



# CODICE ETICO

D. Lgs N. 231/2001



Modello di organizzazione, gestione e controllo – IMPES SERVICE S.P.A.

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## ETHICAL CODE

relating to

### MODEL OF ORGANISATION, MANAGEMENT AND CONTROL

adopted by

**IMPES SERVICE S.P.A.**

on 04/05/2009

Rev. November 2022

## INTRODUCTION

### 1.1. Legislative Decree no. 231/2001

On 8 June 2001, the Italian legislator issued Legislative Decree no. 231 (hereinafter, also, 'Decree') containing "Discipline of the administrative liability of legal persons, companies and associations, even without legal personality" (hereinafter, also, 'Enti' legal bodies and, individually, 'Ente' legal body).

The Decree introduced into the Italian legal system the principle of the liability of Entities for crimes committed, in their interest or to their advantage, by employees and/or other subjects indicated in art. 5 of the Decree itself (for example, directors, statutory auditors, executives, representatives of the Entity, as well as subjects subject to their management or supervision), unless, among other conditions, the Entity has adopted and effectively implemented a suitable model of organization, management and control (hereinafter, also only 'Model').

### 1.2. The Guidelines drawn up by the Trade Associations.

For the adoption of a Model compliant with the regulatory provisions, it is necessary to take into account the provisions of the Guidelines drawn up by "Confindustria" (the main representative organization of Italian manufacturing and service companies), which identify, among the requirements of an adequate and effective Model, also the development of specific organizational protocols, necessary to guarantee an efficient system of control of the activity of the Entity and its employees.



Among these protocols, the adoption of an ethical code of which indicates the general reference principles with which the Organization intends to comply is of relevance.

The latest Guidelines drawn up by *Confindustria* and taken into consideration are those dated June 2021.

### **1.3. The IMPES SERVICE S.P.A. and the purposes of the Ethical Code.**

In accordance with the provisions of the Decree, IMPES SERVICE S.P.A. has decided to adopt its own Model, aimed at preventing the risk of committing the relevant crimes pursuant to the same Decree.

This Ethical Code (hereinafter, for the sake of brevity, the 'Ethical Code' or just the 'Code') is an integral part of the Model adopted by IMPES SERVICE S.P.A., containing, among other things, the general principles and behavioral rules which the Company recognizes positive ethical value to which all recipients of the Code must comply.

The Code complies with the principles indicated in the *Confindustria* Guidelines in the version recently updated in June 2021 and already adopted in 2008 and revised in 2014.

The Company is also in possession of the following certifications:

- ISO 9001:2015 certification;
- ISO 14001:2015 certification;
- ISO 45001:2018 certification;
- SCC\*2011 Certification
- SOA Certification.



#### 1.4. Recipients of the Ethical Code.

Given the purpose of ethically directing the activity of IMPES SERVICE S.P.A., this Code is binding for all directors, statutory auditors, individuals who work for the company responsible for auditing the Company (hereinafter, respectively referred to as 'Directors', 'Auditors' and 'Auditor'), its employees, including managers (hereinafter, jointly referred to as 'Personnel'), without any exception, as well as for all those who, although external to the Company, operate, directly or indirectly, for IMPES SERVICE S.P.A. (e.g. attorneys, agents, collaborators in any capacity, consultants, suppliers, commercial partners, hereinafter referred to as 'Third Party Recipients') (all the subjects indicated in the paragraph will be collectively defined, hereinafter, 'Recipients' or, individually, 'Recipient').

All Recipients are, therefore, required to observe and, as far as they are responsible, to ensure compliance with the principles contained in the Ethical Code, which also applies to the activities carried out by the Company abroad. Under no circumstances the claim to act in the interest of IMPES SERVICE S.P.A. justifies the adoption of behaviors in contrast with those set out in this document.

Compliance with the provisions of the Code must, in particular, be considered an essential part of the contractual obligations of the Company's employees pursuant to and for the purposes of the provisions of art. 2104 and following of the civil code.

Violation of the rules of the Ethical Code harms the relationship of trust established with the Company and can lead to disciplinary actions and



compensation for damages, without prejudice, for employees, to compliance with the procedures pursuant to art. 7 of Law 20 May 1970 n. 300 (the so-called Italian Workers' Statute), the collective labor agreements and any company regulations adopted by IMPES SERVICE S.P.A.

### **1.5. Dissemination and training on the Ethical Code.**

The Company undertakes to ensure timely internal and external dissemination of the Ethical Code through:

- distribution to all members of corporate bodies and to all personnel;
- posting in a place accessible to all;
- made available to Third Party Recipients and any other interlocutor on the Company's website and on the company intranet.

The Supervisory Body (hereinafter, also 'SB') appointed by the Company pursuant to the Decree, in collaboration with the company management, promotes and monitors the implementation of periodic training on the principles of this Code, planned also in consideration of the the need to differentiate activities based on the role and responsibility of the resources concerned, or through the provision of more intense training characterized by a higher degree of detail for individuals who qualify as 'top managers' in the same way as the Decree, as well as for those operating in areas qualifying as "at risk" pursuant to the Model.

Contracts with Third Party Recipients also envisage the introduction of clauses and/or the signing of declarations aimed both at formalizing the commitment to comply with the Model and the Ethical Code, and at regulating contractual



sanctions, for the hypothesis of violation of this commitment. The fine-tuning and effective implementation of these clauses will be handled by the company management.

### **1.6. Structure of the Ethical Code.**

This Code is made up of three sections:

- i) in the first, the general ethical principles are indicated which identify the reference values in the Company's activities;
- ii) in the second, the rules of conduct dictated for the Recipients are indicated;
- iii) in the third, the implementation mechanisms are regulated, which outline the control system for the correct application of the Ethical Code and for its continuous improvement.

By resolution of the Board of Directors, the Code can be modified and supplemented, also on the basis of suggestions and indications from the Supervisory Body.

### **SECTION I: REFERENCE ETHICAL PRINCIPLES**

In compliance with the provisions of the *Confindustria* Guidelines, IMPES SERVICE S.P.A. intends to define the ethical principles of reference for all Recipients.

The principles listed below are, moreover, in line with those contemplated in the "charter of corporate values", drawn up by the European Institute for Social Reporting, and represent the fundamental values which the Recipients must



abide by in pursuing the corporate mission and, in general, in the conduct of social activities.

In no case the conviction of acting for the benefit of IMPES SERVICE S.P.A. justifies conduct in contrast with the principles of this Code, to which primary and absolute value must be recognized.

### **I.1. Responsibility and compliance with the law**

IMPES SERVICE S.P.A. has as an essential principle compliance with the laws, regulations and, in general, with the regulations in force in Italy and in all the countries in which it operates, as well as with the democratic order established therein.

In this context, compliance with the law and the principles of an ethical and deontological nature dictated by the trade associations also assumes importance. Recipients are required to comply with the legislation in force in Italy and in the other countries in which the Company operates, including the ethical one. Under no circumstances is it permitted to pursue or realize the Company's interest in violation of the law.

This principle must be considered operative both with regard to the activities carried out within the Italian territory, and to those connected to the relationships with international operators.

### **I.2. Correctness**

The principle of correctness implies respect for the rights of all those involved in the Company's business.





In particular, the Recipients must act correctly in order to avoid situations of conflict of interest, generically meaning all situations in which the pursuit of their own interest is in conflict with the interests and mission of the Company. Furthermore, situations should be avoided through which an employee, director or other Recipient can take an undue advantage and/or profit from opportunities known during and by reason of the performance of his/her business.

### **I.3. Impartiality.**

IMPES SERVICE S.P.A. disavows and repudiates any principle of discrimination based on sex, nationality, religion, personal and political opinions, age, health and economic conditions of its interlocutors, including its suppliers.

Resources who believe they have suffered discrimination can report the incident to the Supervisory Body which will proceed to verify the actual violation of the Ethical Code.

### **I.4. Honesty**

Recipients must be aware of the ethical significance of their actions and must not pursue personal or corporate profit in violation of the laws in force and the provisions of this Code.

In the formulation of contractual agreements with customers, it is necessary to ensure that the clauses are formulated in a clear and understandable way, ensuring that the condition of pathos between the parties is maintained.



### **I.5. Integrity.**

IMPES SERVICE S.P.A. does not approve or justify any act of violence or threat aimed at obtaining behavior contrary to current legislation, including deontological legislation, and/or the Ethical Code.

### **I.6. Transparency.**

The principle of transparency is based on the truthfulness, accuracy and completeness of information both outside and inside the Company.

In compliance with the principle of transparency, every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent and congruous.

All actions and operations must be adequately recorded and it must be possible to verify the decision-making, authorization and execution process. For each operation there must be adequate documentary support in order to be able to proceed, at any time, with the execution of checks that certify the characteristics and reasons for the operation and identify who authorized, carried out, recorded and verified the operation itself.

The Company uses objective and transparent criteria for choosing suppliers. This choice, in compliance with current regulations and internal procedures, must take place on the basis of objective assessments relating to competitiveness, quality and the economic conditions applied.

The supplier will also be selected in consideration of the ability to guarantee:

- compliance with the Ethical Code;
- the implementation of adequate corporate quality systems, where required;



- the availability of suitable means and organizational structures;
- compliance with labor legislation, including with regard to child and women's labour, workers' health and safety, trade union rights or in any case rights of association and representation.

Specific functional procedures are envisaged for the documentation of the overall selection and purchase process, with a view to guaranteeing maximum transparency in the evaluation and selection of the supplier.

#### **I.7. Efficiency.**

In every work activity, the economy of the management and use of company resources must be pursued, in compliance with the most advanced quality standards.

IMPES SERVICE S.P.A. also undertakes:

- to safeguard and keep company resources and assets, as well as to manage its assets and capital by adopting all the necessary precautions to guarantee full compliance with the laws and regulations in force.

#### **I.8. Fair competition.**

IMPES SERVICE S.P.A. recognizes the value of competition when inspired by the principles of fairness, fair competition and transparency towards operators on the market, undertaking not to unduly damage the image of competitors and their products.



### **I.9. Privacy protection.**

IMPES SERVICE S.P.A. undertakes to protect the privacy of the Recipients, in compliance with current regulations, with a view to avoiding the communication or dissemination of personal data in the absence of the consent of the interested party.

The acquisition and treatment, as well as the conservation of information and personal data of the Personnel and of the other subjects whose data the Company has, take place in compliance with specific procedures aimed at guaranteeing that unauthorized persons and/or entities can become aware of them.

These procedures comply with current regulations.

### **I.10. Spirit of service.**

The Recipients must direct their conduct, within the limits of their respective competences and responsibilities, to the pursuit of the corporate mission aimed at providing a service of high social value and utility for the community, which must benefit from the best quality standards.

### **I.11. Value of human resources.**

Human resources are recognized as a fundamental and indispensable factor for company development. IMPES SERVICE S.P.A. protects professional growth and development in order to increase the wealth of skills possessed, in compliance with current legislation on individual personality rights, with particular regard to the moral and physical integrity of Personnel.



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IMPES SERVICE S.P.A. undertakes not to favor forms of clientelism and nepotism, as well as not to establish any relationship of a working nature with subjects involved in acts of terrorism.

Personnel are hired solely on the basis of regular employment contracts, as no form of irregular work is tolerated.

The candidate must be made aware of all the characteristics pertaining to the employment relationship. The recognition of salary increases or other incentive tools and access to higher roles and assignments (promotions) are linked, in addition to the rules established by law and the collective labor agreement, to the individual merits of the employees, including the ability to express behavior and organizational skills based on the ethical principles of reference of the Company, indicated by this Code.

The selection of personnel and the management of employment relationships are aimed at guaranteeing equal opportunities and at avoiding any type of favoritism and nepotism, without however any form of discrimination, including trade union discrimination.

As part of personnel management and development processes, as well as in the selection phase, decisions are based on the correspondence of the profiles possessed to the profiles requested, as well as on the basis of company needs and considerations of a meritocratic nature (e.g. assignment of incentives based on the results achieved).

From a meritocratic point of view, access to roles and assignments is also decided on the basis of the skills and abilities of the collaborators.



### **I.12. Relations with the community and environmental protection.**

IMPES SERVICE S.P.A. recognizes the fundamental importance of environmental protection in ensuring a coherent and balanced growth path. Consequently, the Company undertakes to safeguard the environment and to contribute to the sustainable development of the territory, also through the use of the best technologies available and the constant monitoring of company processes, as well as the identification of industrial solutions with a lower environmental impact.

All the activities of IMPES SERVICE S.P.A. must be carried out in such a way as to comply with the provisions of environmental regulations. The search for advantages for the Company, if they involve or could involve the intentional or negligent violation of environmental regulations, is never justified.

The Company undertakes to operate to ensure responsible long-term development, in full awareness of the links and interactions existing between the economic, social and environmental dimensions, considering the repercussions that a decision taken in one of these areas has on the others. Furthermore, the Company combines the creation of value, progress of society, attention to stakeholders, raising standards of life and quality.

### **I.13. Relations with local authorities and public institutions.**

IMPES SERVICE S.P.A. pursues the objective of maximum integrity and correctness in relations, including contractual ones, with public institutions and, in general, with the Public Administration, including as regards the request and/or management of public disbursements, in order to guarantee



maximum clarity in institutional relations, in harmony with the need for organizational and managerial autonomy typical of any economic operator. Relations with institutional interlocutors are maintained exclusively through the persons appointed to do so.

If IMPES SERVICE S.P.A. uses a consultant or a "third party" to be represented in relations with the Public Administration, the same will be required to comply with the directives valid for Personnel; moreover, the Company must not be represented, in relations with the Public Administration, by a consultant or a "third party" if there are conflicts of interest, even potential ones.

#### **I.14. Relations with associations, trade union organizations and political parties.**

IMPES SERVICE S.P.A. does not make contributions, direct or indirect, to finance political parties, movements, committees and political and trade union organisations, or their representatives or candidates.

IMPES SERVICE S.P.A. it can recognize contributions and donations in favor of subjects having social, moral, political, scientific and cultural purposes and, this, also through annual assignments to foundations to be determined with decisions of the Board of Directors.

#### **I.15. Relations with international operators.**

IMPES SERVICE S.P.A. undertakes to ensure that all its relationships, including those of a commercial nature, with subjects operating at an international level, take place in full compliance with the laws and regulations



in force, with the aim of avoiding the danger of committing a crime transnational in nature.

In this regard, the Company undertakes to adopt all the precautions necessary to verify the reliability of these operators, as well as the legitimate origin of the capital and means used by the latter in the context of relations with the Company.

Furthermore, within the limits of its possibilities, IMPES SERVICE S.P.A. undertakes to collaborate, with correctness and transparency, with the Authorities, including foreign ones, which may request information or carry out investigations regarding the relations between the Company and international operators.

#### **I.16. Repudiation of all forms of terrorism.**

IMPES SERVICE S.P.A. repudiates all forms of terrorism and intends to adopt, within the scope of its activity, suitable measures to prevent the danger of involvement in acts of terrorism, so as to contribute to the affirmation of peace between peoples and democracy.

To this purpose, the Company undertakes not to establish any working or commercial relationship with subjects, whether natural or legal persons, involved in acts of terrorism, as well as not to finance or in any case facilitate any of their activities.





### **I.17. Protection of individual personality**

IMPES SERVICE S.P.A. recognizes the need to protect individual freedom in all its forms and repudiates any manifestation of violence, especially if aimed at limiting personal freedom, as well as any phenomenon of prostitution and/or child pornography.

The Company undertakes to promote the sharing of the same principles within the scope of its business and among the Recipients.

### **I.18. Protection of health and safety at work.**

IMPES SERVICE S.P.A. pursues the objective of guaranteeing health and safety in the workplace with the utmost commitment.

In this regard, the Company adopts the most appropriate measures to avoid the risks associated with the performance of its business activity and, where this is not possible, for an adequate assessment of the existing risks, with the aim of countering them directly at the source and ensure their elimination or, where this is not possible, their management.

As part of its activity, IMPES SERVICE S.P.A. undertakes to adapt work to man, including as regards the design of workplaces and the choice of work equipment and work and production methods.

In terms of health and safety at work, IMPES SERVICE S.P.A. also undertakes to operate:

- a) taking into account the degree of evolution of the technique;
- b) replacing what is dangerous with what is not dangerous or less dangerous;

- c) adequately planning prevention and aiming for a coherent complex that takes into account and integrates the technique, work organization, working conditions, social relationships and the influence of factors of the work environment;
- d) giving priority to collective protection measures over individual protection measures;
- e) giving adequate instructions to the Personnel.

These principles are used by IMPES SERVICE S.P.A. for the purposes of identifying and adopting the necessary measures to protect the safety and health of workers, including the prevention of occupational risks, information and training, as well as the preparation of an organization and the necessary means.

Recipients must comply with these principles, in particular when decisions or choices have to be made and, subsequently, when they have to be implemented.

#### **I.19. Protection of transparency in commercial transactions (anti-money laundering).**

IMPES SERVICE S.P.A. has as its principle that of maximum transparency in commercial transactions and prepares the most appropriate tools in order to counter the phenomena of money laundering and receiving stolen goods. Compliance with the principles of correctness, transparency and good faith in relations with all contractual counterparties must be guaranteed.



## SECTION II - PRINCIPLES AND RULES OF CONDUCT.

### II.1. Principles and rules of conduct for members of corporate bodies.

The corporate bodies, in the awareness of their own responsibility, as well as complying with the law, current legislation and the articles of association, are required to comply with the provisions of the Model and the Ethical Code which forms part of it.

Their members are required:

- to maintain a behavior inspired by autonomy, independence, and fairness with public institutions, private subjects (including corporate creditors), economic associations, political forces, as well as with any other national and international operator;
- to behave in a manner inspired by integrity, loyalty and a sense of responsibility towards the Company;
- to ensure assiduous and informed participation in the meetings and activities of the corporate bodies;
- to ensure the sharing of the mission and a punctual critical spirit, in order to guarantee a significant personal contribution;
- to evaluate situations of conflict of interest or incompatibility of functions, tasks or positions inside and outside IMPES SERVICE S.P.A., refraining from carrying out acts in situations of conflict of interest within the scope of one's own activity;
- not to hinder in any way the control and/or auditing activities carried out by the shareholders, by the other corporate bodies, including the Supervisory Body, or by the auditing firm;

- to make confidential use of the information they become aware of for official reasons, avoiding making use of their position to obtain personal advantages, both direct and indirect. Every external communication activity must comply with the laws and practices of conduct and must be able to safeguard the information and those covered by industrial secrecy;
- to comply, as far as they are responsible and within the limits of their responsibilities, with the rules of conduct established for Personnel by the following par. II.2.

### **II.2.1. Conflict of interest.**

The Personnel must avoid carrying out or facilitating transactions in conflict of interest - actual or potential - with the Company, as well as activities that may interfere with the ability to make, impartially, decisions in the best interests of the Company and in full compliance of the provisions of this Code.

Personnel, in particular, must not have financial interests in a supplier, competitor or customer and cannot carry out work activities that could lead to the emergence of a conflict of interest.

If they find themselves in a situation of conflict of interest, even if only potential, Personnel must communicate this circumstance to their hierarchical superior and to the SB, refraining from carrying out any operation.

### **II.2.2. Relations with the Public Authorities.**

All relationships with subjects qualifying as Public Officials or Public Service Officers must be conducted in full compliance with the laws and regulations in



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force, as well as with the Model and the Ethical Code, in order to ensure the absolute legitimacy of the Company's work.

Within the limits indicated below, IMPES SERVICE S.P.A. prohibits Personnel from accepting, offering or promising, even indirectly, money, gifts, goods, services, benefits or favors (also in terms of employment opportunities or through activities - including commercial ones - directly or indirectly attributable to the employee) in relation to relationships maintained with Public Officials or Public Service Officers, to influence their decisions, in view of more favorable treatment or undue performance or for any other purpose, including the performance of acts of their office.

If connected to the aforementioned relationships, any requests or offers of money, gifts (with the exception of those of modest value, by which we mean those of use in relation to the circumstances), favors of any kind, forwarded or received by the Personnel, must be promptly brought to the attention of one's hierarchical superior and of the Supervisory Body.

Gifts and acts of courtesy towards Public Officials, Public Service Officers or, in any case, public employees are permitted only when, being of modest value, they do not in any way compromise the integrity and independence of the parties and cannot be interpreted as a means to gain improper advantage.

In any case, during a negotiation or any other relationship with the Public Administration, Personnel must refrain from undertaking, directly or indirectly, actions aimed at:



- propose employment and/or commercial opportunities from which advantages may derive, for oneself or for others, to employees of the Public Administration or their relatives or in-laws;
- solicit or obtain confidential information that could compromise the integrity or reputation of one or both parties.

In the event of investigations, inspections or requests from the Public Authorities, Personnel are required to ensure due collaboration.

### **II.2.3. Relations with customers and suppliers.**

Personnel must base relations with customers and suppliers on the utmost correctness and transparency, in compliance with the laws and regulations in force, the Model and the Ethical Code, as well as internal procedures and, in particular, those relating to relations with the customers and those in terms of purchases and selection of suppliers.

The rules of conduct indicated above are valid, and as such must be respected, also in relation to relations with international operators.

### **II.2.4 Websites.**

With regard to the websites set up by the Company and aimed at the Italian public and operators, in addition to meeting the requirements established by the regulations and laws in force on the matter, it is necessary to guarantee that the source of all the information reported on the site itself is clearly identified, recipients of such information, the objectives of the site.



### **II.2.5 Participation in tenders.**

In case of participating in tender procedures, it necessary to:

- act in compliance with the principles of correctness, transparency and good faith;
- evaluate, during the examination phase of the call for tenders, the adequacy and feasibility of the requested services;
- provide all the data, information and news requested during the selection of the participants and functional to the awarding of the tender;
- in the case of public tenders, maintain clear and correct relations with the public officials in charge, avoiding any behavior likely to compromise the freedom of judgment of the competent officials.

If the tender is awarded, in relations with the client it is necessary to:

- guarantee the performance of negotiating and commercial relations in a clear and correct manner;
- ensure the diligent fulfillment of contractual obligations.

### **II.2.6. Obligation to update.**

In carrying out their activity on behalf of IMPES SERVICE S.P.A., Personnel are required to always maintain a high degree of professionalism. Furthermore, in relation to the specific area of competence, the Personnel is required to be constantly updated.



### **II.2.7. Confidentiality.**

Personnel must treat with absolute confidentiality, even after the termination of the employment relationship, data, news and information that comes into their possession, avoiding their diffusion or use for speculative purposes by third parties.

Confidential information may be disclosed, within the Company, only to those who have an effective need to know it for work reasons.

### **II.2.8. Diligence in the use of Company assets.**

Personnel must protect and safeguard the values and assets of the Company entrusted to them, and contribute to the protection of the assets of IMPES SERVICE S.P.A., avoiding situations that could negatively affect the integrity and safety of such assets.

In any case, Personnel must avoid using IMPES SERVICE S.P.A. resources, goods or materials for personal advantage, or in any case for improper purposes.

### **II.2.9. Balance sheet and other corporate documents.**

Personnel must pay particular attention to the activity of preparing the financial statements and other corporate documents. In this regard, it will be necessary to ensure:

- adequate collaboration with the corporate functions responsible for drafting corporate documents;
- the completeness, clarity and accuracy of the data and information provided;



- compliance with the principles of compiling accounting documents.

### **II.2.10. Occupational health and safety.**

In terms of health and safety at work, IMPES SERVICE S.P.A. must, in particular:

- a) take care of his own health and safety and that of other people present in the workplace, who are affected by his actions or omissions, in accordance with the training, instructions and means provided by the employer;
- b) contribute, together with the employer, managers and supervisors, to the fulfillment of the obligations envisaged for the protection of health and safety in the workplace;
- c) observe the provisions and instructions given by the employer, managers and supervisors, for the purposes of collective and individual protection;
- d) correctly use work equipment, dangerous substances and preparations, means of transport, as well as safety devices;
- e) make appropriate use of the protective devices made available to him;
- f) immediately notify the employer, manager or person in charge of any deficiencies in the means and devices referred to in lett. d) and e), as well as any possible dangerous condition of which he becomes aware, acting directly, in case of urgency, within the scope of his own competences and possibilities and without prejudice to the obligation referred to in the following letter. g), to eliminate or reduce situations of serious and imminent danger, notifying the workers' safety representative;

- g) not to remove or modify the safety, signaling and control devices without authorisation;
- h) take care of the individual protection means made available to him, without making any changes on his own initiative and reporting any defects or inconveniences to the employer or manager or supervisor;
- i) not to carry out operations or maneuvers on his own initiative which are not within his competence or which may compromise his own safety or that of other workers;
- l) participate in education and training programs organized by the employer;
- m) submit to the health checks required by current legislation or in any case ordered by the competent doctor.

#### **II.2.11. Anti-money laundering/receiving.**

The Personnel adopts all the appropriate tools and precautions to guarantee the transparency and correctness of commercial transactions. In particular, it is mandatory, among other things, that:

- a) the assignments conferred to any service companies and/or natural persons who look after the economic/financial interests of the Company are drawn up in writing, with an indication of the contents and the agreed economic conditions.
- b) the competent functions ensure control of the regularity of payments to all counterparties, including by verifying that the person to whom the order is registered coincides with the person who collects the relative sums.



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- c) control of the financial flows relating to relationships (payments/transactions) with companies (including foreign companies) is carried out;
- d) the minimum requirements established and required for the purpose of selecting the subjects offering the goods and/or services that the Company intends to acquire are scrupulously respected;
- e) the evaluation criteria of the offers are established;
- f) with reference to the commercial/professional reliability of suppliers and partners, all necessary information is requested and obtained;
- g) in the event of the conclusion of agreements/joint ventures aimed at making investments, maximum transparency is guaranteed.

### **II.3. Principles and rules of conduct for Third Party Recipients.**

In addition to the members of the corporate bodies and the Personnel, this Ethical Code and the Model also apply to Third Party Recipients, meaning by this qualification to refer to subjects, external to the Company, who operate, directly or indirectly, for IMPES SERVICE S.P.A. (by way of example but not limited to, attorneys, agents, collaborators in any capacity, consultants, suppliers, commercial partners).

The Third Party Recipients are, therefore, obliged to comply with the provisions of the Model and this Code and, in particular, within the limits of their respective competences and responsibilities, with the reference ethical principles (cf., Section I) and with the rules of conduct established for the personnel of IMPES SERVICE S.P.A. (cf., Section II, par. 2).



In the absence of the express commitment to comply with the rules of this Code, IMPES SERVICE S.P.A. will not conclude and/or continue any relationship with the Third Recipient.

To this purpose, specific clauses aimed at confirming the Third Recipient's obligation to fully comply with this Ethical Code are included in the assignment letters and/or in the negotiating agreements, as well as to provide, in the event of a violation, a formal warning to comply with the Model or the application of penalties or, again, the termination of the contractual relationship.

For contractual relationships already in place at the time of entry into force of the Ethical Code, IMPES SERVICE S.P.A. arranges for the Third Recipient to sign a specific supplementary agreement having the content indicated above.

#### **II.4. Reporting obligations to the Supervisory Body.**

Recipients are required to promptly inform the Supervisory Body, when they become aware of violations, even if only potential, within the scope of IMPES SERVICE S.P.A., of laws or regulations, of the Model, of the Ethical Code, of internal procedures.

In any case, the following information must be compulsorily and immediately transmitted to the S.B.:

A) which may relate to potential violations of the Model, including, but not limited to:

1) any orders received from the superior and deemed to be in conflict with the law, internal regulations, or the Model;

- 2) any requests or offers of money, gifts (exceeding modest value) or other benefits coming from, or intended for, public officials or public service appointees;
- 3) any significant deviations from the budget or expenditure anomalies that emerged from the authorization requests in the final phase of the Management Control;
- 4) any omissions, negligence or falsifications in bookkeeping or in the preservation of the documentation on which the accounting entries are based;
- 5) the provisions and/or information coming from judicial police bodies or from any other authority from which it can be deduced that investigations are being carried out which affect, even indirectly, the Company, its employees or members of the corporate bodies;
- 6) requests for legal assistance forwarded to the company by employees pursuant to the Italian C.C.N.L. (national collective labor agreement), in the event of the initiation of criminal proceedings against them;
- 7) information relating to disciplinary proceedings in progress and any sanctions imposed or the reason for their filing;
- 8) any reports, not promptly identified by the competent functions, concerning both deficiencies or inadequacies of the work places or equipment, or the protective devices made available to the Company, and any other dangerous situation connected to health and safety at work;
- 9) any deviation found in the offer evaluation process with respect to the provisions of company procedures or predetermined criteria.

B) relating to the Company's activity, which may assume relevance as regards the performance, by the S.B., of the tasks assigned to it, including, but without this constituting a limitation:

- 10) the reports prepared, in the context of their activity, by the appointed Internal Managers;
- 11) news relating to organizational changes or company procedures in force;
- 12) updates to the system of powers and delegations;
- 13) any communications from the independent auditors regarding aspects that may indicate a lack of internal controls;
- 14) decisions relating to the request, disbursement and use of public funding;
- 15) the summary tables of the tenders, public or of public significance, at national/local level in which the Company has participated and obtained the contract; as well as the summary tables of any orders obtained as a result of private negotiation;
- 16) periodic reporting on occupational health and safety, and in particular the minutes of the periodic meeting pursuant to art. 35, Italian Legislative Decree 9 April 2008 n. 81, as well as all the data relating to accidents at work occurring on the Company's sites;
- 17) the annual financial statements, accompanied by the explanatory notes, as well as the half-year balance sheet;
- 18) the tasks assigned to the auditing firm;
- 19) communications from the Board of Statutory Auditors and the auditing firm relating to any critical issue that has emerged, even if resolved;



20) the results of individual tests aimed at verifying the ethical aspects of work performance.

Communications to the S.B. can be made, even anonymously, both by email (to the email address:

[organismodivigilanza@impesservice.it](mailto:organismodivigilanza@impesservice.it)) and in writing to the address:

Supervisory Body,

IMPES SERVICE S.P.A.,

headquarters in Bernalda (MT)

ITALY (see, Section III, par. 3).

In any case, the S.B. takes steps to ensure that the person making the communication, if identified or identifiable, is not subject to retaliation, discrimination or, in any case, penalisation, thus ensuring confidentiality (except for the occurrence of any legal obligations which dictate otherwise).

### **SECTION III. IMPLEMENTATION AND CONTROL OF COMPLIANCE WITH THE ETHICAL CODE.**

#### **III.1. Duties of the Supervisory Body.**

The control over the implementation of and compliance with the Model and the Ethical Code is entrusted to the Supervisory Body.

Without prejudice to the provisions of the specific document called "*Discipline and duties of the Supervisory Body*" (which forms an integral part of the Model), in relation to this Code, the duties of the Supervisory Body are, among others, the following:

- check compliance with the Model and the Ethical Code, with a view to reducing the danger of committing the crimes envisaged by the Decree;
- formulate their observations regarding both the ethical issues that may arise in the context of company decisions, and the alleged violations of the Model or the Ethical Code of which they become aware;
- provide the interested parties with all the clarifications and clarifications requested, including those relating to the legitimacy of a concrete behavior or conduct, or to the correct interpretation of the provisions of the Model or the Ethical Code;
- follow and coordinate the updating of the Ethical Code, also through its own proposals for adjustments/updates;
- promote and monitor the implementation, by the Company, of communication and training activities on the Model and, in particular, on the Ethical Code;
- report any violations of the Model or the Ethical Code to the competent corporate bodies, proposing the sanction to be imposed and verifying the effective application of any sanctions imposed.

### **III.2. Violations of the Ethical Code and related sanctions.**

As regards the typification of violations of the Model, including as regards the Ethical Code, as well as the applicable sanctions and the procedure for contesting the violations and inflicting sanctions, please refer to the provisions of the disciplinary system adopted by IMPES SERVICE S.P.A. pursuant to the





Decree (hereinafter also referred to as the 'Disciplinary System'), which forms an integral part of the Model.

In a nutshell, the Disciplinary System identifies:

- i) the interested parties;
- ii) the type of relevant violations;
- iii) the sanctions, graduated according to the seriousness of the violation, which can be applied by the Company;
- iv) the procedure for notifying violations and imposing sanctions.

With reference to the Directors, the Statutory Auditors and the External Auditor, 4 different sanctions are envisaged, from the written warning to the revocation of the assignment.

If the violation is reported to a director linked to the Company by a subordinate employment relationship, the sanctions envisaged for managers or employees will be applied.

In relation to persons who qualify, in the same way as the Disciplinary System, as "Top Managers", 6 distinct sanctions are envisaged, from verbal warning to dismissal without notice.

If, on the other hand, the violation was committed by a person who can be qualified, always in the same way as the Disciplinary System, as an "Other Senior Manager", the sanctions envisaged for Directors, Statutory Auditors and the Independent Auditors are applied.

With reference to employees, 6 different sanctions are envisaged, from verbal warning to dismissal without notice.



With regard to Third Party Recipients, any failure to comply with the principles and provisions of the Model and the Ethical Code may result in the imposition of the sanctions of warning, the application of a penalty or the termination of the contract.

### **III.3. Reporting of any violations of the Ethical Code.**

If a person required to comply with the Model and this Code becomes aware of a fact and/or a circumstance capable of integrating the danger of their violation, he is required to promptly report it to the S.B.

The Company has activated the appropriate dedicated communication channels, in order to facilitate the reporting process to the S.B.

In particular, a special e-mail box has been activated ([organismidivigilanza@impeservice.it](mailto:organismidivigilanza@impeservice.it)), to which any reports regarding non-compliance with the Model or this Code can be sent, which will also be used for receiving reports of anonymous nature, i.e. those in which it is not possible to trace the identity of the sender.

In addition, reports can be made in writing, by sending a specific communication, even anonymously, to the address:

Supervisory Body (O.d.v.),

IMPES SERVICE S.P.A.,

Bernalda (MT) – ITALY - headquarters.

In any case, the S.B. takes steps to ensure that those who have made the reports are not subject to retaliation, discrimination or, in any case, penalties, thus



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ensuring the adequate confidentiality of these subjects (except for the occurrence of any legal obligations that impose otherwise).

This version of the Ethical Code is approved by resolution of the Board of Directors on 30.11.2022.

It is widely disseminated internally and is made available to all Group stakeholders.

The Ethical Code is valid both in Italy and abroad.