



CODE OF ETHICS

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## FOREWORD

OMT S.p.A. (hereinafter “OMT”) fosters and implements ethical conduct and work within its structure and in the performance of its business, viewing fairness in internal and external relations as an essential principle that should guide every action.

On the occasion of the Company's verification as to the conformity of its organizational and internal control system with the provisions of Legislative Decree 231/2001, the Company has collected and published ethical rules and principles of conduct which, ever since their establishment, have shaped the Company's relations with its staff and third parties and, more generally, have characterized the performance of its business.

These principles are contained in this Code of Ethics and of Conduct (hereinafter “Code of Ethics”) which the Company, as it has happened so far, hopes will be spontaneously shared, adhered to and spread, whilst also expecting every individual working at OMT or coming in contact therewith, to abide by and apply such Code, providing also for the application of disciplinary and contractual sanctions in case of violations thereof.

## GENERAL PRINCIPLES

### 1.1 General principles

In the pursuit of its business, OMT is inspired by the ethical principles listed below, which it expects those involved in the said business to abide by.

OMT pursues its business in accordance with EU, national and international rules, fighting corruption and any unlawful practice.

No act that is contrary to the law in force, this Code of Ethics or internal rules, whether it is put in place by corporate governance bodies, the Company's top managers or in general all its employees and collaborators in the performance of their duties or assignments, even in the pursuit of an interest of the Company, can be deemed justified, and it entails the Company's application of sanctions. OMT attaches utmost importance to the performance of professional services by the Company's employees and collaborators in accordance with due care, skilfulness, professionalism and efficiency, also to offer high-quality services to the customers and entities with which it comes in contact as a result of its business.

OMT views impartiality of treatment as a fundamental value in all its internal and external relations.

OMT considers the individual, his/her values and rights, as intangible values that should be protected.

OMT views its image and reputation as values which, being also a common heritage, need to be protected and developed also by fully spreading, sharing and abiding by the ethical principles and standards of conduct set out in this Code.

### 1.2 The quality system

With the commitment and involvement of all its staff members, OMT has implemented a quality process by creating a quality management system that is in accordance with UNI EN ISO 9001 standards: 2008.

The main objective of the Company is the effective application of its Quality Management System to increase customer and client satisfaction and the capacity of the organization to create value for all stakeholders.

The Company continuously monitors the factors indicating the quality of its service so as to ensure that such standards are maintained and improved.

### **1.3 Recipients of the Code of Ethics**

The Code of Ethics applies to the Company's employees and to all those who collaborate to its business and to the attainment of its objectives.

The principles of the Code of Ethics should guide the Company's Board of Directors in any governance decision or action; likewise its managers, in implementing executive decisions, should draw inspiration from these principles, also to represent a reference model for the Company's employees and collaborators.

The employees and all those who collaborate with the Company are required to suit their conduct to the provisions and principles of the Code of Ethics and not to take steps that conflict with the Code itself.

In particular, the recipients of the Code of Ethics are required to abide by the provisions and principles set out herein also where these are expressed as standards of conduct of the Company rather than being intended directly therefor.

### **1.4 Value of the Code of Ethics**

OMT views compliance with the rules and provisions set out in the Code of Ethics as an integral and essential part of the contractual obligations arising, for its employees, from their employment within the meaning of Article 2104 of the Italian Civil Code and, for its non-employed collaborators, from their contractual regulations.

The breach of these provisions amounts to non-fulfilment of the obligations deriving from employment or collaboration, with all statutory or contractual effects.

## ***PRINCIPLES IN RELATIONS WITH THIRD PARTIES***

### **2.1 Relations with employees**

OMT makes sure that its Code of Ethics is largely distributed to its employees. The Company expects its employees to be familiar and to act in accordance, for the issues pertaining thereto, with the provisions of the Code of Ethics and, compatibly with their possibilities, to promote its knowledge to any new employees and to third parties concerned by the application of the Code of Ethics and with whom they come in contact by reason of their duties.

The Company's employees are required to report any infringement of this Code of Ethics by their colleagues, collaborators and consultants of which they become aware, to the Supervisory Body referred to in point 9 below. Any groundless report made in bad faith to damage colleagues and/or collaborators is viewed by the Company as a disciplinary breach.

OMT attaches utmost and constant importance to the enhancement of human resources. To this end, it views meritocracy, professional skills, honesty and fairness as prime values when taking any decision concerning the career of its employees and any other issue relating thereto.

Its employees are required to constantly respect the rights and personalities of their colleagues, collaborators and third parties, regardless of their hierarchical position within the Company.

The Company's employees must properly use the Company's goods at their disposal, protecting in general the value of its assets.

## **2.2 Relations with collaborators and consultants**

OMT identifies and selects its collaborators and consultants with utmost impartiality, autonomy and independence of judgement. Any conduct that is contrary to the principles set out in the Code of Ethics may be considered by the Company as a material infringement of the duties of fairness and good faith in contract performance, thereby damaging the relationship of trust therewith and amounting to a good cause for termination of the contractual relationship.

## **2.3 Relations with customers**

In the pursuit of its business and in the management of customer relations, OMT acts strictly in accordance with the law, with the principles of this Code of Ethics and with its internal procedures, and expects the same of its employees and collaborators, who are required to avoid any situation that gives rise to a conflict of interest with the Company.

## **2.4 Relations with suppliers**

In all relationships of supply of goods and services, OMT acts in accordance with the law, with the principles of this Code of Ethics and with its internal procedures also in relation to its own Quality Management System. The employees liaising with suppliers and service providers are required to select them and manage relations therewith with impartiality and fairness, avoiding any situation that gives rise to a conflict of interest therewith and notifying the Company of the existence or emergence of these situations.

## **2.5 Relations with other Companies in the industrial vehicles sector**

In relation to competing Companies operating in the same sector, OMT acts in accordance with the principles of fairness and good faith.

## **2.6 Relations with Public Administrative Authorities and with Entities providing activities of general interest**

In its relations with Public Administrative Authorities, with Entities providing activities of general interest or in any event relations of a public nature, OMT acts strictly in accordance with the applicable European, national and corporate regulations.

The management of negotiations, the assumption of commitments and the performance of any type of relations with Public Administrative Authorities, Entities providing activities of general interest or in any event relations of a public nature, are reserved solely to the corporate roles that are entrusted therewith and/or are duly authorized in this respect.

In its relations with Public Administrative Authorities, the Company, and every employee, collaborator or consultant acting therefor, cannot attempt to unduly influence the decisions of the institution concerned in order to obtain the performance of acts that breach or are contrary to official duties, in particular by offering or promising, whether directly or indirectly, gifts, money, favours or any other benefit. Should an employee or collaborator be asked or be instructed to act as specified above, s/he shall immediately notify the Supervisory Body.

## **2.7 Relations with Supervisory and Control Authorities**

The Company's relations with Supervisory and Control Authorities are based on utmost collaboration, in full accordance with their institutional role and promptly implementing their instructions.

## ***PRINCIPLES IN THE COMPANY'S RELATIONS WITH THE PUBLIC***

### **3.1 Environmental policy**

OMT pays great attention to respecting the public interest and considers the environment and nature as fundamental values and a public good, to be protected and defended. To this end, OMT is fully committed to tailoring its business to ensure compliance with these principles.

OMT's productive activities are managed in strict compliance with the prevailing environmental laws and regulations.

### **3.2 Trade Unions**

OMT does not grant any contributions, either directly or indirectly, to trade unions, their representatives or candidates except in the form and manner laid down in the law in force, and liaises therewith in accordance with the principles of fairness and collaboration, in the interest of the Company and its employees.

### **3.3 The press and other means of mass communication**

OMT liaises with the press and mass communication entities solely via its corporate bodies and functions entrusted therewith, acting with utmost fairness, availability and transparency and in accordance with the communication policy set by the Company.

## ***PRINCIPLES IN ACCOUNTING AND FINANCIAL ACTIVITIES***

### **4.1 Accounting records**

OMT complies with the rules on accurate, complete and transparent book-keeping in accordance with the standards indicated by the applicable rules and the Accounting Principles currently in force.

In accounting the Company's management facts, its employees and collaborators are required to act strictly in accordance with the law in force and the Company's internal procedures so that all operations are duly registered and authorized, assessable, legitimate, consistent and reasonable.

The Company's employees and collaborators are required to act transparently towards the Statutory Auditors and to offer their utmost collaboration in their audit and control activities.

### **4.2 Anti-money laundering**

The Company pursues its business in full compliance with anti-money laundering regulations and with the provisions issued by the competent Authorities. To this end, it does not put in place operations that might be deemed suspicious in fairness and transparency terms.

The Company's relationships with trade counterparties, suppliers, partners, collaborators and consultants are based on the prior assessment of information available on their respectability and the lawfulness of their activity, so as to avoid any involvement in operations which can, even only potentially, favour the laundering of money from unlawful or criminal actions, and acting in full compliance with internal control procedures and anti-money laundering rules.

## ***PRINCIPLES FOR DATA/INFORMATION PROCESSING***

### **5.1 Privacy protection**

OMT protects the confidentiality of information and data relating to its employees, collaborators or third parties, collected by reason or on the occasion of business performance, and each employee or collaborator is required to act in accordance with these principles.

## **5.2 Management of confidential information**

Anyone who acquires inside, reserved and/or confidential information in the performance of his/her duties, is required to keep it confidential.

Confidential information is communicated outside the Company only by authorized individuals, in accordance with the Company's procedures and in any event with the rules in force and ensuring the parity and contextual nature of the information given.

In particular, any type of manipulation, use for economic purposes or direct or indirect investments, which finds its source in confidential information concerning the Company, is contrary to law and is thus strictly forbidden.

## **5.3 IT Systems**

The Company does business in full compliance with the rules in force on the use and management of Information Systems, which the recipients of this document are thus required to abide by.

Under no circumstances can computer and network resources be used for purposes that are contrary to mandatory provisions of law, to the public order or decency, and to perpetrate or induce the perpetration of offences, to damage or alter Information Systems and information of third parties (private or public entities) or to unlawfully obtain confidential information.

No recipient can make audiovisual, electronic, paper or photographic recordings or reproductions of corporate documents, unless these activities fall within the ordinary scope of his/her duties.

## ***PRINCIPLES FOR THE MANAGEMENT OF HEALTH AND SAFETY AT WORK***

OMT attaches utmost importance to the protection of health and safety at work, having as its objective not only its compliance with the specific regulations on this matter but also its constant attention so as to continuously improve work conditions.

The Company thus acts in accordance with the rules in force on safety and hygiene at work, and carries out its business in technical, organisational and economic conditions that ensure suitable prevention of accidents and a healthy and safe working environment. All recipients are required to pay utmost attention to the performance of their duties, acting strictly in accordance with all safety and prevention measures put in place to avoid any risk for themselves and their collaborators and colleagues.

The responsibility of all recipients toward their collaborators and colleagues requires their utmost care for the prevention of hazards. All recipients must abide by the instructions and directives given by the Company's safety managers.

## ***PRINCIPLES IN THE PERFORMANCE OF SPECIFIC ACTIVITIES***

In carrying out works for tank vehicles and superstructure vehicles for containers, which represent the company's main business activity, OMT uses adequate economic and technical resources, with a focus on research and the adoption of cutting-edge technological solutions to ensure high safety and quality standards in the manufacturing of these vehicles.

In the pursuit of these activities, the Company expects its employees and collaborators to pay utmost attention so that the assignment and execution thereof is in compliance with the law in force and with internal procedural rules, as well as in accordance with high technical-design standards.

## *RELATIONS WITH THE GROUP*

OMT acknowledges the autonomy and independence of each Company within the Group it belongs to and endeavours to ensure that the principles enshrined in the Code of Ethics are shared within the Group.

## *MONITORING THE APPLICATION OF THE CODE OF ETHICS - CONSEQUENCES OF ITS VIOLATION*

### **9.1 Supervisory Body**

In accordance with the aforementioned Legislative Decree 231/2001, OMT has set up an internal Supervisory Body that enjoys autonomous powers of action and control.

In addition to the duties laid down in the said Decree, the Supervisory Body is required to monitor compliance with the Code of Ethics, promptly reporting any violations to the Company's Management.

Any information and report acquired by the Supervisory Body and by the structures used thereby, are deemed confidential and cannot be disclosed except as otherwise laid down in law.

### **9.2 Consequences of violation of the Code by employees**

Non-compliance with and/or the violation by the Company's employees of the rules of conduct set by the Code of Ethics and of corporate procedures amounts to non-fulfilment of the obligations deriving from employment as under Article 2104 of the Italian Civil Code and to a disciplinary unlawful act.

The relevant sanctions are applied in accordance with the National Collective Labour Agreement in force for the mechanical engineering sector.

These sanctions are applied depending on the importance of each case and are proportionate to the seriousness thereof.

### **9.3 Consequences of violation of the Code by Executives, Directors and Statutory Auditors**

In case of violations, by the Company's executives, of its internal procedures and of the Code of Ethics, the Company will evaluate such facts and conduct and will take appropriate action against the persons responsible therefor, taking account that these violations amount to non-fulfilment of the obligations deriving from employment as under Article 2104 of the Italian Civil Code.

In case of violations of the Code of Ethics by the Company's Directors and Statutory Auditors, the Supervisory Body will inform the Board of Directors and Board of Statutory Auditors, which will then take all appropriate actions in accordance with the law.

### **9.4 Consequences of violation of the Code by co-workers, consultants and third parties**

Any violation of the Code of Ethics by collaborators, consultants or third parties acting under a contractual, non-employment relationship with the Company, may lead, in accordance with the specific contractual clauses of their assignment, to termination of such relationship, subject to the Company's claim for damages where such violation causes damages to the Company, even regardless of contractual termination.



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