



## CODE OF ETHICS

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## ***CODE OF ETHICS***

### **1. Preamble**

This Code of Ethics (hereinafter “Code”) expresses the “ideal social contract” of the company with its stakeholders and defines the ethical standards chosen in the balancing of the expectations and interests of the different stakeholders.

It is the set of rights, obligations and responsibilities of the company towards its representatives; it moreover includes behavioural principles and guidelines related to possible areas of ethical risk.

In order to successfully describe the complexity of situations in which Mi.ga.l Group S.r.l. operates, it is important to clearly define the set of values which originated it and which it requires all operators to comply with. The belief of acting in favour of the Company cannot in any way justify the use of behaviours not consistent with such principles. For these reasons, Mi.ga.l Group S.r.l. prepared the Code of Ethics and Conduct, whose observance, by Administrators and all those who carry out their own activities on behalf and in the interest of the company, is of vital importance, both for the smooth operation and the reliability of Mi.ga.l S.r.l., and for the protection of its reputation, image and know-how.

The “Code” wants to be the first instrument of implementation of the ethics within the company and, grounded in the local legislation, prepares a set of control procedures and of rules with which the corporate departments must comply during the performance of their activities.

This “Code”, approved by the Board of Directors of Mi.ga.l Group S.r.l.(hereinafter “the Company”), during the meeting dated 05/03/2020, is intended to preventively regulate and control the behaviours that the Recipients of the Code must respect, so that:

- the economical activity of the Company is inspired by the respect of the law and by the respect of the integrated policy on quality, environment and safety;
- the spreading of the culture of legality is ensured also through the promotion of training and information activities;
- each and every activity is carried out with transparency, loyalty, honesty, integrity and professional rigour;
- the perpetration of unlawful acts or offenses is avoided and prevented.

In order to ensure what has been established, a Supervisory Body was created with the aim to identify measures and instruments of internal control, suitable for monitoring the respect of the Code itself.

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## **2. General principles**

### ***2.1 Intended audience and field of application***

The Code of Ethics is binding and applied to Administrators, Shareholders, Managers and Employees of the Company, wherever they operate, both in Italy and abroad, as well as to collaborators and external consultants, which operate in the name and/or on behalf of the Company.

Clients, suppliers and anybody associated with the Company are also required to comply with the provisions of that document.

The members of the Board of Directors and of the supervisory bodies are inspired by the principles of the Code in the performance of their activities.

Managers must put into practice the values and principles of the Code, by assuming responsibilities towards the inside and the outside and by strengthening trust, cohesion and team spirit.

All employees of Mi.ga.l Group S.r.l. and others who operate in the achievement of its goals, in addition to the respect of laws and regulations, will also adapt their actions and behaviours to the principles, objectives and commitments contemplated by the Code.

### ***2.2 Undertakings of Mi.ga.l Group S.r.l.***

Mi.ga.l Group S.r.l. guarantees to:

- disclose the Code to all employees, collaborators, Clients, suppliers and anybody associated with the Company;
- adapt the Code's contents to future regulatory changes;
- carry out verifications, should any breach of the provisions of the Code be notified;
- implement sanctions, should any breach be proven;
- protect anybody from suffering retaliation for notifying a potential breach;
- operate so that employees understand that compliance with the provisions of this Code is an essential part of the quality of employment.

### ***2.3 Obligations of employees and managers***

All employees and managers of Mi.ga.l Group S.r.l. are required to:

- acknowledge the provisions of this Code;
- refrain from any and all conducts not complying with those provisions;
- turn to their supervisors for any necessary clarification on the procedures for implementing such provisions;
- promptly notify their supervisors any information of breach of this Code and any request they received for a violation thereof;
- collaborate in the verification of possible violations;
- managers are furthermore requested to set an example to other employees with their own behaviour.

### ***2.4 Implementation and control***

The management monitors the implementation and respect of the Code of Ethics and also promotes activities aimed at spreading knowledge and understanding of such Code.

Any breach of the Code can be notified to the Management at any time, or to the internal control officer, who undertakes to ensure that the identity of the reporting agent will remain confidential, without prejudice to legal obligations.

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The Management will promptly assess notifications, such as any other breach of the Code detected as a result of other verifications, for the implementation of possible sanctions.

The “Code of Ethics” provides for the possibility for anyone who becomes aware of information concerning the commissions of facts and/or of behaviours that do not comply with the rules of conduct drafted by the Company, of spontaneously notifying, even anonymously, the Supervisory Body through the e-mail address: **whistleblowing@migal.it**.

To ensure highest confidentiality those notifications can also be done anonymously.

It should be noted that only notifications concerning a suspected breach of the Code should be sent to the above-mentioned address.

### **2.5 Contractual value of the code**

Compliance with the provisions of this Code must be considered as an essential part of the contractual obligations of all employees of Mi.ga.l Group S.r.l. pursuant to and for effects of art.2104 of the Italian Civil Code “Diligence of the Employee”.

A violation of the provisions of the Code will constitute non-compliance with the primary obligations of the employment relationship or disciplinary offence, entailing all the consequences provided for by the law, also with respect to the preservation of employment, and can lead to the compensation for damages deriving from the same.

As regards Administrators who committed a violation of the Code, the Management can implement any appropriate measure provided for by the law, by applying sanctions based on the severity of the fact or fault, as well as on the consequences that have resulted.

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### **3. Behaviour in the affairs**

#### **3.1 General rules**

Employees of Mi.ga.l Group S.r.l. and external collaborators, when their actions are referred to Mi.ga.l Group S.r.l., must maintain business relationships inspired by principles of loyalty, correctness, transparency and efficiency. Corruption, prohibited payments and collusive actions are forbidden.

The respect of current laws and regulations is a vital principle of Mi.ga.l Group S.r.l., therefore:

- each and every employee of Mi.ga.l Group S.r.l. undertakes to respect such laws and regulations;
- all employees of Mi.ga.l Group S.r.l. must be aware of the laws to which they must adapt their behaviours;
- consultants, suppliers, clients and anybody associated with Mi.ga.l Group S.r.l. have to comply with such behaviours.

Each and every operation and transaction completed or put into effect for the benefit of the Company or in its own interest, must be inspired by the highest fairness from the management point of view, by completeness and transparency of information, by formal and substantial legality and by clarity and truth of the accounting records, according to current regulations and procedures implemented by Mi.ga.l Group S.r.l. and should also be susceptible to verification.

Any form of gift, which exceeds or can be construed as exceeding normal commercial practices or courtesy, or that is in any way aimed at obtaining favourable treatment in the pursuit of any activity tied to Mi.ga.l Group S.r.l. is prohibited.

It is specified that the term "gift" refers to any type of benefit (the promise of a job offer, either employment or consulting, provision of services, travels etc.);

Acts of commercial courtesy, gifts or types of hospitality, are accepted only if of modest value and such as not to be interpreted as aimed at obtaining benefits improperly.

Gifts that are offered or received, not within usual customs, must be documented and notified to the Management.

In the performance of any activity, situations in which the parties involved in the transactions have, or could have, a conflict of interest must be avoided.

Anyone who happens to operate in a situation of conflict of interest must inform the Management immediately.

#### **3.2 Relations with Government Institutions**

The organization of any kind of activities that lead to the unlawful conditioning of the Client is forbidden.

In dealing with government institutions, also through third parties, each employee must respect the following principles:

- a. in the event of entering a tender, or in the event of other relations with government institutions, it is always mandatory to act in compliance with the law and the rightful commercial practice; it is expressly forbidden to carry out behaviours which, aimed at benefitting the company or at pursuing its interests, might represent a cause for offense;
- b. it is not allowed, directly or indirectly, nor by means of an intermediary, to offer money, gifts or compensations, in any form, nor applying unlawful pressures, or promise any object, service, provision or favour to managers, officials or employees of government institutions or relatives and cohabitants thereof in order to force them to perform an act within their duties or omit or delay or perform an act against their duties, in the interest or for the benefit of the Company;
- c. it is not allowed to present untruthful declarations to national or local public authorities with the intent to obtain public funds, contributions or concessionary financing, or, in any way, with the intent to obtain any economical

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- benefit or in order to obtain concessions, authorizations, licenses or other administrative deeds;
- d. it is forbidden to allocate amounts that were received from national or local public authorities as disbursements, contributions or financing, for any other purpose than those intended.
- e. it is forbidden to alter the functioning of a computer or telecommunication system property of a government institution or to manipulate the data contained therein with the aim to obtain an unfair profit and thus causing harm to the government institution itself.

### **3.3 Contributions and sponsorship arrangements**

The Company can accommodate requests for contributions limited to proposals coming from non-profit organizations and associations, which must be duly constituted, with a high cultural value or beneficial and of a national scope. Sponsorship activities, which may involve social concerns, the environment, sports, entertainment, music or the arts, are destined only to events that provide a guarantee of quality or for which the Company can cooperate in the planning thereof, in order to guarantee the latter's originality and effectiveness.

In any case, as regards the proposals selected, the Company pays particular attention to all possible conflicts of interest, both personal and corporate (for example, family ties with the interested parties or ties with organisations which might, given the tasks they perform, somehow favour the activities of the Company).

All activities must moreover be supported by proper documentation and must be of a lawful and transparent nature.

### **3.4 Relations with shareholders**

Mi.ga.l Group S.r.l., aware of the importance of the role played by the Shareholders, guarantees to them the provisions of accurate, truthful and timely information, aimed at improving the conditions of participation, within the scope of their prerogatives, to the business decisions.

### **3.5 Relations with customer**

In dealing with clients, all employees of Mi.ga.l Group S.r.l. must:

- provide, with efficiency and courtesy, within the limits of contractual provisions, qualitative services which are consistent with the reasonable expectations of the client;
- provide accurate information, comprehensive and truthful, relating to the services provided in order to facilitate the client in taking conscious decisions;
- act within the framework of current laws and regulations, without misusing his or her own qualifications, with impartiality and transparency.

### **3.6 Relations with supplier**

In dealing with suppliers of products and services, all employees of Mi.ga.l Group S.r.l. must:

- select suppliers based on objective criteria, such as price, quality of service (guarantee of assistance and timeliness) and adherence to Mi.ga.l Group S.r.l. company policy;
- conform to the procedures laid down by the Company;
- respect contractual conditions and provisions of law;
- maintain relations which are consistent with good business practices;
- act within the framework of current laws and regulations without misusing his or her own qualifications, with impartiality and transparency.

### **3.7 Mandates and powers of attorney**

As a matter of principle, the system of mandates and powers of attorney must include elements of "security" with the aim to prevent possible Offenses. The term "mandate" refers to any internal act of assignment of functions and tasks, reflected in the system of organizational communications. The term "power of attorney" refers to the unilateral legal act by means of which the company assigns powers of representation to third parties. Holders of a corporate function that need powers of attorney, in order to carry out their assignments, will receive a "general power of attorney" with a duration that is appropriate and consistent with the functions and management powers granted to the title-holder through the "mandate".

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### **4. Relations with the judicial authority**

It is forbidden to apply any kind of pressure on the person called to present declarations in front of the judicial authority, with the aim of leading him or her not to present the statement or to provide a false statement.

It is forbidden to help whoever committed an unlawful act to circumvent the investigations of the authority, or to escape the research of the latter.

#### **4.1 Public Supervisory Authority**

Carry out promptly, transparently, truthfully and with completeness all communications provided for by the law towards Public Supervisory Authorities, to which Mi.ga.l Group S.r.l. is subjected, without creating any obstacle in the performance of the duties of the above-mentioned Authority.

In particular, the following are forbidden:

1. make all communication provided for by law, as well as transmit all data and documentation specifically requested by the above-mentioned Authority, whose content is against that obligation of timeliness, transparency, truthfulness and completeness;
2. carry out any behaviour which can represent an obstacle for the Public Supervisory Authority in the performance of its duties, even during inspections (specious refusals, outright obstructionism or non-cooperation);
3. omit communication due to the above-mentioned authorities.

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# **5. Accounting, Social communications, Other corporate obligations, Internal control**

### **5.1 Transparency of accounting and social communications**

Each operation and transaction made within Mi.ga.l Group S.r.l can be correctly recorded.

Each and every operation must be supported by appropriate documentation, so that to proceed in carrying out controls, which can prove the characteristics and reasons behind the operation itself and identify whoever authorised, made, recorded and verified such operation.

Corporate budgets, reports and communications provided for by the law must be clearly and transparently written in accordance to accounting rules and principles and correctly and must truthfully describe the equity and financial situation of the company.

All the staff of Mi.ga.l Group S.r.l involved in the process must:

- provide clear and complete information;
- guarantee the correctness of data and reports;
- notify any conflict of interest.

Do not interfere, by any means, as regards the content of the reports or communications of the auditing supervisors and influence the freedom of the latter.

Do not prevent or hamper the smooth running of corporate bodies, of supervisors and of the shareholder, collaborating, whenever required, in the completion of any form of control and auditing of the corporate management, as provided for by the law. In particular, it is forbidden to carry out behaviours, through the concealment of documents or the use of any other illegal means, which can prevent or in any way hamper, the performance of control and auditing activities legally assigned to the shareholder or to the auditing firm.

The subjects that are legally authorized must present complaints, communications and deposits at the Company Register, which are mandatory for the Company, in a timely and truthful manner and in compliance with current regulations.

### **5.2 Conflicts of interest**

Administrators must comply with the provisions set out in the article 2391, first subparagraph of the Italian Civil Code. The administrator, who in a specific operation has an interest that is in conflict with that of the company, on his own behalf or on behalf of a third party, must notify the other administrators, specifying the nature, the terms, the origin and the scope; if the situation involves a Managing Director, the latter must also refrain from performing any operation and assign it to the collegiate body.

### **5.3 Other corporate obligations**

#### **5.3.1 Operations on capital**

- it is forbidden, even by means of disguised behaviours, to return contributions made by shareholders or relieve them from the obligation to execute them, except for the cases of legitimate reduction of the share capital.
- it is forbidden to share profits or advance payments of profits not actually received or allocated to reserves or to distribute non-available reserves;
- it is forbidden to reduce the share capital, perform mergers or divisions in breach of the provisions of the law safeguarding creditors;
- the fictitious creation or increase of the share capital, through the allocation of shares or units for an amount



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below their nominal value, mutual signing of shares or units, significant overestimation of the contributions of assets in kind or receivables, or of the capital of the companies in the event of permutation is forbidden;

- it is forbidden to carry out any kind of illegal operation on corporate shares or units or of the controlling company;
- any kind of operation which can cause damage to the creditors is forbidden;
- any improper distribution of corporate assets by liquidators is forbidden.

### **5.3.2 Internal controls**

Mi.ga.l Group S.r.l. disseminates at all levels a control-driven mentality due to the fact that the latter contributes to the improvement of efficiency.

Internal controls are intended as an instrument necessary to address, manage and verify the activities of each single corporate department in order to ensure compliance with the law and of corporate procedures, protect the assets of the Company, efficiently manage activities and provide accurate and complete accounts data.

All the levels of the organization structure are responsible for realising an efficient in-house control system. Consequently, all the employees of Mi.ga.l Group S.r.l., insofar as the same are responsible, are called to define and ensure the correct functioning of the control system and for no reason will be forced to commit or to omit acts in violation of their own professional obligations and against the interests of the Company.

For this purpose, and with regard to the organizational guarantee, the Company guarantees an internal redistribution of labour, which ensures that:

- there is an adequate level of division of responsibilities, so that the implementation of each process requires the mutual support of various corporate departments;
- each action and operation made within Mi.ga.l Group S.r.l. can be correctly recorded and the verification of the decision-making, authorization and development process are made possible;
- each and every operation is correctly documented in order to proceed at any time to carry out controls which can prove the characteristics and reasons behind the operation itself and identify whoever authorized, made, recorded and verified such operation;
- all internal documentation is accurately, thoroughly and timely kept in the full respect of corporate procedures;

All employees involved in the accounting entries must guarantee the highest degree of collaboration, completeness and clarity of the information provided, as well as the accuracy of data and processes.

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### 6. Human resources

In compliance with ethical standards defined within the corporate policy and with the International Labour Organisation Conventions, Mi.ga.l Group S.r.l. undertakes to:

- respect the fundamental human rights;
- prevent child labour;
- refuse the use of forced labour or performed under conditions of slavery or servitude.

Mi.ga.l Group S.r.l. therefore requires that no intimidation or maintenance in a state of subjection is made, as regards internal and external work relations, by means of violence, threat, deception, abuse of authority, use of a situation of physical or mental inferiority or of a situation of necessity or by means of promises or conferral of amounts of money or other benefits to whoever holds authority on the individual.

Whenever the conditions set out in the previous provisions are met, and in any other case where there are reasons for opportunity and convenience, employees will refrain from them and will promptly inform their direct supervisor.

Without prejudice to the provisions set forth by the contractual rules on the subject, the staff must not take on external assignments in companies or commercial enterprises whose interests are directly, or even just potentially, conflicting with those of Mi.ga.l Group S.r.l. and, in any way, must not accept collaboration assignments with people and organizations that have, or have had in the previous two years, an economical interest in decisions or activities concerning the office. For the purposes referred to in the previous paragraphs, employees of Mi.ga.l Group S.r.l., in order to allow the assessment of possible incompatibilities, will inform their direct supervisor of activities and assignments entrusted to them or in any case assigned.

The staff will not accept from any subject other than Mi.ga.l Group S.r.l. compensation or other benefits for services that they must comply with in the performance of their corporate duties.

The staff will not encourage their direct supervisors to providing remunerated posts.

#### 6.1. Human resources management

In the selection and management of staff, Mi.ga.l Group S.r.l. follows criteria of merit, competence and evaluation of individual skills and potential. Mi.ga.l Group S.r.l. aims to develop expertise and ability of the addressees, also through the organization of professional training and education activities.

Mi.ga.l Group S.r.l. provides the entire staff with informative and training tools, with the aim to enhance specific skills and professionalism and pays particular attention to the training of both newly hired employees and of staff already operating in the Company. Mi.ga.l Group S.r.l. undertakes to adopt criteria of fairness, merit, competence and professionalism, for any decision concerning the relations with the staff, offering all workers the same opportunities and a fair treatment, in application of the rules contained in the current collective employment agreements.

In particular, Mi.ga.l Group S.r.l. undertakes to:

- prohibit any discriminatory practice in selection, recruitment, training, development and remuneration of personnel;
- make sure that applications and the selection of personnel are carried out on the basis of corporate needs, in line with the professional profiles requested;
- encourage personal growth and development, in full respect of the principle of equal opportunities, with the aim to enhance the skills already within the Company, individual competences and professionalism.
- take into account, within the evaluation and incentive policies of the staff, in addition to the correct performance of the work, elements such as professionalism, commitment, correctness, availability and resourcefulness of each employee and collaborator.

Mi.ga.l Group S.r.l. believes in the importance of involving the staff in a perspective of increasing the sense of belonging and continuous development.

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### **7. Provisions on illegal immigration**

The Company undertakes, in compliance with relevant provisions, not to agree on employment with people who are not in possession of a residence permit and not to carry out any activity aimed at encouraging the illegal entry in the Italian territory of illegal subjects.

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### **8. Management of money, goods or other benefits**

To replace or transfer money, goods or other benefits deriving from crimes is forbidden; it is as well forbidden to commit other operations linked to the latter in order to hinder the identification of their criminal origin. Internal procedures regulate the use of cash and corporate credit card.

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### **9. Associative offences**

It is forbidden for three or more people to constitute associations in Italy or abroad with the aim to commit offences, even mafia-related ones or aimed at the smuggling of foreign manufactured tobacco, at illegal trafficking of narcotic or psychotropic substances or illegal immigration.

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### 10. Environment, health and safety of workers

Environmental protection and health and safety of all employees are top priorities for Mi.ga.l Group S.r.l..

The Company undertakes, according to the provisions of the Italian Legislative Decree 81/2008 and subsequent amendments and additions thereof, to keep a safety-focused work environment and to provide all employees with appropriate and necessary equipment, according to the specific activity they perform, in order to protect them from any risk or danger.

To this end the Company is also required to notify all employees of all conditions imposed by law as well as of practices and procedures that the Company may adopt, with regards to safety and health.

All employees, in turn, undertake to comply with all conditions provided for by the law and by any practice and procedure that the Company puts in place.

The Company will also keep its own factories, offices and operative systems in such a way as to comply with all safety standards.

Finally, Mi.ga.l Group S.r.l. will carry out activities of audit and periodic checks with the aim to ensure that all safety measures are effectively implemented and respected, and will also promptly intervene in any case where corrective actions are required.

In any case, employees must notify the designated supervisor on any action or condition, which is not compliant to the safety measures.

Any form of retaliation against those employees who, in good faith, raise health and safety issues, is strictly prohibited.

The Company will also work in order to preserve and protect the environment, in full respect of environmental regulations, as well as of any other procedure and provision that the Company may adopt.

For this purpose, Mi.ga.l Group S.r.l. undertakes to:

- evaluate and manage environmental risks concerning all aspects of its own activity;
- promptly correct any condition that threatens the environment;

All employees, in turn, must notify the designated supervisor on any event that can be a threat for the environment.

#### 10.1 Harassments at the workplace

Mi.ga.l Group S.r.l. demands that be no form of harassment in any relations, both within and outside the company. Harassment being intended as:

- The creation at the workplace of an environment of intimidation, hostility or isolation against individuals or groups of workers;
- Unjustified interference in the work carried out by others;
- Obstruction of individual work prospective of third parties merely for reasons of personal competition.

Mi.ga.l Group S.r.l. does not accept any form of sexual harassments, intended as:

- Conditioning important decisions related to the working life of the person concerned to the acceptance of sexual favours;
- Propositions of private inter-person relations, which are expressly, reasonably and obviously disliked, and that disturb the serenity of the person receiving the same and have, with respect to the specific situation, an objectively negative impact on the work of the person concerned.

#### 10.2 Abuse of alcohol or drugs

It is policy of Mi.ga.l Group S.r.l. to ensure and maintain a safe, healthy and productive workplace for all its employees.

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The Company acknowledges that abuse (or improper use) of alcohol, drugs and similar substances by employees has a negative impact on their duty to provide efficient work services and may entail serious and damaging consequences not only for the person concerned but also for the safety, efficiency and productivity of other employees of the Company.

The use, possession, distribution or sale of alcohol and illegal drugs, or subject to control and not prescribed by the doctor, on the premises of the Company is strictly prohibited and may lead to disciplinary measures or even firing. Anyone who retains that he or she is addicted to the above substances is strongly invited to seek medical help and follow appropriate therapy immediately before the condition negatively affects their working ability or becomes a danger to his or own safety and that of colleagues or third parties and the systems.

The Company identifies alcohol and drug addiction as a curable condition.

The competent Doctor is available to all those who, on an exclusively voluntary and strictly confidential basis, opt for a consultation to gain any kind of information and also for a real collaboration for the purpose of an effective recovery; it being understood that, for all those who decide to do so, will be covered by all guarantees provided for by current legislation, legal and contractual, with the greatest respect for the dignity of the human person.

Without compromise to the provisions of the following paragraph, if the state of addiction of an employee to alcohol or drugs does not compromise the person's ability to work but does represent a danger when carrying out particular duties related to the work of the same, either to the person in question or to colleagues or third parties or to the safety of systems, the Company, pursuant to its legal obligation to ensure safety at the workplace, reserves the right to change the duties of the person concerned within the limits provided by law.

If the employee is found to be materially unfit, as ascertained by law, to carry out his or her work, due to addiction to alcohol or drugs, even after medical treatment, the same may be dismissed for justified reasons.

During working activities drinking of alcoholic beverages and use of drugs or similar substances is prohibited. Accordingly, employees should abstain from drinking alcoholic beverages or using drugs outside working hours when the effects of the same may continue in the successive working period.

The Company reserves the right to carry out controls without prior notice on its premises to check for the presence of alcoholic drinks or drugs and to request to the employers or to the Authorities having jurisdiction to remove the personnel or third parties from their premises if that constitutes a risk as indicated above.

The Company will require its contractors for works and services to adopt the same policy.

### **10.3 Smoking**

Without prejudice to the general prohibition of smoking in the workplace, wherever the act of smoking can be cause of danger and in any way in workplaces where specific indications are shown, Mi.ga.l Group S.r.l. in situations of coexistence at work, will take into great consideration those who experience physical discomfort in the presence of smoke and require to be protected from coming into contact with "passive smoking" in the workplace.

### **10.4 Prohibition of possession of pornographic material**

It is strictly forbidden to hold and/or use in the interest or for the benefit of the Company, at the premises, warehouses, appurtenances thereof, or in any other place that is in any case attributable to the Company, pornographic material or virtual images created using images of minors under eighteen years of age.

### **10.5 Relations with the press and other mass media**

The Company interacts with the press and mass media only via its corporate bodies and company officers appointed for such tasks, with the highest correctness, willingness and transparency, in full respect of the

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communication policy set forth by the Company.

Addressees are required not to disclose information to communication agencies, without previous and express authorization by the competent company officers.

In all cases, the information and communication regarding the Company and meant to go outside, shall always be accurate, truthful, complete, transparent and consisted one to the other.

### **10.6 Use of corporate resources**

Shareholders, employees and collaborators are required to make every effort to protect corporate assets by acting responsibly and in compliance with the operative procedures established for the dedicated use, which must be documented in a precise manner. In particular, each shareholder, employee and collaborator must:

- 1) Use the assets assigned to him or her in a careful and efficient manner;
- 2) Avoid improper uses of corporate assets that might damage or reduce their efficiency or which conflict with the interests of the Company;
- 3) Each employee must feel responsible for the assets of Mi.ga.l Group S.r.l., no shareholder, employee, collaborator will make an improper use of such assets;
- 4) each employee and collaborator is responsible for protecting his or her assigned resources and is required to report immediately to his or her supervisor any events that might prove damaging for the Company.

### **10.7 Final provisions**

The only Board of Directors will approve possible amendments to this Code of Conduct. The HR office will notify all employees about the content of this Code of Conduct, which will be adequately distributed, also pursuant to and for the effects of article 7 of the law dated 20<sup>th</sup> of may 1970 n. 300.

Each member of the Board of Directors of the Company, as well as each collaborator and/or external consultant, will have to sign this Code as a proof of acknowledgment at the time of accepting the office, or also at the time of signing the collaboration agreement. The above-mentioned subjects must accept the provisions of this Code of Conduct as a specific contractual obligation, with the option to terminate the contract in the event of an infringement of this Code.

***The implementation of the above code of ethics was deliberate with a meeting of the Board of Directors held on 05 of March of the year 2020, at 10.00 a.m., at the registered office of the MI.GA.L. Group S.r.l.***