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# CODE OF ETHICS

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# TABLE OF CONTENTS

## 2 INTRODUCTION

## 4 PART ONE IDENTITY AND INSPIRING VALUES

History and identity  
Ethics and company mission  
The company ethic  
Inspirational values

## 10 PART TWO CODE OF ETHICS

Human Resources  
Professional conduct and hierarchical relations  
Resources protection, use of Company goods, and data privacy  
Internal monitoring, accountability, and financial integrity  
External relations

*Competition and market*

*Clients*

*Suppliers*

*Public Administration, political entities, and lobbying associations*

*Regulations in force*

*Socio-territorial context and environment*

## 21 PARTE THREE IMPLEMENTATION AND MONITORING

Realization  
Warning the Supervisory Board  
Adoption of the Code of Ethics

# DEFINITIONS

- **Company:** Sip&T S.p.a or Sip&T
- **Code of Ethic or Code:** adopted by Sip&T pursuant to Legislative Decree n. 231/01, it is a document by which the Company expresses the whole of rights, duties, and responsibilities of the Company towards all the subjects it establishes relationship with for the attainment of its corporate purpose.
- **D.Lgs. 231/2001 or Decree:** Legislative Decree of June 8th 2001, n. 231 regarding to "Discipline of the administrative liability of legal entities, companies and associations, even without legal personality" and subsequent amendments and additions.
- **Supervisory Board or SB**
- **Stakeholder:** a natural or legal person entitled to have any relationship with the Company.
- **Corporate Bylaws:** Sip&T's Corporate Bylaws.

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# INTRODUCTION



**THIS ETHIC CODE  
DERIVES FROM OUR  
VALUES WITH THE  
AIM OF IDENTIFYING  
THE REFERENCE  
PRINCIPLES FOR OUR  
HUMAN RESOURCES.**

The Code of Ethics of Sip&T is an agreement we stipulate with our human resources and all the external partners we interact with every day.

Its primary aim is that of establishing **the general conduct guidelines** to shape our actions. As a tool at the service of the individuals, **the Code of Ethics derives from our values**, with the dual aim of identifying the reference principles for the human resources who work in the Company and for the company/firm **and inspiring the practices through which the everyday activities are enriched with value.**

For this reason, the provisions included in the Code apply, *mutatis mutandis*, to: collaborators and consultants, whatever the type of contract or task and for any terms; the appointees of bodies and tasks; the businesses supplying goods and services and that carry out any work in favour of Sip&T.

To this end, specific provisions and termination or sunset clauses in case of violation of the obligation deriving from the present Code are included in all acts of entrustment and all the agreements of collaboration, consulting, or services.

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PART ONE

IDENTITY AND  
INSPIRING VALUES



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# HISTORY AND IDENTITY

**Our history starts in 1996**, when in a small workshop we began to mainly repair drilling tools.

Over the years, from craft industry Sip&T has transformed, thanks to its founding family's intuitions and foresight, into a more complex and modern Company that designs, manufactures, and commercializes utensils and equipment for drilling any kind of soil in the construction sites all over the world.

We grew exponentially, **thanks to our people**, the beating heart of the company, to the constant inclination to research and development, to our dedication, and to the courage of our choices.

Today we are a team of more than 70 people in an articulate organization, with well-defined roles and responsibilities. We are focused on promoting the business, but also on respect and inclusion of the differences and on the development of the talents.

We work in synergy and collaborate with internal resources and external managers, partners, universities, and local actors, by adopting an **open innovation model** in which everyone gives their contribution to the realization and sharing processes, in order to create a better environment for work and life and for the improvement of their territory.

As a matter of fact, together with its vocation to internationalization, SIP&T proudly keeps a deep bond with its original territory. We are always careful about the social, cultural, and industrial dynamics surrounding us, with which we have been building a reciprocity and collaboration relationship over the years by supporting social solidarity initiatives and events for the promotion of sport and culture.



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# ETHICS AND COMPANY MISSION

**SIP&T** pursues its goals being based on **a set of inspiring ethical values**, which it tries to put into practice on a daily basis and that represent the decisions orienting compass, both at Company and individual level.

The adherence of all the resources to these values is essential to guarantee the **high ethical standards** we aim to

and for the achievement of the Company's mission.

Our **mission** is to become a leading Company in our field, both in the terms of product quality and client satisfaction, and at the same time to operate under high quality standards in terms of life style personal conduct of each individual member of the company.

## We intend to be:

- **a Company that creates value for its clients** through the offer of high quality and innovative products and through attentive constant listening that fosters the definition of a consistent, stable and long-lasting relationship;
- **a Company that creates value for its stakeholders** by establishing relationships with the utmost transparency, in total respect of the principles of accuracy, timeliness, and fair access to information;
- **a Company that creates value for its human resources**, supporting constant training and the development of internal expertise, and fostering personal and professional growth while promoting the differences;
- **a Company that creates value for the social context in which it operates**, always giving priority to its distinctive humanity, its capability of being in harmony with people and of acting for the collective wellness.

Sharing the mission and the values of every action undertaken by **SIP&T** constitutes the prerequisite for cementing the sense of belonging to the Company by each team member.

# THE COMPANY CODE OF ETHICS

## NATURE, SCOPES, RECIPIENTS

The Code of Ethics represents **an official document of Sip&T**, autonomously adopted, in which the genetic make up of the Company is made clear with the aim of consolidating the corporate ethical values to which the activities and behaviours of the recipients of the Code must adhere.

The realization of the Code is prompted by the necessity to express **the principles of the corporate ethics, the ethical responsibilities of each member** when carrying out corporate tasks, and to establish a standard of conduct deriving from the shared and free adherence of the Company members.

The Code of Ethics is addressed to all Sip&T's collaborators and employees, and with it the Company hopes that all the natural and legal persons the Company will interact with would have a conduct in line with the expressed general principles.

### **Code of Ethics and Disciplinary/Regulation of the D. Lgs. 231/2001**

The Legislative Decree No. 231 of 8 June 8th 2001, administrative liabilities for collective subjects, corporations and associations even without legal personality according to the Article No. 11 of the Law No. 300 of 29 September 2000, – has introduced into the Italian judicial system the principle of the administrative liability of the collective entities deriving from those felonies committed to the advantage or in the interest of the entity itself by persons who:

- have a representative, administrative, or managing roles within/for the entity or one of its organizational unit that holds financial and functional autonomy, or persons who *de facto* manage and control the entity;
- are subjected to the direction and monitoring of one of the aforementioned subjects (Comma I, art. 5 of the D. Lgs. 231/2001).



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# INSPIRING VALUES

Each one of us has their own values that give them inspiration every day, and all together, within Sip&T, have a common foundation of values that makes us an integral part of the Company. Preserving the link between the inspiring ethics and the quality standards of the manufacturing activity is considered essential by SIP&T.

For this reason, we act in respect of the principles of:

## ● **Trasparency and Clarity**

of the information related to all our activities, the financial and accounting management, and the relationship with any entity external to the company.

## ● **Integrity and Legality**

that find their actualization in guaranteeing the respect of every law and regulation in force in the national territory and the States where the Company operates in. Therefore, Sip&T states its strong opposition to the acts of corruption, extortion unlawful payments, and favours.

## ● **Excellence and Reliability**

pursued through the excellence of our quality standards that starts from the individual level – with the training of the personnel – and reaches the corporate level, thanks to a healthy and professional work environment. The professionalism of our collaborators and the constant attention to the quality of our products represent the necessary requirements to our Company for the adherence to the ethical principles of loyalty and reliability.

## ● **Confidentiality**

Using the possessed information for legitimate purposes only and in no way detrimental to the economic and moral integrity of the parties involved, pursuant to the regulations on privacy.



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## ● Enhancement of the Human Resources

### *- Protection and training.*

The respect of the person's rights and the safeguard of their physical, psychological, and moral integrity, with the guarantee of accessing to fair and equal work opportunities.

Over the years the primary aim of the management was to create a peaceful **work environment**, where the sharing of rules and principles would be the foundation of the interpersonal relationships. The Company does not tolerate any form of harassment, exploitation, or discrimination in the workplace. Each member of the team plays an essential role for the Company to achieve its goals.

For this reason, **Sip&T promotes the value of its human resources** with the aim of improving the know-how and the professional profile of each and every individual. **The personnel development** is considered a great way to boost innovation and, thus, to improve performances by raising the level of the individual expertise.

The **study and pursuit for innovation** are acknowledged as necessary pre-conditions to the social development, other than the production one, and to that extent, Company promotes such work conditions for stimulating involvement and accountability in each collaborator, as direct consequences of the steady application of **exclusively meritocratic criteria** for determining the work careers of its employees.

### *- Respect and enhancement of the diversities*

**Encourage the coexistence and the appreciation of differences**, both in the workplace and in the external relationships (clients/suppliers), represent a huge opportunity. Sip&T does consider **diversity as propulsive element for innovation**, creativity, development, and performance: diversity in terms of expertise, culture, or simply gender.

The culture that the Company is committed to spread does not only consider **diversity** as an element worth protecting, but as a feature **to promote and emphasize** even through the use of **an attentive and inclusive language** that would not fuel discriminatory or sexist stereotypes. The word we use can really have a deep impact not only on individual lives, but also on collective ones.

We also believe that the topic of diversities has the power of stimulating the internal reflection on ourselves and on the relationships with the others, eliciting personal and professional growth.

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ONES.**

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## ● Respect for the environment and territory development

Spreading **environment awareness** and respecting the regulations on environmental protection in force are absolute priorities for the Company. Sharing the ethical values between each individual and the Company represents the essential requirement to link the economic and industrial prerogatives with the protection of the socio-environmental context. To that end, Sip&T is committed to spread a solid environmental culture by concretely applying all the technologies available for the environmental protection.

The development of the territory is given particular attention, by **stimulating youth employment**, guaranteeing the compliance to the local regulations in place, and also cooperating with cultural – Universities and Research Institutions – and economic institutions – local credit institutions – aimed at an overall development of our territory.



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## PART TWO



LIST:

# CODE OF ETHICS



## 1. Human resources

Sip&T promotes the **development** of its human resources and pursues the achievement of a high professional standard through:

- the **prohibition** of any kind of discrimination in the workplace;
- the arrangement of specific **training** for the job role and the career aspirations of each **Company employee**;
- the provision of all the technologies and information needed for the making decisions and elaborating strategies in line with the quality standard of the company;
- the promotion of a balanced and dutiful exercising of any Company tasks, aiming at stimulating and increasing the spirit of internal collaboration and avoiding the raise of conflicts of interest;
- the constant involvement of each Company member for the creating and keeping an **healthy work environment**, where the distances between the individuals could be replaced as much as possible by interpersonal relationships in the name of loyalty and solidarity;
- the compliance to the health and safety regulations in the workplace, as necessary guarantee for the **protection** of people's safety;
- the constant attention to the "human dimension" of each employee, through dialogue and the arrangement of advices and individual **support** for any kind of professional and, especially, personal issue. Sip&T does believe that the human relationship with its own **employees**, represents the key point of the Company ethics and the democratic society in general;
- the logistic, professional, and moral support to its own employees in terms of social security choices. The reciprocal help between all the diverse members of the Company is a fundamental ethical value and the greatest part of the company's mentality is based on it.



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## 2. Professional conduct and hierarchical relations

The adherence of the employees' professional conduct to the ethical principles the Company refers to is an integral part of Sip&T's ethical philosophy, which promotes, for this reason, **the commitment to an adequate and professional conduct** in the workplace and the related activities.

In particular:

- our hierarchical relations at the different levels of Company responsibility must be based on the principles of loyalty, and mutual respect;
- the principle of cooperation has to inspire every specific activity of the company, aiming at preventing any form of abuse of power. The work activities have, therefore, to aim at the protection of the human and professional growth of each and every individual, besides maximizing the Company's profit;
- the whole personnel have the right to a fair salary and a healthy work environment. For that, the Company supports and promotes the principles of meritocracy, by virtue of which any career progression is functional to talent and professional skills of each employee;
- the Company is committed to preserve and protecting pluralism within the Company's personnel. Each member of the Company is asked to avoid the uprising of conflicts of interest in the workplace.



Convinced that the **cooperation** in the decisional process and the **individual integrity** in the hierarchical relations, the Company does not authorize any employee to exploit their professional role as means of exerting illicit pressure during the exerting of their tasks.

While respecting the principle of loyalty, Sip&T requires its employees to **operate with honesty and professional integrity**, to comply to any type of juridical regulation, and to observe the prohibition to be enrolled by competitors or to exert any activity opposite to the interests and the ethical values of this Company;

Both work and personal activities have to be exerted with the utmost integrity and moral rectitude. Therefore, Sip&T promotes the application of the principle of integrity in the professional conduct, aiming at not damaging the image and reputation of the Company itself.

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### 3. Resources protection, use of Company goods, and data privacy

Sip&T requires its personnel to pay **high level of attention for the safeguard, protection, and improvement of the Company resources**, and also to use those resources for legitimate aims and that respond to the ethical principles that inspire the Company.

Those resources include material and non-tangible assets of Sip&T, such as:



- **Company's name and brand:** the activities of Sip&T's employees and any company decision have to aim at enhancing the name, the brand, the identity, and the Code of Ethics of the company;
- **Intellectual properties:** the contribution of every Company component is essential to the protection and the development of the intellectual property of Sip&T, and the Company is committed to protect its rights in terms of intellectual property through specific contractual clauses or by means of copyright and patents. The Company, also, promotes the elaboration and the pointing out of potential innovations resulting from the work and professionalism of its personnel;
- **Reputation:** the work of each member of the Company has to tend to the consolidation of the national and international reputation of Sip&T. To that end, the Company requires its collaborators/employees to observe and respect the principles of professionalism, excellence, and integrity, especially in the external relations.

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The Company has social profiles managed by the Team Employer Branding (also EB) in accordance to a predetermined and shared communication strategy.

**The Employees are encouraged to interact with the published contents** using a moderate language, in line with the Company's style, and anyway respectful of the people and/or companies, groups or categories of people and institutions. Insults, obscene language, offenses, threats, or any other content that does not respect people's privacy are not tolerated, with the aim of not damaging the reputation of the company.



The whole personnel of Sip&T are also obliged to **protect the reserved information and those that constitute property of the Company** from any form of illegitimate diffusion, and in particular the use of that information for internal dealing. By virtue of the principle of loyalty, privacy regulations are to be considered in force even after the termination of any relation with the Company.

Moreover, the personnel are obliged to observe the regulations on the protection of the hardware and all electronic devices

owned by the Company, and also to keep a professional conduct in the use of the internet and the e-mail in the workplace.

The Company guarantees the respect of all the regulations on privacy protection. Thus, it is a priority of the Company to guarantee the protection of the privacy and the legitimate use of personal data to its employees.

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## 4. Internal monitoring, accountability, and financial integrity

The Company considers the **reliability and accuracy of the accounting and financial information fundamental**, with regards to both the internal spreading of them and for what concerns their circulation in the market or to third parties, in compliance with the regulations in force and the principles the Company inspires to.

Therefore, the responsible and diligent implementation of the accounting and financial controls is essential, as well as keeping the ledgers by from the personnel. Those ledgers and financial reports must have all the data related to the resources, the responsibility, the incomes and the expenditures of Sip&T.

Therefore, any transaction must have an identification number and supported by adequate documentation.

Sip&T considers **the individual and collective commitment as fundamental** in the financial management, for an overall conduct of the Company that is respectful of the law and for guaranteeing the adherence to the ethical principles of its own Code of Ethics.

Furthermore, in order to comply with the rules relating to the drafting of financial statements and any other type of accounting-administrative documentation, Company data and accounting records have to satisfy the requirements of completeness, transparency and timeliness in representation.



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## 5. External relations

### *Competition and market*

Sip&T is committed to manage the external relations – suppliers, collaborators, clients, political-institutional authorities – in full respect of all the regulations and aiming at conveying its philosophy of quality, professionalism, innovation, and mutual respect, outside the Company context as well.

Therefore, the Company comply to the laws and regulations on **protection and promotion of fair competition** among all the companies in the market.

Specifically, Sip&T refuses the adoption of any means aiming at limiting competition, such as agreements on price setting and any other form of trust.

To that end, the company's personnel is asked and encouraged by an explicit philosophy of the Company to operate under the system of free competition, though guaranteeing fair and transparent practices, and in no case aiming at the deceptive representation of facts.

By virtue of the principles of fairness and excellence, Sip&T acts in full respect of competition, operating under strict compliance to its own ethical and qualitative standards, and in no case producing misleading or defamatory information of competitors.





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## Clients

The robustness and the sharing of the ethical principles, on which Sip&T has built its national and international reputation over time, are tightly bound to the respect and protections of the clients.

The full satisfaction for the service provided and the quality of the relationship with other companies, constitute the core of the company's ethics. The constant attention to the client's needs and the consolidated adoption of innovative measures in terms of production output, entail a scrupulous Company policy addressed at guaranteeing the client especially through the sharing of the internal principles of ethics and organization.

Therefore, the customers relations management is expressly tied to:

- the prohibition of any form of arbitrary discrimination;
- the compliance to the dispositions of any judicial system;
- the respect of the principles of completeness, timeliness, and efficiency, in order to allow the client to make informed decisions.

Moreover, Sip&T, expects its personnel to adopt all the needed measures for the protection and legitimate use of the information protected by privacy or licences, and in general, of all the reserved information regarding the clients. In addition, the Company highlights to its personnel the importance of emitting invoices in the most accurate and precise manner.

In the case of receiving offers or being gifted with small presents aimed at the improvement of the commercial relations, Sip&T, by virtue of the values inspiring the internal philosophy of the company, relies on the individual ethics of its employees.

The aforementioned modest presents have to be duly documented and communicated to the Supervisory Board (see Part Three, 1) in order to allow the administration to have an overall knowledge of the matter and to potentially redistribute in fairer way within the whole team.

However, receiving and offering gifts is not allowed in the following cases:

- intention of receiving in return goods with the same value;
- failure to comply with the Company budget or omission of the cash flow statement;
- infringement of the law;
- infringement of the ethical principles of the company.

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## *Suppliers*

Suppliers contribute to the improvement of the overall competitiveness of the company, which guarantees the respect and application of the ethical principles of impartiality and loyalty. In determining its purchasing policies, Sip&T makes its decisions only on the basis of the maximization of the price/quality ratio of goods and services.

Therefore, the selection of suppliers has to be based on the ethical principles the Company refers to, and every Sip&T's collaborator is encouraged to keep long-lasting, friendly and collaborative relations with all suppliers.

Thus, in relation to the principles of impartiality and equal opportunities, Sip&T does not deny any supplier the chance to offer their products or services, and arranges the periodic rationalization of the register of the Company suppliers, with the aim of increasing the overall efficiency rate.

As regards the management of the reserved information related to the suppliers, the invoicing and policy on the reception and offer of gifts, Sip&T applies the same rules expressed in the section on clients.

## *Public Administration, political entities, and lobbying associations*

Sip&T considers essential that all the relationships with public officers, members of the political powers and lobbying associations, occur in total respect of the basic principles of lawfulness and transparency.

With the aim of avoiding any form of corruption, Sip&T maintains relations with the state administrations, the supervisory authorities, the municipalities, and all the private parties to which the public enforcement applies, with no ideological prejudice and in the utmost respect of the roles and functions and spirit of unconditional cooperation.

Therefore, by virtue of the principles of lawfulness and transparency, the Company forbids its employees from offering any kind of benefit to public officers or appointees with the aim of influencing their work.

Thus, Sip&T's relationships with the aforementioned categories of parties do occur in total adherence to the good practices of dialogue and constructive exchange, for an overall improvement, with no exception.

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## 6. Regulations in force

SIP&T, in order not to be involved in any legal action regarding relations with both external parties and its own employees, complies with the regulations in force on prevention of money laundering crimes (Law July 5th 1991, n. 197 upon conversion of the Decree-law May 3rd 1991, n.143).

The Company guarantees, also, the compliance to all regulations on immigration, thereby ensuring that all employees satisfy the requirements and possess all the authorizations provided for by the specific regulations in force. Condemning the practice of the illegal employment represents, for the company, a way to guarantee not only the observance of the principle of lawfulness, but also the protection of the personal and professional dignity of the employees.

The Company guarantees:

- the compliance with the anti-boycott laws and regulations and those on the controls of the exportations applicable in the Countries where it operates;
- the compliance with the laws and regulations applicable on matter of sanctions or embargoes imposed by the Countries where it operates.



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## 7. Socio-territorial context and environment

Sip&T pays constant attention to the enhancement of the natural resources and the environmental protection. The company, while strongly believing that the building up of a solid environmental culture derives from a healthy individual conduct in the first place, abides by the laws on environmental ethics by arranging some measures, such as:

- recycling of some materials;
- separate collection of waste;
- energy saving strategies, among which, the installation of photovoltaic systems in particular.

However, one of the elements that mostly characterizes Sip&T's mentality and conduct is the propensity to the socio-economic enhancement of the territory it belongs to. In fact, the Company shows **great sensitivity to the theme of youth employment**, and cares much about the placement and the development of recently graduated young people.

Through the creation of **collaboration partnerships with Universities and Research Institutions** of its territory, Sip&T aims at becoming a reference point for innovation and research in its field, and so offering professional opportunities and solutions to the young people.

Moreover, the company, while respecting the principle of protection of its own human resources, pays much attention to the financial and personal condition of its employees, caring about providing them with advices and suggestions for a relaxed lifestyle.

The professional and personal fulfilment of each and every member, regardless of their role in the company, constitutes an ethical priority for the company, capable of strengthening the relationships among the Company itself, the employees, and the social context of reference.



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## PART THREE

# IMPLEMENTATION AND MONITORING



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# REALIZATION



Sip&T has in its **Supervisory Board** the guarantor body that make sure the provisions of the Code of Ethics are being observed and properly fulfilled.

Therefore, the company's SB:

- verifies the application of the Code of Ethics and promotes any appropriate initiative for its review;
- interacts with competent departments of the Company to stimulate adequate training/development paths, with the support of the Human Resources department also;
- clarifies interpretative doubts and situations of ethical dilemma;
- gather warnings against alleged violations;
- carries out the appropriate investigations, reports the outcomes to the competent bodies/departments and ensures sanctions are being inflicted;
- guarantees the confidentiality of the person reporting, protecting them from potential retaliations.

**L'ODV  
VERIFICA,  
CHIARISCE,  
RACCOGLIE  
SEGNALAZIONI,  
INDAGA E  
GARANTISCE  
RISERVATEZZA**

It is possible to communicate to the Supervisory Board via e-mail:

- internal confidential mail: using the appropriate mailboxes. The envelope must clearly state the words "Strictly confidential. Employee information ", in order to guarantee maximum confidentiality;
- e-mail address: [odv.231@sipdrill.it](mailto:odv.231@sipdrill.it)

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# WARNING THE SUPERVISORY BOARD

## against alleged violations of the Code of Ethics

### The addressees have to warn against:

- facts that may integrate crimes, offenses or irregularities and/or behaviors of any kind, including omissions, carried out in violation of the Code of Ethics and the Organization, Management and Control Model adopted pursuant to Legislative Decree 231 / 2001;
- possible violations of any law, regulation, or provision, and any act that may cause harm/damage or prejudice of any sort/nature to the body and/or the Company.

The warnings to the Supervisory Board against violations of the Code, based on accurate and coherent factual elements and also known through the duties performed, must be substantiated and reported/forwarded in written form.

Pursuant to the art.6, clause 2-bis of the Legislative Decree 231/2001, the warnings can occur according to the indications and modalities expressed in the previous paragraph that guarantee the confidentiality of the person reporting in all steps of the warning management process.

The SB will proceed to examine every warning and their evolutions, with the discretion needed to prevent potential retaliations, discriminations, or any other form of penalization towards the people reporting, except in the case of complying with the legal obligations for the facts and/or situations reported. The SB will also forward the communication received to the competent function of the Company in case the information pertains conducts not relevant to the D.Legs 231/2001.

The SB, once finished with the investigation on the report, will inform the administrative body about the cases of confirmed violation of the Code of Ethics. The confidentiality over the identity of the person reporting is always guaranteed, as well as the protection from acts of retaliation or direct discriminatory acts towards them for reasons related to the reporting.

Unsubstantiated reports carried out intentionally or by negligence are forbidden, aiming at, for instance, defaming and/or calumniate a coworker.

### Adoption of the Code of Ethics

Sip&T establishes that the adoption of the Code of Ethics of the Company is subject to the approval of the Sole Director.



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