

Ethical code

MODEL OF ORGANISATION, MANAGEMENT AND CONTROL - D.LGS. 231/2001

1. Introduction

Nastec S.r.l. ("Nastec" or "Company") is a company specialized in the development and production of pumps and accessories, expression of the maximum integration between electronics, mechanics and hydraulics.

For the purpose of a broader and more complete articulation of the aforementioned values, Nastec adopts this "Code of Ethics" (the "Code") as an instrument to spread and supervise the corporate culture.

The Code expresses the principles of corporate ethics which must characterize Nastec's management and operational processes at all times. These principles must be constantly observed in the relationships of fellowship, collaboration and commercial relations.

The Code also contains the rules of conduct aimed at preventing the commission of crimes as well as all behaviours contrary to the values of Nastec.

Its addressees are required to strictly and fully respect the values and principles contained therein and are required to protect and preserve, through their conduct, the respectability and image of Nastec, as well as the integrity of its economic, social and human patrimony.

The Code does not replace and does not prevail over the laws in force and the existing National Collective Bargaining Agreement, which retain their expressed and fundamental effectiveness and value.

2. General rules

This Code of Ethics is aimed at shareholders, directors, employees, agents, collaborators (including external ones), suppliers, partners and all subjects who work with Nastec on the basis of a contractual relationship, even of an occasional or temporary nature. Consequently, Nastec expects the aforementioned subjects to comply with the company rules and principles established in the Code of Ethics. The rules set out here are intended to protect the integrity of the company and to ensure compliance with the applicable integrated quality, safety and environmental system standards, as well as with the laws and regulations of each country in which it operates.

A conduct that does not comply with the Code of Ethics may lead to disciplinary actions and therefore determine the sanctions envisaged by the National Collective Labor Agreement against the transgressor, following an independent and autonomous proceeding with respect to any sanctioning procedure initiated for violation of the obligations established by articles 2104 and 2106 of Italian Civil Code.

3. Application and vigence

This Code of Ethics applies to Nastec and its provisions are binding on all recipients of the same, as defined in the previous paragraph.

In particular, the Directors of the Company and all other senior figures must comply with the principles of the Code of Ethics in setting corporate objectives, proposing investments and implementing corporate development projects. Furthermore, the executives, in implementing the management activities,

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must be inspired by the principles contained in the Code of Ethics, both within the company, thus reinforcing cohesion and the spirit of mutual collaboration between all company levels, both towards third parties who come into contact with the company. Nastec employees must undertake to comply with the laws and regulations in force in the national territory and, in the presence of doubts and perplexities on how to proceed, they must ask their superiors to offer the necessary directives and operational information.

Each addressee of the Code of Ethics is expressly required to know its content, to actively contribute to its implementation and to report any shortcomings and violations.

The following are the fundamental ethical principles recognized by Nastec to which all parties involved in the business must necessarily comply with refer, in order to safeguard the proper functioning, reliability and reputation of Nastec.

A. Legality

In carrying out its activities, Nastec acts in compliance with applicable laws and regulations as well as with the Code of Ethics and internal procedures. Compliance with national and international regulations must be considered the binding and unavoidable condition of Company's actions

In carrying out their respective activities, the Recipients of the Code of Ethics comply with the principles of legality expressed in our legal system, having specific regard to the purpose of preventing the crimes referred to in Legislative Decree 231/2001. Under no circumstances may the pursuit of an interest or an advantage (even indirect) for Nastec justify conduct in violation of the aforementioned principles, rules and procedures.

This commitment must also be valid towards external collaborators, Suppliers and Customers as well as, more generally, towards anyone who has relations with Nastec, which will not initiate or continue any relationship with those who do not intend to respect this principle.

Therefore, the recipients of the Code of Ethics must be aware of the laws and the conduct that must follow from them. In case of doubt, they must consult their direct superiors.

B. Impartiality

In decisions that influence relationships with subjects who interface with society, Nastec avoids any form of discrimination based on age, gender, sexual orientation, health, ethnic origin, nationality, political opinions and religious beliefs.

Nastec is committed to guaranteeing a constructive and dynamic work environment, capable of supporting the diversity of individuals and their talents, opinions and views, guaranteeing equal opportunities for all.

In the selection of employees and collaborators, Nastec refrains from discriminatory behavior, evaluating the candidates on the basis of criteria of merit, competence, professionalism and taking into account the actual business needs.

In carrying out any activity, situations must be avoided in which the subjects involved in the transactions are or may be in a conflict of interest, which exists in the event that personal interests or those unrelated to Nastec influence and pollute the objectivity of judgment and the choices of the recipients of the Code of Ethics in the context of the role held in Nastec.

C. Honesty, loyalty and transparency

In carrying out activities and relationships of any type and nature, the recipients of the Code of Ethics are required to act and communicate in a sincere and transparent manner, in accordance with moral principles considered universally valid and always diligently respecting the laws in force, the Code ethics and any other internal procedure. The attitudes of the recipients of the Code of Ethics must be based on the values of correctness and always ensuring consistency between actual behavior and declared ideals.

Furthermore, the addressees of the Code of Ethics are always required to provide counterparties with clear, truthful and transparent information, so as to allow them to make autonomous decisions aware of the interests involved, the alternatives and the relevant consequences.

Nastec undertakes to set objectives, organize work, define its own operating pro-

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cedures and promote working conditions so as to always favor the same principles.

The purpose of pursuing Nastec's interest can never justify conduct contrary to the principles of honesty and correctness.

D. Protection of the person and confidentiality

Nastec undertakes to preserve the physical and moral integrity of all those who come into contact with it. Conduct, requests or threats aimed at inducing behavior harmful to the personal dignity of each person are not tolerated.

Nastec ensures the confidentiality of the information in its possession and uses them in compliance with current regulations. The recipients of the Code of Ethics are required not to use and not to disclose confidential information for purposes other than those for which they are authorized and not connected with the exercise of their job duties and in any case always within Nastec. This in order to avoid the disclosure of confidential information relating to the organization, production methods and any other information whose disclosure could cause damage to Nastec.

The processing and disclosure of personal data of collaborators or third parties take place in compliance with the specific laws in force. Nastec binds any third parties to whom it intends to communicate confidential information to comply with specific confidentiality agreements.

E. Free competition

Nastec recognizes free competition in a market economy as a decisive factor for growth and constant business improvement. Furthermore, Nastec complies with the provisions of the law in force on the subject, does not engage in deceptive behavior and, in any case, does not abuse dominant positions and refrains from any form of unfair competition.

It is against company policy to have exchanges of information and/or agreements, understandings with any competitor regarding prices, pricing policies. Discounts, promotions, conditions of sale, production costs: the company does not want to restrict or distort free competition in any way.

Each employee or collaborator who operates in the commercial activity is therefore invited to submit to management any doubt or initiative that may fall within the cases sanctioned by law, in order to operate in full compliance with the rules.

5. Rules of conduct in specific areas

A. Quality reliability and safety of products and services

Nastec is committed to providing products that deliver value to customers and maintaining customer confidence in its products based on quality, reliability and safety. In particular, Nastec takes care of the satisfaction of its customers, both current and potential, their requests and their expectations, with the intention of providing, in its sector of activity, services and products that are always competitive, with a guarantee of maximum professionalism, flexibility and high quality standards.

B. Value of collaborators

The collaborators represent an essential asset for the existence and development of Nastec, which recognizes in the professionalism and commitment of the collaborators essential values for the achievement of its objectives.

Therefore, Nastec protects its human resources and promotes their satisfaction in the workplace. In the management of relationships that imply the establishment of hierarchical relationships, Nastec requires that the organizational and managerial power of the hierarchical superior be exercised with fairness and correctness, sanctioning any behavior that may in any way harm the personal and professional dignity of the subordinate collaborator.

Nastec undertakes to ensure a work environment in which relations between colleagues are based on loyalty, fairness, collaboration, honesty, respect and mutual trust.

Selection, training, management and professional development are therefore carried out without any discrimination, according to criteria of merit, competence and professionalism.

By pursuing these principles and rewarding, compatibly with the company's economic situation, exclusively according to these criteria, Nastec ensures the protection of the principle of equal opportunities and manages career and sa-

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lary advancements on this basis, in a continuous and balanced comparison with the market of reference, ensuring transparency, seriousness, correctness and clarity on the evaluation methods applied. Furthermore, Nastec offers personnel adequate tools and opportunities for professional growth.

C. Responsibility towards the community

Nastec, aware of the influence, even indirect, that its activities can have on the conditions, on the economic and social development and on the general well-being of the community in which it operates, intends to conduct its activities in compliance with universal human rights, in compliance with local and national communities, supporting initiatives of cultural and social value.

D. Occupational health and safety

Nastec adopts the necessary measures to protect the health and safety of workers, including occupational risk prevention activities, thus guaranteeing safety in the workplace for its own personnel and for third parties, undertaking to comply with workplace safety legislation and to promote the safety of all the places that make up the workplace itself, even beyond the express obligations of the law.

Furthermore, Nastec develops a continuous work of information, awareness and training aimed at the active contribution of all recipients of the Code of Ethics in the pursuit of the best and growing standards of safety and health.

Therefore, the recipients of the Code of Ethics, both at top level and at operational level, must comply with the internal regulations and the laws in force regarding occupational safety.

E. Environmental protection

Nastec considers the environment a fundamental asset and undertakes to operate in its respect and protection.

To this end, Nastec plans its activities by seeking a balance between economic initiatives and the need to protect the ecosystem, taking into consideration and safeguarding the rights of future generations.

Nastec evaluates and monitors the environmental consequences of its activities, with constant attention so that they are carried out, as well as in compliance with national and international directives on the subject, with respect for the environment and public health.

F. Relations with the Public Administration, public entities and controlling bodies

The addressees of the Code of Ethics who maintain relationships on behalf of Nastec with managers, officials or employees of the P.A. or public entities or, in any case, with public officials or public service officers, must comply with current legislation, basing their activity on the principles of legality, correctness and transparency.

Relations with control bodies must be based on completeness, truthfulness and correctness of information. The information that, on the basis of current legislation or according to good faith and prudent evaluation, must be communicated to the control bodies in charge of the company and to those external to Nastec cannot be withheld or distorted.

In relations with the Public Administration, the employee who, by virtue of the duties performed within Nastec, is in charge of requesting, managing and/or administering contributions, subsidies or funding from the State or other public body is required, within the limits of his functions, to ensure that the aforementioned reports are intended for the purposes for which they were requested and in any case to maintain accurate documentation of each operation, which ensures maximum transparency and clarity of the related cash movements.

G. Relations with customers

Nastec's main objective is the full satisfaction of the needs of its customers in the context of relationships based on the principles of legality, correctness and transparency. The recipients of the Code of Ethics are required to be prompt and proactive in the conduct required by their role aimed at achieving this objective.

Furthermore, Nastec undertakes not to arbitrarily discriminate against customers, to supply high quality products that meet the customer's reasonable

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expectations and protect their safety and security, to adhere to truthfulness and completeness of information in advertising, commercial or of any other type.

H. Relations with Suppliers

Nastec recognizes the importance of suppliers in ensuring the high quality standards of the products and services offered to customers and in improving its overall competitiveness. For this reason, Nastec selects suppliers through scrupulous checks of their skills, professionalism, orientation towards high quality and ethics in carrying out their business.

In managing relations with suppliers, including potential ones, Nastec undertakes to comply with the principles of legality, transparency, correctness and loyalty.

Nastec collaborators cannot accept gifts and presents from suppliers, unless directly attributable to normal courtesy relations and, in any case, of modest value.

I. Relations with competing companies

Nastec competes in the marketplace in compliance with all applicable competition laws and without promoting or entering into competitive agreements or contracts with other companies.

The recipients of the Code of Ethics cannot make agreements, even informal ones, with competitors aimed at manipulating or dividing the market or customers, boycotting the final consumer, nor attempting to monopolize the market or share it.

L. Sponsorships and patronage

Sponsorship and patronage activities may have as their object demonstrations, events and initiatives of a sporting, cultural, scientific, social, humanitarian or environmental nature or which concern other topics of general interest, provided that these offer a guarantee of seriousness and quality.

In any case, in stipulating sponsorship or patronage contracts, Nastec maintains a transparent conduct and avoids any pressure on the interested parties.

6. Management of information flows with the supervisory board (sb)

For the purpose of correct and timely application of the organisation, management and control model, it is necessary to set up a constant exchange of information relating to the operations at risk carried out in the company's business.

Therefore, top managers, employees and other collaborators are required to inform the SB, as far as they are concerned, of any irregularities found.

On the other hand, the SB is required to keep and examine each report preparing, if necessary, a concise opinion to be provided to the board. on what has been received and on the methods of resolution.

Anyone who reports in good faith on the irregular implementation of the Organizational Model and the Code of Ethics is guaranteed against any form of retaliation, discrimination or retaliation and will also be guaranteed, if requested, by confidentiality, without prejudice to legal obligations and the protection of rights of the Company or of persons accused wrongly or in bad faith.

Sanctions system

The drafting of an effective sanctioning system to be applied in the presence of violations of the provisions contained in this code of ethics, in the operational protocols and, more generally, in the entire 231 model adopted by Nastec, constitutes a fundamental condition for the concrete application of the same, as required by law (Article 6, paragraph 2, letter e of Legislative Decree 231/2001).

A. Measures against administrators

Upon hearing of a violation of the organizational model committed by one of the directors, the Supervisory Body immediately informs the entire Board of Directors.

The Board of Directors, having consulted the Supervisory Body and carried out the necessary checks, adopts the appropriate measures.

If the violation reaches a level of seriousness such as to call into question the relationships of trust and professionalism with the entire Company, the BoD may determine the forfeiture of the Director.

B. Measures against area managers

Upon news of a violation of the 231 Model by one or more managers, the company will adopt, with the methods specified therein, towards the perpetrator of the censured conduct the provisions of the law and of the reference CCNL.

C. Measures against employees

Behaviors contrary to the rules of conduct including violations of the provisions contained in this code of ethics, in the operational protocols and, more generally, in the entire 231 model adopted by Nastec qualify as disciplinary offences.

The disciplinary measures defined by law and by the reference CCNL in force are therefore applicable to Nastec employees.

D. Criteria for determining the sanctions

The type and extent of each of the aforementioned sanctions will be determined in relation to:

- intentionality of the behavior or degree of negligence, imprudence or inexperience;
- overall behavior of the worker and existence of precedents;
- functional position and duties of the worker;
- other particular circumstances accompanying the disciplinary violation.