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## Code of Ethics

**(Organizational and control model pursuant to Legislative Decree 231/2001)**

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Rev 01 date 30/10/2023

## Summary

<b>1. INTRODUCTION .....</b>	<b>3</b>
1.1 Purpose.....	3
1.2 Recipients .....	3
<b>2. PRINCIPLES OF BEHAVIOUR .....</b>	<b>4</b>
2.1 Transparency in business.....	4
2.2 Behavioural integrity and compliance with laws and regulations.....	4
2.3 Centrality, development and valorisation of human resources .....	5
2.4 Conflict of interest.....	6
2.5 Information security and data protection.....	6
2.6 Information and intellectual property protection .....	6
2.7 Quality and customer orientation .....	6
<b>3. RULES OF CONDUCT.....</b>	<b>7</b>
3.1 Business Conduct .....	7
3.2 Relationship with customers.....	7
3.3 Relationship with suppliers .....	7
3.4 Sponsorship contributions and donations .....	8
3.5 Relationship with employees .....	9
<b>4. SANCTION SYSTEM .....</b>	<b>10</b>
<b>ATTACHED: REPORTING for whistleblowing _ OCTOBER 2023 .....</b>	<b>12</b>

## 1. INTRODUCTION

As part of the implementation of the social objectives CIEM S.p.A. regulates, with this code of ethics, behaviors of its internal and external stakeholders as indicated below.

This code of ethics is an integral part of the organization, management and control model adopted by the company pursuant to and for the purposes of Legislative Decree 231/01.

### 1.1 Purpose

This code of ethics and conduct is the instrument through which the company wants to raise awareness regarding the guiding principles of one's behavior as well as responsibilities in all stakeholders (employees, suppliers, customers, banks, public administration, local community, etc.).

CIEM S.p.A. approved its Organization and Management Model pursuant to Legislative Decree 231/01, of which this code of ethics and conduct is an integral part, on the 15<sup>th</sup> of December 2022.

### 1.2 Recipients

Recipients of this code of ethics and conduct are:

- The board of directors of the company;
- The managers;
- The members of the board of auditors;
- All those subject to supervision by subjects in top positions referred to in article 5 paragraph 1, letter b of Legislative Decree 231/01;
- The subsidiaries, affiliates and subsidiaries of CIEM S.p.A..

Among all those obliged to respect the set of principles, and behavioural rules referred to in this document, are also all "formally" external subjects who carry out activities, on behalf of or for CIEM S.p.A. these must be considered as subject to the management or supervision of one of the subjects in a top position of the organization.

This code of ethics consists of:

- The general principles of behaviour between CIEM S.p.A. and the recipients of the organization and management model pursuant to Legislative Decree 231/01;
- The rules of conduct that companies and recipients must comply with;
- The sanctioning system;
- Reports to the supervisory body.

## 2. PRINCIPLES OF BEHAVIOUR

### 2.1 Transparency in business

The history of CIEM S.p.A., the identity and values of the organization are expressed in a business ethic based on:

- **Reliability**  
Understood as a guarantee of absolute seriousness in the projects launched, in the transactions and in the undertaken commitments;
- **Solidity**  
relating to an entity that rests on the defined capital bases, as demonstrated by its prolonged business for over 40 years;
- **Transparency**  
consequent to the concept of the social role which requires not only respect for ethical principles and work but also the implementation of methods to allow the groups of reference and social actors to have the information to be able to rebuild their operations;
- **Correctness in contractual matters**  
avoiding that, in existing relationships, anyone operating in the name and on behalf of the company may try to take advantage of contractual gaps or unforeseen events in order to renegotiate the contract for the sole purpose of exploiting the position of dependence or weakness which the interlocutor may encounter;
- **Protection of competition**  
refraining from collusive, predatory, and position-abuse behaviour.

### 2.2 Behavioural integrity and compliance with laws and regulations

CIEM S.p.A. has always been committed to maintaining good quality standards in its services and products and competing on the national and international markets according to fair and free competition and transparency principles, maintaining correct relationships with all public, governmental and administrative institutions, with citizens and with third-party companies.

Everyone is required to operate, in any situation, with integrity, transparency, coherence and fairness, conducting every business relationship with honesty.

The company operates in strict compliance with the Law and works to ensure that all staff act as follows: people must behave in accordance with the Law, whatever the context and wherever activities are carried out. This commitment must also apply to consultants, suppliers, customers, and anyone who has relationships with our organization.

The company will neither start nor continue any relationship with anyone who does not intend to align with this principle.

## 2.3 Centrality, development and valorisation of human resources

The company recognises the centrality of human resources and believes that an essential factor of success and development is the professional contribution of the people who work there.

The company has always considered the professional and individual contribution of its people as central, continuing a relationship that aims to recognise each person's work as a fundamental element of the company's and personal development.

All company personnel, whose physical and moral integrity is considered a primary value of the Company, are guaranteed working conditions that respect individual dignity, in a safe and healthy working environment. In particular, the Company shall not tolerate:

- **abuse of power:** misuse of a position of power to take unjust advantage of one's position of authority is to request as a due act to the hierarchical superior, personal services and favours, or to adopt attitudes and/or perform actions that are detrimental to human dignity and especially to the employee's autonomy;
- **acts of psychological violence:** attitudes or behaviour that are discriminatory or harmful to the person and his/her beliefs;
- **sexual harassment:** behaviour or speech that may offend personal sensitivity;
- **bullying:** behaviour or speech that may impair, even seriously, the health of the worker on the workplace;
- **operational mobbing:** which can lead to psychological situations with serious consequences in the operational activity of the employee.

At the same time, the company places dialogue, and the exchange of information at the center of its daily work - at any level -, the valorisation and professional updating of its collaborators and establishment of a corporate identity and the related sense of belonging.

The company gives the utmost importance to those who work within the company's organization, contributing to their growth as it is through human resources that the company is able to provide, develop, improve and guarantee optimal management of its services without prejudice to the legal and contractual provisions regarding workers' duties, employees are required professionalism, dedication to work, loyalty, spirit of collaboration, mutual respect, sense of belonging and morality.

In managing contractual relationships that imply the establishment of hierarchical relationships, our company undertakes to ensure that authority is exercised with equity and correctness avoiding any form of abuse: in particular, the company guarantees that the authority is not transformed into the exercise of harmful power for the dignity and autonomy of the person.

These values must in any case be safeguarded when making choices about the work organization.

## 2.4 Conflict of interest

In performing ones work, each employee is required to avoid any possible conflict of interest, with particular reference to personal and/or family interests that could influence independence of judgement and conflict with their responsibilities.

Each employee shall immediately report to his/her hierarchical superior and/or to the top management of the Company any situation that establishes or may generate a conflict of interest. In particular, the employee must disclose any stable or temporary employment or financial, commercial, professional, family, relationship with external entities that may influence the impartiality of their conduct or prejudice fairness of the activities performed by him/her.

## 2.5 Information security and data protection

The Company aims to fulfil contractual requirements undertaken with its customers regarding information security and in compliance with the most up-to-date European and national privacy regulations, has an Information Security Management System (ISMS) for the security management as well as the Organizational and Data Protection Management Model (GDPR). All personnel are subject to the policies / procedures contained therein and declares, by signing this code of ethics, that they fully accept all its provisions / regulations.

## 2.6 Information and intellectual property protection

Company information of any nature (commercial, financial, technical, etc.) represents an asset that CIEM S.p.A. intends to protect, as a know-how heritage and technical investment. It is therefore forbidden to disclose to unauthorised persons (within and/or out of the Company) information that could jeopardise professional business assets acquired over time.

## 2.7 Quality and customer orientation

Quality is a distinctive element of our company. The organization is committed and responsible for ensuring quality in every activity, consistent with its long-term strategy. Activities are carried out by the company by means of a set of processes managed through a quality management system that offers to externals, uniformity, transparency and service improvement.

### 3. RULES OF CONDUCT

The rules contained in this section are intended to inform the recipients of this Code of Ethics, about the attitudes and behaviors to be respected while carrying out the various company activities in compliance with the values of this document.

#### 3.1 Business Conduct

For the company it is of primary importance for the market to be based on fairness and fair competition. The company is committed to scrupulously observe the relevant laws and collaboration with the market regulator authorities. In particular:

- Compete fairly on the market by respecting competition rules;
- To be committed to providing correct information about its business both internally and externally upon legitimate requests;
- To ensure the truthfulness and correctness of company data relating to financial statements, reports and other official documents.

#### 3.2 Relationship with customers

The company's people behaviour towards customers is based on availability, respect and courtesy, with a view to a collaborative and highly professional relationship.

Contracts and communications to customers by the company must be:

- Compliant with current regulations and such as to not constitute evasive or otherwise incorrect practices;
- Complete so as not to overlook any relevant element for the purposes of the customer's decision.

#### 3.3 Relationship with suppliers

The purchasing processes are based on:

- Searching for the maximum competitive advantage for the company;
- Granting equal opportunities to suppliers;
- Loyalty;
- Impartiality.

CIEM S.p.A. expects suppliers, consultants, service and goods representatives to conduct their businesses according to the highest ethical standards. Suppliers must not conduct business in any way that could harm the reputation of CIEM S.p.A. or cause any law or regulation breaches by CIEM S.p.A..

We expect our suppliers:

- to treat people with respect and dignity, encourage diversity and different opinions, promote equal opportunities for all and help create an inclusive and ethical culture. Suppliers must ensure that its staff is aware of the importance of ethical behavior;
- to not engage in the use of forced labour or any form of modern slavery or human trafficking. This includes the transport, accommodation, recruitment, relocation or reception of vulnerable people through threats, force, coercion, kidnapping or fraud for the purpose of exploitation;
- to ensure that child labour is not used in carrying out the work. The term "child" refers to any person below the legal minimum age for employment in the location where the work is carried out;
- to provide equal employment opportunities to employees and job applicants regardless race, ethnicity, religion, color, gender, national origin, ancestry, sexual orientation, identity, or expression of gender, marital status, family structure, genetic information, or mental or physical disability;
- to comply with applicable laws regulating working hours, wages, and benefits. Employees must be paid in a timely manner that meets or exceeds minimum legal standards;
- to respect applicable laws that recognize and protect employees' rights to freedom of association and collective bargaining;
- to comply with all terms, conditions and other provisions specified in CIEM's S.p.A. purchase order
- in case of activities carried out in foreign countries, to respect local laws and regulations;
- to undertake to proactively detect and disclose any situations of conflict of interest and to provide tools to eliminate or mitigate the same. CIEM S.p.A. shall not tolerate any form of corruption, bribery, extortion, or fraud.

This includes giving or receiving valuables, including money, gifts, or illegal inducements that may improperly influence negotiations or any other dealings with governments and government officials, customers or other third parties.

- to supply items that are not and do not contain suspect/counterfeit parts;
- to apply the principles of the environmental management system in order to establish a systematic approach to managing the risks and opportunities associated with the environment, including the potential risk of non-compliance regulation, loss of reputation and opportunities for business growth through operational administration and the product;
- provide similar expectations along their supply chains.

CIEM S.p.A. has a zero tolerance policy towards corruption and prohibits anyone carrying out activities on its behalf to engage in activities that do not comply with its policy.

### 3.4 Sponsorship contributions and donations

No person within the company can give money or offer economic benefits or other types of benefits to subjects of the Public Administration or private organizations for the purpose of obtaining positions or other personal benefits or for the company itself.

No form of commercial or courtesy gift that could be interpreted as exceeding normal practices or in any case aimed at acquiring favorable treatment in the conduct of any activity that can be linked to the company is permitted.



### 3.5 Relationship with employees

All employees are expected to adhere to the highest ethical standards in their professional and commercial practices. To fulfill these obligations, the entire company must avoid conflicts of interest that may exist between external activities and obligations towards the university.

It is essential to identify and manage any potential conflict of interest effectively. A conflict of interest will interfere, or appear to interfere, with the legitimate commercial interests of CIEM S.p.A. To prevent a conflict of interest, any CIEM S.p.A. employee must be alert and adopt appropriate behaviour in situations where the objectivity of business decisions may be compromised.

The aim of this policy is to encourage the full professional development of the company, while minimizing the risk of unacceptable behavior in potential conflicting situations. Employees are expected to make decisions based on sound business judgment not clouded by favouritism / favourites arising from personal relationships and opinions.

All staff are required to respect intellectual property rights and protect confidential information safeguarding them from misuse, theft, fraud or improper disclosure.

CIEM S.p.A. acts honestly, with integrity and in compliance with all applicable laws and regulations in business in any country. CIEM S.p.A. complies with all terms, conditions and other provisions in purchase orders. When international activities are carried out, or if the principal place of business is abroad, CIEM S.p.A. respects local laws and regulations.

CIEM S.p.A. has a zero-tolerance policy for corruption and prohibits its employees from carrying out activities on its behalf, that are not in accordance with its policy. CIEM S.p.A. accomplishes every reasonable effort to promote adherence to this Code of Conduct among its employees and exercise due diligence to prevent and detect corruption in all corporate agreements.

## 4. SANCTION SYSTEM

The task to verify the implementation and application of the Code of Ethics falls on:

- Board of Directors;
- General Management;
- Supervisory Body: this body, in particular, in addition to monitoring compliance with the Code of Ethics, having access to all the company's sources of information for this purpose, suggests the appropriate updates to the Code itself, also based on reports received from the staff.

Violations of the Code of Ethics, possibly implemented by the recipients, are subject to the disciplinary system provided for by the company Model 231.

As a matter of fact, it is specified that in the event of violations of the Code of Ethics, the company shall take action against those responsible for any breach, and, where deemed necessary to protect the interests of the organization, disciplinary measures, which may go as far as the removal from the company of the managers themselves in addition to compensation for any damages resulting from the violations.

Violations of the rules of the Code of Ethics by employees means failure to fulfill the obligations deriving from the employment relationship, with all contractual and legal consequences, also with reference to their relevance as a disciplinary offence.

Violations committed by suppliers and external collaborators will be sanctioned in accordance with the provisions provided for in the relevant contractual assignments, except for more significant violations of the law.

Particular attention is given to computer data processing through internal systems: any problem and suspected violation must be immediately communicated to the IT services manager and/or to General Directorate for appropriate actions.

Violation of the principles established in the Code of Ethics and Conduct and in the company procedures means compromising the relationship of trust between the Company and anyone who commits the violation (administrators, collaborators, etc consultants, company staff, customers, suppliers). Violations, once ascertained, will be prosecuted promptly and immediately, compatibly with the provisions of the current regulatory framework, of adequate and proportionate disciplinary measures, regardless the possible criminal relevance of such behavior, up to the establishment of criminal proceedings in cases where they constitute a crime. In the case of violations by the directors, the report shall be made to the board of directors and to the shareholders' meeting for appropriate measures.

Penalties will be applied in the case of violations by suppliers and collaborators, and in the most serious cases, termination of the relationship, within the terms set out in the contracts. In case of violations by employees, this Code is adopted by the Company and disciplinary measures in line with current laws and the relevant national employment contracts are adopted. These measures may also include the removal from the Company of those responsible for such unlawful conduct.

The Company, to protect its image and safeguard its resources, shall not maintain any kind relationship with subjects who do not intend to operate in strict compliance with the current legislation, and/or who refuses to behave according to the values and principles set out in the Code of Ethics and Conduct.

The Company wants to establish precise disciplinary measures to ensure that abnormal situations do not arise at work such as to create discrepancies in a homogeneous management of behaviour and procedures.

More precisely, the company introduces disciplinary measures as follows:

- verbal reprimand;
- written reprimand;
- fine not exceeding three hours of hourly pay calculated on the minimum chart;
- suspension from work and pay for up to a maximum of three days;
- dismissal for shortcomings pursuant to art.10.

More precisely, the employer has the right to apply conservative sanctions, according to the criteria of seriousness and proportionality, when the employee:

- carries out the work entrusted to him/her negligently or deliberately slowly;
- abandons their job without any justifiable reason;
- is absent from work without justifying the absence;
- is found drunk at the beginning and/or during work;
- carries out child labour within the company's workshop on his own behalf or on behalf of third parties;
- outside the company carries out, on behalf of third parties, work pertaining to the company itself
- transgresses in any way the provisions of this Code or commits shortcomings that undermine discipline in the workplace.

The Company also informs that it can proceed with the dismissal of the employee in serious cases carried out by the employee as follows:

- serious insubordination or offenses towards superiors or colleagues;
- theft of material or equipment;
- theft of drawings, projects or other company documents;
- intentional damage to material and instruments;
- fights in the workplace or serious offenses towards fellow workers;
- outside the company carries out, on behalf of third parties, work pertaining to the company itself;
- carries out work on his own behalf or on behalf of third parties within the company's workshop;
- repetition of any of the shortcomings that have given rise to two suspensions;

Without prejudice, to any compensation for damages that the company may suffer as a result of the violation by the above subjects of the provisions contained in the Code of Ethics.

**ATTACHED: REPORTING for whistleblowing \_ OCTOBER 2023**

1. Access the link <https://areariservata.mygovernance.it/#!/WB/ciem>, fill in the form entering name, surname and personal e-mail address (please do not use the company e-mail, as requested by the Privacy Guarantor)

**Fill in the form to receive the unique access credentials**

**Name** \_\_\_\_\_

**Surname** \_\_\_\_\_

**e-mail** \_\_\_\_\_

**\* Please do not use your business email**

The email address is needed for the sole purpose of registration. Your email address shall not be visible to the company, it will be used only to receive notifications of any new communications from the reporting management

I declare to have read and understood the privacy Policy \_\_\_\_\_

**Send** \_\_\_\_\_

Already registered? **Click to access**  
Forgotten password? **Click to reset**  
For any doubt or need contact us by **clicking here**

**Compilare il form per ricevere le Credenziali Univoche di Accesso**

Nome \_\_\_\_\_

Cognome \_\_\_\_\_

Email \* \_\_\_\_\_

Si prega di non utilizzare l'indirizzo email aziendale

L'indirizzo e-mail è necessario al solo fine della registrazione. Il suo indirizzo e-mail non sarà visibile alla Società. Servirà unicamente per ricevere notifiche di eventuali nuove comunicazioni, da parte dei Gestori della Segnalazione.

Dichiaro di aver letto e accettato l'Informativa Privacy \*

Invia

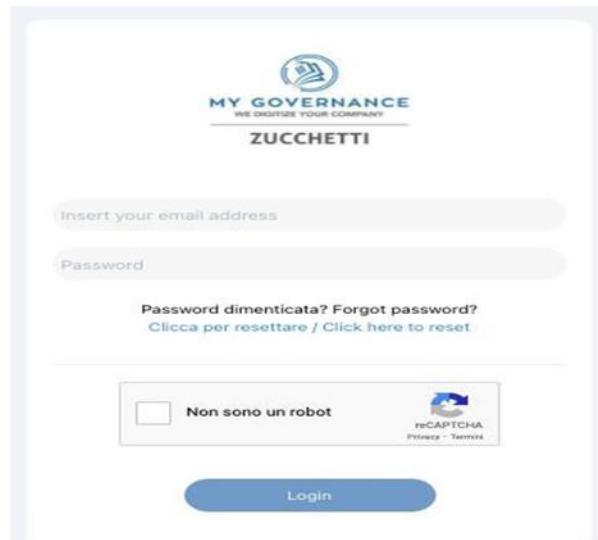
Sei già registrato? [Clicca per accedere](#)  
Password dimenticata? [Clicca per resettare](#)  
Per qualsiasi dubbio o necessità contattaci [cliccando qui](#)

2. Follow the instructions received with the email containing the Unique Access Credentials

3. Log in to your account with your credentials;

Click for Password Reset

I'm not a Robot



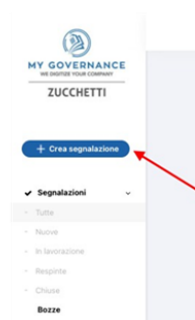
The image shows a login form for 'MY GOVERNANCE ZUCCHETTI'. It features a header with the company logo and name. Below the header are two input fields: 'Insert your email address' and 'Password'. A link for 'Password dimenticata? Forgot password? Clicca per resettare / Click here to reset' is positioned below the password field. At the bottom of the form is a 'Login' button. A reCAPTCHA widget is located below the login button, with the text 'Non sono un robot' and a checkbox.

4. Proceed by clicking the "CREATE REPORT" button;

+ Create a Report

Reports

Draft



The image shows a navigation sidebar for 'MY GOVERNANCE ZUCCHETTI'. It includes a '+ Crea segnalazione' button, which is highlighted with a red arrow. Below this button is a dropdown menu for 'Segnalazioni' with options: 'Tutte', 'Nuove', 'In lavorazione', 'Risposte', 'Chiuse', and 'Bozze'.

Report Code

Creation date

Status





The image shows a table header for reports. The table has three columns: 'Codice segnalazione', 'Data creazione', and 'Stato'. The table is currently empty.

Codice segnalazione	Data creazione	Stato
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5. At this point it will be possible to proceed with the reporting;
- (a) anonymously using the appropriate option;
  - (b) or, in a non-anonymous form, but in any case, with the confidentiality guarantees as provided by law.

**Report Data**

  
**Dati del segnalante**



**Anonymous reporting**

Segnalazione anonima (j)

**Nome del Segnalante\*** **Cognome del Segnalante\*** **Codice fiscale\***

\*\*\*\* \*\*\*\* \*\*\*\*

**Name of the reporter (\*)**                      **Surname of the reporter (\*)**                      **Fiscal/Tax Id code**

6. Once the reporting method has been established, the person reporting will proceed by filling out the form. The \* marked fields are mandatory. Some fields are open and must have a minimum number of characters.