

# CODE OF ETHICS

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## **1. PURPOSE**

The AUTOMHA group (hereinafter referred to as the “Group”) is a leading international player in the design and manufacture of technologically advanced automation systems for intralogistics.

The sector in which the Group operates is particularly delicate, both because of the nature of the products and services offered and because of the number of players involved.

Through this Code of Ethics, the Group therefore intends to define and explain the values and principles of conduct that inform its activities and its relations with all those with whom it has relations to achieve its corporate purpose. Values and principles relevant to the good functioning, reliability, compliance with laws and regulations, as well as the reputation of the Group itself.

AUTOMHA SpA (hereinafter “the Company”) undertakes to guarantee to all those who have relations with it, whether employees, customers, suppliers or in general, interested parties, that the Company’s activities will be carried out in full compliance with the law, in a framework of fair competition, with honesty, integrity, fairness and good faith, respecting the legitimate interests of employees, shareholders, customers, business and financial partners.

This Code is addressed to all members of management and control bodies, managers, employees, collaborators, professional service providers, agents, commercial intermediaries and, more generally, to all those who operate in the name and/or on behalf of the Group in any capacity without distinction or exception (also known as “Addressees”)

Furthermore, this Code of Ethics shall be brought to the attention of collaborators and business partners, as well as anyone who has business relations with the Group.

The Group therefore undertakes to ensure the widest possible dissemination of this document, also by publishing it on the website [www.automha.it](http://www.automha.it), as well as transmitting any subsequent amendments or additions by means of paper and/or electronic transmission.

This Code of Ethics is an integral part of the Company's Organisation, Management and Control Model provided for in Articles 6 and 7 of Legislative Decree no. 231/2001

## **2. PRINCIPLES OF BEHAVIOUR**

### **2.1 FAIRNESS AND HONESTY**

AUTOMHA operates in compliance with the laws in force in Italy and, insofar as applicable, with the regulations in force in the other countries in which it operates, as well as in compliance with professional ethics.

The pursuit of AUTOMHA's interest can never justify conduct contrary to the principles of fairness, honesty and professionalism.

Any form of benefit, whether received or offered, which may be intended to influence the independence of judgement and conduct of the parties involved is therefore always refused.

Corrupt practices, illegitimate favours, collusive behaviour, solicitation, directly and/or through third parties, of personal advantages for oneself or others, are prohibited.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted when they are of modest value and in any case such that they do not compromise the integrity or reputation of either party and cannot be interpreted, by an impartial observer, as aimed at acquiring improper advantages.

The Group's business and corporate activities are conducted within a framework of legality, integrity, transparency and in full compliance with the rules protecting competition.

### **2.2 LEGALITY**

Legality is considered an essential value in the conduct of the Group's activities, which operates in full compliance with the laws in force in the countries in which they operate and intends to behave in a manner that does not compromise professional and moral

reliability. The Group, and more generally all recipients, will not initiate or continue any relationship with those who do not intend to comply.

### **2.3 INTEGRITY AND TRANSPARENCY**

All activities are based on the principles of integrity and transparency and are conducted with loyalty and a sense of responsibility, fairness and good faith.

The Group is committed to ensuring completeness, accuracy, uniformity and timeliness in the management and communication of corporate information, thus avoiding misleading behaviour from which undue advantage may be taken.

### **2.4 CONFLICT OF INTEREST**

In the performance of any activity, AUTOMHA shall avoid incurring in situations of conflict of interest, real or even only potential, which may interfere with the ability to take, in an impartial manner, decisions in the best interests of the Company and in full compliance with the rules of the Code.

By way of example, the following situations give rise to conflicts of interest:

- economic and financial interests of the employee and/or his/her family in the activities of suppliers, customers and competitors;
- using one's position in the company or information acquired in the course of one's work in such a way as to create a conflict between one's personal interests and the interests of the company;
- carrying out work of any kind with customers, suppliers, competitors;
- acceptance of money, favours or benefits from persons or companies that are or intend to enter into business relations with AUTOMHA.

### **2.5 FREE COMPETITION**

AUTOMHA recognises free and fair competition as a decisive factor for growth and constant improvement of the company.

## **2.6 FAIRNESS AND EQUALITY**

In its relations with all counterparts, AUTOMHA avoids any kind of discrimination based on the age, racial and ethnic origin, nationality, political opinions, religious beliefs, gender, sexuality or health status of its interlocutors.

## **2.7 PROFESSIONALISM AND DEVELOPMENT OF THE RESOURCES**

AUTOMHA guarantees an adequate degree of professionalism in the execution of the tasks entrusted to its employees.

To this end, it enhances the skills of its resources, providing them with appropriate training, refresher and development tools.

## **2.8 CONFIDENTIALITY AND PROTECTION OF PRIVACY**

AUTOMHA guarantees, in accordance with the applicable legal provisions, the confidentiality of the information in its possession.

AUTOMHA employees are prohibited from using “confidential” information for purposes other than their own professional activity.

The Group undertakes to protect information relating to its personnel and third parties, generated or acquired within and in the course of business relations, and to avoid any improper use of this information.

The Group intends to ensure that the processing of personal data carried out within its structures respects the fundamental rights and freedoms, as well as the dignity of those concerned, as provided for by current legislation.

Personal data shall be processed lawfully and fairly and, in any case, only data necessary for specific, explicit and legitimate purposes shall be collected and recorded, in strict compliance with the dictates of the European Data Protection Regulation (GDPR).

## **2.9 HEALTH AND SAFETY PROTECTION**

AUTOMHA employees, regardless of their contractual relationship, are guaranteed decent working conditions in a safe and healthy working environment.

Especially AUTOMHA:

- has defined, in the Integrated Safety and Environment Management System policy, the values and beliefs through which it intends to achieve and continually improve the level of health and safety at work in its organisation, and has expressed its commitments in pursuing them;
- considers compliance with legislation and agreements applicable to the safety and health of workers to be a priority ;
- considers the management of workers' safety and health as an integral part of the overall management of the organisation;
- promotes the involvement, cooperation and collaboration of all the company's resources with regard to the health and safety aspects of workers;
- provides the necessary resources for the proper handling of occupational safety and health issues.

## **2.10 ENVIRONMENTAL PROTECTION**

AUTOMHA is committed to the protection of the environment. It orients its choices in such a way as to guarantee compatibility between its own economic initiative and environmental needs, in compliance with the regulations in force. In this sense, the Integrated Safety and Environment Management System has been implemented.

## **2.11 USE OF INTELLECTUAL AND TANGIBLE ASSETS OF THE COMPANY**

The use of the Company's intellectual and tangible assets, including IT tools, must be carried out in compliance with the general rules and their intended use and in such a way as to protect their preservation and functionality, avoiding their use in violation of any provision of law.



The collaborators of AUTOMHA are required to use the intellectual and material goods of the Company, including computer tools, exclusively for legal purposes and in any case connected to the work activity as well as to take all useful measures to avoid damage, loss and/or theft of the same goods.

Each employee is responsible for the correct use of the IT resources assigned to him/her as well as the access codes to the systems themselves.

It is prohibited:

- copying and/or installing software on company systems without a license;
- changing the settings and configurations of IT tools;
- illegally breaking into computer systems protected by security measures, as well as illegally obtaining or disseminating access codes to systems and damaging information, data and computer programs;
- use the Company's IT means to visit Internet sites that are not relevant to the performance of the duties assigned and, in any case, of low moral content or use such means to disseminate personal, confidential and other material of the Company ;
- storing computer documents of an outrageous and/or discriminatory nature on grounds of sex, language, religion, race, ethnic origin, opinion and trade union membership and/or political affiliation;
- send or store e-mail messages (internal and external) of a nature outrageous and / or discriminatory based on sex, language, religion, race, ethnic origin, opinion and trade union and / or political affiliation.

## **2.12 ACCOUNTING INFORMATION**

The Addressees undertake to ensure that every operation and transaction is correctly registered, authorised, verifiable, legitimate and that the decision-making and authorisation process can be documented and verified; this is done in compliance with the accounting regulations in force as well as in full compliance with the tax regulations

in force.

In addition, the maximum truthfulness, transparency and completeness of the financial information produced is ensured.

### **2.13 CORRECTNESS OF FINANCIAL FLOWS**

It is forbidden to carry out any operation that may entail the slightest possibility of the Group's involvement, even in the form of an association, in cases of receiving, laundering or self-laundering, use of goods or money of illegal origin.

The Company condemns any form of criminality, organised or otherwise. In this sense, it specifies the Company's request to all recipients to operate with diligent conduct in order to prevent the risk of criminal infiltration.

Moreover, the Company shall proceed, with the utmost care, to verify the existence of the requisites of honourableness and reliability of its commercial counterparts (suppliers, consultants, contractors, customers, business partners) and if there is even a single suspicion of belonging to or being close to criminal organisations, the relationship shall not be established and, where it already exists, shall be immediately interrupted.

Given the International nature of the Group, AUTOMHA takes the utmost care to avoid the possibility of involvement in the commission of offences abroad or in any case of a "transnational" nature, also in the light of the particular customs and traditions of the way business is conducted in some of the countries where the Group is present.

The Group manages financial flows guaranteeing the complete traceability of operations, keeping adequate documentation and always within the limits of the proxies and powers assigned to each individual in possession of adequate powers. Available information (including financial information) on commercial counterparties, consultants, suppliers and third parties with whom the Group has relations are always verified, as a preventive measure, in order to ascertain the moral integrity, respectability and legality of third parties.

## **2.14 PROTECTION OF INDUSTRIAL AND INTELLECTUAL PROPERTY**

The Group requires all addressees to act in compliance with the industrial and intellectual property rights legitimately held by third parties, in accordance with the laws, regulations and conventions, be they EU and/or international, protecting such rights.

All recipients are required to protect, as a fundamental part of their assets and a primary factor in the creation of value, the confidential information in their possession and industrial property rights relating to ideas developed within the organisation.

## **2.15 COMPANY ASSETS**

Each addressee is required to use the corporate assets entrusted to him/her with diligence and to behave responsibly in order to protect those assets.

Company assets must be used appropriately and in accordance with the company's interest, avoiding improper use, including by third parties.

# **3. RELATIONS WITH COUNTERPARTIES**

## **3.1 CUSTOMER RELATIONS**

AUTOMHA directs its activities towards the satisfaction and protection of its customers, paying attention to requests that may lead to an improvement in the quality of the products and services offered .

The information and documentation provided to its customers, current or potential, about the products and services offered or experiences and references owned by AUTOMHA are true, accurate and comprehensive.

The negotiations conducted directly by the staff of AUTOMHA or through its commercial network, the contractual relationships and communications of AUTOMHA are based on the principles of ethics, honesty, professionalism, transparency and in any case characterized by maximum cooperation.

Compliance with these principles is required of all those who supply and/or sell goods and/or services on behalf of AUTOMHA and, in general, of anyone representing AUTOMHA.

### **3.2 RELATIONS WITH THE MARKET**

AUTOMHA believes in free and fair competition and directs its actions towards obtaining competitive results that reward skill, experience and efficiency.

Any action aimed at altering the conditions of fair competition is contrary to AUTOMHA's policy and is forbidden to any person acting on its behalf.

In no case may the pursuit of the Company's interest justify conduct by its top management or collaborators that does not comply with the laws in force and with the rules of this Code of Ethics.

### **3.3 RELATIONS WITH PARTNERS AND SUPPLIERS**

The choice of suppliers and the purchase of goods and services are made on the basis of objective assessments of competence, competitiveness, quality, fairness, respectability, reputation and price.

Purchasing processes are guided by the search for maximum value and equal opportunities for every supplier.

The Addressees, with reference to the processes of research and selection of suppliers, must operate on the basis of objective and documented criteria, assessing the performance of the services and products offered on the basis of the principles of quality, competitiveness and technical-professional suitability.

AUTOMHA's partners and suppliers make it possible, with their cooperation, for the business activity to be realised.

The Company undertakes to:

- develop fair and cooperative relations with partners and suppliers based on communication aimed at enabling the mutual exchange of skills and information and favouring the creation of common value;

- ensure that any company meeting the requirements has the opportunity to compete for a supply contract, by adopting objective evaluation criteria in the selection process, in a declared and transparent manner.
- comply with the conditions laid down in the contract ;
- pay particular attention to the correct relationship between the transaction or goods received and the consideration paid.

### **3.4 RELATIONS WITH COLLABORATORS**

AUTOMHA recognises the importance of its employees and collaborators as one of the fundamental factors in the achievement of the company's objectives and adopts procedures and methods of selection, development, evaluation and training aimed at guaranteeing the utmost fairness and equal opportunities without discrimination based on sex, race, age, sexual orientation, religious beliefs or any other factor. People are recruited on the basis of their experience, aptitude and competence. Recruitment is based exclusively on the match between expected and required profiles.

The Company undertakes to offer all its collaborators the same opportunities, ensuring that everyone can enjoy fair treatment based on strictly professional criteria of merit for any decision relating to their professional life, without any discrimination.

AUTOMHA manages its activities in accordance with the mandatory regulations concerning the conditions of the working environment and is committed to building a decent and respectful environment for all.

The Company undertakes to disseminate and consolidate the culture of safety by developing awareness of risks and knowledge and compliance with current legislation on prevention and protection, promoting responsible behaviour by all workers.

AUTOMHA expects all employees to cooperate in maintaining a business climate based on respect for individual dignity, honour and reputation and will take action to prevent insulting or defamatory interpersonal behaviour.

### **3.5 RELATIONS WITH THE PUBLIC ADMINISTRATION AND OTHER EXTERNAL PARTIES**

All relations with the Public Administration as well as those with trade unions, political parties and their representatives are based on principles of fairness, transparency, cooperation and non-interference, respecting their reciprocal roles.

AUTOMHA does not support events or initiatives that have an exclusively or predominantly political purpose refrains from any direct or indirect pressure on political figures. The participation in promotional or commercial initiatives promoted by political parties and trade unions is also defined in compliance with the laws in force and with the utmost transparency.

The Addressees are required to operate in their relations with the Public Administration and the Controlling Bodies according to principles of fairness and transparency in order to guarantee clear behaviours that cannot be interpreted by the subjects involved as ambiguous or contrary to the regulations in force. Relations with the Public Administration and the Control Bodies shall be managed only by the employees and collaborators appointed for this purpose. It is forbidden to prevent or in any case hinder the performance of control or audit activities legally attributed to shareholders or other corporate bodies and/or other subjects.

### **3.6 GIFTS, GRATUITIES AND OTHER FORMS OF BENEFITS**

The Group condemns any conduct by Addressees, including those who carry out activities in favour of or on behalf of the Group, aimed at promising, offering, paying or accepting, directly or indirectly, money or other benefits in order to obtain or maintain a business deal or secure an unfair advantage in relation to business activities. Acts of commercial courtesy or hospitality are permitted as long as they are of modest value or in any case such as not to compromise the integrity or reputation of either party, or such as could be interpreted, by an impartial observer, as aimed at acquiring undue and/or improper advantages. In any case, this type of expenditure must always be authorised by the position defined by internal procedures and adequately documented.

#### **4. IMPLEMENTATION OF AND COMPLIANCE WITH THE CODE OF ETHICS- OBLIGATION TO REPORT POSSIBLE VIOLATIONS**

In compliance with current regulations and with a view to planning and management of business activities aimed at efficiency, fairness, transparency and equality, AUTOMHA adopts organizational and management measures to prevent illegal behaviour or otherwise contrary to the rules of this Code of Ethics by any person acting for the Company.

Cases of violation of this Code of Ethics may be reported by any addressee in confidence directly to the Supervisory Board.

The procedures for reporting and verifying violations are based on criteria of confidentiality and protection of privacy in order to prevent retaliations of any kind against the reporter, but also to ensure that the truth of the facts is ascertained.

The Code is made available to the addressees – who are required to be familiar with its principles and contents, as well as with the reference procedures governing the functions and responsibilities covered – in accordance with the applicable rules.

All recipients are required to:

- refrain from conduct contrary to these principles, contents and procedures;
- carefully select, to the extent of their competence, their collaborators and guide them to full compliance with the Code;
- require third parties with whom the Group has relations to confirm that they have read the Code;
- promptly report to the Supervisory Board its own findings or information provided by stakeholders on possible cases of violation of the Code. Reports of possible violations are sent in compliance with the operating procedures set out in the specific procedures established by the Supervisory Board of the Company;
- cooperate with the Supervisory Board and with the functions entrusted by the specific procedures in checking possible violations of the Code or of the reference procedures.
- Reports can be addressed to the mailbox:

[odv231@automha.it](mailto:odv231@automha.it)

or to the post office at the address:

Supervisory Board of AUTOMHA SpA - Via Emilia, 23 - Azzano San Paolo (BG)

The company, in order to ensure responsible management of communications and in line with legal requirements, has implemented an alternative reporting system that guarantees anonymity and non-traceability of the report itself: the so-called *whistleblowing*.

Therefore, pursuant to Law, 30/11/2017 No. 179 ("Provisions for the protection of authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship") has established a dedicated reporting channel:

[whistleblowing-automha@pec.it](mailto:whistleblowing-automha@pec.it)

## **5. CONTRACTUAL VALUE OF THE CODE**

Violation of the principles and contents of the Code may constitute a breach of the primary obligations of the employment relationship or a disciplinary offence, with all the consequences of the law, including with regard to the preservation of the employment relationship, and lead to compensation for any damages arising therefrom. Likewise, in relations with customers, suppliers or partners, it may constitute grounds for termination of the contract.

## **6. ADOPTION OF THE CODE OF ETHICS AND ITS AMENDMENTS**

This Code of Ethics was approved by resolution of the Board of Directors on 18/12/2020.

Any changes and/or updates will be approved by the same corporate body and duly communicated to the interested parties.