

**ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE  
NO. 231 OF 8 JUNE 2001**

**ANNEX 2**

**CODE OF ETHICS**

## CODE OF ETHICS

### 1. FOREWORD

#### 1.1. The Company

This Code of Ethics (hereinafter also referred to as the “**Code**”) was adopted by the Board of Directors of GWC Italia S.p.A. (hereinafter also referred to as the “**Company**” or “**GWC**”) on 16 September 2020 and contains the rules of ethics and business conduct to be followed by the directors of GWC (“**Directors**”), all persons who have an employment relationship with the Company (“**Employees**”) and all those who work for it, whatever relationship they have with the Company (“**Collaborators**”). Directors, Employees and Collaborators are hereinafter jointly referred to as “**Addressees**”.

GWC’s mission is to develop, design and manufacture a wide range of made-to-order valves, which are tailored to each customer’s requirements. In doing so, the Company invests in consolidating technological solutions designed to tackle the challenges that arise from the critical conditions in which its products are applied, namely in hostile environments with a high degree of erosion and corrosion, high temperatures and high-pressure operating conditions, while making sure that such products comply with environmental and safety regulations.

The above-mentioned Addressees strive to achieve GWC’s corporate and *business* goals by adopting the following key values:

- **Honesty** (i.e., being truthful and transparent);
- **Responsibility** (i.e., assuming responsibility and being accountable for commitments made);
- **Safety** (i.e., putting safety first in any activity carried out);
- **Profitability** (i.e., acquiring and operating with the aim of retaining customers, ensuring a fair profit to continue investing in operational processes and innovation);

all in compliance with applicable laws and regulations.

#### 1.2. Relations with Interested Third Parties

The Company considers it essential to handle relations with all parties, whether public or private, Italian or foreign, individuals, groups, companies, institutions (“**Interested Third Parties**”) who have relations with the Company, for any reason, and/or who, in any case, have an interest in the activities it carries out.

The Company operates in compliance with the law, market rules and the guiding principles of fair competition.

#### 1.3. Fundamental principles

The ethical principles that guide GWC – and upon which its own models of conduct are based – are compliance with the law, transparent and correct management, and trust and cooperation with Interested Parties so that it can compete effectively and fairly on the market, improve its customers’ satisfaction, increase value for shareholders, and help its human resources develop their skills and grow professionally.

The Company maintains that believing that it is somehow acting for its own benefit does not in any way justify adopting behaviour that is inconsistent with the above-mentioned principles. All those who work within the Company or in its interest, without distinction or exception, are therefore required to observe and enforce these principles within the scope of their duties and responsibilities. This means that any parties with whom the Company has relations of any kind, must also conduct themselves, in their relations with it, in a manner inspired by the same values.

#### 1.4. The Code of Ethics

This document lists the values to which the Addressees, in their various capacities, must conform, accepting responsibilities, structures, roles and rules. If these values are violated, even if the Company cannot be held liable towards third parties, the Addressees shall assume personal responsibility within and outside the Company.

It is therefore essential for all Addressees to know and comply with the Code in order to ensure transparency and uphold its reputation. Moreover, the Code is brought to the attention of all parties with whom GWC

conducts business, including companies that are part of the GWC Group, which must comply with the principles set out therein, unless they are inconsistent with the applicable laws.

Consequently, the Code of Ethics is the basis and reference – after assessing the risks of offences that may be associated with the activities carried out – for both the organisation, management and control model and the system of sanctions for breaching the rules set out therein, which are adopted by the Company in accordance with the provisions of Articles 6 and 7 of Legislative Decree no. 231/2001.

The Company's Directors and Employees are responsible for supervising the implementation of the Code of Ethics and its application, and are all required, without exception, to report any non-compliance or failure to apply it to the Company's Supervisory Board.

The Supervisory Board, the Board of Directors and the Company's *management* are responsible, within their sphere of competence, for checking that the Code is effectively implemented and applied, and each of them may put forward proposals to supplement or amend the contents of the Code.

The task of updating the Code of Ethics in order to adapt it to any new legislation lies with the Board of Directors, also based on any corrective or improvement measures that may be proposed by the Supervisory Board.

## **2. GENERAL PRINCIPLES**

### **2.1 Compliance with the laws and regulations in force in the countries where GWC operates**

GWC operates in compliance with the laws and regulations in force in the countries where it operates, in accordance with the principles set out in the Code of Ethics and the procedures specified in the internal protocols.

The Addressees are therefore required, within the scope of their respective competences, to be aware of and comply with the laws and regulations in force.

For those working for the Company, relations with the Authorities shall be based on utmost fairness, transparency and cooperation, in full compliance with laws and regulations and in accordance with their institutional roles.

### **2.2 Models and rules of conduct**

Anyone working for the Company is required to carry out their work in a professional, morally correct and business-like manner so as to protect the Company's image as well.

The conduct and relations of those who, for various reasons, operate in the interest of the Company, both inside and outside of it, must be inspired by transparency, fairness and mutual respect. In this context, managers must be the first to set an example for all human resources through their actions, by following the guiding principles of the Code of Ethics, company procedures and regulations in carrying out their duties, disseminating them among Employees and encouraging them to submit requests for clarification or proposals to update them, if necessary.

### **2.3 Dissemination of and compliance with the Code of Ethics**

The Company promotes awareness of and compliance with the Code of Ethics and, where relevant, with internal procedures and related updates, among the Addressees, commercial and financial *partners*, consultants, customers and suppliers. The Company also requires that they observe it and establishes appropriate disciplinary or contractual sanctions in the event of non-compliance.

The above-mentioned parties are therefore required to be familiar with the content of the Code of Ethics – by asking for and receiving the necessary clarifications on how to interpret its content from the relevant company departments – to observe it and contribute to its implementation, reporting any shortcomings and breaches (or even only attempted breaches) of which they may become aware.

The Company promotes and encourages the cooperation of Employees in enforcing, knowing and implementing the Code of Ethics and, within their respective competencies and roles, the internal protocols.

### **3. INTERNAL POLICIES**

#### **3.1. Human resources**

The Company recognises that human resources are a key factor in a company's development. Human resources are to be managed in a way that respects everyone's personality and professionalism within the framework of current legislation.

It is the Company's duty to promote and develop the work attitudes and competencies of each Employee.

The Company is aware of the fact that the high level of professionalism achieved by its Employees and their dedication to the Company are key determining factors in pursuing and achieving the Company's goals.

#### **3.2. Personnel selection**

When hiring personnel, the selection process is based on identifying whether the candidates' profiles and specific competencies match the company's expectations and needs, as expressed in the request made by the requesting department, while ensuring equal opportunities for all parties concerned. It is strictly forbidden to employ foreign Employees who do not have a valid residence permit.

The information requested is strictly linked to checking aspects relating to the professional and psychometric profile while respecting the applicant's privacy and opinions.

Based on the information available, the Company takes appropriate measures to avoid any favouritism, nepotism or forms of cronyism throughout the selection and hiring process.

#### **3.3. Personnel evaluation**

The Company undertakes to ensure that the annual personnel goals set for its corporate organisation, both general and individual, are such that they do not lead to unlawful conduct and are, instead, focused on a possible, specific, tangible and measurable result, which is related to the expected time for achieving them.

#### **3.4. Harassment in the workplace**

In internal and external working relationships, the Company does not tolerate harassment in the sense of:

- creating an intimidating, hostile or isolating working environment for individuals or groups of workers;
- unjustified interference with the work performance of others;
- obstructing the individual job prospects of others for mere reasons of personal competitiveness.

#### **3.5. Accounting control and transparency**

In accordance with their respective roles and duties, the Addressees undertake to ensure that all facts relating to Company management are correctly and truthfully represented in the Company's accounts. All actions and operations carried out by the Company are inspired by the following principles:

- proper managerial conduct;
- completeness and transparency of information;
- legitimacy from a legal and material point of view;
- clarity and truthfulness of accounting records in accordance with applicable rules and internal procedures.

The Company demands that its Employees be fully and extensively committed to ensuring that management transactions and operations carried out during all its activities are correctly and promptly recorded in the accounts. Consequently, each accounting operation must be supported by appropriate documentation showing the activity carried out in order to allow for:

- simple bookkeeping entries;

- identifying the origin and/or formation of documents;
- accounting and mathematical traceability of transactions.

Each Employee involved in drawing up the Companies' financial statements has the task of ensuring that the accounting documentation respects the above-mentioned principles, and is easily traceable and ordered according to logical criteria.

Especially in cases where items are translated into financial statements and notes to the financial statements requiring estimates (so-called valuations), it is essential that anyone (including third party advisors) involved in the process of preparing such items complies with the accounting standards.

The Company requires that all items, such as credits, unsold stock, interests, provisions for risks and charges, be included in the financial statements in full compliance with all applicable rules on preparing and evaluating financial statements. Specifically, Employees in charge of preparing the balancing items at the end of the year, must check or ensure that all the accounting operations leading to the production of such balancing items are checked so as to reduce the likelihood of interpretation errors.

Accounting entry records must be able to allow accounting operations to be quickly traced and any errors to be identified, as well as the degree of responsibility within each operational process.

The Addressees, within their respective roles and duties, must check that accounting records are correct and accurate and report any errors, omissions and/or forgery thereof to the competent authorities.

### **3.6. Relations with the Company's supervisory bodies**

The Company demands that all Addressees observe a correct and transparent conduct in carrying out their duties, especially in relation to any request made by associates, the control body and other corporate bodies in exercising their respective institutional roles.

### **3.7. Safeguarding the rights of company creditors**

The Company expressly forbids its Employees from carrying out any operation that might be detrimental to creditors.

In fact, among its ethical principles, the Company strives to protect the interest of corporate creditors so as to make sure that its credit guarantees are not diminished. It is therefore forbidden for directors to reduce share capital, undertake mergers with other companies or undertake demergers in order to cause damage to creditors.

### **3.8. Protection of individual personality**

The Company condemns any form of conduct that might lead to committing offences against individuals.

The Company's core value is to protect individual freedom and personality. It therefore condemns any activity that may involve any form of exploitation or subjection of an individual.

### **3.9. Anti-money laundering**

The Company and all its Employees and Collaborators shall refrain from carrying out any operation that may involve the laundering of proceeds from criminal or illegal activities.

The Company always enforces anti-money laundering regulations in any jurisdiction in which it operates.

## **4. CONFLICT OF INTEREST**

The Company demands that rules governing conflicts of interest contained in laws and regulations be strictly observed.

No Employee shall be subject to interests or relationships conflicting with the Company's best interests. All Employees shall avoid investing or associating in any way that might interfere with the independent exercise of their judgment in the Company's best interests.

All Employees shall maintain the highest possible ethical standards in carrying out the Company's business activities.

The Addressees shall inform their supervisors or representatives without delay of any situations or activities in which they might have interests in conflict with those of the Company (or if any close relatives of theirs hold such interests), and in any other case where there are reasons of convenience. The Addressees shall respect the decisions made by the Company in this regard and, in any case, shall refrain from carrying out operations where a conflict of interests may arise. If a conflict is found, an agreement shall be reached, which will be in the best interests of both the Company and the Employee, in order to solve it.

Specifically, all directors are required to disclose to the other directors and to the supervisory body any interest they may have, on their own behalf or on behalf of third parties, in a given transaction of the Company on which they are called to decide. These interests must be disclosed in an accurate and timely manner, that is, specifying the nature, terms, origin and extent of the interest itself: it shall then be up to the Board of Directors to assess whether it conflicts with the Company's interests.

## **5. OPERATIONS AND TRANSACTIONS**

Every operation and/or transaction, in the broadest sense of the term, must be legitimate, authorised, consistent, adequate, documented, recorded and verifiable over a period of ten years.

The Addressees and, in general, anyone purchasing any goods and/or services, including external consultancy services, on behalf of the Company, must follow the principles of fairness, cost-effectiveness, quality and lawfulness and must act as a reasonable person.

GWC's Employees and Collaborators, whose actions may be in some way connected to the Company itself, must conduct themselves in a proper manner in all affairs of interest to the Company and, in particular, in relations with the Public Administration, regardless of market competitiveness or the importance of the deal being negotiated. They must also refrain from engaging in, legitimising, accepting or favouring conduct that does not strictly comply with the regulations in force and with the principles of fairness, diligence and loyalty set out in this Code.

## **6. EXTERNAL RELATIONS**

### **6.1. Protection of competition**

Employees must take care to avoid any infringements of competition and antitrust laws, as well as of business practice law. Fair and ethical competition is a basic principle of our economic system, and GWC is committed to ensuring strict compliance with competition and antitrust laws. The law regulates business practices and prohibits a wide range of activities that may restrict or limit competition.

It is forbidden for Addressees to post on Internet sites, social networks, blogs, whether public or personal, any material or information relating or, in any case, connected to the Company, which may damage the Company's image or its competitiveness.

### **6.2. Customer relations**

The company strives to achieve business success by offering its high-quality products at competitive prices and in compliance with fair competition rules. In managing relations with customers, all Addressees are required to strictly comply with internal procedures, avoiding initiatives that could damage the Company. Any deviation from internal customer management procedures must be agreed upon and authorised in advance by the relevant manager. Notwithstanding, it is understood that commissions and discounts may be granted in the ordinary course of business in accordance with the Company's policies and procedures.

The Company is aware of the fact that customer appreciation is of paramount importance for its business success. The Company therefore undertakes to:

- observe internal procedures for managing customer relations;

- efficiently and kindly provide, within the limits of the contractual provisions, high-quality products that meet or exceed the customer's reasonable expectations;
- provide accurate and comprehensive information about the products so that customers can make informed decisions;
- to be truthful in advertising or other forms of communication.

In their relations with customers, the Company prohibits the Addressees from engaging in activities such as bribery, favouritism, collusive conduct, direct and/or indirect soliciting, also by promising personal benefits.

### **6.3. Supplier relations**

Suppliers are selected and purchasing conditions are set on the basis of an objective assessment of the quality and price of the good or service, as well as of the guarantees of service and timeliness.

In supply relationships, the Company undertakes to:

- observe internal procedures for selecting and managing supplier relations;
- not prevent any supplier company meeting the necessary requirements from competing when awarding a supply contract with the Company, by adopting objective assessment criteria in the selection process, in a declared and transparent manner;
- getting suppliers to cooperate in ensuring that the needs of the Company's customers are constantly met in terms of quality, cost and delivery times to an extent at least equal to their expectations;
- maintain a sincere and open dialogue with suppliers, in line with good business practice.

In their relations with suppliers, the Company prohibits the Addressees from engaging in activities such as bribery, favouritism, collusive conduct, direct and/or indirect soliciting, also by promising personal benefits.

### **6.4. Relations with institutions**

The relations of the Company and of the Addressees with local, national, EU and international public institutions, including judicial authorities ("**Institutions**"), as well as with public officials or persons in charge of a public service, namely bodies, representatives, agents, exponents, members, employees, consultants, persons in charge of public functions, of public institutions, of public administrations, of public bodies, including economic ones, of local, national or international public bodies or companies ("**Public Officials**") shall be maintained by each Director and each Employee, whatever their role or position, or, where appropriate, by each Collaborator, in compliance with the laws in force and on the basis of the general principles of fairness and loyalty.

As for relations with Institutions or Public Officials, unlawful promises of and/or payments shall be prohibited. All Addressees shall refrain from making payments of any amount whatsoever in order to obtain unlawful benefits in representing the Company's interests before Public Administration bodies.

Employees shall not offer, hand out or pay for any inappropriate gift, giveaway or favour to anyone who has an influential position that may affect GWC's business activities. Commissions and discounts may be granted in the ordinary course of business in accordance with GWC's policies and procedures.

If an Employee receives a request from a public official that is outside the ordinary course of business, GWC must first determine its legal basis.

In particular, if a Public Official:

- requests an interview,
- wishes to obtain information or access to documents outside the ordinary course of business;
- submits queries outside the ordinary course of business in writing,

Employees shall report this in order to discuss it with the CEO and/or the CFO.

If, in any case, the Public Official has a search warrant, all Employees must cooperate without hesitation and immediately contact the CEO. If Employees are notified of a judicial act concerning the Company, they must immediately inform the CEO of GWC, subject to statutory prohibitions.

When transmitting information to Public Officials, Employees shall assess whether such information provided should be considered as “confidential” and whether appropriate steps should be taken to protect its confidentiality. As a result, Employees must seek guidance from the CEO and/or CFO as soon as possible.

It is GWC’s policy to avoid any relationships or activities that may influence a party’s free judgement or that could have a negative impact on the Company. It is forbidden for Employees to solicit or accept gifts, giveaways or favours from any party that has a business relationship with GWC. Employees and their families shall not accept any gifts considered inappropriate because of their value or nature, or which are handed out outside the ordinary course of business. Any Employee who receives such a gift must return it and notify the sender in accordance with the Company’s policy. All monetary transactions shall be managed in such a way as to avoid situations of illicit or undue payments or any suspicion of irregularity. Each transaction must be recorded in GWC’s account books.

Employees shall not engage in unlawful or unethical conduct for the purpose of selling or, in any case, conducting business.

All information concerning the products and services offered by the Company must be clear, accurate and truthful. It is also prohibited to attempt to obtain confidential business information or trade secrets from a competitor by unlawful means.

## **7. HEALTH, SAFETY AND THE ENVIRONMENT**

### **7.1. Occupational health and safety**

The Company is committed to doing everything reasonably possible to ensure a safe and healthy work environment. The Company’s management will take all reasonable precautions to protect all its Employees.

In this respect, all kinds of decisions at all levels, both operational and top management, are taken and implemented according to the following fundamental principles and criteria:

- avoiding risks;
- assessing risks that cannot be avoided;
- eliminating risks at the source;
- adapting work to people, especially with regard to workplace design, the choice of work equipment and working and production methods, in particular to reduce monotonous and repetitive work and minimise the effects that this kind of work has on health;
- taking into account the state of the art of techniques;
- replacing what is hazardous with what is not hazardous or less hazardous;
- planning prevention, focusing on a coherent approach that integrates technology, work organisation, working conditions, social relationships and factors influencing the working environment;
- prioritising collective protection measures over individual protection measures;
- giving appropriate instructions to workers.

The Company applies these principles in order to take the necessary measures to protect its workers’ health and safety, including activities aimed at preventing occupational risks, providing information and training, and setting up the necessary organisation and means.

## **7.2. Environmental protection**

GWC conducts its business and pursues its goals while respecting the environment and the relevant environmental legislation, with the latter playing a prominent role in all decisions relating to the company's activities.

The Company is committed to respecting the environment by considering it a qualifying and rewarding element for all kinds of projects. For this purpose, the Company always keeps abreast of developments in national and European environmental legislation.

The Company takes all appropriate precautions to protect the ecosystem, focusing especially on current regulations on waste disposal and water, soil, subsoil and atmosphere protection.

## **8. CORPORATE REPORTING**

Within the limits set by the regulations in force, the Company shall promptly and fully provide its associates, customers, suppliers, public authorities, institutions, bodies, entities and other Interested Third Parties carrying out their respective duties with the information, clarifications, data and documentation requested.

Comprehensive and clear corporate communication is a guarantee, among other things, of fair relations: with associates, who must be able to easily access data in accordance with current legislation; with Interested Third Parties that get in contact with the Company, which must be able to have a clear picture of the company's economic, financial and asset situation; with auditing and internal control bodies, which must effectively carry out audits in order to protect the interests of associates.

Employees may not use confidential information relating to the Company's business for their own benefit or for the benefit of others. Parties with access to such confidential information are prohibited from disclosing it to unauthorised persons. Employees must also respect the confidential nature of any similar information concerning the organisation with which the Company conducts business as a supplier, customer or competitor.

## **9. CONFIDENTIALITY**

Anyone working in any capacity on behalf of the Company is required to maintain the utmost confidentiality – and therefore not to unduly disclose or request information – on documents, know-how, research projects, company operations and, in general, on all information acquired in the course of their work.

The Company respects the privacy of its Employees and considers data regarding individual background, family, income and health information, which are collected in corporate documentation, to be confidential.

All information acquired while carrying out work activities, or in any case on the occasion of such activities, the disclosure and use of which may cause a threat or damage to the Company and/or an undue gain for the Employee, shall constitute confidential information.

Employees may not use confidential information relating to the Company's business activities for their own benefit or for the benefit of third parties. Employees shall not discuss confidential information under any circumstances or with any party that is not duly authorised.

Any breach of confidentiality committed by Employees or collaborators seriously affects the relationship of trust with the Company and may result in the application of disciplinary or contractual sanctions.

## **10. BREACHES OF THE CODE OF ETHICS - SANCTIONS SYSTEM**

### **10.1. Reporting breaches**

With reference to reports of actual, attempted or requested breach of the rules contained in the Code of Ethics and in the annexed protocols, the Company shall ensure that no one, in the workplace, may suffer retaliation, unlawful conditioning, inconvenience and discrimination of any kind for having reported to the Supervisory Board a breach in the content of the Code of Ethics or of the internal procedures. What is more, following the report, GWC will promptly carry out the necessary checks and take appropriate sanctions.

### **10.2. Guidelines of the sanctions system**

Any breach of the principles set out in the Code of Ethics and in the procedures laid down in the internal protocols compromises the relationship of trust between the Company, the Addressees and the Interested Third Parties.

The Company shall therefore prosecute such breaches effectively, promptly and immediately, by means of appropriate and proportionate disciplinary measures, regardless of the possible criminal relevance of such conduct and of the initiation of criminal proceedings in cases where they constitute a criminal offence.

The effects of any breaches of the Code of Ethics and of the internal protocols must be seriously taken into account by anyone who, for any reason, has relations with the Company: for this purpose, GWC will disseminate the Code of Ethics and internal protocols and will provide information on the applicable sanctions in case of breach and on the methods and procedures for imposing them.

In order to protect its image and its resources, the Company shall not enter into relations of any kind with parties that do not intend to operate in strict compliance with the regulations in force and/or refuse to conduct themselves in accordance with the values and principles set out in the Code of Ethics and comply with the procedures and regulations set out in the annexed protocols.