



THE
SCHNEIDER
GROUP

Organizational Model Legislative Decree 231/2001

CODE OF ETHICS

THE SCHNEIDER GROUP S.R.L.

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Foreword

This code of ethics governs the activity THE SCHNEIDER GROUP S.R.L. (hereinafter *Company*), within the scope of its business, in reference to the “predicate” offenses set forth in Italian Legislative Decree 231/2001 and subsequent amendments, and generally in relation to its conduct of business and relationship with third parties.

The Company, in addition to respecting the laws and regulations in force when carrying out its business, aims to observe the highest ethical standards in performing its day-to-day work. These standards, as well as their guiding principles, have been collected in this code of ethics (hereinafter *code*).

The code is a means of integrating rules of law and regulations. The company holds that business decisions and the behaviors of staff should be based on ethical rules, even in cases in which they may not be codified into specific regulations.

The term *staff* indicates the group of people who work at or for the Company: employees, directors, and various types of collaborators (e.g., long-term or short-term collaborators, freelancers, and the like).

Meanwhile, the term *stakeholders* indicates a group of people whose direct or common interests can be relevant to the purposes of this code.

The code sets out the ethical tasks and responsibilities taken on by all of those who, under different titles, work to achieve the Company’s goals with respect to shareholders, employees, collaborators, external consultants, suppliers, customers and other parties, insofar as they have a stake in the Company’s activities.

The code has been divided into various parts in order to better highlight the Company’s ethical choices and behaviors in various fields of business and civilian life.

Throughout its various relationships, therefore, the Company requires staff to adhere to certain general principles of an ethical nature.

Special adherence is required of the executive class (especially directors), managers (according to various hierarchies), and members or a member of the Supervisory Body, all of whom have the task of monitoring the functioning of the code and updating it. These parties are called on to ensure that the adopted principles are constantly applied and must exhibit behavior which serves as an example to both employees and collaborators.

The code is made available to customers, suppliers, and other third parties who interact with the Company. In particular, the code is presented (via IT systems and websites) to third parties which receive assignments from the Company or which have long-lasting relationships with it, inviting them to respect its principles and standards of conduct in the context of their relationships with the Company. This can also take place through a potential declaration of responsibility by the third party.



Furthermore, through the same means or even via direct delivery, the code is presented to the entire staff, as mentioned above, excluding forms of publicity set out by a specific law (e.g. art. 7 of law 300/70).

Further actions for the dissemination and awareness of the present code could involve training sessions or specific meetings, even via an e-learning system.

Note

This Code of Ethics takes the Confindustria Guidelines in mind, altering and expanding upon their contents.

Furthermore, the Code is integrated into the Group's environmental, health, and safety policy (the EHS Strategy – Environment, Health, Safety), which continues to be operational.



CODE OF ETHICS

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1. Principles of conduct for the organization

The principles listed below are considered fundamental, and the Company commits to following them when dealing with any person. Moreover, the Company demands that these principles be respected by both internal and external parties which have any type of relationship with the Company.

<i>Respect for laws and regulations</i>	The Company operates in strict adherence with the law and makes every effort to ensure that its staff acts as follows: people must maintain conduct which is compliant with the law, no matter what the circumstance or activity. This commitment must hold true for consultants, suppliers, customers and whoever else has relationships with the Company.
<i>Behavioral integrity</i>	The Company commits to supplying quality services and competing on the market according to equitable and free competition and transparency, maintaining correct relationships with the citizenry, third-party companies, and public, governmental, and administrative institutions.
<i>Repudiation of any discrimination</i>	In the decisions which influence relationships with its stakeholders (choice of clients, relationships with shareholders, staff and organizational management, the selection and management of suppliers, relationships with the surrounding community and with the institutions which represent it), the Company does not engage in any type of discrimination based on age, gender, sexuality, medical condition, race, nationality, political opinions, or the religious beliefs of its interlocutors. The same criteria are adopted in the choice of hiring or relationships with staff. Potential criteria in the choice of suppliers or customers, based on objective criteria, however, could be considered and do not undermine the rules of this code.
<i>Development of human resources</i>	The management of human resources is based on the respect for the personality and professionalism of each person, ensuring their physical and moral integrity: staff must always conduct themselves respectfully with the people they come into contact with on behalf of the Company, treating everyone equally and with dignity. The Company rejects any type of forced labor or labor carried out by minors and does not tolerate violations of human rights.
<i>Fair use of authority</i>	In the management of contractual relationships which entail hierarchical relationships, the Company commits to ensuring that authority is exercised equitably and correctly and that every form of abuse is avoided. These values must be, in any case, safeguarded in choices which regard the organization of work as well.
<i>Protecting health, safety, and the environment</i>	The Company aims to conduct its business in a socially responsible and environmentally sustainable way. It also makes sure to disseminate correct and accurate information regarding its own activity.
<i>Unethical conduct</i>	The conduct of anyone, whether an individual or organization, who tries to reap benefits of another's work by abusing a position of power is considered unethical and fosters hostility towards the Company.
<i>Honesty in contractual matters</i>	The work contracts and assignments must be carried out according to what is knowingly established by the parties. The Company commits to not taking advantage of the ignorance or incapacities of its counterparties.
<i>Protection of competition</i>	The company aims to protect the value of fair competition, refraining from collusive and predatory behaviors and any abuse of its market position.



	<p>Moreover, anyone who works for the company in any capacity will not be able to participate in agreements which are in breach of rules governing free competition between companies, without prejudice to what is stated in agreements, conventions, or the like based on objective criteria. Furthermore, the Company aims to enhance and defend “<i>Made In Italy</i>” and this feature will be particularly favored with regard to relationships with competitors.</p>
Enhancement of the Company’s investment	<p>The Company strives to ensure that the results (also of an economic and financial nature) are such to enhance the investments of the shareholders as much as possible and keeping the specific activity and related context in mind.</p>
Transparency and completeness of information	<p>In the formulation of potential contracts or rules governing relationships with third parties, the Company shall clarify the related clauses in a clear and comprehensible way.</p>
Protection of personal data	<p>The Company collects and processes the personal data of customers, collaborators, employees and both natural and legal persons. This data consists in any information which is needed to identify a person, directly or indirectly, and can contain sensitive data, like those revealing ethnicity or race, and/or health conditions. The Company commits to processing this data within the limits and in conformity with the requirements of the current legislation on privacy, with specific reference to Legislative Decree 196/2003 (“Privacy code”) and related annexes, as well as the Requirements of the Data Protection Authority and the European Parliament and EU Council of April 27, 2016 no. 2016/679.</p> <p>The Company’s staff which processes sensitive or non-sensitive data in their work duties must always act in respect of the abovementioned law and the operational instructions issued.</p> <p>The Company raises awareness of this subject within its own staff.</p>
Information processing	<p>The information in relation to counterparties is processed by the Company in respect of the privacy of those concerned: In particular:</p> <ul style="list-style-type: none"> – An organization is established for information processing which ensures the correct separation of roles and responsibilities. – The information is classified into ascending levels of criticality and countermeasures are adopted in each phase of the processing – Third parties, which take part in the information processing, sign the privacy agreements, if necessary.
Respect for tax regulations	<p>The Company is committed to respecting, and promoting respect for, tax regulations.</p> <p>The Company and all of its employees abstain from engaging in activities and direct behaviors in pursuit of tax evasion on income, added value, or any type of tax, neither to benefit or provide advantages to the Company nor to benefit or provide advantages to third parties.</p> <p>The Company does not create false liabilities, making use of invoices or other documents for non-existent operations, in statements related to taxes and their drafting.</p> <p>The administration monitors that the invoices and accounting documents received align with actions which are actually carried out by the part of the sender and actually received.</p> <p>The Company does not record mandatory accounting entries nor, as proof for financial authorities, invoices or other documents for non-existent operations.</p> <p>The Company verifies the regular application of tax on added value.</p>



	<p>The Company shall refrain from carrying out objectively or subjectively simulated transactions, making use of false documents or other fraudulent means which are capable of hampering verification and misleading the tax administration. The Company shall refrain from indicating a lower income to the actual one, false liabilities or loans, and false withholdings in tax or added value documents.</p> <p>The Company shall refrain from issuing invoices or other documents for non-existent transactions to allow third parties to evade taxes on income or added value. The Company shall refrain from hiding or destroying all or part of accounting records or documents which must be conserved, so as to hamper the reconstruction of income or turnover and avoid taxes on income or added value or allow third parties to do the same. The Company shall refrain from falsely selling or carrying out other fraudulent acts on its own or others' assets to make enforced collection entirely or even slightly impossible for the tax administration to avoid paying taxes on income or added value, interest, or administrative fees related to taxes. The Company shall refrain from indicating a lower income than its actual one or false liabilities in documentation presented for the purpose of tax settlements in order to obtain partial payment of taxes for itself or others.</p>
<i>Respect for customs law</i>	The Company is committed to respecting customs law, as well as the legal provisions related to import/export transactions of its own products and/or raw materials
<i>The fight against xenophobia and racism</i>	<p>Respect for legislation related to the fight against any form or expression of racism and xenophobia is essential for the Company. Therefore, it disavows any activity that can spread ideas founded on racial or ethnic superiority or hatred, the instigation of committing or the committing of discriminatory acts for racial, ethnic, nationalistic, religious motives, the instigation to commit or the committing of violence or the provocation of violence for racial, ethnic, nationalistic or religious motives, as well as when these behaviors involve the denial of the Holocaust, genocide, crimes against humanity and war crimes. Every employee who, in the carrying out of his or her work, becomes aware of racist or xenophobic behavior or acts, as defined above, must, except where required by law, report it immediately to his or her superiors and the Supervisory Body.</p>

2. Principles of conduct for staff

The staff (meaning directors, employees, and various types of collaborators) must observe the following principles with respect to their behaviors towards the Company.

<i>Professionalism</i>	Each person carries out his or her own work activity and performance diligently, efficiently and correctly, making best use of the tools and time at his or her disposal and taking responsibility for his or her duties.
<i>Loyalty</i>	Staff is required to show loyalty to the Company.
<i>Honesty</i>	With regards to their work activity, staff are obliged to thoroughly understand and respect the organizational model and laws in force. Pursuing the Company's interests does not justify dishonesty and disrespect for the rules under any circumstance.



<i>Integrity</i>	Staff must not use—unless it is within their authorized limits—information, goods, and equipment for personal ends which they use in their role or assignments. Staff must not accept nor engage in, for themselves or others, pressure, referrals, or suggestions that can be detrimental to the Company or bring unfair advantages for themselves, the Company or third parties; each person must reject, and not make, promises or improper offers of money or other benefits.
<i>Confidentiality</i>	Staff must guarantee the greatest confidentiality in relation to news and information which constitute a part of the company's property or are related to the company's business in compliance with legal provisions, the regulations in force, and internal procedures. Moreover, the Company's staff are prohibited from using confidential information for aims which are not connected to performance of their job.
<i>Conflict of interest resolution</i>	Staff must inform their own superiors or contact persons, without any delays, of situations or activities in which they or their immediate family may have a conflict of interest with the Company's, and any other case in which there are relevant issues of personal advantage. Staff must respect the decisions which the Company makes in this regard.

3. Standards of conduct

3.1. Relationships with employees and collaborators

<i>Staff selection</i>	<p>The assessment of staff to be hired is carried out based on the correspondence of the candidate's profiles with the Company's expectations and needs in respect of equal opportunity for all of the interested parties and in compliance with the regulations in force (especially articles 4 and 8 of law 300/70).</p> <p>The information which is requested is strictly linked to the verification of the aspects set out in the professional and aptitude profile while respecting the candidate's private life and opinions.</p> <p>The Company adopts opportune measures to avoid favoritism and advantages in the selection process.</p>
<i>Establishment of the employment relationship</i>	<p>Staff is hired with a standard work contract or with legally permissible contracts. No type of illegal work is tolerated.</p> <p>At the establishment of the employment relationship, the person receives detailed information regarding:</p> <ul style="list-style-type: none"> – features of the role and the tasks to be performed – regulatory and compensation information – standards and procedures to follow in order to avoid possible health risks linked to the work activity.
<i>Staff management</i>	<p>The Company is committed to protecting the moral integrity of staff, guaranteeing rights to working conditions which respect their dignity. Everyone must be treated with the same respect and dignity and have the same right to the same possibilities of professional and career advancement. The Company avoids any type of discrimination with respect to its own staff. With regards to management processes, personal development, and staff hiring, the decisions taken are based on the correspondence of the expected</p>



	<p>profile and the person's profile (e.g., in the case of a promotion or transfer) and/or considerations of merit (e.g., granting of incentives based on achieved results).</p> <p>Access to roles and assignments takes place based on the skills and capabilities; moreover, in accordance with general work efficiency, flexible forms of work which aid staff on maternity leave are promoted, as well as for those who must take care of children.</p> <p>The achievement of individual goals must be evaluated equitably, establishing clearly set out criteria which are to be used to assess the capabilities of the staff and their contribution; the achieved results must be adequately rewarded.</p> <p>The assessment of people is carried out broadly, bringing in the managers, the staff member and, as much as possible, all of the parties which will work with the person being evaluated.</p>
<p><i>Integrity and protection of staff</i></p>	<p>The Company safeguards workers from acts of violence and psychological violence, and combats any type of discriminatory attitude or behavior.</p> <p>In particular, under the framework agreement on harassment and violence in the workplace of April 26, 2007 and the Confindustria/CGIL-CISL-UIL document of January 25, 2016, the Company considers unacceptable every act or behavior which constitutes harassment or violence in the workplace; and the Company is committed to adopting adequate measures against those who carry it out.</p> <p>Harassment or violence is understood as set forth by the definitions of the Agreement which can be read below:</p> <p>"Harassment takes place when one or more individuals repeatedly and deliberately experience abuse, threats, and/or humiliations in a work setting. Violence takes place when one or more individuals are attacked in a work setting.</p> <p>Harassment and violence can be carried out by one or more superiors or by one or more workers with the aim or the effect of violating the dignity of the person, damaging their health, and/or creating a hostile work environment."</p> <p>The Company also recognizes the dignity of individuals must not be violated by acts or behaviors which constitute harassment or violence and that harassment or violence in the workplace must be reported.</p> <p>In the Company, everyone is obliged to assist in maintaining a work environment in which everyone's dignity is respected and where interpersonal relationships based on principles of equality and reciprocity are fostered, also pursuant to the Agreement of the European social partners of April 26, 2007 and the joint declaration of January 25, 2016 cited. All of the staff, in their own activity and relationships, are required to respect these principles and collaborate with the Company for their preservation. Possible discriminatory acts must be immediately reported to management or immediate contact people without fear of any type of retribution.</p> <p>The person who claims to have been subject to harassment, or has been discriminated against on grounds linked to age, sexuality, race, health conditions, nationality, political opinions, religious beliefs, or the like can report the incident to the Supervisory Body, in addition to his or her manager.</p> <p>Disparities are not considered discriminatory if justified, or justifiable, on the basis of objective criteria. Disparity in earnings or level related to similar work will not be considered discriminatory.</p>



Dissemination of staff policies	Staff management and work organization policies are made available to everyone through company means of communication (e.g., email, organizational documents and reports made by management).
Human resource development and training	Managers make full use of and develop the professional skills in the company via incentives which exist to promote the development and growth of staff: e.g., shadowing expert workers, experiences aimed at taking on assignments with greater responsibility, training. Training is assigned to groups or individuals based on specific professional development needs; moreover, with regards to potential distance learning (via internet, intranet or CD), if available and not directly assigned, each person can make use of it based on his or her own interests outside of work hours.
Managing work time	Each manager is required to value the work hours of staff, requiring performance which is in line with their tasks and work schedule. Requiring performance, personal favors, or any action based on a position of hierarchical superiority constitutes a violation of the current code of ethics and is considered an abuse of authority.
Engaging staff	The Company aspires to engage staff at work as much as possible, even creating moments of participation in discussion and decisions linked to the achievement of company goals.
Changes in work organization	In case of work reorganization, the importance of staff resources is protected, setting out, where necessary, training and/or professional requalification. The company abides by the following criteria: <ul style="list-style-type: none"> – The burdens of the reorganization must be distributed as uniformly as possible among staff, as long as it is in line with the effective and efficient operation of business. – In the case of new or unexpected events, which in any case must be explained, the person can be assigned to different tasks with respect to those performed previously, making sure to safeguard his or her professional skills where possible.
Safety and health	The Company is committed to providing a work environment which is able to protect the health and safety of its staff. The Company is committed to disseminating and creating a culture built around safety, developing awareness of the risks and promoting responsible behavior for everyone; moreover, the Company works to preserve the health and safety, especially through preventive actions, of its workers, collaborators, and third parties. Everyone must respect the internal rules and procedures with regards to risk prevention and the protection of health and safety, and promptly report possible deficiencies or a lack of respect for the applicable rules. In particular, the Company provides the following information standards related to specific behaviors to adopt for hygiene and safety at work: <ol style="list-style-type: none"> a) avoid risks; b) evaluate risks which cannot be avoided; c) combat risks at their source; d) adapt the job to the person, especially with regards to the creation of workstations, the choice of work tools and methods, and production, especially to ease monotonous and repetitive work and to reduce the effects of this work on health; e) keep the level of technological development in mind;



	<p>f) replace what is dangerous with what is not dangerous or is less dangerous;</p> <p>g) plan for prevention, aiming for a coherent overall policy which considers technology, work organization, occupational conditions, social relations and the influence of factors connected to the work environment;</p> <p>h) give priority to collective protection measures over respect for individual protection measures;</p> <p>i) impart adequate instructions to workers.</p> <p>These principles are used by the Company to adopt the necessary measures for the protection of personal safety and health, including the prevention of occupational risks and the provision of information, training, as well as the required organization and equipment.</p> <p>Particular attention is dedicated to training and information related to risks and implementation measures for hygiene and occupational safety.</p>
Privacy protection	<p>In the processing of the personal data of its staff, the Company complies with the provisions contained in Legislative Decree 196/2003 and EU Regulation n. 2016/679, if applicable.</p> <p>Staff are given a document on the protection of personal data which highlights: the ends and means of data processing, possible recipients of the data, as well as information which is necessary for the right of access referred to in Legislative Decree 196/2003.</p> <p>In the cases in which the law deems it necessary, staff are asked to consent to the processing of their personal data.</p> <p>Any investigation into the ideas, preferences, personal tastes and, in general, the private life of employees and collaborators is excluded.</p> <p>Monitoring devices for the use of company tools and instruments could be adopted in compliance with current legislation.</p>

3.2. Staff duties

General principles	<p>Staff must act loyally in order to respect the obligations they undersigned in the employment contract and the provisions of the code of ethics, making sure that the required tasks are carried out,</p>
Information management	<p>Staff must know and implement the provisions of company policy with regard to information security to guarantee its integrity, confidentiality and availability. Staff are required to draft documents using clear, objective, and comprehensive language, allowing for potential verifications by colleagues, managers, or external parties authorized to access them.</p>
Confidentiality of company information	<p>Company information and know-how must be protected with the utmost confidentiality.</p> <p>Staff who are not expressly authorized to respond to inquiries or supply requested materials by the Company's internal or external interlocutors will be required to consult with managers and align themselves with the instructions provided in this regard.</p> <p>If it is necessary to deal with important, confidential, or financial topics, staff will make sure to adopt the necessary measures to safeguard confidentiality depending on the nature of the topics covered.</p> <p>Both during and after the termination of the employment relationship with the Company, staff will exclusively be able to use the confidential data in their</p>



	possession in the interests of the Company and never to benefit themselves or third parties.
Confidential information about third parties	The Company's staff shall refrain from using illicit means to acquire confidential information about companies and third-party institutions. Those who, within the framework of a contractual relationship, come across confidential information about other parties will be required to only use it as provided for in the existing relationship.
Conflicts of interest	The Company's entire staff is required to avoid situations in which conflicts of interests could arise and refrain from taking personal advantage of business opportunities which have arisen while carrying out work assignments. If even apparent conflicts of interest arise, the staff member is required to communicate them to his or her manager or the Supervisory Body.
Illegal pay, gifts, representation expenses	The Company's staff is prohibited from accepting or receiving any gift, bonus or reward which could influence the actions they take in the performance of their work duties. The abovementioned prohibition cannot be circumvented by means of third parties. Gifts of a modest value (e.g., Christmas gifts) are allowed. The Company's staff members who receive gifts or benefits other than those allowed are required to communicate them to their managers in order to take the necessary actions, including communicating company policy to third parties.
Use of company goods	Each person is required to make sure to protect company goods via responsible behavior which is in line with the operational procedures prepared to regulate their use and precisely document their usage. In particular, all staff members must: <ul style="list-style-type: none"> – Carefully use the goods which have been entrusted to them – Avoid improper uses of company goods which can cause damage or reduce efficiency or are in conflict with the Company's interests – Adequately protect the resources entrusted to them and promptly inform the relevant groups of possible threats or harmful events for the Company – Follow the instructions supplied by the Company With regards to computer applications, all staff members are required to: <ul style="list-style-type: none"> – Adopt the provisions of the company security policies in order to avoid compromising the functionality and the production of computer systems – Refrain from sending threatening or insulting emails, using obscene language, or making inappropriate comments which can offend people and/or damage the Company's reputation – Refrain from visiting websites with inappropriate and offensive material, and otherwise those which are not related to one's professional activity – Use company tools according to the instructions supplied by the Company and, in general, not for personal use. The Company reserves the right to block improper use of its goods and infrastructure through use of monitoring, analysis and risk prevention systems without prejudice to compliance with current laws.
Participation in antisocial and criminal activity	The Company rejects antisocial and criminal processes and behavior and firmly resolves to take no part in any of these activities. The Company does not permit staff to be involved in any type of relationship with organizations and parties involved in antisocial and criminal activity which threatens the Company or people's lives.



	<p>When faced with extortion by antisocial and criminal parties, staff must refuse any compromise and refrain from disbursing payments or other services. Likewise, the Company rejects any criminal activity connected to pornography and, especially, child pornography.</p> <p>In every case in which activities or requests related to the above arise, the staff must immediately inform their managers for necessary consultation with the Company's top management.</p>
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3.3. Relationships with customers

<i>Impartiality</i>	The Company commits to not arbitrarily discriminating against its own customers. The assessment of some previously identified criteria does not constitute discriminatory activity, especially with regards to association with the Confindustria system or other similar criteria, which can however constitute preferential choices or preferential tender evaluations.
<i>Contracts and communications with the customer</i>	<p>The contracts and the communications with the customer must be:</p> <ul style="list-style-type: none"> – Compliant with current legislation so as to not constitute circumvention or dishonest practices – Complete so as to not leave out any relevant information in the interests of the customer's decision
<i>Staff behavioral style towards the customer</i>	The behavioral style of the Company staff towards customers must be characterized by helpfulness, respect and politeness to create a collaborative and highly professional relationship at every level.
<i>Protection of personal data</i>	The Company holds that respect of the customer's confidentiality and personal data is important in compliance with current legislation. Likewise, it commits to respecting, within the confines of the legal provisions in force, the communications of the customer on the use of its own personal data, if required.

3.4. Relationships with suppliers

<i>Choice of the supplier</i>	<p>Purchasing processes are characterized by the search for the greatest advantage for the Company, granting equal opportunities to suppliers, fairness, and impartiality: the selection of suppliers and the determination of purchasing conditions are based on an objective assessment of the quality and price of the goods or service, as well as the guarantee of assistance and timeliness, notwithstanding potential privileged assessment criteria which has been previously identified.</p> <p>The Company reserves the right in any case to request suppliers for the confirmation of the following requirements:</p> <ul style="list-style-type: none"> – Properly documented availability of finances, structures, capacity, project resources, know-how, etc. – Existence and effective implementation of appropriate quality systems in the cases in which Company requires them – Potential certification provided for by laws or regulations – Potential certifications or demonstrations which are necessary or relevant for the management of the relationship
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<i>Integrity and independence in relationships</i>	The relationships with suppliers, including those which regard financial consulting contracts, are subject to constant monitoring by the Company. The documents exchanged with suppliers must be properly archived: those related to accounting or taxes must especially be conserved for the period established by current legislation.
<i>Protection of ethical aspects in supplies</i>	With the aim of aligning procurement activity to the ethical principles adopted, the Company can introduce social requirements for particular supplies if it is held to be necessary. To this end, contracts with suppliers can include contractual clauses which require: <ul style="list-style-type: none"> – A self-declaration by the supplier related to adherence to specific social obligations: for example, the adoption of measures which guarantee respect for workers fundamental rights, equal opportunities and non-discrimination, and the protection of child labor – The possibility for the Company to implement monitoring activities at the production facilities or operational offices of the supplier to verify the fulfillment of these requirements.
<i>Dominant positions</i>	The Company commits to not abusing, beyond normal commercial relations, potential dominant positions.
<i>Protection of personal data</i>	The Company also commits to protecting personal data with regards to its suppliers, using data within the limits of the current legislation.

3.5. Business relationships in general

<i>Choice of partners</i>	The choice of commercial partners takes place according to economic and organizational criteria with no discrimination based on gender, race, and political, trade-union, or religious opinions.
<i>Contracts</i>	Both in the negotiation and contractual phase, the Company commits to maintaining honest relationships and information in compliance with the provisions in force. Information and guarantees may be requested for the establishment of the relationship. Likewise, the Company requests its partners to make correct information available with regards to its personnel and financial situation. Additionally, the Company commits to supplying information and details on the contractual clauses it has proposed.
<i>Behavior of the parties</i>	During the relationship, both parties must act loyally and honestly, avoiding prejudicial behaviors and communicating potential circumstances which could undermine the continuation of the relationship
<i>Protection of privacy and confidentiality</i>	The parties are required to keep the information they come across during the relationship confidential. The processing of personal data must take place in full respect of the current legislation.



<i>Business relations in general</i>	<p>The Company will be guided by the abovementioned principles in general in commercial relationships, partnerships, and international relationships.</p> <p>This Code of Ethics is to be observed wherever the Company works, even if the behaviors are not required by local laws or regulations.</p> <p>It is necessary to also know and respect all the local laws and regulations.</p>
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3.6. Relationships with the Company's shareholders

<i>Accounting transparency</i>	<p>In order to ensure transparency and completeness of accounting information, it is necessary that the accounting documentation supporting the records is clear, complete and archived for potential verifications. The associated accounting records must reflect what is described in the supporting documentation and specify the criteria adopted in the determination of economic valuations.</p>
<i>Meeting of the Company's shareholders</i>	<p>The shareholders' meeting is the privileged moment for the establishment of a fruitful dialogue between the holders of capital and the Company's corporate bodies (Board of Directors).</p> <p>The corporate bodies are required to accurately provide, and promptly disseminate, the background material which is necessary to allow those at the meeting to make informed decisions.</p> <p>The corporate bodies' regular participation in the shareholders' meetings is guaranteed.</p>
<i>Protection of the company's assets</i>	<p>The available resources must be used in compliance with current legislation, bylaws, and the code of ethics to increase and strengthen the company's assets, protecting the Company itself, the shareholders, creditors, and market.</p> <p>To guarantee the integrity of capital, it shall not be permitted, except in cases in which the law expressly allows it, to reimburse contributions to shareholders, or release them from the obligation of making contributions, and share profits which have not actually been acquired or are assigned by law to reserves.</p>

3.7. Relationships with public administrations

The term Public Administration means any person, member, and interlocutor who is qualified as a public official, works in the public service, or operates on behalf of the central or local Public Administration, the public supervisory authority, an independent authority, EU institutions, as well as private providers of a public service.

<i>Fairness and loyalty</i>	<p>The Company aims to maintain relationships with the Public Administration with the utmost transparency and ethical behavior: these relationships, which must take place in respect of the current legislation, are informed by general principles of fairness and honesty so as to not compromise the integrity of both parties.</p> <p>Staff shall refrain from any type of behavior which could damage the impartiality and independent judgment of the Public Administration.</p>
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	<p>Special precautions must be observed in operations related to possible procedures for tenders, contracts, authorizations, provisions, licensing, and public (state or EU) financing requests.</p> <p>If the Company needs to make use of the professional skills of employees of the Public Administration as consultants, current legislation must be respected.</p>
<i>Gifts, free items, and benefits</i>	<p>No one in the company can bestow money or offer economic advantages or other types of benefits to members of the Public Administration with the aim of obtaining assignments, personal benefits, or favors for the Company.</p> <p>Any form of gift-giving which can be interpreted as exceeding a normal commercial or courtesy practice, or anything aimed at acquiring favorable treatment for any activity connected to the company, is prohibited: in particular, it is prohibited any type of gift-giving to public officials or their family members is prohibited which can influence their independent judgment with the goal of obtaining favorable treatment or unlawful benefits or various types of advantages.</p> <p>The abovementioned policy cannot be circumvented by means of third parties.</p> <p>The Company shall refrain from hiring as employees or consultants ex-employees of the Public Administration, or their family members which have personally and actively participated in a business deal or contributed to approving requests made by the Company to the Public Administration, for a period of at least two years, starting from the end of the deal or the submitting of the request by the Company.</p> <p>The gifts offered must be documented well enough to allow for verifications and authorizations by the department head or representative. A copy of the relevant documentation (e.g., the transport document) must be preserved.</p> <p>If any person of the Company receives, from any member of the Public Administration, explicit or implicit requests of benefits, except in the case of commercial giveaways of a modest value, he or she must immediately inform a direct superior or the party required to report it for the adoption of the appropriate actions.</p>
<i>Initiatives with the P.A.</i>	<p>If the Company deems it appropriate, it can support public-interest programs in order to benefit and be of use to society, as well support foundation and association activities in compliance of current legislation and the principles of this code.</p>

3.8 Relationships with the community

<i>Economic relationships with parties, trade unions, and trade associations</i>	<p>The Company does not finance parties in Italy or abroad, their representatives or candidates, and does not sponsor conferences or festivities which are exclusively of a political nature.</p> <p>The Company shall refrain from subjecting itself to any direct or indirect pressure from political actors: for example, it does not accept job referrals or stipulate contracts for similar purposes.</p> <p>The Company does not make contributions to organizations with which conflicts of interest could arise (e.g., trade unions). It is, however, possible to cooperate, even financially, with such organizations for specific projects while complying with following conditions:</p>
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	<ul style="list-style-type: none"> – A clear and documented destination of the resources – Express authorization by the appropriate departments in the Company.
Contributions and sponsorships	<p>The Company may only adhere to requests for contributions coming from non-profit organizations and associations which have regular statutes and articles of incorporation and are of a high cultural value or involve a large number of people.</p> <p>Sponsorships related to society, the environment, sports, the theater, and the arts are only destined for events which offer quality assurances or in which the Company can be involved in their planning to guarantee their originality and effectiveness.</p> <p>In choosing among proposals, the Company pays special attention to any kind of personal or business conflict of interest: for example, family relationships with connected parties or connections with bodies which can favor the Company's business in some way through the work they perform.</p>

3.9 Dissemination of information

External communications	<p>The Company's communications to the abovementioned stakeholders is marked by a respect for the right to information: in no case is it allowed to disseminate false or biased news or comments.</p> <p>Every communication activity shall respect the laws, rules, and professional-conduct practices and shall be made clear, transparent, and timely.</p> <p>Any type of pressure or attempt for media favoritism is prohibited.</p> <p>To ensure complete and coherent information, the Company's relationships with the mass media are exclusively reserved to the appropriate departments.</p>
Controlling confidential information	<p>Specific precautions are taken for external communication documents, data, or information regarding company facts not in the public domain which, if made public, could be used to influence the Company's activity. The communication of such information must be previously authorized by the directors or the specifically designated individuals.</p> <p>In the management of information, there shall be no actions implemented which can favor situations leading to the depletion of the company's assets or cause undue personal or third-party advantages.</p>

4. Applying the code of ethics

4.1 Dissemination and communication

The Company commits to disseminating the code of ethics via all of the means of communication and opportunities at its disposal like the company's website, specific disclosures (including IT), briefings, and staff training.

All the persons concerned must be able to access the code of ethics, get to know its contents, and follow what is laid out in it.



In order to ensure correct understanding of the code, a set of documentation and/or training plans for better understanding the principles and ethical standards have been prepared by designated departments for potential training or information sessions whenever a need for them arises.

4.2 Vigilance in implementing the code of ethics

The tasks of verifying the implementation and application of the code ethics falls on:

- The Company's management and/or executive departments
- The Board of Directors
- The Supervisory Body: in addition to monitoring compliance with the code of ethics, this body, as it has access to all of the Company's information sources, makes recommendations on potential updates to the code, even on the basis of suggestions made by staff or third parties.

The Supervisory Body is responsible for the following tasks:

- Communicating the reports received on violations of the code of ethics to the Directors or the delegated Director
- Expressing binding opinions with regards to the revision of the most relevant policies and procedures in order to ensure a consistent code of ethics
- Contributing to the periodic revision of the code of ethics.

4.3 Reporting issues or suspected violations

Anyone who comes to know, or is reasonably convinced, of the existence of a violation of this code of ethics, a specific law, or company procedures, must immediately inform his or her manager or representative and/or the Supervisory Body.

The report must be written and not be anonymous. The Company makes sure to put the necessary measures in place to protect the informant from any type of retaliation. To this end, the identity of the informant is guaranteed to be kept confidential, except as required by the law.

The responsibility of carrying out investigations on possible violations of the code of ethics falls to the administrative body on the basis of a proposal by the Supervisory Body, which can optionally listen to the informant, as well as the person responsible for the alleged violation: staff is required to fully collaborate with potential internal investigations.

Following this activity, the reasons for the application of potential disciplinary sanctions or the activation of contractual mechanisms will be reported to the competent department.

4.4 Operational procedures and decision-making protocols

In order to prevent violations of current legislation, as well as the code of ethics, the Company has adopted specific procedures ("Processes"), on behalf of all of those which intervene in the operational process, which are aimed at identifying those responsible for decision-making, authorization, and implementation processes: it is necessary that the individual processes are carried out throughout the various phases by different parties, whose roles are clearly defined and known throughout the organization to avoid unlimited or excessive powers being given to individual persons.

All the Company's actions and operations must be adequately recorded; likewise, it must be possible for decision-making, authorization, and implementation processes to be verified. For each operation, there must be adequate supporting documentation to be able proceed, at any moment, with the



execution of checks which attest to the characteristics and motivations of the operation and identify those who authorized, executed, recorded, and verified the operation itself.

5. Disciplinary actions following violations

The provisions of this code are an integral part of the contractual obligations taken on by the staff and those who have business relationships with the Company. The violation of the principles and behaviors indicated in the code of ethics compromises the fiduciary relationship between the Company and the perpetrators of the violation whether they are directors, employees, consultants, customers, or suppliers and could lead to various types of sanctions.

The set of rules and disciplinary procedures is laid out in the dedicated part of the Model (Disciplinary System) which systematically and consistently governs the violations of the Model in correspondence with those related to the Code of Ethics.

6. Final provisions

This code of ethics has been approved by the Company's Board of Directors and will appropriately be updated.

The list of updates is reported in Annex A.

Every variation and/or integration of this code of ethics will be approved by the Board of Directors after consultation with the Supervisory Body and promptly disseminated to the relevant parties.






THE SCHNEIDER GROUP

ORGANIZATIONAL MODEL
(Decree No. 231/2001 and subsequent amendments)
CODE OF ETHICS

ANNEX A

LIST OF AMENDMENTS AND UPDATES

Version 1	Approved by BoD on 05/04/2023	Content: Drafting of Code of Ethics Disciplinary Sanctions	Model rep. signature 
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Updates

Version _____	Approved by BoD on _____	Content:	Model rep. signature _____
Version _____	Approved by BoD on _____	Content:	Model rep. signature _____
Version _____	Approved by BoD on _____	Content:	Model rep. signature _____
Version _____	Approved by BoD on _____	Content:	Model rep. signature _____
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