

CODE OF ETHICS

of

Gandini Group

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Introduction

The Italian companies of the Gandini Group , GFM S.p.A. e GHP S.r.l. (hereafter the Gandini Group) operating in the development and installation of high-precision mechanical components in the energy field, in performing its activities, respect the laws, regulations and directives issued by the various authorities, as well as all acts, issued by any public authority, binding on companies that operate under their discipline.

The Code of Ethics outlines the corporate rules which the Gandini Group observes while conducting its business operations, in relationships with third party contractors, with clients, with suppliers and partners, with Institutions and with regulatory bodies.

The Gandini Group acts in accordance with the principles of freedom, human dignity and respect for diversity, by removing all discrimination based on sex, race, language, personal and social conditions, and political and religious belief.

Similarly, Gandini Group gives fundamental importance to the value of workplace safety, paying particular attention to employee training, the adoption and maintenance of personal protective equipment, as well as any other means to protect the health and safety of workers.

The Gandini Group also supports respect for the environment, preventing pollution, leakage and other phenomena that could alter the ecosystem of the area in which it operates.

Due to the size and importance of their activities, as well as its strategic role in the framework of the national manufacturing industry, the Gandini Group aims to grow consolidating a solid image, faithful to the values of integrity and fairness, in every process of daily work and in all relationships with institutions and customers.

To this end, the Gandini Group promotes a work environment based on respect, fairness and collaboration, and, thanks to the experience gained in its sector, enables the involvement and accountability of managers, employees and third parties in the attainment and pursuit of its objectives.

This Code, therefore, has been prepared with the aim, among others, of clearly defining the values that the Gandini Group recognizes, accepts and shares.

Through the use of information technology, the Gandini Group is also committed to maintaining a program of information and awareness on the provisions of this code and its application in the

business, so that employees, managers, officers and all those who work for the various group companies act in strict observance of the principles and values contained in this Code.

This Code is approved by the Board of Directors of GFM S.p.A. e GHP S.r.l..

Chapter I. General

Art.1 Application and recipients

1. The principles and provisions of the present Code of Ethics (the "Code") represents illustrative examples of the overall duty of diligence, honesty and fairness that qualify the fulfillment of work and behavior in the workplace, as well as the principles of transparency, efficiency and good faith that guide the activities of the group, with regard to customers, Institutions and suppliers.
2. The principles and provisions of the Code are binding on the Directors, on all individuals with subordinate contractual relations with the Group ("employees"), and on all who work with the individual Group companies, even temporarily ("third party contractors"). The directors, employees and third party contractors are hereafter referred to as "recipients".
3. The Code is brought to the attention and must be expressly accepted by third parties contracting with Group companies or that have relationships with the Group, stable or temporary, through means, also electronic, that ensure awareness.

Chapter II. Guidelines

Art. 1 Guidelines

1. The Code contains and outlines a set of principles whose observance is fundamentally important to the regular operation, managerial reliability, and corporate image of the Gandini Group companies. These principles apply to transactions, behaviors, and relationships, both internal and external to the Group.
2. Gandini Group entrusts human resources with a central role in the development and consolidation of its activities, based on respect for the person and professionalism of each worker and collaborator, within the general framework of the Code.

Art. 2 Responsibility e fairness

1. Each recipient of the Code shall undertake to act and perform with the utmost diligence, efficiency and fairness, using to the fullest the company structures and tools, and assume the responsibilities relating to the duties required by their functions.

2. All the corporate operations and activities carried out by each employee, third party or manager should respect current regulations, internal procedures and the general principle of good faith and fairness.
3. The recipients shall not use information, goods and equipment for personal means.
4. In carrying out corporate functions, no recipient shall accept or make, for themselves or for others, suggestions, inductions, or reports likely to harm Gandini Group or create undue advantages for themselves, Gandini Group or third parties.
5. Each recipient also refuses to make any promises and/or undue offers of money or other benefits, subject only to gifts of modest value (under Euro100) during the holidays or special occasions, with no benefit.
6. If a third party makes an offer, excluding normal commercial incentives or gifts of modest value, the recipient is obliged to inform their hierarchical superior or the appropriate person.
7. In any event, the pursuit of the interests of the Group Gandini never justify conduct contrary to the principles of fairness and responsibility.

Art. 3 Impartiality

1. In relations with all parties, no recipient shall discriminate based on age, ethnic origin, nationality, political opinions, religious beliefs, sex or health.

Art. 4 Confidentiality

1. All recipients of the Code and the Model 231/2001 must ensure maximum confidentiality of news and information relating to the business, plans, client information and data, production processes and the supplier network of Gandini Group, in compliance with internal procedures.

Art. 5 Integrity

1. Managers, employees and third party contractors of the Gandini Group shall act in a way that does not compromise the integrity, reputation and image of the individual companies that make up the Group and collaborators. Third party contractors must also act in compliance with the requirements of fairness imposed by law and this Code.

Art. 6 Conflict of interests

1. In carrying out their duties and tasks, recipients should always act in the general interest of the Gandini Group.

2. Recipients must give prior notice and without delay to their hierarchical superior, or directly to Board of Directors (if a manager), of activities or situations in which conflicts of interests with the Gandini Group could arise.
3. Following this prior notice, the recipient shall refrain from any act or activity that can compromise the interests of the Gandini Group and shall comply with the consequent decisions of the superior.
4. In any case, Gandini Group will avoid situations of involving conflict of interests, whether real or merely potential, including any situation in which an employee works to satisfy an interest other than that of the company and its shareholders, for personal benefit.

Art. 7 Health and environmental protection

1. Gandini Group guarantees working conditions that respect individual dignity in a safe and healthy environment, because the physical and moral integrity of individuals is held by the Gandini Group to be a primary and indispensable value. Business operations are conducted in accordance with standards defined in the UNI INAIL guidelines, and are also governed by internal ISO regulations.
2. The Gandini Group is committed to the preservation of the natural environment and the ecosystem of the area in which it conducts its business. For this reason, the Gandini Group selects options aimed at the compatibility of economic initiatives and environmental requirements.

Art. 8 Anti-money laundering

1. The Gandini Group and third party contractors should never participate in operations that could involve laundering of proceeds from criminal or illegal activity in any way, shape or form. Gandini Group enforces anti-money laundering legislation in all operations and activities.

Art. 9 Training and updates for the recipients of the Code and the Model

1. Gandini Group is committed to providing to all recipients appropriate training and continuous updates on the administrative liability of legal persons. Training and updates can be done with the aid of computer technology, seminars or business meetings.

Chapter III. System of Internal Control

Art. 1 Principles of the system of internal control

1. To facilitate greater efficiency and effectiveness of company operations, the Gandini Group has established a system of control, based on the procedures and principles described below.
2. System of internal control mean the complete suite of tools and processes adopted by the Gandini Group to verify, manage and improve the Group's operations, including the following:
 - (a) continuous update and improvement of the existing system of quality;
 - (b) continuous update of the corporate procedures and workflows;
 - (c) fair management of each individual Group company;
 - (d) safeguarding of company assets;
 - (e) choice and adoption of behaviors and processes to comply with the regulations in force and with internal regulations.

Art. 2 Operation of the internal control system

1. The internal control system operates through periodic tests and planned internal audits of business operations with related reporting.
2. The internal control system operates and reports to all governing bodies of the individual Gandini Group companies.

Chapter IV. Relations with customers and suppliers

Art. 1 Contractual relations with customers and suppliers

1. Commercial relations between Gandini Group and its customers and suppliers are founded on the principles of fairness, honesty, professionalism, transparency and full cooperation.
2. All contracts, of whatever value, are in written form and will be formalized, even as circulars or exchange of electronic correspondence, in utmost compliance with current laws.
3. All business relationships between Gandini Group and its customers and suppliers are based on the principle of traceability and therefore all payments are received and maintained using tools that allow perfect reconstruction of the economic relationship.

Art. 2 Respect for the principle of legality in dealing with suppliers

1. Gandini Group prohibits commercial relations with people directly linked to criminal organizations or, individuals who have been convicted of criminal activity in the course of their commercial activities.
2. If, at any time during the contractual relationship, including contract negotiations, an anomaly is noted which could be criminal in nature, the individual handling the relationship will communicate the anomaly immediately to the Board of Directors and to the Supervisory Board established under L.D. 231/2001.
3. Gandini Group requires all suppliers to explicitly accept this Code of Ethics, which can be made available electronically.

Chapter V. Relations with collaborators

Art. 1 Employees

1. All Gandini Group employees are hired under a formal work contract and no form of irregular employment or exploitation is tolerated.
2. At any stage in the employment relationship, including hiring, Gandini Group does not tolerate any form of discrimination. Candidates' professional profiles are evaluated exclusively in relation to company interests.
3. All personnel search and selection processes are performed respecting the candidate's *privacy* and ensuring equal opportunity.
4. In establishing and carrying out the employment relationship, Gandini Group values training on regulatory aspects of employment, including L.D. 231/2001.
5. The Gandini Group is committed to the highest standards of safety and health at work, and plans to continuously monitor and prevent risks arising from normal business activities.

Art. 2 Technical updates

1. Gandini Group ensures training and development for employees through development and study tools, and allowing participation in professional courses and seminars.

Art. 3 Privacy Policy

1. The Gandini Group handles personal data of collaborators, internal and external, in full compliance with current legislation, adopting all measures and precautions indicated in L.D. 196/2003 and listed in the Security Policy Document (DPS).

Art. 4 Harassment or mobbing in the workplace

1. The Gandini Group promotes initiatives to implement working methods aimed to achieve greater organizational well-being.
2. The Gandini Group expects that there be no harassment or bullying practices in the workplace, involving internal and external collaborators, such activities are prohibited. This includes:
 - to create an intimidating, hostile, isolationist or discriminatory environment with respect to individuals or groups of workers;
 - to engage in unjustified interference with the execution of the work of others;

- to hinder others' individual job prospects for reasons of personal rivalry or on behalf of other employees.
3. All forms of violence or harassment whether sexual or related to personal and cultural diversity are prohibited. This includes:
- to make any decisions of relevance to the recipient's working life based on sexual attentions, or personal and cultural;
 - to encourage employees to perform sexual favors by the influence of one's role;
 - to propose private interpersonal relations despite an expressed or reasonably clear dislike;
 - to refer to disabilities and physical or mental impairments, forms of cultural and religious differences or sexual orientation.

Art. 5 Abuse of alcohol or drugs and no smoking

1. All employees of the Gandini Group should contribute to promoting and maintaining a climate of mutual respect in the workplace with particular attention to respect for others.
2. To be under the influence of alcohol, drugs or substances with similar effect, in the course of employment and in the workplace will be considered conscious assumption of the risk of compromising the environment . Chronic addictions, which impact the work environment, will constitute similar responsibility and contractual implications; the Gandini Group is committed to fostering social actions envisaged in this area by employment contracts.
3. It is expressly prohibited to:
- possess, consume, offer or give any narcotics or with similar effect, in the course of employment and in the workplace;
 - smoke in the workplace. The Gandini Group, in identifying possible smoking areas, will give particular attention to the condition of those who feel physical discomfort for the presence of smoke in the event of cohabitation work and who ask to be protected from contact with "passive smoking" in their place of work.

Chapter VI. Recipients

Art. 1 Required conduct of recipients

1. The Gandini Group requires that, in every situation, all recipients act in a manner that does not violate the laws of the Italian and community legal system, and the Foreign Country in

which the Group operates, and apply the values and principles contained in this Code of Ethics and in the Model based on L.D. 231/2001. In any event, the Gandini Group will not tolerate conduct, which is illegal or contrary to this Code and will impose all appropriate disciplinary measures to punish such violations.

2. Each recipient is required to perform his duties with decorum, professionalism and respect for human dignity.

3. Each recipient must retain information and confidential documents with the utmost care and must follow the instructions and procedures in place to protect confidentiality and privacy.

Art. 2 Use of company assets

1. Each recipient is responsible for the protection and preservation of the assets assigned to him and has a duty to promptly inform the responsible parties for any damage or malfunction. In particular, this duty is included in the legal responsibilities for safety in the workplace.

2. Each recipient can use company assets only for reasons of non-personal service. Upon termination or suspension of the professional relationship with the Gandini Group, for whatever reason, the recipient is obliged to return all assets.

3. In the use of information systems, each recipient agrees not to install borrowed or unauthorized software and never to make unauthorized copies of licensed programs for personal use, or for third parties.

4. Employees use the information systems within the limits and in the sole interest of company: every employee is responsible for the security of the systems and is subject to regulations and conditions of license agreements. Except as provided for by criminal and civil laws, the misuse of company assets and resources includes using network resources for purposes other than those inherent in the employment relationship, to send messages that are offensive or that may damage the company's image.

5. Employees are also required not to divulge their passwords to access the computer system, to pay utmost attention and effort in order to prevent the possible commission of crimes through the use of information systems.

6. Anyone who is in any way aware of the alteration of the computer system or data, must immediately notify management and the Supervisory Board.

7. On submission of an expense report, actual and reasonable expenses that are authorized in accordance with the rules laid down in the applicable specific procedures will be reimbursed. Receipts for supplies of goods and services are always required, and in all circumstances separate personal from business expenses.

Art. 3 Distribution of the Code

1. The Code of Ethics and future updates are reviewed and approved by each Administrative Body of the Gandini Group companies respectively.
2. The observance of the rules of the Code must be considered an essential part of the contractual obligations of all Individuals in the Gandini group pursuant to and for the purposes of the applicable law.
3. Distribution of the Code of Ethics is through posting on internet and intranet sites of the individual companies and by posting on their message boards.
4. All recipients of this Code have the right to obtain a paper or electronic copy of this document, on request.

Art. 4 Compliance with the Code

1. All recipients are required to comply with all provisions of this Code and of the Model of Organization, Management and Control, drawn up in accordance with L.D. 231/2001.
2. In case of violation of the Code and/or Model, Gandini Group, also through the Supervisory Boards of the individual companies, will adopts disciplinary measures against those responsible for violations, in accordance with the provisions of collective agreements, individual contracts and the disciplinary code that is an integral part of the Model.
3. The violation of the principles and contents of the Code may constitute breach of contractual employment obligations or a disciplinary offence, with any legal consequences in order to preserve the employment relationship, which may lead to claims for damages.
4. The notice of a violation may be made either by written complaint, anonymously, or by an independent investigation initiated by any entity within the Gandini Group.
5. In internal evaluation proceedings and possible imposition of disciplinary action the right to an adversarial process will be guaranteed in accordance with labor laws.

Art 5 Revisions of the Code

1. Revisions of the Code proposed by the Managing Director of GFM S.p.A., after consulting the Board of statutory auditors, and the sole Director of GHP S.r.l., and are approved by the Board of Directors of GFM S.p.A., and by the shareholders of GHP S.r.l..
2. The proposal is made taking into account *stakeholders'* evaluation of the principles and contents of the Code, ensuring proactive contributions and notification of possible deficiencies.

Chapter VII. Relations with Public Bodies

Art. 1 General

1. In dealings with all Institutions, the Gandini Group bases its activity on the principles of fairness, transparency, cooperation and non-interference, in the respective roles of the various Institutions.

Art. 2 Public Administration

1. All relations of Gandini Group companies with public Institutions shall be managed and governed only by employees and by persons delegated to this task.

2. In relations with the Public Administrations, all recipients of this Code emphasize the principles referred to in the preceding article, and should always avoid any behavior that could give rise to concerns about possible collusion with intent of the Public Administration officials.

3. It is always prohibited to pay or offer, directly or indirectly, money and material benefits and other advantages of any kind to third parties, whether representatives of Governments, public officials and public servants or private employees, in order to influence or remunerate the actions of their Office.

4. Employees of Gandini Group companies and external collaborators who may appear to be acting on behalf of Gandini Group companies, must act with transparency, fairness and traceability in their relations with the Public Administration. Such dealings are reserved exclusively to the functions and relevant positions, in accordance with the approved policies, procedures, delegations and/or proxies in place

5. It is forbidden to make, induce or encourage false statements to Authorities. Such behavior is not tolerated under this Code of Ethics.

6. The Gandini group does not make contributions, direct or indirect, in whatever form to political parties, movements, committees and political organizations and trade unions, nor to their representatives and candidates.

Chapter VIII. Financial Statements and returns

Art. 1 Basis of preparation of financial statements and accounting records

1. Accounting transparency is based on truth, accuracy and completeness of the base information base in the accounting records. Each member of company bodies, of management

or employee shall cooperate, within their sphere of influence, to ensure that operations are properly and timely registered in the accounts.

2. It is forbidden to engage in behaviors that may cause harm to the transparency and traceability of financial reporting.

3. Supporting documentation of the activity is kept for every transaction, in order to ensure:

- simple and timely accounting entries;
- the identification of the various levels of responsibility and segregation of duties;
- accurate reconstruction of the transaction, to reduce the likelihood of significant or interpretative errors.

3. Each accounting transactions must reflect exactly what is clear from the supporting documentation. It is the responsibility of all Individuals in the Gandini Group to ensure that documentation is easily found and organized according to logical criteria.

4. The financial statements of each company in the Gandini Group are prepared in accordance with the Civil Code and tax legislation.

5. All persons in charge of compilation and preparation of the financial statements are required to verify, with appropriate diligence, the correctness of the data and information that will form the accounting basis for the financial statements.

6. Directors are prohibited from engaging in any conduct that may harm the integrity of the financial position of the Gandini Group.

7. All recipients shall abstain from any action, simulated or fraudulent, likely to impair social commitment, forming an illegal majority or a resolution.

8. Individuals of the Gandini Group who become aware of any omissions, misrepresentations, negligence in the accounting or in the documents on which accounting is based, shall bring the facts to their supervisor, or to their organization, and to the Supervisory Board.

Art. 2 Tax returns

All tax returns of the companies in the Gandini Group are prepared in full compliance with all the applicable fiscal rules and regulations.

Chapter IX. Supervisory Board

Art. 1 Supervisory Board

1. The Supervisory Board of each Gandini Group company is responsible for ensuring the smooth and continuous implementation and application of this Code and the L.D. 231/2001 Model.

2. In carrying out the above mentioned activities, the Supervisory Board has full financial and operational. The Supervisory Board has full and independent powers, through which they can collect any information whatsoever related to the implementation of the Model and the Code.

3. The Supervisory Boards, as independent bodies within the Gandini Group, have, among others, the following rights:

- to know of all corporate communications;
- to know all financial transactions funding the various corporate functions;
- to gather information of any kind, even from third parties, concerning possible violations of this Code or Model, where possible, protecting the confidentiality of the source of information and guaranteeing anonymity, if disclosure of the identity of the source could compromise serenity in the business.

4. The Supervisory Board of each company in the Gandini Group monitors the adequacy of and compliance with the Code and the Model, and holds the authority to inform the respective administrative bodies about shortcomings and inadequacies of the Code or Model.

5. The Supervisory Board presents a semi-annual report to the Board of Statutory Auditors and the Board of Directors of GFM S.p.A. and to the Sole Director of GHP S.r.l. of the implementation and potential need for updates to the Code and of activities performed.

6. The Supervisor has the responsibility for:

- promoting and facilitating implementation of the Code of Ethics and the issuance of related procedures; reporting and proposing to the Board of Directors of the Company those initiatives to achieve a wider dissemination and knowledge of the Code in order to avoid the occurrence of violations;
- promoting awareness of the Code of Ethics through communication and training programs for management and employees of the Gandini Group;
- investigating reports of possible violations of the Code through appropriate procedures; intervening in cases of possible violations of the Code deemed not properly addressed or reprisals suffered by Individuals as a result of reporting violations;

- communicating to the competent departments results of checks on the adoption of any sanctions; informing the department/line managers of the results of reviews relevant in determining appropriate measures.

7. Any information for the attention of the Supervisory Board can be sent to the following email:

- for GFM S.p.A.: odv@gfmspa.com
- for GHP S.r.l.: odv@ghpsrl.com