

## CODE OF ETHICS

Adopted by the Board of Directors of  
FNA S.p.A.

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## 1. Introduction

FNA S.p.A. (hereinafter "FNA" or the "Company") shall conduct its activities in compliance with the values and principles of conduct expressed in this Code of Ethics.

The Code of Ethics contains the set of rights, duties and responsibilities of the Company's internal and external stakeholders, beyond and irrespective of regulatory provisions.

The provisions of this Code of Ethics apply without exception to all persons working to achieve the company's objectives, whether they are in senior positions (directors, members of corporate bodies, managers) or employees or external collaborators and consultants, suppliers and commercial and financial partners, who together constitute the Recipients of the Code of Ethics (hereinafter "Recipients").

Compliance with the Code of Ethics by the Recipients is of fundamental importance for the correct functioning, reliability, compliance with laws and regulations, and reputation of FNA.

Recipients must behave in compliance with the fundamental principles of honesty, moral integrity, correctness, transparency, objectivity and respect for the individual in the pursuit of the Company's objectives and in all relations with individuals and bodies inside and outside the Company.

Under no circumstances may the pursuit of FNA's interest justify any action that is not an honest line of conduct. Therefore, FNA reserves the right not to undertake or continue any type of relationship with any party whose behaviour does not comply with the provisions of this specific point of the Code of Ethics.

FNA prohibits corruption without exception in all its activities. This principle applies to all transactions between the Company and any other party, regardless of whether they are between the Company and private counterparties or between the Company and public officials or persons entrusted with a public service.

This Code of Ethics has been approved by the FNA Board of Directors. Any change and/or addition to the Code of Ethics must be approved by the same bodies and promptly disseminated to the Recipients.

## **2. Criteria for conduct in relations with staff and co-workers**

FNA protects and promotes the value and development of staff, including as an important factor in the success of the company, in order to allow for, on the basis of merit, the realisation of their full professional potential.

In the management of relations implying the establishment of hierarchical relationships, FNA requires that authority is exercised with fairness and correctness, prohibiting any conduct that may be considered detrimental to the dignity and independence of the employee.

Any form of discrimination and in particular any discrimination based on race, nationality, gender, age, disability, sexual orientation, political or trade union opinions, philosophical views or religious beliefs towards any person inside or outside FNA is prohibited.

Sexual harassment or acts of physical or psychological violence are not tolerated. FNA is committed to protecting the moral integrity of its employees by guaranteeing the right to working conditions that respect personal dignity.

No form of irregular, forced and/or child labour is tolerated.

FNA undertakes to process personal data in compliance with the laws on data protection and confidentiality of information, paying the utmost attention to the protection of the right to privacy of staff, collaborators and all those with whom FNA establishes relations.

On establishment of the employment relationship, each employee must be given accurate information on: the nature of the function they belong to, responsibilities of their role and tasks to be carried out,

regulatory and remuneration factors, rules and procedures to be adopted to avoid conduct contrary to the law and company policies.

Staff and collaborators must avoid carrying out or facilitating operations in actual or potential conflict of interest with the Company, as well as activities that may interfere with the ability to take impartial decisions in the best interests of the Company and in full compliance with the principles of this code.

Staff and collaborators in particular must not have a financial interest in the choice of supplier, in a competitor or customer and may not carry out working activities that could lead to a conflict of interest.

### **3. Criteria for conduct in relations with suppliers**

In contract, procurement and, in general, supply of goods and/or services relationships, it is prohibited, on the basis of public and/or available information in compliance with the regulations in force, to establish and maintain relationships:

- with parties involved in unlawful activities, in particular related to the offences provided for in Italian Legislative Decree 231/2001 and, in any event, with parties lacking the necessary requirements of seriousness and commercial reliability;
- with parties who, even indirectly, impede human development and contribute to disrespecting human dignity and individual personality and/or violate fundamental human rights;
- with parties who do not comply with the laws in force on labour - with particular attention to child labour - and workers' health and safety, as well as in general with the principles laid down in this Code of Ethics.

Finally, it is prohibited to:

- provide services to partners which are not adequately justified in the context of the association relationship established with them;
- pay fees to external collaborators that are not adequately justified by the nature of the task to be performed.

Relations with suppliers are based on principles of transparency, loyalty, integrity, confidentiality, diligence, professionalism and objective judgement.

Staff responsible for and involved in procurement processes must ensure compliance with all relevant regulatory provisions.

FNA asks its suppliers to refrain from offering goods or services, in particular in the form of gifts, to Company staff that exceed normal business practices and also asks its employees not to offer goods or services to staff of other companies or entities that exceed normal business practices.

To ensure maximum transparency and efficiency of the procurement process, the following must be ensured in the company's procedures:

- the separation of roles of the organisational unit requesting the supply and the unit finalising the contract;
- an adequate reconstruction of choices made;
- the retention of information, as well as all documents relevant to the management of the relationship.

#### **4. Criteria for conduct in relations with customers**

Professionalism, competence, helpfulness, respect and fairness are the guiding principles and style of conduct to be followed when dealing with customers.

Therefore, it is essential that relations with customers are based on complete transparency and correctness, compliance with the law and independence from all forms of influence, whether internal or external.

Contracts and customer communications must be:

- clear and simple;
- compliant with current regulations;
- compliant with the company's commercial policies and the parameters defined therein;
- complete, so that no factor relevant to the customer's decision is overlooked.

FNA's communication must respect the right to information and the principles of clarity, transparency and timeliness; under no circumstances is it permitted to disseminate false or biased news or comments.

The Company ensures the confidentiality of the information in its possession and refrains from seeking confidential data, except in the event of express and conscious authorisation and in compliance with current legal regulations.

The Company's staff and collaborators are obliged not to use confidential information for purposes unconnected with the exercise of their activity and not to process the same information in a way that does not comply with the authorisations received or established company procedures.

All information from interested parties is processed in full compliance with applicable data protection laws.

## **5. Criteria for conduct in relations with other companies**

All parties working towards the achievement of the company's objectives must respect the principles and rules of free competition and must not violate current laws on competition, antitrust and consumer protection.

FNA respects competition law and opposes any form of unlawful restriction of competition. FNA does not tolerate any collusive practice with competitors in the definition of commercial strategies, in particular with regard to prices, production quantities, markets of activity and participation in tenders.

Therefore, it is prohibited to engage in any conduct which violates the habitual and free exercise of trade and industry and which as such damages commercial confidence and good faith in trade.

To ensure fair competition and consumer protection, Recipients undertake not to infringe third parties' intellectual property rights and to comply with the rules protecting the distinguishing marks of intellectual works or industrial products (trademarks, patents).

## **6. Criteria for conduct in relations with the public administration**

It is not permitted, either directly or indirectly, or through a third party, to offer or promise money, gifts or compensation to, or to exert unlawful pressure on, managers, officials or employees of the public administration, or to persons in charge of a public service, or to their relatives or cohabitants, for the purpose of inducing them to perform an official act or an act contrary to their official duties, including for the purpose of favouring or damaging a party in a civil, criminal or administrative trial in order to give a direct or indirect advantage to the Company.

The only forms of courtesy allowed must be of modest value and be aimed at promoting the image of the Company or initiatives promoted by it.

No contributions, whether direct or indirect and in whatever form, may be made to parties, movements, committees and political and trade union organisations, their representatives and candidates, except those due under specific regulations.

It is not permitted to use or submit false declarations or documents, or omit information - if requested - in order to obtain, to the advantage or in the interest of the company, contributions, funding or other disbursements, however denominated, granted by the state, a public body or the European Union.

It is forbidden to use grants, financing or other disbursements, however denominated, granted by the state, a public body or the European Union, for purposes other than those for which they were allocated.

The Company fully and scrupulously complies with the rules laid down by the market regulatory authorities and does not deny, conceal or delay any information requested by such authorities and other regulatory bodies as part of their inspection functions.

## **7. Criteria for conduct in accounting, administrative, financial and tax matters**

Every operation or transaction must be precise, verifiable and legitimate.

This means that each action and operation must be properly recorded and supported by appropriate documentation, in order to allow controls to be carried out, the different levels of responsibility to be identified and the operation to be accurately reconstructed.

Accounting transparency and transparency of financial flows are based on the truth, accuracy and completeness of the underlying information for the relevant accounting records. These accounting records must comply with the applicable accounting standards and must reflect in a true, fair, complete and transparent way the facts underlying each operation or transaction.

In the management of administrative-accounting activities, including tax activities, such as, by way of example, the preparation and submission of tax returns, the settlement and payment of taxes and the keeping and custody of compulsory documentation, as well as all company activities that are relevant or potentially relevant from a tax point of view, compliance with the laws and regulations on tax, revenue and customs matters must be ensured.

All persons who, for any reason whatsoever, including as mere data suppliers, are involved in the preparation of the financial statements and similar documents, or in any event of documents representing the economic, equity or financial situation of the Company, as well as, in particular, to directors, auditors and those holding senior management positions are:

- required to provide their utmost cooperation in specific matters; required to ensure the completeness and clarity of the information provided as well as the accuracy of the data and processing;
- prohibited from presenting untrue facts, even if subject to assessment, or omitting information or concealing data in direct or indirect breach of regulatory principles and internal procedural rules, so as to mislead the recipients of the above-mentioned documents.

It is prohibited to prevent or in any event hinder the performance of the control and supervisory activities legally attributed to the Shareholders, the Board of Statutory Auditors, the Supervisory Board, the Independent Auditor, just as it is prohibited to hinder the functions of the public supervisory authorities.

It is also prohibited, in communications to the aforesaid authorities, to set out facts that do not correspond to the truth on the economic, asset or financial situation of the Company, or to conceal by other fraudulent means, in whole or in part, facts concerning the same situation that should have been communicated.

#### **8. Money laundering, receiving and using money, goods or benefits of unlawful origin, self-laundering.**

The Company prohibits its employees from acquiring, replacing or transferring money, goods or other utilities in the knowledge of their criminal origin; or carry out other transactions in relation to them, so as to hinder the identification of their criminal origin. It is prohibited to use money, goods or other utilities in economic or financial activities in the knowledge of their criminal origin.

The Company uses authorised financial operators to carry out any collection, payment, fund transfer or employment operation, who must be equipped with manual and computerised and/or telematic controls to prevent money laundering.

The Company adopts procedures aimed at making both financial flows and their accounting representation traceable.

#### **9. Criteria for conduct in the use of company assets**

The documents, working tools, systems and equipment and all other tangible and intangible assets (including intellectual property rights and trademarks) belonging to FNA shall be used exclusively for the achievement of its institutional purposes, in accordance with the procedures established by it; they must not be used for non-legitimate purposes, and must be used and cared for with the same diligence as one's

own property. Any unlawful use is punishable, including by disciplinary action, whether or not it constitutes criminal conduct punishable by law.

The Company protects the personal data of all those who come into contact with it, in accordance with current Privacy regulations.

Information acquired in the exercise of one's functions, which are also an asset of the Company, is subject to the provisions of the law and to the duty of confidentiality on the part of all Recipients. Recipients must observe these duties even after their relationship with the company has ceased, in accordance with the provisions of the above legislation.

The computer and telematic tools (such as telephones and fax machines, electronic mail, internet, intranet and in general the hardware and software provided) made available to employees are working tools and, consequently, company assets.

Of course they must be used for business purposes only: This applies to the use of personal computers, as well as other tools, programmes and services. Any unlawful use is punishable, including by disciplinary action, whether or not it constitutes criminal conduct punishable by law.

Each employee is also required to make the necessary efforts to prevent the possible commission of offences through the use of IT tools.

Specifically, staff are prohibited from:

- accessing a computer or telecommunications system without authorisation;
- possessing and distributing access codes for computer or telematic systems without authorisation;
- disseminating equipment, devices or computer programmes intended to damage or interrupt a computer or telecommunications system;
- unlawful intercepting, impeding or interrupting computer or telematic communications;
- damaging information, data and computer programmes and computer and telecommunications systems.

Employees may not load borrowed or unauthorised software onto company systems, nor may they make unauthorised copies of licensed programmes, whether for personal, company or third-party use.

## **10. Occupational health and safety**

FNA is committed to pursuing the objectives of improving the health and safety of workers as an integral part of its activity and as a strategic commitment with respect to the more general aims of the Company.

To this end FNA:

- is committed to spreading and consolidating a culture of health and safety at work by developing risk awareness and promoting responsible behaviour by all employees;
- provides institutional training, delivered at certain times in the employee's company life, and recurrent training for operational staff;
- promotes and implements any initiative aimed at minimising risks and removing the causes that may jeopardise the health and safety of employees, by implementing technical and organisational measures, including through the introduction of an integrated system for managing risks, safety and the staff to be protected.

The Company's occupational health and safety policy is based on a commitment to comply with applicable health and safety laws. Ensuring the good health of workers and others who may be affected by the company's activities is a crucial aspect of achieving the company's objectives. FNA is committed to managing its activities in such a way as to ensure the continued health, safety and welfare of those involved.

To implement this commitment, the Company constantly promotes safe working conditions and ensures that sufficient staff are allocated to the activities necessary to minimise risks to individual health and safety.

Health and safety issues are always taken into account in the development of new products and production processes.

## **11. Environmental protection**

FNA intends to ensure that its activities are fully compatible with the territory and surrounding environment.

FNA pursues objectives of excellence in the field of environmental protection, aiming at continuous improvement of its activities; it operates in full compliance with all relevant laws and is committed to taking all measures that are reasonably necessary to reduce its environmental impact.

FNA is committed to ensuring that each employee, in the performance of their duties, has an obligation to respect and protect the environment. Furthermore, FNA is committed, through training and information actions, to involve and motivate all employees.

In accordance with the above, in carrying out its production processes, FNA works to constantly improve its environmental performance, in compliance with the relevant legislative and regulatory requirements.

## **12. Compliance with the Code of Ethics**

The Code of Ethics is brought to the attention of all internal and external stakeholders through appropriate communication activities.

In order to ensure that the Code of Ethics is properly understood, the Company implements a communication plan aimed at fostering awareness of the principles and ethical standards contained in the Code of Ethics.

Recipients are required to be familiar with the rules contained in the Code of Ethics and the reference rules governing the activities carried out for the Company, deriving from the law or from internal procedures and regulations.

FNA makes the Code of Ethics the basis for its activities and for the relationship of trust established with the members of the management and control bodies.

The observance of this Code by employees and collaborators and their commitment to comply with the general duties of loyalty, fairness and performance of the work contract in good faith shall be considered an essential part of the contractual obligations also on the basis of and for the effects of Art. 2104 of the Italian Civil Code.

It is also the responsibility of each employee to consult their superior for any clarification concerning the interpretation or application of the rules of conduct contained in this document, as well as to report, not anonymously, promptly to their superiors, company contact persons and the Supervisory Board, any information, directly detected or reported by others, concerning possible breaches of the provisions of the Code of Ethics.

Any conduct by employees in breach of the behavioural or procedural rules contained in this Code of Ethics may constitute a breach of the primary obligations of the employment relationship or a disciplinary offence, with all the consequences provided for by law, including with regard to the continuation of the employment relationship, as well as entailing compensation for damages arising therefrom.

Finally, breaches committed by consultants shall be sanctioned in accordance with the provisions of the relevant assignments and contracts.

In the event of breaches by suppliers, action will be taken in accordance with the provisions of existing contracts.