

The Code of Ethics of GEMELS

Document approved by the Board of Directors with the decree of July 19, 2022



INDEX:

1. PREMISES
2. GENERAL PRINCIPLES OF THE COMPANY PHILOSOPHY AND CULTURE: vision and mission
 - 2.1 Correctness and honesty
 - 2.2 Impartiality
 - 2.3 Professionalism and human resources appreciation
 - 2.4 Respect for the laws and regulations in force
 - 2.5 Health and environmental protection
 - 2.6 Privacy
3. PEOPLE: ethics and work protection
 - 3.1 Selection and human resources management
 - 3.2 Hiring
 - 3.3 Professional development and compensation
 - 3.4 Safety and Health
 - 3.5 Diligence and good faith
 - 3.6 Conflict of interest
 - 3.7 Company assets protection
 - 3.8 Anticorruption philosophy
4. THE COMPANY ORGANIZATION: principles of the company management
 - 4.1 Internal control system
 - 4.2 Administration and financial statement
 - 4.3 Organization, management and control model 231
5. PARTNER: relationships with the partners
 - 5.1 Management of the relationships with the Customers
 - 5.2 Management of the relationships with the Suppliers
 - 5.3 GSSC
 - 5.4 Management of the relationships with the Public Administration
6. CSR: Company Social Responsibility
 - 6.1 Community
 - 6.2 Environment (GCMS)
7. ACTUALIZATION RULES
 - 7.1 The Code of Ethics divulgation
 - 7.2 Non-compliance and sanctions

1. PREMISES

The CODE OF ETHICS of Gemels S.p.A., an engineering company that produces ball valves, quick couplings and electric motors three-phase synchronous with permanent magnets, includes its COMPANY PHILOSOPHY AND CULTURE and highlights its fundamental values, to which every collaborator constantly refers in his or her daily tasks.

Those principles are applied, without exception, to everyone who, directly or not, permanently or temporarily, builds a relationship with Gemels and works to pursue a goal (following the “recipients”).

The recipients are expected to be familiar with it, therefore their duty is to respect the principles of the Code in the way they relate, to promote its spreading and to be an example of its concrete application.

The company Gemels S.p.A., in order to guarantee more and more conditions of honesty and transparency, in 2019 adopted a model of organization, management and control in line with the regulations of the D. Lgs. 231/2001 and named a Supervisory Body which has the qualifications necessary to make its actualization efficient.

By preparing information, prevention and control procedures, the company guarantees the transparency of the operations and behaviours and intervenes, if necessary, with corrective actions.

Gemels’ final aim is to promote the creation of an environment characterized by a strong sense of ethical integrity and a shared company culture, certain that those principles are fundamental for an efficient organization and affect the success of the company positively.



2. GENERAL PRINCIPLES OF THE COMPANY PHILOSOPHY AND CULTURE: vision and mission

Just as well as its vision and mission, Gemels ownership has always promoted an unconventional philosophy, characterized by a long-term way of thinking, which aims at enhancing the team and looking beyond the absolute truth.

Without seeking personal enrichment, they share their success with the whole Community, investing in it and guaranteeing its personal and professional growth.

It’s about something intrinsic, that is handed down internally: the “PEOPLE AT THE CENTRE” concept is one of the main key points.

At Gemels people are collaborators, not employees: they share ideas, opinions and knowledge, in order to enhance each other, aiming at the continuous improvement, also through team building activities.

They spur people to be brave and to make the difference, challenging them continuously, so that their critical and creating thought can push them to reach the excellence.

From this perspective, the purpose is to guarantee the collaborators’ happiness in working at the company, reaching their professional satisfaction and personal serenity. The company is proud of its philosophy, which recognizes the inestimable value of people, who are the fulcrum and driving force of the company.

2.1 Correctness and honesty

Gemels works in compliance with the laws in force, the professional ethics and the internal regulations. The pursuit of the company's interest can't legitimize any behaviour opposite to the principles of correctness and honesty; also for this reason, the company refuses any kind of benefit or present, received or offered, which could be intended as a vehicle to affect the freedom of judgement and conduct of the parties involved.

2.2 Impartiality

Gemels adopts standards of impartiality, merit, competence and professionalism for any decision related to the work relationships with its collaborators.

It respects scrupulously objective criteria of evaluation and doesn't allow any discrimination in the selection, hiring, management and compensation of the staff based on age, gender, health condition, religion, nationality, political and cultural opinions.

2.3 Professionalism and human resources appreciation

Gemels guarantees an appropriate level of professionalism in the execution of the tasks assigned to its collaborators; it gives value to its human resources' competences, making suitable training, professional updating and development tools available.

At Gemels the "PEOPLE FIRST" concept is not just a common saying: we strongly believe that it's the people the ones who make the company.



2.4 Respect for the laws and regulations in force

The respect for the laws and regulations in force represents a fundamental commitment in the relationship between the company, the social body, the collaborators and the Public Administration. That commitment is also applied to consultants, suppliers, customers and everyone who has or intend to have business relationships with Gemels. All the business deals that don't respect those principles won't be taken up or will be suspended.

Gemels doesn't accept illegitimate or improper behaviours towards the community, public authorities, customers, workers, partners, suppliers and competitors. On the contrary, it promotes the adoption of organizational tools, suitable for the prevention of the violation of the legal regulation, and the transparency, correctness and loyalty principles.

2.5 Health and environmental protection

Gemels guarantees work conditions that respect the individual dignity, in a safe and healthy work environment, to support the physical and moral integrity of its collaborators. Moreover, it is committed to safeguarding the environment, considered a primary asset, orienting its choices to ensure the compatibility between the economic initiative and the environmental needs, in compliance with the laws in force.

Gemels S.p.A. is certified:

- ISO 14001:2015 for the Environmental Management, the Company works respecting the “environmental sustainability” principles, in order to safeguard the natural resources.
- ISO 45001:2018 for the workers’ Safety and Health management, Gemels is committed to guaranteeing an environment which allows everyone who interacts with the company, respectful conditions of the personal dignity.

2.6 Privacy

Gemels guarantees, according to the legal regulation, the confidential nature of the data and information in its possession, included of those personal and of the company.

It adopts the procedures established by Reg. UE 2016/679 s.m.i. and, with one audit per year, the effectiveness of the technical and organizational measures carried out by the company is tested, verified and evaluated.

For the whole staff, it is forbidden to use confidential information for purposes not connected to their professional work, in compliance with what is included in the company internal regulations.

The collaborators are therefore required to observe the confidential nature of the information, documents, studies, initiatives, projects, contracts, etc., known due to the service and work done, particularly referring to those data that could damage the image or interests of customers, suppliers or Gemels.

All the information have to be considered confidential and can’t be neither referred to other people, nor used to take personal advantages/get personal benefits.

3. PEOPLE: ethics and work protection

3.1 Selection and human resources management

During the head-hunting and selection of the staff, Gemels adopts criteria of objectivity, competence and professionalism, applying the equal opportunities principle without favouritisms, abuses and discriminations of any kind, aiming at ensuring the best skills available on the job market, always respecting the candidates' privacy.

Gemels does not appeal to child labor or to minors labor who have not completed compulsory education; even the suppliers do not use child labor.

Gemels considers all individuals, regardless of race, gender, ideologies (whether political or religious), age, origin, class, and sexual tendency, equal and with the same rights.

Gemels is composed by people who train other people: the company doesn't hire senior figures from outside but, on the contrary, the collaborators are challenged and trained to reveal unexplored aptitudes, critical thought and creativity.



3.2 Hiring

The hiring of new workers satisfies the requirement both of finding on the market skills and professionalism that are absent in the company, and of introducing new young workers in which invest, to ensure the company growth and development.

All the staff are hired with a regular employment contract, in compliance with the laws in force.

During the hiring and the onboarding process, each worker receives appropriate information regarding the rules that regulate his or her employment relationship, the rules and procedures of safety and health prevention on the workplace, the company policy and the rules of Gemels' Code of Ethics, aiming at guaranteeing an immediate knowledge and at facilitating a quick integration inside the company.

3.3 Professional development and compensation

The collaboration with motivated people represents a strategic and fundamental element; for this reason, Gemels sets the goal of realizing a system of management and development of the human resources which allows equally all the collaborators the same opportunities of improvement and professional growth.

Gemels promotes the refresher and professional growth through training initiatives and passing on its *know-how* to the collaborators. The workers are paid according to their professionalism, role and results achieved. The determination and salary raise take place in compliance with the ethical principles and law and contract regulations in force.

3.4 Safety and Health

Gemels supports the creation and management of appropriate workplaces for the workers safety and health, in compliance with the national and international guidelines. Moreover, it encourages responsible behaviours among its collaborators, through the preparation of preventive actions intended to protect the staff's health, security and safety, as well as the one of the other people who visit the factory.

3.5 Diligence and good faith

Each Gemels' collaborator has to know and respect the content of this Code of Ethics. Moreover, he or she has to shape his or her conduct around the respect, the cooperation and the mutual collaboration, acting loyally and in good faith, respecting the duties approved in the contract and ensuring the performances required.

The company's collaborators, without any distinction neither in the role performed nor in the level of responsibility acquired, have to know and respect the company procedures, in particular those for the environment safeguard, the security and the privacy respect.

3.6 Conflict of interest

Each collaborator has the duty to do his or her job in the only interests of Gemels, avoiding every situation of conflict that could cause prejudices and situations of illicit advantage, also through relatives.

Gemels expects that its collaborators avoid even apparent conflicts of interest and abstain from taking personal advantages from business opportunities that they find out about during their job. In case a situation of conflict takes place, also when a personal interest that is just potential arises, every collaborator is required to inform the Company.

3.7 Company assets protection

The collaborators have to work diligently to protect the company assets, thanks to responsible behaviours in line with the company procedures. The collaborators are forbidden from making or letting other people make improper use of the company assets and resources. The company collaborators are required to use the IT tools for business purpose exclusively, respecting the laws and company procedures in force.

It is not allowed using unauthorized or unlicensed software, surfing the websites which have illicit content or unrelated to the working activity, logging illegally into telematic or computer systems, spreading illegally access codes.

3.8 Anticorruption philosophy

Gemels avail of an internal policy against the corruption of its collaborators, who are forbidden from accepting cash payments, presents, meals, transportations, job offers or any benefit from suppliers or customers.

In case of persistence of the suppliers or customers, the collaborators are obliged to inform the company and report it to the Supervisory Body, following the procedures established in the Protocol attached to the Organizational Model.

4. THE COMPANY ORGANIZATION: principles of the company management

4.1 Internal control system

For Gemels it is fundamental to have inside its organisation an appropriate control system, in order to guarantee the respect of the laws and the internal procedures, the company assets protection, and an efficient management, as well as the achievement of the company goals.

The entire organizational structure is entrusted with the responsibility of actualizing an efficient internal control system. Therefore, the recipients of the code of ethics are required to participate actively to its functioning, within the scope of the functions and responsibilities hold.

Each operation has to be done following the pertinent internal procedure and the documents of each operation have to be clear, complete and available at any time.

Gemels S.p.A. is certified ISO 9001:2015 for the management of the Quality System.

4.2 Administration and financial statement

Gemels recognizes the importance of transparency, accuracy and completeness of preparing a financial statement or any kind of accounting document.

The accounting survey has to be based on precise, exhaustive and verifiable information; it has to reflect the nature of the operation to which it refers, in compliance with the law and sector regulation in force; at last, it has to be provided with the supporting documentation, necessary to do objective analysis and checks.

In the financial statements, it is expressly forbidden to omit information regarding the economic, patrimonial or financial situation, whose communication is imposed by the law.

4.3 Organization, management and control model (ex D.lgs. 231/2001)

The company believes that the Organization, Management and Control Model (ex D.lgs. 231/2001), together with the issuing of the Code of Ethics, represents an awareness and information tool for all those who collaborate with the company (suppliers, consultants, partners, etc.), as well as an appropriate tool to prevent several crimes.

These activities are intended to ensure that people follow correct and transparent behaviours in the performance of their tasks, in line with the ethical and social values by which the company is inspired in the pursuit of its social purpose, and in any case such as to prevent the risk of committing crimes established in the Decree.

In particular, to fulfil what is covered in the Decree, the company has established a Supervisory Body, with the purpose of monitoring the functioning, effectiveness and compliance of the Model itself, as well of handling its update.

5. PARTNER: relationships with the partners

5.1 Management of the relationships with the Customers

Gemels orients its activity towards its customers' satisfaction and protection, listening to the requests that could favour the improvement of the quality of the products and of the services offered. The relationships with the customers are oriented towards clarity, simplicity, completeness, transparency, and they are in compliance with the law in force as well, avoiding deceptive and/or incorrect information procedures.

Availability, respect and kindness characterize the behaviour of Gemels and its collaborators towards their customers, and that allows to establish loyal and professional relationships.

Cash payments, presents, benefits, acts of courtesy in dealings with customers such as to compromise the company's image or that could be interpreted as aimed at obtaining a favourable treatment that is not determined by the market rules are forbidden.

5.2 Management of the relationships with the Suppliers

Gemels avails itself of suppliers that own the best characteristics in quality, innovation, cost, service, continuity and ethic.

Towards its suppliers, Gemels chooses the greatest transparency and efficiency in the purchasing process, it guarantees impartiality, it maintains the confidentiality of the information not subject to divulgation and it reports potential conflict of interest.

Gemels' collaborators have to observe scrupulously the internal procedures related to the management of the relationships with the suppliers and to observe, in the supply relationships, the applicable legal regulations and the conditions covered contractually and make others doing the same.

5.3 GSSC

In 2014 an office called "Gemels Supply Support Center" (GSSC) was put at the suppliers' disposal for the purpose of producing continuous improvements in the quality of the products, through a close collaboration between the supplier and the company.

5.4 Management of the relationships with the Public Administration

The relationships between Gemels and the Public Administration, public official or subjects appointed to a public service, have to draw inspiration from the strict observance of the legal regulation, as well as of the principles of correctness, transparency and honesty. Only the people in charge have the authorization to assume commitments and to manage the relationships with the Public Administration.

Gemels condemns any phenomenon of corruption, malfeasance, misappropriation and fraud, and it adopts the appropriate measures to prevent and avoid those crimes from being committed.

It is forbidden to make payment, even if indirect, to managers, officials or collaborators of the Public Administration or their relatives to obtain favourable treatments. It is forbidden too to promise job opportunities, advantages or other benefits.

It is also illicit to resort to altered or false declarations or documents and to use tricks or scams that aims at obtaining concessions, authorizations or fundings.

6. CSR: Company Social Responsibility

6.1 Community

Gemels defines itself as a community of people who discuss and share, exchange information, opinions and ideas, for the purpose of bringing improvements to the company and grow all together, making the company grow at the same time.

6.2 Environment (GCMS)

Gemels aims at taking the ecosystem, the environmental impact and the electricity conservation into consideration, as well as at spreading the culture of the environmental respect and of the attention to health and safety of the workplaces.

From several years, at Gemels there's the GCMS (*Gemels Category Management Sustainable*) department, which carries out many ESG initiatives for the sustainability, such as days dedicated to the cleaning of the green areas of the territory. Gemels' interest consists also of spreading both internally and externally a philosophy oriented towards the sustainability.



7. ACTUALIZATION RULES

7.1 *The Code of Ethics divulgation*

Gemels promotes the spreading of its Code of Ethics, also through its publication on the website <http://www.gemels.it/>. Moreover, a paper copy of the Code of Ethics is given to the collaborators when hired.

The values and principles that Gemels intends to affirm through the Code of Ethics are promoted by the training activity, which aspires to share these contents by providing tools for the knowledge and awareness of the mechanisms and procedures necessary to make the ethical principles result into behaviours to be assumed concretely and constantly in the working activity.

7.2 *Non-compliance and sanctions*

The violation of the duties covered in the Code of Ethics damages the relationship of trust built with Gemels and could bring to disciplinary, legal, civil or penal actions covered in the law.

The company, to protect its image, won't maintain relationships with those who don't intend to work following the Code of Ethics.

The adoption of the ethical principles relevant to the prevention from the crimes ex D. Lgs. 231/2001 represents a fundamental element of the preventive control system. To this end, the behavioural rules covered in the Code of Ethics represent a basic reference to which the subjects have to conform in their relationships with the interlocutors.

***** **Trescore Balneario (BG), 19/07/2022 – Rev. 3** *****