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Rev. 0

Movin Srl

Via Maniago – Zona Industriale, 43/A

San Quirino (PN)

Code of Ethical Conduct

Art. 6, Italian Legislative Decree No. 231/2001

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STATEMENT BY THE MANAGEMENT BOARD

San Quirino (PN), 20/09/2019

To all the collaborators of Movin Srl

The Board of Directors has recently approved the Code of Ethical Conduct of our Company.

With this document, we intend to promulgate the principles and the rules governing the internal and external activities as well as the proper functioning of our Company.

The knowledge of the content of the Code and, especially, the respect for and observance of its guidelines represent key factors in the proper operation and the success of our Company.

I am sure that each one of us, within their own area of expertise, will act with sense of responsibility in complying with the provisions set out by the Code, therefore contributing to increasing and developing the reliability of our products and the long-known reputation of our Company.

The Sole Director
Claudio Cervesato



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1. PURPOSE

By means of this Code of Ethical Conduct, Movin aims to define and clarify the values and principles of behavior that inform its activities and relations with all individuals that it comes in contact with for the achievement of its corporate purpose with the aim of preventing irresponsible or illegal behavior by all of those who work in the name and on behalf of the Company.

The Company undertakes to guarantee to all those who have relations with the Company itself, be they employees, customers, suppliers or, in general, interested parties, that corporate activities will be carried out in full observance of the law, in a framework of fair competition with honesty, integrity, fairness and good faith, in compliance with the legitimate interests of employees, stakeholders, customers, business and financial partners.

This Code of Ethical Conduct represents an integral part of the Organization, Management and Control Model of the Company, as indicated in articles 6 and 7 of the Italian Legislative Decree no. 231/2001.

2. RECIPIENTS AND GENERAL PROVISIONS

The director, all employees and collaborators of Movin undertake to respect this Code of Ethical Conduct upon assignment of the task and to behave in observance of the principles of loyalty, impartiality, integrity and honesty.

All those subjects (whether natural persons or corporations, entities, etc) other than those identified in the previous section, are also obliged to observe the Code of Ethical Conduct in all labour and business relationships established with the Company.

The recipients of this Code must avoid every possible act or behavior that may violate or may be considered as a violation of legal provisions and of this Code. All employees and collaborators must strive to make sure that all relations with colleagues are inspired by harmony and avoid acts or forms of behavior that may invalidate the principle of mutual respect. The director, all employees and collaborators must commit their work and the use of the company's assets to criteria of fairness, affordability, efficiency and effectiveness.

In external relations, the director, all employees and collaborators must behave in such a way as to establish trust and collaboration by all individuals that come in contact with Movin; they must be friendly and open to dialogue, and they will address any issue in an efficient and rapid manner.

3. BEHAVIOR RULES

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3.1 Legality, fairness, honesty and integrity

Movin operates in compliance with applicable laws in Italy, in accordance with Community law and with any regulations applicable in other countries in which it operates, with due regard for professional ethics.

In no case does the pursuit of the Group's interests justify or render acceptable any conduct in contrast with the principles of legality, fairness, honesty and professionalism.

The Company therefore rejects any form of benefit or gift received or offered that may be intended as a tool influencing the independent judgment or conduct of the parties involved.

Cases of corruption, illegitimate favors, collusive behavior, undue pressure exerted directly and/or through third parties so as to obtain personal advantages for oneself or others are prohibited.

Acts of business courtesy, such as giving free gifts or forms of hospitality, are only permitted when they are of modest value and, in any case, such not as to compromise the integrity or reputation of one of the parties and that cannot be interpreted, by an impartial third party, as acts carried out to obtain advantages in an improper way.

The director, all employees and collaborators should not use offices or company spaces to pursue objectives or to achieve private and personal benefits.

The director, all employees and collaborators should not use their role to acquire benefits or avails in internal and external relations, including those of a private nature.

The director, all employees and collaborators should not use information not available to the public or not made public, including the information provided in confidence in the performance of office duties, in order to create private profits or interests.

The director, all employees and collaborators should avoid acquiring benefits of all kinds, that may influence or appear to influence their independent judgment and impartiality: furthermore, they should not accept gifts or other forms of benefit for themselves or for others from external individuals whose aim is to enter into business relations with the Company, except for gifts of a modest value.

The director, all employees and collaborators should work with impartiality, avoiding favorable or unequal treatment; they should refrain from and reject unlawful pressure, adopting initiatives and decisions with the greatest possible transparency while avoiding the creation of situations of privilege.

The director, all employees and collaborators should not undertake commitments or make personal promises that may affect the fulfillment of official duties.

3.2 Loyalty and good faith

Relations with the recipients of the Model and with third parties in general must be inspired by

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good faith and honesty, to be implemented with reliable conduct with regards to the sustainability of agreements, the fulfillment of understandings and pledges, the enhancement of Company assets and the pursuit of good faith in any decision.

3.3 Conflict of interests and impartiality

In the performance of all activities, Movin avoids the occurrence of any conflict of interest, real or apparent, that may interfere with the ability to take impartial decisions in the best interests of the Company and in full compliance with the rules of the Code.

By way of example, the following situations may lead to a conflict of interest:

- Economic and financial interests of the director, of the employee and/or of their families in the activities of suppliers, customers and competitors;
- Use of their position within the company or of information obtained during their work in such a way as to create a conflict between their personal interests and those of the Company;
- Performance of work activities, of any kind, for customers, suppliers and competitors;
- Acceptance of money, favors or benefits from people or companies that are or intend to enter into business relations with the Company;
- Covering of roles with decision-making responsibilities both within the Company and in non-profit making organizations that receive grants or funding from the Company itself.

The director, all employees and collaborators should immediately inform the Company of any interests, including those of economic nature, that they, their spouse, first degree relatives or live-in partners may have in the activities or decisions falling within their sphere of responsibility.

The director, all employees and collaborators however refrain from taking part in activities or decisions that lead to such conflict and provide the Company with any further information requested.

3.4 Free competition

Movin recognizes free competition, as long as it is loyal, as a determining factor for the growth and constant improvement of the Company. The Company refrains from any conduct contrary to said principle, whether collusive, predatory and/or of abuse of a dominant position.

3.5 Fairness and equality

In relations with all counterparties, Movin avoids any kind of discrimination based on age,

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racial and ethnic origin, nationality, political opinions, religious beliefs, sex, sexuality or the state of health of its interlocutors.

3.6 Professionalism and enhancement of resources

Movin guarantees an adequate level of professionalism in the performance of any task assigned to its employees and collaborators.

The enhancement of human resources, respect for their independence, incentives based on their participation in Company decisions, are essential principles for the Company and the latter shall arrange for an appropriate set of instruments, professional development and training programs aimed at enhancing specific skills as well as maintaining and improving the skills acquired during the collaboration.

3.7 Protection of workers' health and safety

All employees and collaborators of Movin, regardless of their type of contract, will be guaranteed dignified working conditions, in safe and healthy workplaces.

In particular, the Company:

- Considers it a priority to comply with laws and agreements applicable to the health and safety of workers;
- Considers management of workers' health and safety as an integral part of the organization's overall management system;
- Promotes the involvement, cooperation and collaboration of all Company resources with regards to workers' health and safety;
- Ensures the resources needed for a proper management of problems related to workers' health and safety.

3.8 Environmental protection

Movin is committed to protecting the environment. Its choices are such as to ensure compatibility between its economic initiative and environmental requirements, in compliance with the rules and regulations in force.

Energy-saving objectives are pursued, avoiding unnecessary use of energy and natural resources.

3.9 Protection of the corporate image

The protection of the corporate image and the respect for the distinctive elements of the

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Company are extremely important in the competitive context in which Movin operates. The director, all employees and collaborators undertake to protect the corporate image, maintaining a conduct aimed at ensuring the utmost respect for people and the environment in which they operate and live. The principles related to order and cleaning are pursued and must be observed. The behavior to be adopted in the workplace should be appropriate to the work situation. A course of conduct that may, directly or indirectly, disturb people working within the company premises should be avoided, especially when there are guests. In full respect of the common areas, posters or documents not related to work activities or that may offend the sensitivity of others, are strictly prohibited. The director, all employees and collaborators must strictly avoid loud noises or tones and always wear appropriate clothing.

3.10 Use of intellectual and material assets of the Company

The use of intellectual and material assets of the Company, including IT tools, should be carried out in accordance with the general rules and their intended use, in order to ensure their preservation and operability, while avoiding their use in violation of any legal provisions.

4. GUIDELINES IN RELATIONS WITH COUNTERPARTIES

4.1 Relations with Customers

Movin believes in free and loyal competition and its actions aim to achieving competitive results that will reward skills, experience and efficiency.

Any action aimed at changing the conditions of fair competition is contrary to the policy of Movin and is forbidden to any person acting on its behalf.

Movin's activity is aimed at satisfying and protecting its customers, focusing especially on requests which may lead to improvements in the quality of the products and services offered.

The information and documentation provided to its customers and prospects, with regards to the products and services offered or the experience and references held by Movin are true, accurate and comprehensive so that Customers can make informed decisions.

The negotiations conducted by Movin personnel, the contractual relations and communications of the Company are inspired by the principles of fairness, honesty, professionalism, transparency and in any case based on the greatest possible degree of collaboration.

Movin undertakes to respect the right of consumers not to receive products harmful to their

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health and physical integrity and to get complete information on the products offered to them.

Compliance with these principles is required for those who supply and/or promote and/or sell goods and/or services on behalf of Movin and, in general, for anyone who represents the latter.

Under no circumstances shall the pursuit of the Company's interests justify any conduct by management or employees that does not comply with the laws in force or the provisions of this Code of Ethical Conduct.

4.2 Relations with partners and suppliers

Thanks to the collaboration between partners and suppliers, Movin can concretely achieve its business goals.

The Company undertakes to:

- Develop with partners and suppliers relations of fairness and cooperation, based on communication conducive to a mutual exchange of skills and information, and that promotes the creation of a shared value;
- Guarantee to all companies that meet the necessary requirements the possibility of bidding and winning a supply, by adopting objective criteria for evaluating potential suppliers according to stated and transparent procedures;
- Comply with the terms and conditions of the Contract.

4.3 Relations with collaborators

Movin recognizes the importance of its employees and collaborators as one of the most important factors for achieving the Company's objectives and adopts procedures and methods of selection, development, assessment and training aimed at guaranteeing the greatest degree of fairness and equal opportunities with no discriminations based on gender, race, age, sexual orientation, religious beliefs and any other factor. People are recruited on the basis of their experience, aptitude and skills. Recruitment is based exclusively on the correspondence between expected and required profiles.

The Company undertakes to offer the same opportunities to all of its collaborators, making sure that they are all treated fairly based on strictly professional merit criteria for any decision concerning their professional life, without any form of discrimination.

Movin handles its activities in compliance with the statutory laws concerning the workplaces, and undertakes to create a dignified and respectful environment for all.

The Company undertakes to disseminate and consolidate the culture of safety by developing risk awareness as well as knowledge and respect of the regulations in force on the subject of

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prevention and protection, promoting responsible behavior by all workers.

Movin expects all employees to collaborate towards maintaining a company climate of respect for individual dignity, honor and reputation and intervene in order to prevent offensive or defamatory interpersonal attitudes.

4.4 Relations with the Public Administration and with other external entities

Movin actively and fully cooperates with the Authorities through its personnel and facilities.

All relations with Authorities and the Public Administration are based on principles of fairness, transparency, collaboration and non-interference, in accordance with their mutual duties and company procedures.

It is prohibited to make, induce or encourage false statements to the Authorities.

Movin does not support events or initiatives whose objective is exclusively or mainly political and refrains from any direct or indirect pressure on politically exposed persons.

4.5 Relations with the Media

Public information must be truthful and transparent.

In its communications with the media, Movin should present itself in an accurate and consistent manner. Relations with the media are exclusively reserved to specific delegates.

The employees of Movin cannot provide information to representatives of the media nor undertake to provide such information without the authorization of the competent bodies.

The director and the employees of Movin may not, under any form or upon any basis whatsoever, offer payments, gifts or other advantages aimed at influencing the professional activities of the media, or that may reasonably be interpreted as such.

5. PROTECTION OF INTANGIBLE ASSETS AND COMPANY KNOW-HOW

All the information concerning, specifically but not limited to, the development and production systems used by the Company, the products made and the company know-how represent a significant economic heritage and, as such, should be protected.

Movin therefore intends to create an efficient level of protection for its know-how, using all

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the protection instruments indicated by law as well as implementing adequate measures and procedures aimed at guaranteeing the confidentiality of the Company's information, with the aim of:

- Limiting the dissemination of confidential information to those who need it by reason of their duties;
- Minimizing the risk of said information being misused or disclosed outside the Company without any specific authorization.

5.1 Confidential Information

All the technical and/or commercial and/or financial information, even if not specifically marked as “confidential” or “secret” and similar, that employees or collaborators may become aware of due to their role and constant working or collaborative relationships, are a significant asset for the Company.

Pursuant to and by effect of the contents of the current legislation on industrial property, the term ‘Confidential Information’ includes all the information, data, results, processes, procedures and anything else concerning, by way of example:

- The design or the research and development of products performed directly within the Company or commissioned to third parties;
- The same products and/or production processes applied (patented and not patented, owned by and/or available to the Company);
- The means of production and other Company goods and the organization of the production;
- The commercial information and policies;
- The management and the economic-financial trends of the Company;
- The Company's relations with third parties.

This information may be acquired by the personnel in any form (written, verbal, electronic, through direct vision or through any other intelligible form) as a consequence or due to the effects of their working or collaborative relationships.

5.2 Use of Confidential Information

The director, all employees and collaborators of the Company must ensure the secrecy of the Confidential Information and use such information exclusively for the performance of their duties; therefore they cannot make any other use of it.

All employees and collaborators of the Company are required not to disclose, transfer and/or reveal said information, or part of it, to third parties (companies, entities or natural persons) or

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reproduce, copy and/or duplicate, in any way, documents (including documents in electronic forms) containing Confidential Information or part of it, without the prior written consent of the respective managers.

Unless previously authorized, the personnel are not allowed to take documents, designs, drawings or anything else that may contain Confidential Information, outside of the company offices. A derogation to this prohibition shall be granted in the case of business trips. The employees who need to work from home outside of working hours are allowed to take home the necessary material following authorization by their Manager.

All employees and collaborators are required to handle the removable magnetic media (disks, rewritable CDs and DVDs, USB drives, etc.) that may contain information on the Company know-how with special care so as to avoid the contents from being stolen and/or altered and/or destroyed or retrieved after deletion.

The aforementioned secrecy obligation, as well as the subsequent prohibitions set out in the previous points, are binding for the personnel during their employment relationship and even after its termination.

5.3 Management of information from third parties

All technical and/or commercial and/or financial information from third parties, that may be used by the Company as part of its contractual relations established with them, even if they are not specifically characterized by words such as “confidential” or “secret” and similar, belong exclusively to the same third parties. For this information, total confidentiality should be guaranteed, as it represents Company know-how owned by others and protected by law. Therefore, the same rules set forth for the Company know-how apply to this information, as well as the prohibition of unauthorized disclosure or use, either direct or indirect.

6. CORPORATE COMMUNICATION AND PROTECTION OF THE CORPORATE ASSETS

Movin guarantees the keeping of accounting records, the creation and preparation of the financial statements, of interim balance sheets, reports, corporate communication in general and any other documents required, in compliance with the legal provisions, the international principles and the technical regulations in force.

Movin encourages proper and prompt notification to all bodies and departments involved in the drawing up of the financial statements, interim balance sheets, reports, corporate communications in general and anything else required for its operations. It furthermore determines proper collaboration between the company bodies and departments mentioned above, and encourages the scheduled audits by the competent bodies.

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Everybody is obliged to comply with the regulations protecting the integrity and effectiveness of the share capital, in order not to impair the interests of the creditors and third parties in general.

7. IMPLEMENTATION

Compliance with the regulations of this Code should be considered an essential part of the contractual obligations of all recipients.

In compliance with the regulations in force and with a view to planning and managing the activities of the company aimed at efficiency, fairness, transparency and quality, Movin implements suitable organizational and management measures to prevent unlawful conduct or in any case contrary to the rules of this Code of Ethical Conduct, by any individual acting on behalf of the Company.

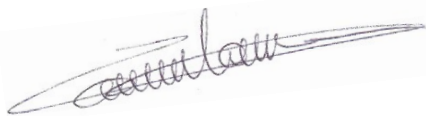
Anyone of the recipients can directly report, on a confidential basis, any violation of this Code of Ethical Conduct to the Supervisory Body.

The procedures for reporting and verification of violations should be based on criteria of confidentiality and the protection of privacy in order to prevent retaliations of any type whatsoever against the person making the report, but also to guarantee the acknowledgment of the actual facts.

8. SANCTIONS

In order to guarantee a fair and efficient implementation of this Code of Ethical Conduct, everyone's cooperation is needed.

The breach of its provisions shall constitute a disciplinary offense and non-fulfillment of contractual obligations undertaken in the subordinate employment, functional or professional collaboration work relationship, with every consequent legal and contractual effect.



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