

# BERTOLA

GROUP

ETHICAL CODE AND CORPORATE POLICY

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### 1.1 - Introduction

Bertola Srl has been a leading company since 1946 in galvanic treatments of copper, nickel and chrome plating; it places itself at the service of important industries specialized in sports equipment, automotive, motorcycles, interior furnishings, building windows.

High Technology Italia srl is a start-up born in 2017 in order to propose a technological and ecological high vacuum treatment with high efficiency and productivity, as an alternative to galvanic processes, with the help of the painting processes on urban, interior and decorative lighting, or automotive and motorcycle parts.

Bertola Group was born following the complete acquisition by Bertola srl of High Technology Italy Srl.

The two companies, in Bertola Group, aim to combine their peculiarities to offer a range of processes that are increasingly responsive to market demands, but also with innovative proposals, in a system that focuses on professionalism, skills, relational goods.

Bertola Group aims at a more effective use of natural resources with a view to waste reduction, using clean and renewable energy sources.

This document, approved unanimously by the Boards of Directors of the two Companies, represents the values in which the Companies of Bertola Group recognize themselves and which they apply in the exercise of their activities, also providing a set of dispositions useful to

conform the actions of all those who work in them on those principles, so as to contribute to the prevention of crimes from which it could derive responsibility for companies, but also and above all to adjust the functioning, the reliability of management and image the companies themselves.

Bertola Group companies recognize the centrality of human resources and believe that an essential factor of success and development of the company is represented by the human, material and professional contribution of all people who work there.

### 1.2 - Ethical principles and value of reputation

In conducting activities, unethical behaviors compromise the relationship of trust which is an intangible resource, essential for the companies of Bertola Group.

The respect for an essential core of values enhances the reputation of the companies and constitutes the first moment of the prevention activity of the commission of crimes in occupational health and safety matters from which liability may arise for companies according to Legislative Decree No. 81 of 2008 and Legislative Decree no. 231 of 2001.

The Code of Ethics therefore consists of:

- the general ethical principles on relations with company interlocutors;
- the principles of behavior towards each

class of company interlocutors, suitable to prevent the risk of unethical behavior;

- the principles of behavior explicitly aimed at the prevention of the commission of the crimes according to Legislative Decree 81/2008 and by Legislative Decree 231/2001;

- the implementation mechanisms, which describe the control system for the compliance with the Code of Ethics, for its continuous improvement and the related penalty system.

The companies of Bertola Group commit to promote the awareness of the Code by their internal and external addressees, ensuring the maximum diffusion (employees, collaborators and all those who cooperate in the exercise of Companies that are part of Bertola Group) through specific communication activities.

In order to ensure the correct understanding of the Code of Ethics to all employees, the Companies of Bertola Group organize disclosure meetings on training matter, aimed at promoting the knowledge of ethical principles and norms; in addition, a special initial training program is provided for new employees, together with delivery of the Code itself. For the disclosure of the Code outside the Bertola Group Companies, the website [www.bertolagroup.it](http://www.bertolagroup.it) has been chosen as primary channel of communication.

Bertola Group Companies belong to A.I.P.E.C - Italian Association of Entrepreneurs for an Economy of Communion - consisting of entrepreneurs, professionals, companies that inspire to the values and principles promoted by the Economy of Communion (E.d.C.) and from the Civil Economy, and intend to place the culture of giving as an added value of their own way of working in the national and international market.

The aim of A.I.P.E.C. is to help start fraternal businesses, which feel as their own the mission of eradicating misery and social injustice, to help build an economic system and a human society of communion.

Part of the company profits, when present, are

destined to achieve the three fundamental aims of the EoC:

- concrete help to the poor;
- creation of "new men" through the diffusion of the culture of giving and of communion;
- development of the company with the aim of increasing jobs and improving the working and living conditions of the staff already employed.

Mr. Bertola Livio, Chief Executive Officer and President of both Bertola Group companies, is the President of A.I.P.E.C.

### **1.3 - Description of the Code and user guide**

The Code indicates the principles and models of conduct of the activity taken by the company, as well as the commitments and responsibilities of collaborators, and provides information on the solution of ethical issues.

In particular, it is a guiding principle that the conviction of acting in some way according to company advantage does not justify adoption of behaviors in contrast with these principles.

All actions, operations referable to the corporate activity, must be undertaken and pursued in full compliance with the law, managed with the utmost correctness, be inspired by completeness and transparency of information and supported by documentary evidence, submitted to checks and controls.

Relations with the Authorities must be based on maximum transparency e collaboration, in full respect of their institutional functions.

### **1.4 - Scope of the Code**

The Bertola Group companies will ensure:

- the maximum diffusion of the Code among the corporate representatives and collaborators;
- to deepen and update the Code;
- to carry out checks in case of news of confirmed violation of the Code;
- the identification of a responsible (Supervi-

sory Body - ODV) to refer to in case of information or violations of the Ethical Code or about human rights in general;

- the application, in the event of a confirmed violation, of adequate penalties.

### **1.5 - Obligations of the addressees of the Code**

All addressees of the Code are required, in their own area of competence, to observe and to enforce the principles established therein.

In particular, every corporate representative has the duty to know the regulations contained in the Code and to:

- abstain from behaviors which are contrary to these regulations;
- contact their superiors or the established Supervisory Authority according to Legislative Decree 231/2001 (ODV below) in case of need of clarification about their application methods;
- promptly report to superiors, or to the ODV any news, of direct detection or reported by others, regarding possible violations of the Code or of human rights, through the available tools (DRA 018 in break room, notebook beside the production line or telephone contact, present on the bulletin board), indicating author of the act and description (whistle-blowing procedure).

### **1.6 - Validity of the Code towards third parties**

All employees of Bertola Group companies, addressees of the Code, on the basis of their competences, will take care to inform third parties about the contents of the Ethical Code which, in reference to these, however, will not be binding.

### **1.7 - Reference structures, implementation and check**

The companies of Bertola Group identify the contact persons in the Employer and in the ODV, towards the President of the Board of Directors, to which they will report every six months about the implementation and monitoring of the respect and effectiveness of the Ethical Code.

The Employer and the ODV are responsible for:

- supervising, also receiving information from corporate structures, for this purpose appropriately urged, on the observance of the Code by the addressees;

- supervising the effectiveness of the Code, i.e. its suitability for concrete prevention and repression of unethical behavior in the business corporate. In particular, the Employer and ODV are requested to:

- every week, check the entry box reports, examine the news of possible violations of the Code, arranging the appropriate checks, communicating their outcome and proposing, if necessary, the adoption of sanctions;

- promote the issue of guidelines and/or operating procedures for the implementation of the Code;

- promote and treat the predisposition of programs of information and training of the addressees of the Code, by the relevant functions, aimed at ensuring correct understanding of the norms of the Code and of the ethical values therein contained.

## **2 - GENERAL ETHICAL PRINCIPLES**

All the activities of Bertola Group Companies must be carried out in accordance with the general ethical principles listed below:

- HONESTY AND OBSERVANCE OF LAWS AND EMPLOYMENT CONTRACTS (the pursuit of the company interests can in no case justify a dishonest conduct), maintaining a fair and transparent behavior towards tax authorities, inspection bodies, trade unions and institutional bodies, but also applied to anti-corruption policies.

- FIGHT AGAINST CORRUPTION (it is forbidden to receive money, gifts or any other benefit or to accept the promise, from whoever will enter into relationships with companies and desire to unduly obtain more favorable treatments than what is due). It is forbidden also to grant benefits of any kind in favor of representatives of the public Italian or foreign administration, partners, or of their

close relatives, aimed at acquiring preferential treatment in the management of any business activity.

- PROFESSIONALISM (all the activities of Company must be carried out with commitment and professional rigor and in full spirit of reciprocal respect and collaboration).

- IMPARTIALITY (any discrimination is excluded for reasons of age, gender, orientation gender, personal and social conditions, race, language, nationality, political and trade union opinions and religious beliefs in the decisions that concern the activity of the Company, relations with the personnel and third parties).

- CORRECTNESS (situations in which the subjects involved are in conflict of interest must always be avoid) towards their own collaborators, promoting their professional growth and safeguarding safety at work, but also towards customers, suppliers and competitors.

- CONFIDENTIALITY (the companies of Bertola Group ensure the confidentiality of information in their possession and refrain from requesting confidential data from third parties, except in the case of express authorization and compliance with applicable law).

- QUALITY (paying special attention to the quality of the products placed on the market, first of all taking care to evaluate the impact they have on the environment and on the well-being of the people for whom they are intended).

- PROTECTION OF THE ENVIRONMENT (preventing where possible any form of pollution with a pre-eminent and constant commitment and predisposition of all possible measures to ensure to customers and employees an environment of healthy, welcoming and hygienic workplace).

- PROFESSIONAL GROWTH AND SATISFACTION (of their employees, organizing training meetings and refresher courses, providing moments of meeting with the staff and verification of employee satisfaction, their concerns and needs).

- RECIPROCITY (it is practiced in the companies the concept of reciprocity, where the

exchange of tangible and intangible value takes place in correct and beneficial way for all parties, creating a virtuous environment, where reciprocal support creates a greater value than the sum of the parties).

### **3 - CRITERIA OF CONDUCT**

#### ***Business ethics***

##### ***Unfair competition***

The companies of Bertola Group intend to protect the value of fair competition by refraining from collusive and predatory behaviors.

##### ***Behavior of collaborators with customers***

It requires its collaborators to adopt a behavior style based on availability, compliance with the law and with the regulations and courtesy, in the perspective of a collaborative relationship and high quality professionalism.

##### ***Information and confidentiality treatment***

Information from internal and external stakeholders are treated in full compliance with the confidentiality and privacy of the interested parties, avoiding unjustified transfer of confidential information to third parties, such as intellectual property of our customers and suppliers (copyright, trademark, design, etc.).

##### ***Gifts and gratuities***

No form of gift is allowed, gratuities, promise of future benefits exceeding the normal commercial or courtesy practices, and in any case aimed at acquiring treatments of favor in the conduct of the business of Bertola Group company; such a conduct is particularly recommended in liaising with Italians and foreigners public officials, their relatives and affinities.

The only forms of courtesy allowed must fall within the concept of modest value for a maximum amount not exceeding € 150.00 and be aimed at promoting the image or initiatives

promoted by it; the same rules are applicable to gifts and gratuities received by employees or directors.

### ***External communication***

Communication towards its stakeholders is based on respect for the right to information; under no circumstances is it permitted to divulge news or false or biased comments.

Every communication activity complies with the law, the rules, practices of professional conduct, and is made with clarity, transparency and timeliness.

Collaborators who deal with communications towards the outside of Bertola Group companies (website, financial and non-financial reports, quality reports) are responsible for prepare clear, truthful, precise, complete reports, respecting the confidentiality of the sensitive data.

### ***Counterfeit parts***

Employees must apply the procedures established by the company to avoid the risk of introducing counterfeit parts and materials inside of the commercialized products.

### ***Responsible supply chain***

Collaborators who deal with the procurement of materials and components must apply the corporate procedures established to reduce risks of failure in complying with the applicable legislation and ethical principles and social accountability by its suppliers; avoid the risk of purchasing parts and materials from suppliers that violate human rights and as much as possible avoid products that have a negative impact on the environment.

### ***Personnel management***

Personnel management takes place with the methods described below.

### ***Personnel selection***

The evaluation of the applications is based on the matching of the candidates' profiles for the needs of Bertola Group companies, in compliance with equal opportunities for all interested parties. Bertola Group companies in the hiring phase of migrants and during work collaboration verify the validity of residence permits of the worker. Bertola Group companies respect age minimum admission to work which in Italy is fixed at the moment in which the minor concluded the period of compulsory education and in any case cannot be less than 16 years old. In case of employment of minors, Bertola Group observes the specific legal requirements on the subject (risk assessment before hiring, prohibition of assigning minors to jobs which are potentially harmful to their full psycho-physical development, medical visits, preventive and periodic, limits on work timetable, absence of overtime and night work, breaks and rests, paid holidays, same salary as an adult worker for an equal work).

Bertola Group companies can hire minors who have reached the age of 15 in accordance with the school - work alternation regulation up to age 18, to complete training or acquire a qualification or professional diploma through a contract of apprenticeship.

The information requested from candidates are closely related to professional and psycho-aptitude profile verification of the person, in full respect of the private sphere and of the opinions of the individual; in the selection and recruitment stages, the personnel in charge, in the limits of the available information, adopts appropriate measures to avoid any form of favoritism, nepotism, or clientelism; for example, the companies of Bertola Group, under any circumstances, do not submit the personnel to pregnancy test.

### ***Establishment of the employment relationship***

The staff is hired with a regular work contract; no form of irregular work or "black labor" is tolerated.

Upon establishment of the employment relationship, each employee receives accurate information related to:

- characteristics of the function and tasks to be carried out;
  - regulatory and remuneration elements, as regulated by the national collective labor agreement;
  - rules and procedures to be adopted in order to avoid behavior which are contrary to the law.
- This information is presented to the employee so that the acceptance of the assignment is based on actual understanding.  
All recruitment costs will be covered by the Employer.

### ***Exploitation and training of human resources***

Bertola Group companies use and fully value all professionalism present in the structures through activation of the available levers to promote development and growth of its employees. In this context, selection, training, advancements and incentives are based on objective elements and disregard from investigations on personal convictions, trade union memberships or political affiliations, religion, gender, sexual orientation, origin, nationality, state of health of the person.

The companies of Bertola Group make all information, tools and training available with the aim of enhancing the specific skills and implement the professional value of the staff.

### ***Personnel evaluation***

Bertola Group companies avoid any form of discrimination and, in the context of personnel management and organization processes, decisions are based on correspondence between expected profiles and profiles owned by employees. Evaluation is determined with the involvement of reference managers, as far as possible, of every person who have entered into a relationship with the evaluated subject.

Even in the evaluation, within the limits of the available information, the Company take appropriate measures to avoid favoritism, nepotism, or forms of patronage.

### ***Workers' rights (employment contracts, working hours, overtime, salary)***

Workers' rights are always protected. Bertola Group companies do not appeal nor support forced or bonded work, including prisoner labor. In none case, no originals of the identity documents are kept nor cash deposits or other type of goods are requested to the worker upon hiring nor original copy of the worker's personal documents are kept.

Working hours adopted by the Companies comply with national laws, the applicable CCNL, the industry standards of the sector, expected holidays, and are clearly indicated in hiring stage. Overtime is always voluntary, never systematic and it respects the limits established by the applicable CCNL.

It is recognized to all workers and collaborators the right to leave work in case of imminent and serious danger without having asked permission to the Companies, but referring to the designated Supervisors or to managers or to the Employer.

Salaries paid by the Bertola Group companies are consistent with the provisions of the applicable CCNL, which ensures alignment to both legal and industrial applicable minimums. Wages are recognized on a regular monthly basis and pay slip details all items which make up the pay itself. No cash, vouchers, coupons or bills of exchange, under no circumstances, are used for the payment of wages, but only payments to the bank account of workers.

Any disciplinary sanctions, which may include payroll deductions, comply with the expected applicable CCNL.

Overtime and related hours and wages comply with the applicable CCNL, which provides details of the increases to be recognized according to all possible overtime types (e.g.,

weekdays or holiday, nocturnal).

Staff are guaranteed two days off every five consecutive jobs, and any exceptions are applied only for limited time periods after being agreed with workers.

The employment relationships established by the Companies of Bertola Group with workers and collaborators are in any case compliant with the legal applicable requirements and no contract schemes different with respect to the duties or to the performed tasks are used. Agreements with people in training or internships are stipulated respecting the applicable mandatory legislation and are not an employment coverage.

### ***Freedom of association***

All Company personnel have the right to join existing trade union organizations or to form one of them, and organize trade unions of his own choice, with the purpose of collectively bargaining his rights. The companies of Bertola Group do not hinder this right in any way, they inform the staff and do not implement no negative repercussions or retaliation towards the members of the Union Organizations.

Bertola Group Companies do not interfere in any way in the constitution, operation or management of such workers' organizations or collective bargaining: these principles comply with the provisions of the Italian legislation on work.

### ***Privacy protection***

The privacy of employees, customers, suppliers and consultants, is protected by adopting standards that specify the type of information to be requested and the related treatment and conservation methods.

Any investigation of ideas, preferences, personal tastes and, in general, private life to anyone is excluded.

These standards also provide for the prohibition, except for the hypotheses provided for by law, of communicate or disseminate personal data

without the consent of the interested party.

### ***Protection of the person***

The companies of Bertola Group are committed to protect the moral integrity of employees, guaranteeing the right of working conditions which are respectful of human dignity.

For this reason the Companies safeguard workers from acts of psychological violence and counteract any attitude or discriminatory or harmful behavior against the person, his beliefs and his preferences.

Anyone who believes to be have been subjected to harassment or to have been discriminated for reasons related to age, gender, race, state of health, nationality, political opinions and religious beliefs etc., may report the incident to the sector managers of the Companies and give communication of the Code of Ethics violation to the Employer or to the Supervisory Body through the methods identified in point 5 below.

### ***Duties of the worker***

The following are the duties of the worker, referred to the internal corporate regulation.

### ***Rules of conduct***

The worker must act loyally, in compliance with the obligations signed in employment contract and the provisions of the ethic code, ensuring high standards for rendered performance. He will absolutely have to avoid conduct that could damage the property of Bertola Group companies, their management, the relationship with stakeholders and the image of themselves.

### ***Use of the assets of Bertola Group companies***

Every worker is required to operate with diligence to protect the assets of the companies, through responsible behavior and in line with the objectives and operating procedures in place to regulate its use, accurately documenting their use.



The Companies reserve the right to prevent distorted use of its assets and infrastructure.

### ***Conflict of interest***

All collaborators of Bertola Group companies are required to avoid situations from which conflicts of interest may arise and to refrain from taking personal advantage of business opportunities they have come to know in the course of carrying out their own functions. In case even only the appearance of a conflict of interest manifest, the collaborator is required to notify it to the manager, who will evaluate the actual presence case by case, communicating it possibly to their manager up to Employer.

### ***Information management***

The employee must know and implement what required by Bertola Group Companies policies on the subject of security of information to ensure its integrity, the confidentiality and availability. It is required to process his own documents using a clear, objective and exhaustive language, allowing for any verifications by colleagues, managers or external subjects, authorized to request it.

The employee is required to respect the commitment taken (at hiring and during the course of work) with the signing of the agreement for the confidentiality of reserved information of Bertola Group companies (processes production, materials, specifications, etc.), of their own Customers (drawings, projects, technique specifications, etc.), of their Suppliers from which they come to know in the performance of the duties and they are required not to use reserved information for purposes not connected with the exercise of their business.

### ***Health & Safety***

The companies of Bertola Group carry out their own activities in accordance with current

legislation to protect working conditions, following the dictates of the ISO 45001 certification.

The Companies, within the scope of their activities, are committed to spread and consolidate the culture of safety, developing, through the Employer and company guarantees, the awareness of the risks and using all the resources needed to ensure safety and security health of employees, external collaborators, customers.

For these reasons, the companies of Bertola Group undertake to comply with current legislation in matters of prevention, protection, with the adoption of technical and organization tools to oversee safety and health by making all the necessary economic and financial knowledge resources available for hierarchies.

Companies staff, within the matter of his duties, must participate to risk prevention, environment safeguarding, health and safety security towards each one, colleagues and third parties.

Bertola Group companies have identified and maintain the necessary responsibilities for complying with applicable legal requirements and implementing of the Management System of Health and Safety: Employer (DL), Head of Protection and Prevention Service (RSPP), Workers' Representative for Safety (RLS), Competent Doctor (MC). All figures and responsible persons are formalized in the Safety Organization Chart.

DL, RSPP, RLS, MC are the components of the Health and Safety Committee, which annually, through the meeting according to article 35 of Legislative Decree 81/2008:

- Helps to improve health conditions and workplace safety, also based on historical trends;
- Conducts risk assessments for work-related health and safety by identifying at the same time the appropriate measures to deal with the real and potential risks that have emerged.

Bertola Group companies adopt a specific organizational model aimed at verifying the compliance with the risk assessment procedures and the issuing of the related document, as well as

its updating and concreteness implementation. They also take measures to comply with a Health and Safety Management System on work based on the ISO 45001 standard.

Any suspicion of a violation of these procedures must be brought to the attention of the ODV.

#### **4 - EFFECTIVENESS OF THE CODE AND ITS VIOLATION**

Compliance with the provisions of the Code must be considered an essential part of the contractual employee obligations according to and for the effects of art. 2104 of the civil code.

**Violation of the provisions of the Code may constitute a default of primary obligations of the employment relationship or illicit disciplinary**, in compliance with the procedures provided for by art. 7 of the Workers' Statute, with all legal consequences, even in order to the maintenance of the employment relationship, and may result in compensation for the raised damages.

The companies of Bertola Group relate to all staff with dignity and respect, and in no case contemplate the use of bodily or mental punishments, physical coercion, verbal abuse to the staff. Harsh or inhuman treatments are not allowed. In cases where disciplinary practices are needed to be adopted, at least the foreseen procedures by the applicable CCNL are respected, publicly displayed on the information notice board available to personnel. Compliance with the Code must be considered essential part of the contractual obligations taken on by corporate officers.

To the Supervisory Body, pursuant to Legislative Decree N. 231/06, the following tasks are assigned for the implementation of the provisions contained in the Ethical Code:

- make decisions regarding violation of the Code of significant relevance;
- express opinions on the revision of the most relevant policies and procedures, for the purpose of ensuring its consistency with the Ethical Code and the organizational model;
- provide for periodic review and

modification of the Ethical Code and the Organizational Model.

The Supervisory Body operates with impartiality, authority, continuity, professionalism, autonomy and suggests any updates of the Code also based on reports received by the addressees.

The Supervisory Body also works with wide discretion and with the complete support from the top management of the companies, with whom collaborates in complete independence.

#### **5 - NOTICES IN CASE OF DEFAULT**

In order to ensure the effectiveness of the Code, the companies of Bertola Group prepare information channels expected by the organizational structure and internal procedures, through which all who come to know of any unlawful conduct existing within the companies may report freely, directly and in confidential manner, to the Employer or to the Supervisory Body.

It is obligation of each employee and collaborator to report, without delay, any non-compliant behavior, even by third parties, with the principles of Code. Identity confidentiality of the whistleblower is guaranteed, except for needs related to the performance of the duties of the Supervisory Body, as well as the immunity of the whistleblower from retaliation, unlawful conditioning, inconvenience and discrimination of any kind in the workplace, for reporting the violation of contents of the Code.

If an employee wishes to appeal in relation to a violation (or presumed violation) of the Code, he may take contact with your direct supervisor. So far as the dispute remains unresolved, or the collaborator feel uncomfortable addressing his direct superior, he will report to the Supervisory Body.

If again, the collaborator does not want to give up his privacy or feel a discomfort in addressing the ODV directly, he can take advantage of the tools made available by the company (DRA 018 in the break room, notebook beside the production line or telephone contact present on the bulletin board), indicating the perpetrator

of the act and description (whistle-blowing procedure).

If a third party wishes to appeal in relation to a violation or presumed violation of the Code, he must contact with the Supervisory Body.

**Employer:**

LIVIO BERTOLA - livio@bertolasrl.it  
348 2303152

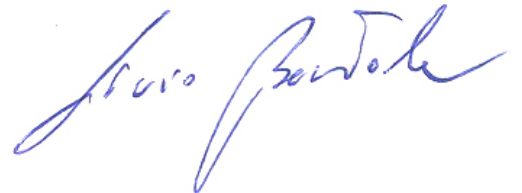
**Supervisory body:**

PIERANTONIO SERAFINO  
pieraserafino@ecolavservice.com  
320 7412492

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*President and CEO*

LIVIO BERTOLA



**BERTOLA GROUP**

Via Roma, 37 | 12030 Marene (CN) Italia

Phone +39 **0172.742031** | [info@bertolasrl.it](mailto:info@bertolasrl.it) | [bertolagroup.it](http://bertolagroup.it)