



CODE OF ETHICS





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1. PREMISE

Neri Motori S.r.l., in order to clearly and transparently define the totality of the values which the company draws upon in seeking to attain its objectives, has developed a Code of Ethics, which must be fully complied with to ensure that the company is well run and to guarantee its reliability, reputation and image, and which constitutes the foundations of the success and the present and future development of the same.

The activities of Neri Motori S.r.l. must, therefore, comply with the principles set forth in this Code of Ethics.

Neri Motori S.r.l. is aware of the importance of ethical-social responsibility in the carrying out of its business and company activities and undertakes to respect the legitimate interests of its stakeholders as well as of the collectivity within which it operates. Contextually, it requests that all of the employees of the company and all those who co-operate with it respect the company rules and regulations set forth in this Code.

In so far as the Code of Ethics constitutes an integral part of the Model of Organisation and Management of Neri Motori S.r.l., these two documents should be read in strict correlation with one another.

The model of organisation is the type of organisation the company has adopted in order to ensure that it operates in respect of, and with the putting into practice of, the principles of the Code of Ethics.

2. MISSION AND ETHICAL VISION

The main objective recognised and pursued by Neri Motori S.r.l., through its strategies and operative management choices, is that of creating value for stakeholders.

Neri Motori S.r.l. intends to maintain and develop a trust relationship with its stakeholders and to pursue its objectives seeking to best satisfy the interests involved, while complying with all legal provisions and with the principles of honesty, impartiality, reliability, loyalty, propriety, transparency and good faith.

3. SCOPE OF CODE APPLICATION

This Code of Ethics applies to the entire Neri Motori S.r.l. company. The principles and provisions of the Code of Ethics are binding on the directors, employees and all those who work with Neri Motori S.r.l. on the basis of contractual relationships, including those of a part-time nature. All the afore-mentioned subjects are herein collectively referred to as "addressees".

In particular, the Sole Director of the company is held to base the setting of objectives, proposing of investments and carrying out of projects, as well as all decisions or actions, on the principles of the Code; in the effective carrying out of management activities, managers must likewise draw upon the same principles, reinforcing in this way cohesion and a reciprocal spirit of collaboration, including in relation to third parties coming into contact with the company itself.

Those employees and collaborators not directly employed by the company, as well as suppliers, business relationship partners and all those having long-term contractual relationships with Neri Motori S.r.l., are held to conduct themselves as per the provisions of the Code.

It is the responsibility of top and middle management to ensure the application of the principles and values contained within the Code of Ethics and the Model of Organisation and Management in its entirety.

Top and middle management are obliged to:

- provide, by means of their own behaviour, an example to their employed personnel and collaborators;
- supervise effective compliance with the Code of Ethics and the Model in its entirety on the part of their employed personnel and collaborators, encouraging them to obey the same as the maximum expression of the company concept of ethics;

- ensure that their employed personnel and collaborators understand that abiding by the Code and the Model in its entirety constitutes an essential part of their job;
- take, when the context so demands, immediate corrective measures;
- prevent any retaliation.

The company undertakes to inform addressees as to the Code of Ethics by means of dedicated communication activities and by the signing of declarations confirming knowledge of the principles of the Code of Ethics and similarly an undertaking to comply with them in relationships with the company, refraining from any form of conduct that induces the company, its managers, employees or collaborators to violate any of principles set forth in the Code of Ethics.

With the aim of ensuring a correct understanding of the Code of Ethics, periodic communication programmes, aimed at increasing awareness of the principles and ethical regulations contained within the Code, are arranged and carried out.

In order to ensure complete compliance with the Code, Neri Motori S.r.l. shall undertake to nominate an Audit Committee which, within the sphere of the responsibilities provided for by legislative provisions, shall also undertake to:

- constantly monitor the application of the Code of Ethics on the part of interested parties, including through its accepting of notifications;
- report any violations of the Code;
- express binding opinions concerning any revisions of the most significant company procedures and policies with the aim of guaranteeing coherence with the Code of Ethics;
- provide, where necessary, to periodically revise the Code;
- propose or apply appropriate sanctionary measures in cases of violation.

Neri Motori S.r.l. provides to set up channels of communication through which addressees can report their notifications.

Alternatively, all addressees can notify the Audit Committee, in writing and in a non-anonymous manner, as to any violation or suspected violation of the Code of Ethics with it taking appropriate measures to guarantee the necessary confidentiality of the identity of the reporting party, unless otherwise provided for by law.

When the Audit Committee ascertains a violation of the Code of Ethics, it shall advise the head of personnel or, in more significant cases, the Sole Director of the same, indicating its own suggestions and/or the sanctions it holds to be necessary.



4. PRINCIPLES AND REFERENCE REGULATIONS

4.1 Respect for law

An essential principle of Neri Motori S.r.l. is respect for the current regulations and laws in all the countries within which it works.

4.2 Honesty and propriety – obligations of all personnel

Relationships between Neri Motori S.r.l. and all its personnel are based upon trust and collaboration.

All personnel shall act and behave as per the principles, objectives and undertakings provided for by the Code and the Model in its entirety.

In addition, personnel shall perform their activities and use the property of Neri Motori S.r.l. according to the criteria of propriety, cost-effectiveness, efficiency and efficacy.

All activities undertaken by the personnel of Neri Motori S.r.l. in carrying out their work-related responsibilities should be characterised by:

- optimal accounting and management correctness;
- legitimacy from a formal and substantial point of view;
- completeness and transparency of information;
- active and full collaboration with any authorities.

The same should be carried out with diligence and professional rigour appropriate to the assigned responsibilities.

Gifts over and above those presented as a form of courtesy or as part of normal business practice, or which are given with the aim of obtaining preferential treatment, are not permitted.

In cases of doubt, it is always opportune for an employee to consult his/her own direct head or, via the latter, the Audit Committee, in order to obtain prior authorisation.

When forbidden gifts, gratuities and benefits are received, the interested parties should inform their own head of the same and, through the latter, the Audit Committee.

In all cases, documents relevant to the activities of Neri Motori S.r.l., and work-related equipment and all other goods, whether physical or immaterial, belonging to the same, should only be used for company purposes.

They may not be used by personnel for private purposes nor may they be removed from the company or made available, even temporarily, to third parties.

No personnel may be involved in other activities, as specified below.

The obligation of loyalty, which summarises the cited obligations, means that:

- It is not possible to have other employment relationships, as an employee, with another employer;
- It is not possible to carry out any activities that are however in conflict with the interests of the company or are incompatible with position requirements.

In this regard, it is important to clarify that art. 2105 c.c. provides that "the employee must not engage in any business, whether on his own behalf or that of a third party, in competition with the employer, or disseminate information relating to the organisation and production methods of the Company or use it in a way that may prejudice it".

Therefore, the acceptance of any positions and/or responsibilities (including, by way of an example, consulting activities or co-option onto boards of administration) in companies that are not part of Neri Motori S.r.l. necessarily requires prior and express approval.

Relationships between personnel, at all levels, should be characterised by criteria and behaviour reflecting propriety, collaboration, transparency, loyalty and reciprocal respect.

As a result, acts and behaviour characterised by animosity and conflictuality must be avoided.

Personnel may not use information that is not available to third parties and not rendered public, including that obtained in a confidential manner during work-related activities, for purposes of personal interest or gain.

The top and middle management should notify the Audit Committee as to any behaviour potentially at risk of constituting an offence, inherent to operative processes of competence, which they come to be aware of either directly or by means of information received from their own personnel or collaborators.

In connection with full compliance with the Code and the Model in its entirety, personnel and collaborators may refer to their own heads or, through the latter, to the Audit Committee.

In particular, the personnel and collaborators of Neri Motori S.r.l. are obliged to:

- refer to their heads or, through the latter, to the Audit Committee, in cases where clarifications are required concerning the mode of application of the Code and the Model in its entirety;
- communicate any fact or information, whether obtained directly or indirectly, in relation to possible violations;
- communicate any requests received which would lead to a violation of the Code of Ethics and the Model;
- collaborate with the bodies responsible for verifying possible violations;
- refer to their heads, or, through the latter, to the Audit Committee, if, after providing a notification they believe:
 - that the matter has not been adequately dealt with;
 - they have suffered retaliation.

Neri Motori S.r.l. encourages the reporting of illegal behavior in violation of the provisions of the Code of Ethics, the Organization, Management and Control Model and the management systems (e.g. Information Security Management System and Corruption Prevention Management System).

The management of reports is entrusted to the Supervisory Board in compliance with the provisions of the Disciplinary System referred to in the Organization, Management and Control Model of Neri Motori.

Indeed, the Company has defined the necessary tools to allow the timely and effective communication of suspects. Two alternative channels for reporting have been implemented:

- paper channel, i.e., sending a letter addressed to the Supervisory Board, to the address of the Chairman of the Supervisory Board, Dott.Andrea Bertolotti, Via Torelli 52, 43123 Parma (and no longer addressed to the Company's headquarters).
- computer channel, consisting of an e-mail address addressed to the Supervisory Board, with password-protected access reserved only for members of the Supervisory Board (whistleblowing.nerimotori.it@gmail.com).

Neri Motori S.r.l. does not tolerate any form of retaliation and guarantees the confidentiality, privacy and anonymity of the reporter, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused and/or in bad faith.

Furthermore, concerning confidential communications, Neri Motori fulfils the requirements of Legislative Decree no. 24 of 10 March 2023, which constitute a separate regulatory corpus with respect to Legislative Decree 231/01. In this case, in fact, the reports may also concern conduct not relevant for the purposes of Legislative Decree 231/01 such as all illegal conduct of an administrative nature, accounting, civil or criminal law affecting the public interest or the integrity of the public administration or private entity, including where provided for by Community law, with particular reference to money laundering, terrorism financing, product security and compliance, transport safety, environmental protection, food and animal feed safety, animal health and welfare, public health, protection of personal data and security of



networks and information systems. Moreover, pursuant to Legislative Decree no. 24 of 10 March 2023, the persons involved are not only employees in the strict sense, but also self-employed persons, shareholders, members of the administrative and supervisory boards, external collaborators, paid and unpaid trainees, all entities working under the supervision and direction of contractors, sub-contractors and suppliers, as well as the C.D. facilitators (i.e., those who assist the worker in the reporting process and whose assistance must be reserved) and also third parties related to the signaler, such as colleagues and relatives.

For the definition of the purposes, the objective scope, the subjective scope, the protection of the reporting agent and the use of the reporting channels specifically provided for in application of D., Lgs n. 24/2023, please refer to the specific information and procedures prepared by Neri Motori.

Personnel may not however:

- carry out investigations on their own account;
- report information to anyone other than the competent company bodies.

In terms of information technology applications, all personnel are held to:

- scrupulously comply with the provisions of company security policies, in order not to compromise the functioning and protection of information technology systems;
- refrain from sending threatening or insulting email messages;
- refrain from surfing on Internet websites with unseemly, offensive, pornographic or forbidden content and likewise refrain from saving files of this nature on company computers.

4.3 Centrality of the individual

Neri Motori S.r.l. fosters respect for the physical and cultural integrity of individuals.

In addition, it promotes the well-being of personnel by means of cultural, social and recreational initiatives as part of a wider company welfare project.

It guarantees working conditions that respect personal dignity as well as safe working environments.

It does not tolerate requests or threats that seek to induce others to act against the law and the Code of Ethics, or to behave in a way that is detrimental to the beliefs and preferences, both moral and personal, of individuals.

Neri Motori S.r.l. supports and respects human rights in conformity with the Universal Declaration of Human Rights of the United Nations Organisation.

4.4 Impartiality and equal opportunities

Neri Motori S.r.l., in relation to all decisions which influence relationships with its stakeholders, undertakes to avoid any form of discrimination whatsoever on the basis of age, sex, sexuality, state of health, creed, nationality, political opinions and religious beliefs.

4.5 Transparency and completeness of information

Neri Motori S.r.l. undertakes to inform all stakeholders, in a clear and transparent manner, through delegated managers, as to its state of affairs and progress, without favouring any interest group or individual.

In relationships with the press, Neri Motori S.r.l. presents itself in an accurate and transparent manner. Neri Motori S.r.l. recognises that the press plays a fundamental role in the process of information transfer.

The company undertakes to constantly update all those involved, whether directly or indirectly, as to its activities. Neri Motori S.r.l. undertakes to render public, either via its own means or through press channels, information which aids understanding of the activities carried out, the possible effects on the collectivity and also future plans. Given the delicate nature of said task, communication activities and the provision of information relative to the activities of Neri Motori S.r.l. are the exclusive responsibility of the relevant nominated company managers, who act with the prior approval of the Sole Director. Others are therefore forbidden from disseminating information inherent to Neri Motori S.r.l. without previous authorisation. In conjunction with the activities of Neri Motori S.r.l., personnel should not have relationships with press bodies or other information sources and should refrain from making any public declarations that may have an affect on the company image, even where these involve providing simple clarifications. In such event, heads shall be promptly advised. For this reason, Neri Motori S.r.l. manages relationships with its interlocutors according to the principles of transparency and equal treatment in so far as concerns the completeness of information and the timeliness of its dissemination.

4.6 Accounting records

All transactions and operations carried out must be properly recorded allowing the processes of decision, authorisation and completion to be verified. Each operation should be appropriately supported by documentation that permits, at any time, checks to be made to determine the details of, and motivations for, the operation and to identify who authorised, completed, registered and verified the operation itself.

4.7 Confidentiality of information

Neri Motori S.r.l. ensures the confidentiality of the information in its possession and compliance with regulations governing personal data.

All the information available to the company is handled protecting the confidentiality and privacy of those in question.

In terms of the same, every employee should:

- acquire and handle only that data which is necessary for, and directly connected with, his/her role;
- store said data in such a way as to prevent extraneous third parties accessing the same;
- communicate and divulge data in line with established procedures, that is to say, with the prior authorisation of the relative delegated person.
- determine the confidential and private nature of information according to that set out in the relative procedures;
- ensure that there exist no confidentiality restrictions in connection with relationships of any kind with third parties.

4.8 Prevention of conflicts of interest

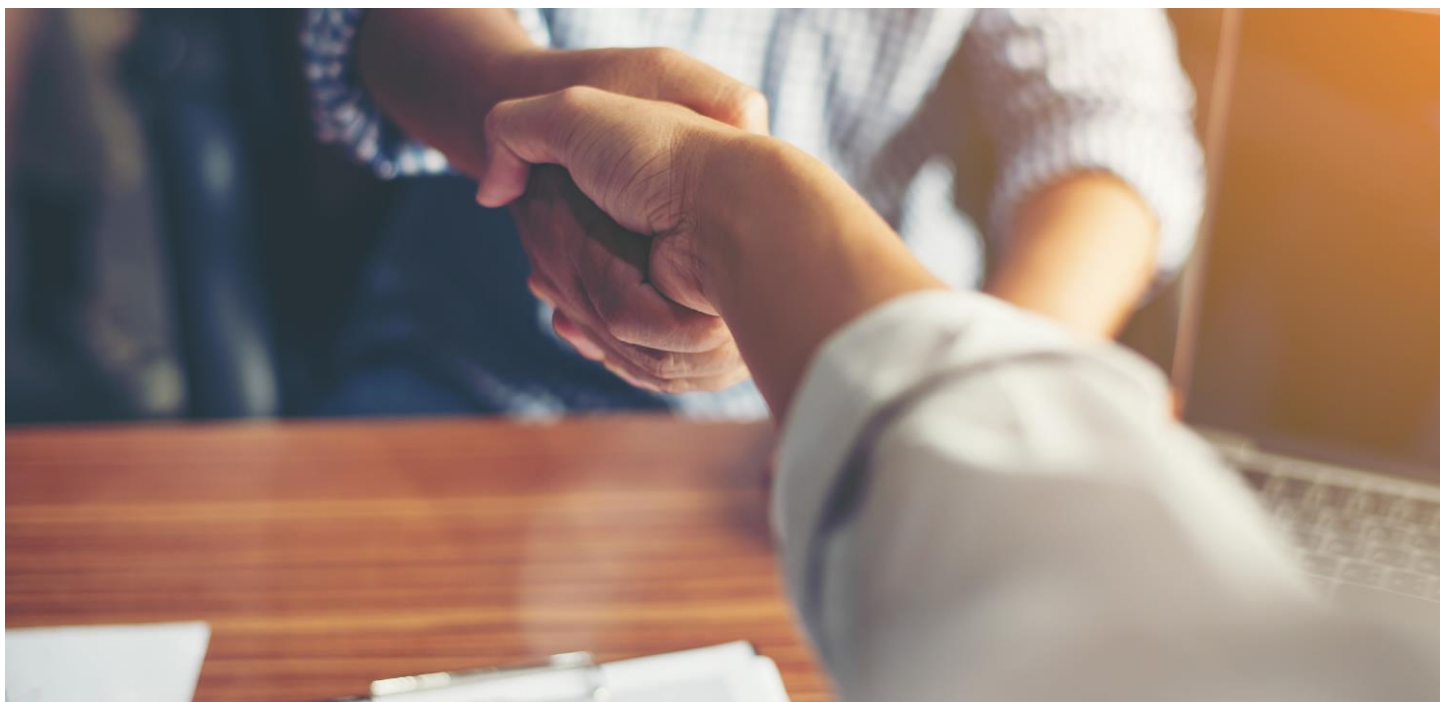
Neri Motori S.r.l. operates in such a way as to avoid situations where those involved in transactions are, or may appear to be, in conflict with the company itself.

By way of illustrative, but incomplete, example, conflicts of interest may be considered to be:

- the co-interest, evident or otherwise, of an employee in supplier, client or competitor-related activities;
- the instrumentalisation of a personal role for the purpose of interests that contrast with those of the company;
- the use of information acquired in carrying out work activities for personal advantage, or for the advantage of third parties, being however in conflict with company interests;

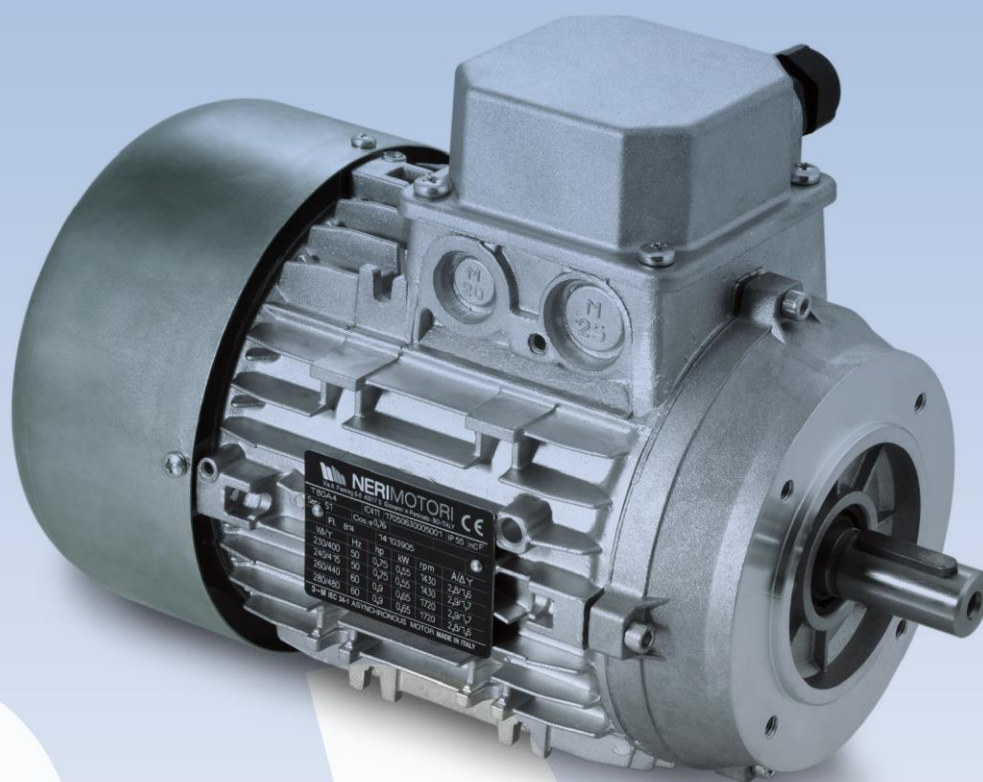


- the carrying out of work activities of any kind (provision of services, including of an intellectual nature) for clients, suppliers, competitors and/or third parties going against company interests.



*"With bricks you build,
with roots you grow."*

S. Tamaro



4.9 Governance

Neri Motori S.r.l. creates conditions that permit widespread and knowledgeable partner participation in its decisions, promotes equality and completeness of information and protects partner interests.

The system of governance adopted by the company is in line with the requirements of law and is principally orientated to:

- guarantee the compliant nature of the operations managed;
- control risks;
- create maximum transparency towards company stakeholders;
- avoid any kind of operation detrimental to creditors and other stakeholders.

Authorised signatory powers should: (i) be coherent with assigned organisational and management responsibilities, providing, where required, indication of expense-approving initials; (ii) be clearly defined and recognised within the company.

In terms of the delegation of roles, provisions are made for: (i) the effective existence and concurrence of the financial and decision-making autonomy of the delegate, (ii) the technical-professional suitability of the delegate; (iii) supervision over the activity of the delegate, avoiding acquiescence and interference; (iiii) certainty, specificity, awareness.

4.10 Human resources

Neri Motori S.r.l. recognises the central role of human resources and the importance of establishing and maintaining relationships with people based on loyalty and reciprocal trust.

Therefore, work and collaboration relationships are managed respecting the rights of employees and placing due value on their contributions with the intention of favouring their professional growth and development.

In addition, the company undertakes to consolidate and disseminate a culture of safety by increasing risk awareness and promoting responsible behaviour on the part of all employees and collaborators with the aim of protecting their health.

All employees and collaborators of Neri Motori S.r.l. are requested to undertake to act loyally with the objective of complying with the obligations taken on as per work contracts and as per this Code of Ethics, ensuring that they fulfil their role and respect their commitments in terms of the company.



4.11 Clients

Behaviour towards clientele should be helpful, respectful and courteous, with a view to creating a collaborative and extremely professional relationship.

The company, in line with the principles of impartiality and equal opportunities, undertakes not to discriminate against clients arbitrarily and to supply products and services of a high quality which satisfy reasonable client expectations and safeguard the health and safety of the same. Furthermore, it undertakes to ensure that advertising and sales communications, as well as communications of all other kinds, are of a truthful nature.

4.12 Suppliers

Neri Motori S.r.l. favours the development of economic sectors involved or represented in its own initiatives.

In the carrying out of business relationships with institutions and private companies all personnel must act according to the principles of professional propriety, loyalty, efficiency and market openness.

In particular, personnel are held to:

- provide interlocutors with all the information necessary to evaluate, in an informed manner, the matter under discussion;
- select counterparts according to criteria of their reliability, professionalism and ethicality;
- evaluate suppliers on the basis of the quality and cost of the different goods and services offered according to the criteria of efficiency and efficacy;
- fulfil any contractual obligations taken on;
- refrain from making payments to a subject other than the contractual counterpart and in a country other than that of the parties or of the execution of the contract.

The purchase procedure must comply with the relative provisions of national and European Union regulations, with internal regulations and procedures, as well as with the provisions and principles set forth in this Code.

Those involved in the purchase process are obliged to:

- favour the widest possible participation in selection procedures for choosing contracting parties as well as loyal and proper competition between participants;
- ensure that the criteria adopted and the choices made may be suitably traced;
- abide by, in relation to the information acquired relative to the activities and roles performed, provisions concerning confidentiality as set forth in this Code, taking all precautions necessary in order to avoid confidential information being disclosed, even involuntarily, to any party whatsoever;
- bring to light any possible favouritism, collusive behaviour, even where only apparent or potential, as well as any other form of conduct that does not comply with internal company procedures and regulations, as well as with the provisions and principles set forth in this Code, of which he/she becomes aware while carrying out his/ her activity.

In all cases, the personnel of Neri Motori S.r.l. should:

- verify, preliminarily, available information on business counterparts, suppliers, partners and consultants in order to ascertain their respectability and the legitimate nature of their activities before establishing business relationships with the same;
- operate in such a manner as to avoid any implications in operations that could, even potentially, favour the receipt and laundering of money or other goods originating from illicit or criminal activities, acting in complete compliance with primary and secondary anti-money laundering legislation and internal control procedures;
- make proportionate payments exclusively as provided for by contract;
- refrain from making payments in cash.

Furthermore:



- it is forbidden to establish business relationships with clients, collaborators, partners, potential investors and suppliers that are suspected of carrying out illicit economic activities or whose profits are suspected as coming from illicit sources;
- the company undertakes to comply with all regulations and provisions, both national and international, in relation to the fight against money laundering and self-money laundering.

4.13 Environment

The activities of Neri Motori S.r.l. should be managed in complete accordance with the aim of reducing their potential impact on the environment to a minimum.

The operative management should take account of advanced criteria for environmental protection and energy efficiency.

The company ensures that personnel apply all technologically-advanced safety measures and that steps are taken to protect the physical and moral integrity of employees.

Neri Motori S.r.l., establishes its own rules and procedures for protecting the safety and the salubrity of the working environment, with the objective of minimising the risk of accidents.

The choices of Neri Motori S.r.l. in the matter of health and safety at work are based on the following principles:

- eliminate risks;
- evaluate risks that cannot be avoided;
- reduce risks at source;
- use harmful agents as little as possible;
- identify criteria for selecting tasks, equipment and work methods that are designed to minimise work of a repetitive or monotonous nature and reduce relative health-related effects;
- adapt activities to technical progress;
- replace anything dangerous with safe or less dangerous alternatives;
- plan risk prevention activities;
- favour collective protection measures over individual measures;
- limit to a minimum the number of workers that are, or that may be, exposed to risks;
- seek to guarantee improved levels of protection;
- integrate prevention and protection measures with company organisational technical measures;
- provide adequate training programmes for personnel.

The personnel of Neri Motori S.r.l., within their own roles, participate in the process of risk prevention, environmental protection and personal and third party health and safety protection.

4.14 Use of drugs, alcohol and tobacco-based products

In addition to any responsibilities deriving from the below-stated forms of conduct, Neri Motori S.r.l. in all cases holds the said behaviour to be damaging to the working environment, in terms of respect for the sensitiveness of others:

- working while under the effect of alcoholic, hallucinogenic or psychotropic substances;
- consuming or supplying, on any account, the above-mentioned substances, during working time.



States of chronic dependence on such substances, when they affect the working environment, shall, in terms of contractual repercussions, be equated with the previous cases.

It should be underlined that there is a general, legally-sanctioned ban on smoking in the work place to ensure that personnel are protected against the consequences of “passive smoking”.

4.15 Collectivity

Neri Motori S.r.l. is aware that its activities have an influence on the social and economic development and general well-being of the collectivity and takes account of such interests in the running of the company.

For this reason, it seeks to carry out all of its activities giving due consideration to local and national communities.

Neri Motori S.r.l. believes that dialogue with associations is of strategic importance for the proper development of its activities and seeks to co-operate with the same in terms of reciprocal interests.

4.16 Public administration and regulatory authorities

Commitments towards the public administration and public institutes may only be undertaken by specifically nominated and authorised company managers without compromising company integrity and reputation in any way.

For this reason, it is necessary that documentation relative to contacts with the public administration is collected and kept.



Neri Motori S.r.l., through its employees or representatives, must not promise or offer public officials, public service representatives or employees of the public administration or other public institutions in general, money, goods or benefits of any kind in order to promote and favour their interests or the interests of the company, or as compensation or payment for an office deed or for carrying out a deed of office contrary to their official obligations.

Acts of business courtesy, such as gifts or forms of hospitality, or any other kinds of benefits (including in the form of generosity towards employees or representatives of the public administration), are only allowed if of modest value and if they do not compromise the integrity and reputation of the parties, being such that an impartial third party observer would not interpret them as being a means of obtaining advantages and favours in an improper manner. In all cases, such acts must always be authorised and appropriately documented.

All activities, whether direct or via third parties, that seek to influence independent judgement or ensure any advantage for the company, are forbidden.

An employee that directly or indirectly receives proposals of benefits from public functionaries, public service representatives or general employees of the public administration or of other public institutions, must immediately refer the same to the Audit Committee, if directly employed, or to his/her own company referent, if a third party.

Neri Motori S.r.l. undertakes to fully and scrupulously abide by the rules issued by market regulatory authorities and to promptly supply the anti-trust authority or other regulatory bodies with any information they may request during the course of their operations.





5. REFERENCE BODIES, SUPERVISORY FUNCTIONS AND IMPLEMENTATION PROCEDURES

5.1 Communication and training

With the aim of ensuring the effectiveness of this Code of Ethics and the Model in its entirety, Neri Motori S.r.l. seeks to guarantee that all personnel, as well as partners, consultants and other external collaborators of whatever nature, become familiar with the conduct-related regulations herein contained.

Internal and external stakeholders are familiarised with the Code of Ethics by means of appropriate communication activities. In order to ensure that all the personnel correctly understand the Code of Ethics and the Model in its entirety, the Sole Director or delegated body and the head of personnel and general services arrange and carry out, also on the basis of indications provided by the Audit Committee of Neri Motori S.r.l., an annual training programme designed to increase awareness of the principles and ethical rules.

The level and amount of training and information provided is differentiated according to the roles, responsibilities and positions of the addressees as well as according to the degree to which said resources are involved in “sensitive activities”.

In addition, a special initial training programme is provided for recently-taken on employees.

5.2 Reference bodies

The Sole Director nominates an Audit Committee which is granted autonomous powers in terms of initiative and control and which has the tasks of overseeing the functioning and observance of the Code of Ethics and the Organisation and Management Model and of updating the same.

Given the particular nature of the attributions of the Committee and the specific professional ability required to carry out the afore-mentioned supervision and control-related tasks, the same may, where necessary, avail itself of the support of all the company managers.

Special internal organisational documents shall specify the functioning criteria, the resources used and the specific responsibilities given to the same.

The Audit Committee shall remain in office for no more than three years and its members may be re-elected.

The Audit Committee does not have the authority to interpret or apply state-level laws.

Should members of the Audit Committee become aware, either directly or indirectly, of violations or suggestions of possible violations of the Code or the Model in its entirety, they are obliged to duly inform the Sole Director.

5.3 Audit Committee responsibilities

The responsibilities of the Audit Committee of Neri Motori S.r.l. are as follows:

- to verify that the Code of Ethics and the Model in its entirety are applied and abided by, promoting ongoing ethics-related improvements within the company, by means of analysis and evaluation of the processes of ethical risk control;
- to monitor initiatives to increase awareness and understanding of the Code of Ethics and the Model in its entirety both inside and outside of Neri Motori S.r.l. (obligatorily guaranteeing the development of appropriate and differentiated ethics-related training and communication as well as analysing proposals for revising those company policies and procedures having significant impact on company ethics);
- to promote the issuing of operative procedures and guidelines;
- to communicate and enforce the principles and obligations contained in the Code and in the Model in its entirety;



- to evaluate communication and ethical training programmes;
- to activate control procedures, taking into consideration that primary responsibility for controlling the activities and areas of risk has however been delegated to the operative management and forms an integral part of the company process (line control);
- to activate and maintain an appropriate flow of reporting and communication between the operative structures of the company;
- to receive and analyse reports of violation of the Code of Ethics and the Model in its entirety, ensuring checks are carried out as deemed appropriate;
- to communicate to the Sole Director the results of the relevant checks for the adoption of any provisions, including sanctions or appropriate measures, to contrast violation of the Code of Ethics and the Model in its entirety;
- to set out criteria and procedures aimed at reducing the risk of violations of the Code and the Model in its entirety;
- to propose to the Sole Director any modifications and additions to be made to the Code of Ethics and to the Model in its entirety;
- to propose to the Sole Director initiatives favouring the wider diffusion and updating of the Code and the Model in its entirety;
- to verify the completeness and reliability of the company balance sheet.

These activities are carried out with the support of the relevant company managers.

The head of the Audit Committee and his/her delegates have unrestricted access to the data, documentation and information required to carry out their activities.

In relation to the reporting obligations connected with this Code of Ethics or to the faculty to consult the Audit Committee:

- top and middle management may have direct contact with the Audit Committee;
- non-managerial employees and collaborators may have contact with the Audit Committee through their own heads or on a direct basis where this is deemed necessary due to particular exigencies or for justified reasons.



6. DISCIPLINARY SYSTEM

6.1 Violations of the Model

Compliance with the rules contained in this Code and in the Model as a whole must be considered an essential part of the contractual obligations provided for Neri Motori S.r.l.'s Personnel, pursuant to Article 2104 of the Civil Code. Neri Motori S.r.l. undertakes to provide and impose, with consistency, impartiality and uniformity, proportionate penalties for the respective violations of the Code and the Model as a whole and in compliance with the current provisions on the regulation of employment relations.

In particular, in the event of violations of the Code of Ethics and the Model as a whole by the Employees and Collaborators of Neri Motori S.r.l., the relevant measures will be adopted and the related sanctions will be imposed in full compliance with art. 7 of Law 300 of 20 May 1970, the current legislation and the provisions of the collective bargaining in force.

The individual offences punishable and the related penalties imposed will be established in a special document to be displayed in a place accessible to all, in accordance with the provisions of the CCNL applied.

This Code of Ethics stipulates that disciplinary action must be taken in the event of non-compliance with the rules of conduct defined by it.

The violation of the norms of the Code of Ethics and of the Model as a whole constitutes an infringement of the fiduciary bond inherent in the mandate of the members of the corporate bodies, with all consequences of law.

The Supervisory Body, pursuant to Legislative Decree no. 231/01, must be informed of any action taken as a result of disputed violations of this Code of Ethics and the Model as a whole.

The violation of the norms of the Code and of the Model as a whole constitutes breach of the primary obligations of the employment relationship and disciplinary unlawfulness, with all consequences of law, also with regard to the maintenance of the employment relationship or collaboration.

The non-compliance with the rules of the Code and the Model as a whole by the recipients involves different penalties depending on the role played by the subject, in addition to compensation for any damage resulting from such non-compliance.

Among the subjects potentially recipients of disciplinary measures, must also include those indicated by art. 2094 and 2095 of the Civil Code, "employed workers" and, where not contrary to mandatory legal norms, all "stakeholders" of the Company.

For violations of the Code and the Model as a whole committed by agents, representatives or promoters, the sanctions provided for in their respective assignments and/or applicable collective agreements are adopted, proportionate to the seriousness of the infringement and the relevant objective and subjective circumstances.

6.2 Sanctions

For the effectiveness of the Organization and Management Model, Legislative Decree 231/01 provides for the preparation of an appropriate disciplinary system.

The gradualness of the sanction can be extended from the verbal reproach, for the infractions of minor gravity and of first commission, until the dismissal, for particularly serious and/or repeated behaviors.

The gradualness of sanctions will be regulated in relation to:

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- the intentionality of the conduct, the seriousness of the infringement committed, the degree of negligence, imprudence or inexperience (taking into account the predictability of the event highlighted);
 - the behaviour of the worker in the past, with particular regard to the existence or otherwise of disciplinary precedents;
 - the role and duties of the worker and the level of responsibility and autonomy.

In compliance with art. 2103, 2106 and 2184 of the Civil Code, art. 7 of the Law n. 300/1970 (Statute of the Workers), of the Law n. 604/1966 on the individual dismissals let alone of the National Collective Agreements of the Job, the violation can involve also the dismissal for just cause ex art. 2119 c.c.:

- the seriousness of the conduct, meaning the level of risk to which the Company may reasonably be exposed as a result of the conduct complained of;
- any other circumstances relevant to the assessment of behaviour (including the functional position of any other persons involved).

The disciplinary system is constantly monitored by the Supervisory Body and the Head of Personnel and General Services.

6.3 Investigation and imposition procedure

The functioning of the investigation and imposition procedure must be independent of any pending criminal proceedings.

Any claim for damages is reserved, if the behaviour of the Staff results in damage (material or moral) to the Company.

6.4 Measures towards top management, senior management, external collaborators and partners

In the event of a violation committed by top managers and senior or function management, we will apply to the most appropriate measures in accordance with the provisions of the CCNL.

Any conduct of the External Collaborators or Partners in conflict with the guidelines set out in this Code and in the Model as a whole may determine, in accordance with the specific clauses included in the letters of assignment, in partnership agreements or contracts, the termination of the relationship.

Any claim for damages is reserved, if the behavior of the above subjects results in damage (material or moral) to the Company.



7. FINAL PROVISIONS

This Code of Ethics, acknowledging company practice, is approved by the Sole Director of Neri Motori S.r.l. on 14th November 2016 and comes into force on that same date.

All modifications and/or additions to the same shall be approved by the Sole Director and promptly communicated to the addressees.





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