



## **ITACAT S.R.L.**

### **Code of Ethics D. LGS. 231/01**

Code of Conduct Article 6, paragraph 3 of Legislative Decree June 8, 2001, No. 231



ITACAT S.R.L.

Registered and Operational Headquarters: Via Giuseppe Colano 9A/14D,  
16162 Genoa (GE)

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## Summary

<b>INTRODUCTION</b> .....	4
1. THE CODE OF ETHICS .....	4
2 THE ENTITY: ITACAT S.R.L. ....	5
2.1 SERVICES FOR EMPLOYMENT .....	5
3 ETHICAL PRINCIPLES.....	6
3.1 LEGALITY, HONESTY, AND FAIRNESS .....	6
3.1.1. Diligence and Professionalism .....	6
3.1.2. Transparency and Traceability .....	6
3.1.3. Confidentiality .....	7
3.1.4. Equity and Value of the Individual .....	7
3.1.5. Protection of Corporate Assets .....	7
3.1.6. Protection of Health, Workplace Safety, and Environment .....	7
3.1.7. Combating Organized Crime and Terrorism .....	7
3.1.8. Prevention of Receiving, Laundering, and Using Illicit Funds or Goods .....	7
3.1.9. Giving or Receiving Gifts or Other Benefits .....	8
3.1.10. Diligence in Using Company Resources and IT Tools.....	8
3.1.11. Administrative and Accounting Management.....	8
4. RELATIONS WITH HUMAN RESOURCES .....	8
4.1 SELECTION AND HIRING OF HUMAN RESOURCES AND EQUAL OPPORTUNITIES .....	8
4.1.1. Discrimination and Harassment .....	9
4.1.2. Labor Exploitation.....	9
5. RELATIONS WITH PUBLIC ADMINISTRATION AND SUPPLIERS, CONSULTANTS, AND COLLABORATORS .....	9
5.1 RELATIONS WITH PUBLIC ADMINISTRATION.....	9
5.2 RELATIONS WITH SUPPLIERS, CONSULTANTS, AND COLLABORATORS .....	10
6. DISSEMINATION AND MONITORING OF COMPLIANCE WITH THE ETHICAL CODE .....	10
6.1 DISSEMINATION OF THE ETHICAL CODE .....	10
6.1.1. Monitoring Compliance with the Ethical Code .....	10
6.1.2. Reporting Violations .....	10
6.1.3. Sanctions .....	11
7. AUDITS .....	11
8. FINAL PROVISIONS AND REPEALS .....	11

## INTRODUCTION

This Code of Ethics (hereinafter also referred to as the “Code”) is addressed to the administrators, control bodies, top managers, all employees, auditors, agents, carriers, suppliers, collaborators, consultants, commercial partners, and auditors of Itacat S.r.l. and, in general, to all those who operate, directly or indirectly, to pursue the company's objectives (hereinafter “Recipients”). The Code has been adopted by Itacat S.r.l. with the aim of stating the principles of business ethics and the rules of conduct that the company recognizes as its own. All Recipients of this document are required to respect the ethical principles and rules contained herein, which guide the activities of Itacat S.r.l. and thus represent a priority in achieving its mission.

### 1. THE CODE OF ETHICS

The purpose of this Code of Ethics is to ensure a management and administration of the company based on commonly recognized ethical values and aimed at minimizing the risk of illicit or illegitimate activities. The provisions contained herein are binding for the Company's Administrative Body, employees at every level and grade, and more generally for all the personnel of the company and any external collaborators and consultants, when acting in the name and/or on behalf of the Structure. The Board of Directors, represented by the Chairman, is responsible for monitoring compliance with the Code and ensuring its widespread dissemination among Itacat S.r.l.'s employees and collaborators as well as among interested third parties. Furthermore, a Supervisory Body has been appointed to verify the correct and timely application of the Code, with decision-making authority regarding any issue related to its application and with tasks of supporting the interpretation of the Code and evaluating cases of violations, deciding on any sanctions to be adopted in collaboration with the competent corporate functions and in compliance with the laws and national labor contracts. Itacat S.r.l. is committed to communicating the values and principles contained herein to all resources present in the company and to ensuring their internal and external dissemination through:

- Distribution to members of corporate bodies, collaborators, and employees;
- Making it available to third parties and any other interlocutor of Itacat S.r.l. All employees and any other party collaborating with Itacat S.r.l. in any capacity must read the Code and commit to following the rules and provisions contained herein, acknowledging it through appropriate means. New hires will be provided with a paper copy of the Code of Ethics upon hiring, along with a declaration of acknowledgment. New employees must read the Code of Ethics and sign this acknowledgment and acceptance declaration. Any modifications and/or updates to the Code will be communicated through appropriate means. The company's communications to its interlocutors are based on the respect of the right to information. Under no circumstances is it permitted to disclose false or tendentious news or comments.

## **2 THE ENTITY: ITACAT S.R.L.**

Itacat S.r.l. is a company that, within its activities and business conduct, adopts respect for the law and the regulations of the countries in which it operates, as well as internal regulations, within a framework of legality, fairness, transparency, and respect for human dignity as its guiding principles. Moreover, it aims to reconcile the pursuit of market competitiveness with compliance with competition regulations and to promote, from a perspective of social responsibility and environmental protection, the correct and responsible use of resources. The objectives of production growth and market share, as well as the strengthening of the ability to create value, are pursued by ensuring adequate decision-making and operational security standards for structures and processes, which are preparatory to the development of new businesses, the efficiency of business selection and management mechanisms, and the quality of risk management and measurement systems. The company specifically engages in:

- Production of catalytic converters aimed at reducing harmful emissions (gases and gaseous fluids) produced by both vehicles and industrial plants;
- Development and design of mechanical products for specific applications;
- Acquisition of know-how, participation in joint ventures with other companies engaged in production, marketing, and innovation in the sector of reducing harmful emissions, as well as participation in projects, tenders, and initiatives, including international ones;
- Establishing, registering, using, and allowing third parties to use its own trademarks to distinguish its products and services and build customer loyalty.

### **2.1 SERVICES FOR EMPLOYMENT**

Itacat S.r.l. must build its growth on a solid reputation, faithful to values of honesty and fairness in every daily work process, identifying "integrity" as a central value of its culture and behaviors. The principles that should inspire Itacat S.r.l.'s activities in achieving its mission are strict compliance with the law, respect for the legitimate interests of all stakeholders, and, in particular, the beneficiaries of training and guidance actions. Legislative Decree No. 231 of June 8, 2001, concerning "Regulations on the administrative responsibility of legal persons, companies, and associations even without legal personality", introduced for the first time in our legal system the responsibility of the legal person, in criminal proceedings, which is added to the responsibility of the physical person who materially committed the illegal act. This new responsibility arises only on the occasion of the commission of certain types of crimes, specifically indicated by the law, by subjects linked in various ways to the company, and only in the hypothesis that the unlawful conduct was carried out in the interest or advantage of it. Among the offenses indicated by the law, also in relation to the provisions of the Guidelines elaborated by Confindustria, only some hypotheses have been considered possible for the sector in which Itacat S.r.l. operates, for which the specific risks connected to the company's operations have been identified and, therefore, the rules of conduct to be adopted have been defined. For other hypotheses, it was considered that the offense was entirely abstract, but it was nonetheless deemed correct, and in line with Itacat S.r.l.'s value system, to draw attention to the need to adopt in any case conduct appropriate to the entity's reputation. Finally, some hypotheses were not taken into consideration as there are no organizational and/or corporate structure elements for the commission of such offenses. The same Decree, moreover, provides for the exclusion of the company's responsibility if it proves, among other things, to have adopted

and effectively implemented, before the commission of the unlawful act, an "Organization, Management and Control Model" suitable for preventing crimes of the type that occurred and to have entrusted the task of supervising the functioning and observance of the Model, as well as its updating, to an internal "body" ("Supervisory Body") with autonomous initiative and control powers. Compliance with the Organization, Management, and Control Model becomes, therefore, an essential part of the employment or collaboration relationship. In light of the above, the Board of Directors has approved an "Organization, Management and Control Model" and has established a Supervisory Body. As part of the prevention actions, the present "Code of Ethics and Conduct" has also been prepared, in line with the Corporate Governance guidelines indicated by Confindustria and the available best practices. This Code of Ethics and Conduct contains a series of business ethics principles that Itacat S.r.l. recognizes as its own and on which it intends to call for compliance by all those who contribute to the company's goals: this even beyond the specific provisions of Legislative Decree 231/2001 and therefore regardless of whether Itacat S.r.l. derives an interest or advantage. Every behavior must be immediately traceable to these principles. It is therefore important to clearly define the set of values that Itacat S.r.l. recognizes, accepts, shares, and applies at all levels, without distinctions or exceptions. Therefore, collaborators, regardless of the nature of their contractual relationship, as well as partners, are required to align their behaviors with the provisions of the Code of Ethics and Conduct.

### **3 ETHICAL PRINCIPLES**

#### **3.1 LEGALITY, HONESTY, AND FAIRNESS**

Itacat S.r.l. considers legality, honesty, fairness, and integrity as essential values for any action, operation, and negotiation. All activities carried out in the name and on behalf of the company must be based on respect for the applicable laws, regulations in force, and generally recognized practices. Conduct in violation of the laws or this Code, even if abstractly aimed at favoring Itacat S.r.l., will not be tolerated. Recipients must act correctly to avoid conflicts of interest, meaning all situations in which the pursuit of one's own interest conflicts with the interests and mission of the Company. Situations that allow an employee, administrator, or other recipient to derive undue advantage and/or profit from opportunities known during and due to their work activities should also be avoided.

##### **3.1.1. Diligence and Professionalism**

Itacat S.r.l. requires the Recipients of this Code of Ethics to carry out their work activities with maximum commitment, diligence, efficiency, and professionalism, in the awareness that professional competence is an indispensable requirement to ensure a high level of quality in the services offered to its associates

##### **3.1.2. Transparency and Traceability**

All activities carried out in the name and on behalf of Itacat S.r.l. are based on the principles of transparency and traceability. In performing its corporate activities, the company is committed to ensuring the traceability, correctness, completeness, uniformity, and timeliness in the management and communication of corporate information, thus avoiding deceptive behaviors from which undue advantages may be derived.

### **3.1.3. Confidentiality**

Itacat S.r.l. ensures the confidentiality of information, data, and documents obtained in the performance of corporate activities, refraining from using confidential information for purposes other than those related to the performance of such activities. For this reason, all Recipients of this Code are prohibited from using information learned and processed in the course of their work for purposes other than business or personal purposes.

### **3.1.4. Equity and Value of the Individual**

Itacat S.r.l. recognizes the value of its personnel and protects their professional and human development. All staff management and development policies are based on respect for the person, their values, and their dignity, in the rejection of all forms of discrimination. In particular, Itacat S.r.l. guarantees the integrity and physical and moral protection of its collaborators, ensuring working conditions that respect individual dignity and safe and healthy working environments.

### **3.1.5. Protection of Corporate Assets**

Each recipient of this Code is required to protect the assets of Itacat S.r.l. and to use them responsibly and in compliance with corporate procedures. In particular, they must ensure their correct use, avoiding improper use that could cause damage or a reduction in efficiency.

### **3.1.6. Protection of Health, Workplace Safety, and Environment**

All company activities are carried out in compliance with current regulations regarding the protection of health, worker safety, and the environment. Itacat S.r.l. is committed to spreading and consolidating a culture of safety by raising awareness of risks and ensuring compliance with regulations on health and safety at work, as well as requiring responsible behavior from all recipients of this Code. The company adopts appropriate measures to avoid risks associated with its business activities and, where this is not possible, to adequately assess existing risks, with the aim of addressing them directly at the source and ensuring their elimination. In its activities, ITACAT commits to adapting work to the individual, including the design of workstations, the selection of work equipment, and the methods of work and production, particularly to mitigate monotonous and repetitive work, and to reduce the effects of such work on health. The company manages energy, water, and materials used in its business activities rationally, avoiding waste and striving to protect the environment.

### **3.1.7. Combating Organized Crime and Terrorism**

Itacat S.r.l. firmly condemns and combats, with all available means, any form of organized crime, including mafia-like activities. It is prohibited to provide, directly or indirectly, funds to individuals who promote, establish, direct, or commit acts of terrorism and subversion of the democratic order.

### **3.1.8. Prevention of Receiving, Laundering, and Using Illicit Funds or Goods**

Itacat S.r.l. strictly adheres to legal provisions aimed at preventing money laundering, self-laundering, and the

use of illicit funds or goods. All recipients of this Code must pay particular attention in commercial relationships with third parties and not accept any requests that may be suspected of being attempts to legalize illicit proceeds. It is specifically forbidden to receive payments from third parties made in cash or through the use of anonymous instruments, and to make payments in cash or using anonymous instruments, except for small withdrawals on the company credit card, duly tracked. Special attention must be paid to payments from foreign financial institutions, especially if they are located in "tax havens," as identified by the Revenue Agency, as well as payments from individuals or legal entities that have residence or headquarters in high-risk countries indicated in the so-called "blacklist."

### **3.1.9. Giving or Receiving Gifts or Other Benefits**

It is forbidden to distribute or receive gifts and presents that exceed normal business practices or courtesy and are aimed at obtaining favorable treatment in conducting any business activity in the name and on behalf of the company. Permitted gifts are always of modest value and must be documented in writing and authorized. In any case, it is prohibited to perform actions or behave in ways that can be interpreted as practices of corruption, undue favors, collusion, direct or indirect solicitation of privileges for oneself or others, such as those that would constitute crimes against Public Administration under Legislative Decree 231/2001.

### **3.1.10. Diligence in Using Company Resources and IT Tools**

Itacat S.r.l. personnel are required to operate with the necessary diligence to protect company resources, avoiding improper use that could cause damage or reduce efficiency or otherwise conflict with the company's interests. For the purposes of applying this conduct rule, company resources include company-owned tools and consumables, as well as applications, devices, and IT tools provided by the company. The use of company resources is not permitted for personal use or interest of any kind. Any use of company resources that conflicts with current laws, even if it benefits the company, is prohibited.

### **3.1.11. Administrative and Accounting Management**

Itacat S.r.l. strictly adheres to regulations regarding bookkeeping and financial reporting. The company's records and books must be kept in compliance with current regulations to ensure traceability and reliability of the company's financial statements. Accounting documents must accurately, correctly, and specifically reflect the operations carried out. Recipients of this Code, within their competence and assigned tasks, must cooperate fully to ensure management facts are correctly and promptly represented in the company's accounting and must keep all supporting documentation, making it easily accessible and consultable by authorized control subjects. It is strictly forbidden to use company money and assets for illegal or unjustified purposes; all those managing administrative-accounting processes must pay the utmost attention to ensure compliance with this prohibition.

## **4. RELATIONS WITH HUMAN RESOURCES**

### **4.1 SELECTION AND HIRING OF HUMAN RESOURCES AND EQUAL OPPORTUNITIES**

The evaluation of candidates and the consequent selection of human resources are conducted in line with the



company's needs and the professional profile required, assessing each candidate's abilities, skills, and experience to perform the job, and ensuring equal opportunities for all candidates. Itacat S.r.l. retains all documentation related to the selection process of each candidate, even if not hired, to ensure full compliance with the principle of traceability of company documentation. All information related to the selection and hiring process of each candidate is treated in accordance with current data protection regulations.

#### **4.1.1. Discrimination and Harassment**

Itacat S.r.l. is committed to promoting the well-being of its human resources and to creating and maintaining a work environment that protects their dignity. Recipients of this Code must contribute to building and maintaining a climate of mutual respect, collaboration, and assistance. In no case are sexual or any other forms of harassment tolerated, whether by employees or third parties with whom Itacat S.r.l. has commercial relationships, toward its employees and collaborators. Such conduct will not be tolerated and will be pursued in appropriate venues. Discrimination based on age, gender, sexual orientation and gender identity, health status, race, nationality, cultural background, social condition, political opinions, and religious beliefs will not be tolerated.

#### **4.1.2. Labor Exploitation**

The company will not tolerate the employment of workers recruited through force, coercion, or blackmail. It is forbidden to recruit labor to be assigned to work for third parties under exploitative conditions, taking advantage of workers' needs. It is also forbidden to use, hire, or employ labor through the aforementioned intermediary activity, subjecting workers to exploitative conditions and taking advantage of their needs.

### **5. RELATIONS WITH PUBLIC ADMINISTRATION AND SUPPLIERS, CONSULTANTS, AND COLLABORATORS**

#### **5.1 RELATIONS WITH PUBLIC ADMINISTRATION**

Relations between Itacat S.r.l. and representatives of Public Administration, public officials, or persons in charge of public service are based on principles of fairness, loyalty, maximum cooperation, transparency, and compliance with the law. In managing relations with Public Administration, the following prescriptions must be observed:

- It is forbidden to make monetary donations, for any reason, to public officials or persons in charge of public service, Italian or foreign (or their families), and to promise benefits of any kind (such as promises of employment), for the benefit of the aforementioned public officials, directly or through intermediaries, to secure any advantage for Itacat S.r.l.
- It is forbidden to make or promise, to any other company client or suppliers, Italian or foreign, even through intermediaries, monetary donations, gifts, or other benefits, or advantages of any kind, that could influence their independence of judgment or induce them to provide undue advantages to the company, causing harm to the company they belong to.

- It is, in any case, prohibited to perform actions or behave in ways that can be interpreted as practices of corruption, undue favors, collusion, direct or indirect solicitation of privileges for oneself or others, such as those that would constitute crimes against Public Administration.
- It is forbidden to submit false statements to national or EU public bodies to obtain public disbursements, contributions, or subsidized loans.
- It is forbidden to allocate sums received from national or EU public bodies as disbursements, contributions, or loans for purposes other than those for which they were intended.

## **5.2 RELATIONS WITH SUPPLIERS, CONSULTANTS, AND COLLABORATORS**

Itacat S.r.l. manages the procurement process of goods and services according to principles of transparency and fairness. The selection of suppliers and external collaborators (consultants and agents) is conducted in compliance with criteria of impartiality, economy, transparency, and fairness, avoiding situations that may generate personal advantages or conflicts of interest and is subject to constant verification regarding the maintenance of required qualifications during the contractual relationship. In contractual relationships with suppliers and external collaborators, the company requires maintaining ethical and transparent conduct, sharing, and respecting the principles set out in this Code. Violation of the principles established therein entitles the company to take appropriate measures against such suppliers or external collaborators, up to the exclusion of any further collaboration opportunities with the company.

## **6. DISSEMINATION AND MONITORING OF COMPLIANCE WITH THE ETHICAL CODE**

### **6.1 DISSEMINATION OF THE ETHICAL CODE**

The Ethical Code is approved by the Board of Directors of Itacat S.r.l. Itacat S.r.l. is committed to promoting knowledge of this Code among all recipients through adequate and effective dissemination and training activities. In the event of updates to the ethical principles and conduct rules contained in this Code, the company is committed to promoting the dissemination of the new contents of the Ethical Code among all recipients. Amendments and additions to this Code are decided by the Board of Directors of Itacat S.r.l.

#### **6.1.1. Monitoring Compliance with the Ethical Code**

The correct understanding, monitoring, and compliance with this Ethical Code are the responsibility of the Board of Directors of Itacat S.r.l.

#### **6.1.2. Reporting Violations**

Reporting any violations of the Code of Ethics is crucial for the company. All Recipients of this Code are encouraged to report behaviors they consider contrary to the ethical principles and rules of conduct outlined in this document. Authors of reports will be appropriately protected against any form of retaliation.

### **6.1.3. Sanctions**

Compliance with the ethical principles and rules of conduct of this Code shall be considered an essential part of the obligations binding on the Recipients, towards Itacat S.r.l. Violations of these norms undermine the trust relationship established with the company and constitute disciplinary misconduct or contractual non-performance, with all legal consequences, including the potential preservation of the position held or the existing employment relationship and, where applicable, an obligation to compensate for damages resulting from said violations. Itacat S.r.l. undertakes to foresee and apply, impartially and uniformly towards human resources, sanctions proportional to their respective violations of the Code of Ethics, based on the current disciplinary system in force. For all parties with whom the company maintains contractual relationships, violation of the Code of Ethics may constitute non-compliance with the current contractual conditions, as expressly provided within individual contracts.

## **7. AUDITS**

### Internal Controls

All individuals collaborating in any capacity with Itacat S.r.l. must be aware that an Organization, Management, and Control Regulation has been adopted, articulated in specific internal procedures, constantly updated to ensure compliance with current legislation and full effectiveness, understanding the contribution and relevance that this organizational management and control model ensures for achieving the company's strategic and operational objectives efficiently. Internal controls encompass all necessary tools to direct and verify the company's activities with the aim of ensuring compliance with laws and company procedures, protecting company assets, effectively managing institutional activities, and providing clear, truthful, and accurate information regarding the services provided, as well as the financial, economic, and asset situation, while identifying and preventing risks the company may face. The responsibility to establish an effective internal control system is shared at every operational level. Consequently, all recipients, within the scope of their functions, are responsible for defining, implementing, and ensuring the proper functioning of controls relevant to their assigned operational areas. Within their competencies, functional managers are required to actively participate in the company's control system and involve their collaborators. Every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent, and appropriate. Itacat S.r.l. has established, pursuant to Legislative Decree 231/01, a Supervisory Body with its own powers of initiative and control. The Company provides specific channels, such as email, to facilitate communicative flows with the designated Supervisory Body. Subject to legal obligations, anonymity is guaranteed to those who report to the Supervisory Body any violation or attempted violation of a provision or attempted violation of any provisions contained in the Organization Model 231 and its attachments.

## **8. FINAL PROVISIONS AND REPEALS**

Itacat S.r.l. ensures the widest dissemination of this Code by communicating its publication via email to all its employees, partners, directors, administrators, auditors, and holders of consultancy or collaboration contracts in any capacity, including professional, as well as collaborators in any capacity, including suppliers of services to the company. Concurrently with the signing of the employment contract or, in its absence, upon the assignment of duties, new hires receive a copy of the Code of Ethics and Conduct.