

**MIB ITALIANA S.P.A.**



# CODE OF ETHICS

Enclosure A to the Organisation, Management and Control  
Model in compliance with Italian Legislative Decree No.  
231/2001

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## 1. INTRODUCTION

MIB Italiana S.p.A. is an Italian company founded in Casalserugo (PD), in 1969, a leading manufacturer of customised connectors and safety solutions for the international Oil and Gas market.

MIB Italiana S.p.A. (hereinafter "MIB") has adopted this Code of Ethics (hereinafter also the "Code") in order to clearly and transparently define the values to which it aspires in the performance of its activities.

The Code contains the ethical principles and rules of conduct that senior management, employees, consultants, associates, agents, suppliers, business partners and all those who work in the name of or on behalf of MIB (hereinafter the "Intended Audience") are required to observe.

The principles and the provisions of this Code set out the general obligations of diligence, integrity and loyalty, which qualify the fulfilment of the work services and the conduct in dealings with the community and in the work environment.

The observance of the Code is an integral part of the contractual obligations of the Employees, also pursuant to and for the purpose of Article 2104 of the Italian Civil Code (*diligence of the workers*): any violation by the Intended Audience constitutes, depending on the case, a disciplinary offence (punishable in accordance with applicable legislation) and/or a contractual breach. The value and importance of the Code of Ethics are reinforced by the provision of a specific liability of Organisations, as a consequence of the commission of the crimes and administrative offences referred to in Italian Legislative Decree No. 231 of 8 June 2001.

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## **2. ETHICAL PRINCIPLES**

### **2.1 Observance of the laws and regulations**

All activities performed in the name and on behalf of MIB must be carried out in absolute compliance with the laws and regulations in force in all countries in which it operates.

Each member of the Intended Audience undertakes to diligently acquire the necessary awareness of the laws and regulations applicable to the performance of his or her duties, as in force at the time.

### **2.2 Integrity**

In the performance of their duties, each member of the Intended Audience shall conduct themselves with moral integrity and transparency, as well as in line with the values of honesty and good faith.

### **2.3 Dignity and equality**

Each member of the Intended Audience acknowledges and respects the personal dignity, privacy and personal rights of any individual, both in internal and external relations. Each Member of the Intended Audience works with women and men of different nationalities, cultures, religions, sexual orientations and ethnicities. Discrimination, harassment or sexual, personal or other insults are not tolerated.

In the handling of hierarchical relations, MIB requires that authority be exercised with fairness, prohibiting any conduct that might in any way harm the personal dignity and professionalism of the employee.

In conclusion, MIB is committed to ensuring respect for privacy, especially with regard to information concerning the private sphere and opinions of each of its employees and, more generally, of those who interact with it.

### **2.4 Business ethics**

MIB develops its activities following a logic of efficiency and openness to the market, preserving the value of fair competition with other operators. Competitive acts carried out with violence or threats are not tolerated.

### **2.5 Professionalism and spirit of collaboration**

Each member of the Intended Audience carries out his or her activities with the professionalism required by the nature of the tasks and functions carried out, making the utmost effort to achieve the objectives assigned to him or her and undertaking the responsibilities incumbent on him or her by reason of his or her duties. Each member of the Intended Audience shall diligently carry out the necessary analysis and updating activities.

Mutual collaboration between those involved in any capacity in the same project or business process is an indispensable principle for MIB. Each member of the Intended Audience is therefore obliged, through his or her conduct, to contribute to the safeguarding of these values, both in and outside the workplace.

### **2.6 Safety of the work environment and of the workers' health**

MIB considers the safeguarding of workers' health and safety to be of primary importance, setting itself the goal not only of complying with the requirements of the specific regulations on the subject, but also of constant action aimed at continually improving working conditions.

MIB therefore complies with current regulations on safety and hygiene in the working environment. Each member of the Intended Audience must take the utmost care in carrying out his or her activities, strictly observing all established safety and prevention measures, in order to avoid any possible risk for himself or herself, for his or her co-workers and colleagues, and for the community. In particular, all the provisions laid down with reference to the Safety Consolidation Act (Italian Legislative Decree No. 81 of 9 April 2008) and any other legislation applicable to MIB must be observed; every member of the Intended Audience must comply with the instructions and directives provided by the parties to whom MIB has delegated the fulfilment of the safety obligations.

In order to implement its safety policy in the workplace, MIB ensures the ongoing training and awareness raising of all personnel on safety issues.

## **2.7 Traceability of the activities carried out**

Each member of the Intended Audience must keep adequate documentation of each transaction or operation carried out, in order to allow and be able to verify at any time the motives and characteristics of the same, in the phases of authorisation, execution, registration and verification of the transaction/operation itself.

## **2.8 Confidentiality and Privacy**

All information obtained by the Intended Audience in connection with their employment and collaboration relationship is the property of MIB.

MIB guarantees, in accordance with the provisions of the law, the confidentiality of the information in its possession and requires all members of the Intended Audience to use it for purposes exclusively related to the exercise of their professional activities.

Following the entry into force of Italian Legislative Decree No. 101 of 10 August 2018, which adapted the Italian Personal Data Protection Code (Italian Legislative Decree No. 196 of 30 June 2003) to the provisions of Regulation (EU) 2016/679 - GDPR, MIB has standardised data management and all inherent activities by operating in compliance with the aforementioned legislation.

## **2.9 Transparency and completeness of information**

The information that is divulged by MIB is complete, transparent, comprehensible and accurate, so as to enable third parties to make informed decisions about their dealings with it.

## **2.10 Conflicts of interest**

In the performance of all activities, MIB endeavours to avoid situations of conflict of interest, real or even only potential.

In the performance of their collaboration, the members of the Intended audience pursue the general interests and objectives of MIB.

Having taken into account the circumstances, each member of the Intended audience promptly informs their superior or contact individual of the situations or activities in which they could have interests in conflict with those of MIB (or if close relatives have such interests) and in any other event where significant reasons of advantage apply.

The Intended Audience respects the decisions which are adopted by MIB in this connection.

## **2.11 Dealings with Public Administration Authorities and Supervisory Authorities**

MIB bases its dealings with the Public Administration Authorities on the principles of transparency and loyal cooperation.

MIB fulfils its legal obligations vis-à-vis the Public Administration and the competent Authorities, guaranteeing the completeness and integrity of the information, the objectivity of the assessments, and ensuring the timeliness of their submission.

## **2.12 Environmental protection**

MIB is committed to protecting the environment. To this end, it steers its choices in such a way as to ensure compatibility between economic initiative and environmental needs, not only in compliance with current legislation, but also taking into account the development of scientific research and the best experiences in the field.

All environmental authorisations are duly obtained, kept up-to-date and the related provisions and requirements systematically implemented.

The waste generated by MIB's activities, industrial processes and production facilities is monitored, controlled and treated as prescribed by the relevant environmental regulations before dispatch or final disposal.

In conclusion, MIB requires all the Intended Audience of the Code of Ethics to respect the environment in which they operate by avoiding actions aimed at the destruction, dispersion, deterioration, despoliation, defacement and illegal use of assets, whether of a private nature or of a cultural or landscape nature.

### **2.13 Tax obligations**

MIB undertakes to carry out, with completeness and transparency, all the tax obligations imposed on it by current legislation and to cooperate, where envisaged, with the tax authorities.

MIB embraces the principles according to which tax declarations and the payment of taxes are not only legally mandatory, but also unavoidable behaviour in the context of corporate social responsibility.

### **3. RULES OF CONDUCT**

#### **3.1 Dealings with customers, suppliers, consultants and associates**

MIB establishes dealings with customers, suppliers, consultants and associates exclusively on the basis of criteria of trust, quality, professionalism and respect for the rules.

In the development of initiatives with the same, the following is required:

- establishment of dealings only with parties that have a respectable reputation, are engaged only in lawful activities and whose corporate ethical culture is comparable to that of MIB. To this end, the Intended Audience involved in the handling of dealings with customers, suppliers, consultants and associates must check in advance the information available on the parties themselves;
- assurance of the transparency of agreements and avoidance of the signing of secret pacts or agreements contrary to law.

In particular, with regard to the selection of suppliers, consultants and associates, MIB ensures that this activity is inspired exclusively by objective parameters of quality, expediency, price, capacity and efficiency such as to establish a relationship of trust with such parties. MIB will evaluate the choices, structuring dealings with complete respect for the other party as well as in relation to the protection of its own image.

#### **3.2 Dealings with institutions and public officials**

MIB's dealings with Italian, EU and international public institutions, as well as with public officials or public servants, or bodies, representatives, agents, exponents, members, employees, consultants, those appointed with public functions or services, public institutions, public authorities, public bodies, including economic, public bodies or companies of a local, national or international nature ("Public Officials"), must be handled by each member of the Intended Audience with the utmost transparency and integrity, avoiding conduct that might create the impression of improperly influencing the decisions of the other party or requesting favourable treatment.

Dealings with the parties indicated above are limited to the company divisions appointed and duly authorised in observance of the strictest observance of the legal and regulatory provisions and cannot in any way compromise the integrity and reputation of MIB.

For such purposes, the Intended Audience undertakes not to offer or promise, directly or via intermediaries, sums of money or other means of payment to public officials or public servants so as to influence their activities when accomplishing their duties.

These requirements cannot be avoided by resorting to other forms of contributions which, under the guise of the entrusting of professional appointments, consultancy, advertising, or other, have the same purposes prohibited above.

If it deems it appropriate, MIB may support programmes of public bodies aimed at realising utilities and benefits for the community, as well as the activities of foundations and associations, always in compliance with applicable regulations and the principles of the Code.

#### **3.3 Human Resources**

Each member of the Intended Audience must take the utmost care in carrying out his or her activities, strictly observing all established safety and prevention measures, in order to avoid any possible risk for himself or herself and for his or her co-workers and colleagues.

Every member of the Intended Audience must comply with the instructions and directives provided by the parties to whom MIB has delegated the fulfilment of the safety obligations.

MIB does not adopt any practice that may allow or even just facilitate, directly or by its Suppliers, employment relationships that do not comply with the law or that are in any case unfair, and in particular child labour, or forms of servitude, slavery, bonded or forced labour.

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All forms of harassment - psychological, physical, sexual - with regard to employees, associates, suppliers or visitors are prohibited. Harassment is understood to mean any form of intimidation or threat (including non-verbal, i.e. resulting from several forms of intimidating conduct because they are repeated over time or because they come from different parties) which is an obstacle to the tranquil performance of one's functions or the abuse by a hierarchical superior of their position of authority. In particular, any and all forms of mobbing according to the concept from time to time developed by the prevailing case law in Italy and/or in the country in which MIB operates is prohibited.

The mere proposition of increases in remuneration, other advantages, benefits or career advancement as a consideration for activities that are not in accordance with the law, the Code and internal rules and regulations is also prohibited, even limited to competence.

Any act of retaliation vis-à-vis those who refuse, complain of or report the regrettable circumstances described above, is prohibited.

The selection and recruitment of personnel must be carried out in strict compliance with procedures and be inspired by criteria of transparency, in the evaluation of the requirements of competence and professionalism, and of individual ability and potential.

### **3.4 Corporate communications and accounting records**

MIB believes that accounting transparency as well as the keeping of accounting records in accordance with the principles of truth, completeness, clarity, precision, accuracy and compliance with applicable regulations are fundamental prerequisites for effective control.

Adequate supporting documentation must be kept on file for each transaction, so as to allow easy recording of the accounts, reconstruction of the transaction and identification of any responsibilities.

Similarly, MIB maintains that the financial statements must present a true, clear and complete picture of the company's economic, equity and financial situation.

### **3.5 Anti-money laundering**

MIB operates its business in complete compliance with current anti-money laundering legislation and with the provisions issued by the competent Italian and foreign Authorities, and accordingly undertakes to refuse to carry out transactions that are suspicious in terms of propriety and transparency.

The Intended Audience is therefore required to check in advance the information available on business counterparts, suppliers, partners, associates and consultants, in order to ascertain their respectability and the legitimacy of their activities before establishing business relations with them.

The Intended Audience may use means of payment, such as credit and debit cards, duly issued by credit institutions and registered in the name of MIB, in a transparent and subsequently traceable manner by means of appropriate supporting documentation (vouchers and receipts).

MIB does not use virtual currencies as an alternative method of collection and payment.

### **3.6 Use of company equipment, devices and facilities**

It is expressly forbidden for the Intended Audience to use corporate assets, including IT and network resources, for needs unrelated to work reasons, for purposes contrary to law, public order or morality, as well as to commit or induce the commission of offences or in any case racial hatred, glorification of violence or violation of human and constitutional rights.

With particular regard to the company's IT tools, engaging in conduct that may in any way damage, alter, deteriorate or destroy IT or telematic systems, computer programmes and data is expressly forbidden. Each employee is personally responsible for maintaining the security of the aforementioned company assets, avoiding the fraudulent or improper use thereof as well as the passing on, even to colleagues, of their user IDs and access passwords.



The use of company assets must be exclusively functional in relation to the performance of company activities or for the purposes authorised by company managers. Use of the company's IT resources for consultation, access and, in general, for any activity involving sites with illegal content and especially child pornography, is expressly forbidden.

#### 4. IMPLEMENTATION OF THE CODE

The task of supervising the functioning of and compliance with this Code is entrusted to the Supervisory Body, endowed with autonomous powers of initiative and control, appointed by MIB's Board of Directors pursuant to the regulations set forth in Italian Legislative Decree No. 231/2001.

MIB's Supervisory Body, with regard to the supervision of the observance and implementation of the Code of Ethics, is the holder of the powers, tasks and duties envisaged in the Organisational Model adopted pursuant to the aforementioned regulations. Without prejudice to the observance of any protection envisaged by applicable regulations or collective agreements and without prejudice to legal obligations, the Supervisory Body is entitled to receive reports, requests for clarification, complaints or news of potential or actual violations of this Code.

In compliance with the provisions of Italian Legislative Decree No. 24 of 10 March 2023, regarding the protection of persons who report violations of national legislative provisions (whistleblowing), reports of violations (or attempted violations) of this Code may be made through the following confidential channel:

whistleblowing portal accessible from the Company's website ([www.mibitaliana.com](http://www.mibitaliana.com)) via the link [www.mibitaliana.com/whistleblowing/](http://www.mibitaliana.com/whistleblowing/).

Further details regarding the regulation of whistleblowing can be found in the "Whistleblowing Procedure/Disclosure" to which reference is expressly made. This document identifies the intended audience, the subject matter and content of the whistleblowing, the formalities for using the internal channel and the possibilities for using the external channel, the guarantees for the protection of the whistleblower and their responsibilities, the applicable sanctions, the procedure for handling reports and the archiving of the documentation relating to individual reports and produced in the phases for handling them.

It is the obligation of each member of the Intended Audience to report, without delay, any conduct that does not comply with the principles and rules of conduct set out in this Code, as well as any violation of the Organisational Model adopted by MIB pursuant to Italian Legislative Decree No. 231/2001.

Such reports may be addressed to the Supervisory Body using the following alternative channels set up for this purpose:

e-mail address: [odv.mib@mibitaliana.it](mailto:odv.mib@mibitaliana.it),

ordinary mail using the following address: SB MIB Italiana S.p.A., Via Garibaldi, 6 – 35020 Casalserugo (PD), Italy

The above-mentioned information will be handled in strict confidence, in accordance with the applicable legal provisions. It will therefore be the responsibility of the competent bodies to ensure the confidentiality of the identity of the whistleblower, without prejudice to the requirements related to the fulfilment of the verification obligations and the duties of the Supervisory Body, and to guarantee the whistleblower against retaliation, unlawful bias, discomfort and discrimination of any kind in the workplace on account of the report made.

## 5. DISCIPLINARY SYSTEM

### 5.1 Violations of the Code of Ethics

The observance of the rules contained in this Code is to be considered an essential part of the contractual obligations envisaged for MIB employees pursuant to Article 2104 of the Italian Civil Code; for Consultants, Associates and other third parties of MIB the observance of the Code of Ethics is requested in the related contracts.

### 5.2 Sanctions

Through the bodies and units specifically appointed for this purpose, MIB shall impose sanctions proportionate to the respective violations of the Code and in compliance with the provisions in force concerning the regulation of employment relationships, by virtue of the principles of consistency, proportionality, impartiality and uniformity.

The sanctions for MIB employees are consistent with the measures set out in the related CCNL (national collective labour agreement), as detailed in the Organisation, Management and Control Model adopted by MIB pursuant to Italian Legislative Decree No. 231/2001.

By contrast, any violation of the provisions of the Code of Ethics by Consultants, Associates and other third parties shall be promptly communicated in writing to the Supervisory Body by anyone who becomes aware thereof.

Such breaches are disciplined by the competent bodies on the basis of the internal company rules and as expressly envisaged in the related contractual clauses, and in any case with the application of conventional penalties, which may also include the automatic termination of the contract (pursuant to Article 1456 of the Italian Civil Code), without prejudice to compensation for damages.