



CODE OF ETHICS

of

VIR Valvoindustria Ing. Rizzio S.p.A.

December 2020

Introduction

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. is an international company with a presence in several countries which seeks to contribute to the economic development and welfare of the communities in which it conducts its operations.
- ✓ The mission of VIR Valvoindustria Ing. Rizzio S.p.A. is to grow and create value through the provision of increasingly innovative services and products capable of achieving maximum customer satisfaction, while ensuring due respect of the legitimate interests of all stakeholders, both within (such as: employees, shareholders) and outside the Company (such as: customers, suppliers, local communities), and of fair and correct practices in the management of labour relations, safety regulations in the workplace, and in compliance with the laws and regulations applicable to all its areas of activity.

To this end:

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. has adopted this document called the Code of Ethics which aims to provide the principles governing all business relationships and the guidelines on the ethical conduct that is expected of all its employees. The Code constitutes the Company's programme to ensure effective prevention and detection of any infringement of laws and regulations that are applicable to its business. The Code is a guide and support for each employee to enable them to pursue the Company's mission in the most effective way.

Furthermore:

The Code is a fundamental element of the organisation, management and control model that VIR Valvoindustria Ing. Rizzio S.p.A. is committed to strengthen and develop on a continuing basis. To this end, the Company ensures:

- ✓ the timely dissemination and disclosure of the Code in all workplaces and to all intended recipients;
- ✓ the timely communication for information purposes of all topics and amendments to all intended recipients of the Code;
- ✓ adequate training and information support;
- ✓ the adoption of sanctions which are fair and commensurate with the type of breach of the Code, making reference to the legal and contractual provisions governing the matter;
- ✓ the implementation of periodic audits (also through specific bodies or entities) designed to ascertain compliance with the rules of the Code.

General Principles

Fairness, trust, honesty, integrity and respect for the law are the values that must characterize all relationships among employees, between them and the Company, its customers, suppliers and competitors and with all those who for various reasons and functions interact with VIR Valvoindustria Ing. Rizzio S.p.A.

Use of the Code

- ✓ The Code is a document approved by the Company's Board of Directors; it defines the principles of business conduct and the commitments and responsibilities of employees in the performance of their duties.
- ✓ The Code applies to all directors of VIR Valvoindustria Ing. Rizzio S.p.A., to all employees of the Company, and to all other persons or companies acting in the name and on behalf of VIR Valvoindustria Ing. Rizzio S.p.A.
- ✓ The Code is brought to the attention of all employees in accessible places, in the most appropriate manner and is available on the website (www.vironline.com); it can also be requested from the Personnel Department.

- ✓ The Code may be subject to review by the Board of Directors of VIR Valvoindustria Ing. Rizzio S.p.A., which will take into account regulatory developments and the experience gained in applying the code. Any revisions will be made available to all interested parties and will be published as appropriate.

Business conduct policies

VIR Valvoindustria Ing. Rizzio S.p.A. organises and structures its entrepreneurial and commercial activities by requiring that all its personnel and all recipients of its activities act in accordance with its principles of business conduct.

Conflict of interest situations

- a) Each employee must act in the best interests of the Company without having regard to personal gain.
- b) Any situation giving rise to or constituting a potential conflict of interest must be reported to the Company.
- c) Employees must not give or promise to give money, gifts, payments, services for the purpose of obtaining or retaining Company business.
- d) VIR Valvoindustria Ing. Rizzio S.p.A. does not tolerate any type of corruption or incitement to corruption with respect to Private Persons, Public Officials or any person connected with the aforementioned persons.

Confidentiality

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. guarantees a high level of security in the handling of personal data and confidential information.
- ✓ To this regards, please refer to the Privacy and Data Protection Management Manual drawn up in compliance with the EU Regulation nr. 2016/679.

Duty of confidentiality and prohibition of disclosing confidential information

- ✓ The know-how developed by VIR Valvoindustria Ing. Rizzio S.p.A. is a resource that every employee and recipient must protect. Improper disclosure could result in damage to the Company's assets and reputation.
- ✓ Therefore, employees and other recipients are required not to disclose to third parties the Company's confidential information and the technical, technological and commercial know-how acquired in the course of their employment with VIR Valvoindustria Ing. Rizzio S.p.A., unless authorised by the Company.

The confidentiality obligations set out in the Code shall continue to apply also after the employment relationship has ended.

Corruption and unlawful payments

- ✓ In their dealings with the Company, all employees and the other recipients of the Code undertake to abide by the principles of integrity, honesty and fairness.
- ✓ Employees shall not give, promise, receive or accept money or other benefits in order to retain or obtain business of/for VIR Valvoindustria Ing. Rizzio S.p.A.
However, gifts of nominal value and which are part of common customs and traditions may be given and accepted if authorised.
- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. does not tolerate any kind of corruption with respect to Private Persons, Public Officials or persons connected or related to them, in any form or manner, in any jurisdiction concerned, even if not legally prosecuted.
- ✓ Employees and recipients of the Code (including their family members) are also prohibited from accepting gifts, presents or benefits that could compromise their independence of judgement.

Prevention of Money Laundering

- ✓ The employees of VIR Valvoindustria Ing. Rizzio S.p.A. must never engage or be involved in activities that may entail money laundering.
- ✓ Employees must carry out preliminary checks on financial and commercial counterparties and suppliers in order to ensure that their activities are respectable and legitimate, before establishing business relations with them.

Competition

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. recognises the fundamental importance of a global and competitive market and is committed to complying with competition laws in all the countries in which it conducts its operations.
- ✓ The employees of VIR Valvoindustria Ing. Rizzio S.p.A. must avoid all practices that may amount to a breach of competition laws.

Confidentiality

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. undertakes to treat any confidential information and personal data it may collect in the course of its business activities in compliance with all applicable laws on confidential information.
- ✓ To this end, the Company guarantees a high level of security in the use and selection of the systems it uses to process personal data and confidential information.

Employees

The Company recognizes that motivated and highly professional employees are an essential factor in maintaining competitiveness, creating value and ensuring customer satisfaction.

Obligations

The Code is an integral part of the employment contract of each employee:

1. as such, employees are required to strictly observe the provisions of the Code. Any breach of its provisions shall result in the adoption of appropriate disciplinary and sanctioning measures;
2. When performing their duties, employees must comply with all laws and regulations and with the legal practices in force;
3. employees must adopt actions and behaviours consistent with the Code and refrain from any conduct that might compromise the honesty or reputation of the Company;
4. employees must promptly report any potential infringement of the Code;
5. employees must comply with all internal provisions adopted by the Company;
6. employees must consult with management for any clarification on the interpretation of the Code;
7. employees must cooperate with any investigation carried out in relation to infringements of the Code.

Employees in positions of responsibility

All heads, supervisors and managers must set an example in complying with the principles of conduct both in their dealings with other employees and in the conduct of business.

All heads, supervisors and managers must report any breach or non-compliance with the code.

Workplace

Employees must endeavour to establish a decent working environment where everyone's dignity is respected. More specifically:

- ✓ they must not carry out their work under the influence of alcohol or drugs;
- ✓ they must not smoke in places where smoking is prohibited and must be sensitive to those who suffer from so-called 'passive smoking';
- ✓ they must refrain from adopting intimidating or offensive attitudes against their colleagues or subordinates, in order not to exclude or discredit them at work.

Company assets

Employees shall use the company assets and resources to which they have access and which are made available to them in an efficient manner and safeguarding their value.

It is prohibited to use those assets or resources in a way that is contrary to the interests of the Company.

Equal opportunities

VIR Valvoindustria Ing. Rizzio S.p.A. is committed to providing equal employment and career advancement opportunities for all employees.

Therefore, any form of harassment or discrimination is not acceptable and will not be tolerated.

Acts or conduct that constitute harassment or violence in the workplace are deemed unacceptable, and VIR Valvoindustria Ing. Rizzio S.p.A. undertakes to adopt appropriate measures against those who commit such acts.

The meaning of harassment or violence is explained in the definitions contained in the *Framework Agreement on Harassment*

and Violence in the Workplace of 26 April 2007, which are set out below:

“Harassment occurs when one or more individuals are repeatedly and deliberately abused, threatened and/or humiliated in a work context.

Violence occurs when one or more individuals are attacked in a work context.

Harassment and violence may be put in place by one or more superiors, or by one or more male or female workers, with the purpose or effect of undermining a person’s dignity, damaging a person’s health and/or of creating a hostile working environment’.

The Company also endorses the principle that the dignity of individuals cannot be violated by acts or behaviour amounting to harassment or violence and that harassing behaviour or violence in the workplace must be reported.

Everyone in the company has a duty to cooperate in maintaining a working environment in which the dignity of each person is respected and that encourages interpersonal relationships based on principles of equality and mutual fairness.

External relations

All employees are required to maintain and develop business relations and relationships with all categories of stakeholders by acting in good faith, fairness and transparency, in accordance with the principles and policy of VIR Valvoindustria Ing. Rizzio S.p.A.

✓ Customers:

VIR Valvoindustria Ing. Rizzio S.p.A. pursues the objective of fully meeting customer expectations and sees it as essential that its customers are always treated fairly and honestly.

It therefore requires its employees and other recipients of the Code to ensure that all relations and contacts with customers are conducted with honesty and with professional fairness.

Employees must follow the Company's internal procedures intended to achieve this goal by developing and maintaining profitable and lasting relationships with customers.

- ✓ Suppliers:
suppliers play a key role in the improvement of the Company. To ensure customer satisfaction is met at all times, VIR Valvoindustria Ing. Rizzio S.p.A. selects suppliers by assessing them impartially on the basis of quality, cost, product performance or services.

- ✓ Public institutions:
only employees delegated for the purpose can manage relations with Public Institutions; such relations must be transparent, clear, consistent with the laws governing the matter and with the Company's values. Gifts (if allowed) shall be of modest value and such that they cannot be interpreted as being intended to influence or procure undue advantages for the Company.

- ✓ Trade unions and political parties:
all Company's relationships with trade unions, political parties and their representatives or candidates must be based on the highest principles of transparency and fairness.

- ✓ Community:
all employees are committed to behaving in a socially responsible manner, in accordance with ILO conventions. VIR Valvoindustria Ing. Rizzio S.p.A. undertakes not to employ child labour and not to establish business relations with suppliers who employ child labour, as defined by the above conventions.

Health, Safety and Environment

- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. not only demands and acts in order to ensure compliance with safety, health and environmental protection regulations, but it is adamant in rejecting any compromise in such regard.
- ✓ VIR Valvoindustria Ing. Rizzio S.p.A. pursues the objective of ensuring effective management of health, safety and the environment, which it considers as decisive factors for its success.
- ✓ To this end, VIR Valvoindustria Ing. Rizzio S.p.A. has adopted a specific organisational and management model that puts in place a corporate system for the fulfilment of all relevant legal obligations, such as:
 - compliance with technical and structural standards for equipment, installations and workplaces
 - constant risk assessment activities and setting up of relevant prevention and protection measures
 - attention to and compliance with organisational rules on procurement, regular meetings, consultation with the Health and Safety representative
 - health surveillance activities
 - training and information activities
 - supervision of employees' compliance with safe working procedures and instructions
 - filling out and certification of documents required by law
 - checking the effectiveness of the procedures in place, adjusting them accordingly

All those working in or for VIR Valvoindustria Ing. Rizzio S.p.A. are responsible for the proper management of health, safety and the environment.

Health and Safety

All employees are expected to strictly comply with laws, legal practices and provisions on health and safety at work.

When carrying out their tasks, for which they have received the prescribed training and information, employees must pay attention to the correct use of protective means or equipment, where provided and prescribed, scrupulously following the procedures and/or protocols for their use, installation or implementation.

Each employee shall not cause other employees to be exposed to unnecessary or potential risks to their health or physical safety.

Environment

VIR Valvoindustria Ing. Rizzio S.p.A. complies with all relevant laws and regulations and acts in accordance with the following principles:

- ✓ not to pollute
- ✓ to develop increasingly environment-friendly techniques.

Accounting and internal control

The Company is committed to maximising its value. As such, VIR Valvoindustria Ing. Rizzio S.p.A. adopts financial planning and control standards and accounting systems that are appropriate to the accounting principles applicable to the Company's organisational needs.

In carrying out these practices and procedures, VIR Valvoindustria Ing. Rizzio S.p.A. acts with utmost transparency and consistent with best business policies:

- ✓ ensuring that all transactions are duly authorised, verifiable, legitimate and consistent
- ✓ ensuring that all transactions are properly recorded, accounted for and documented
- ✓ producing timely, complete, accurate, reliable and clear financial statements
- ✓ establishing rigorous business processes that ensure management decisions are based on economic analyses that are consistent with corporate policies
- ✓ ensuring that all documents to be sent to and prepared for regulatory bodies are timely, complete, accurate and reliable.

VIR Valvoindustria Ing. Rizzio S.p.A. considers that transparent recording in the accounts of each transaction carried out is of fundamental importance to its success.

Therefore, accurate, timely and detailed reports of financial transactions are required from the employees concerned.

Irregular bookkeeping is a violation of the Code and is considered illegal.

Employees who are required to cooperate in the preparation and drafting of documents intended for the Management and the Supervisory Bodies, must ensure, to the extent of their respective responsibility, that such documents are complete, accurate, reliable and understandable.

Implementation and guarantees

The Code defines the expectations of VIR Valvoindustria Ing. Rizzio S.p.A. in respect of those who are part of the organisation and with regard to the responsibilities they are required to take on.

A breach of the Code may result in termination of the fiduciary relationship with ensuing legal and contractual repercussions.

The Code shall enter into force with immediate effect.

The Management will conduct periodic auditing activities on the functioning and effectiveness of the Code, also with a view to adapting, updating or supplementing it over time.

Reporting a Violation

All the recipients of this Code of Ethics are required to report in writing any violation or suspected violation of the Code of Ethics to the Management.

No one will be subject to reprimand for having communicated a well-founded suspicion of any violation of these rules, unless these are made for defamatory or retaliatory reasons.

In ensuring the anonymity of those who make the report, the Management will carry out an investigation in compliance with the confidentiality and privacy criteria of the information; more specifically, as far as the employees are concerned, the investigation will be carried out in accordance with the legal provisions and the collective contract regarding the initiation of disciplinary proceedings.

The outcome of the investigation and any possible recommendations will be communicated to the Board of Directors.

Reports can be sent to the following email address: direzione@vironline.com.

The confidentiality of the reporting party is ensured, without prejudice to any legal obligations.

General provisions

A copy of the Code shall be delivered to all employees concerned and shall be appropriately disclosed.

Copies of the Code may be given to suppliers and/or customers.