length of duration of the agreement and up to two years

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after the end of the agreement;

- a clause preventing the Company from setting up favourable conditions for the public employee who handled the negotiations or signed the agreement.

12. Reports

Recipients are required to report all violations of this code of conduct to the Supervisory Body, which is responsible for protecting the confidentiality of the identity of the whistleblower.

The Company has implemented the obligations provided for by the legislation on the reporting of illicit acts (set forth by Legislative Decree 231/2001) and violations of the Model (Whistleblowing) through the adoption of a specific procedure, the Whistleblowing Procedure, which is an integral part of the Company's Model 231.