



ETHICAL CODE

SUMMARY

Ethical Code.....1

INTRODUCTION.....2

GENERAL PRINCIPLES.....3

par. I - RESPONSABILITY.....3

par. II – CORPORATE LOYALTY4

par. III - SECRETARY.....4

par. IV – WORK ENVIRONMENT5

par. V – COMMERCIAL RELATIONSHIPS.....5

par. VI – INSTITUTIONAL RELATIONSHIPS6

par. VII - RICYCLING7

par. VIII - SUPPLIERS7

par. IX - COMPETITORS8

par. X – ACCOUNTING MANAGEMENT8

par. XI – IMPLEMENTATION AND CONTROL.....8

par. XII – COMPLAINTS AND VIOLATIONS9

par. XIII - SANCTIONS.....9

MODIFIES

Rev.	Page	Reason why of the modification	Date
1	1	First Issue	10 th January 2017



INTRODUCTION

For over forty years, Olmer Company is specialized in the machining and production of mechanical metal parts, as OEM Supplier in Agriculture, Off-Road and Industrial vehicles fields.

The Company, founded in 1981, is based in Passirano, near Brescia, in the Franciacorta Area.

Thanks to the use of highly specialized innovatives machines extremely authomatized and highly trained personnel, the Company is able to satisfy Customer demand in terms of flexibility, reactivity, competitiveness and in particular in quality.

According to Company mission, the main goal always was the Total Quality approach, guaranteed by TQM and WCM models application, autocontrol in the all manufacturing phases and rigorous final control, supported by customized ERP system.

OLMER Company decided to adopt Ethical Code in order to ensure performance aligned with current laws, in compliance with market prices, and with the highest level of competence, without damaging morality with the utmost respect for the individuals.

This Code of Ethics, hereinafter referred to as the “Code”, was approved by the management and agreed by its employees, workers, direct and non-direct collaborators.

The aim is to guarantee maximum customer satisfaction and the professional growth of all the people involved in.

Any customer, supplier, collaborator, consultant that expressly declares to not share the principles of the Code, will not be able to enter into any relationship with OLMER Company.

All the actors (directors, employee or collaborators), will incur in disciplinary sactions provided for by the current legislation to protect the integrity of the Company.

Furthermore, OLMER Company rejects any discrimination based on sex, religion, race, politics, social condition or anything else that may harm people's dignity or prevent their proper professional growth.



GENERAL PRINCIPLES

- 1) This Code, approved by Olmer Management, determines the obligations of loyalty, correctness, and diligence to which all persons, who have any kind of working relationships, must comply. The Code is public, downloadable from the website (www.olmersrl.it – media area), and it can be shared without hesitation.
- 2) The Code was personally distributed to all Olmer employees, consultants and collaborators, requiring vision and signature in a specific printout document, as adherence to the lines of the code itself.
- 3) The Code can only be changed by Olmer Management. In this case the same will promptly and officially inform all interested Parties. We welcome the advice and suggestions of employees and Third Parties aimed at improving it.

PAR. I - RESPONSABILITY

- 1) Each director, employee, collaborator, who has working relationships with OLMER Company must operate with loyalty, diligence, correctness and assuming responsibility for their work according to the current laws. He must also refrain from conduct that is not in harmony with what is stated in the Code , reporting any violation tempestivly.
- 2) It is the task of the Managers of the various areas, Heads of Departments, as well as the Quality Manager to make people understand, even with their own behavior, the importance of respecting what is indicated in the Code and to verify exact compliance of the same, ensuring that no form of retaliation will be carried out on employees who report violations. They must also propose to the Management any sanctioning measures commensurate with all violations of the code that may be found.
- 3) Each director, employee or collaborator is responsible for the material or equipment made available by OLMER Company, for its correct use and for its maintenance in efficiency.
- 4) Each director, employee or collaborator is responsible for conduct that, in contrast with the Code, may give rise to any inconvenience that causes damage to OLMER Company or to Third Parties, and it is aware that this would immediately generate all possible legal and relevant action of employment contract, aimed at compensation and protection of what is generated.



- 5) Each director, employee or collaborator must undertake to comply with the laws and regulations of all the Countries in which it operates in the name of OLMER Company.

PAR. II – CORPORATE LOYALTY

- 1) Each director, employee collaborator will not use for their own purposes Company information, goods and equipment made available for the normal performance.
- 2) Each employee or collaborator must refrain from activities that could jeopardize the image, financial solidity or moral and legal integrity of OLMER Company.
- 3) The Recipients of the Code must avoid all situations and activities in which a conflict of interest, even if only potential, may arise between personal economic activities and the duties they hold within the structure to which they belong. Furthermore, it is not permitted to pursue one's own interests to the detriment of corporate interests, nor to make unauthorized personal use of Company assets, nor to hold interests directly or indirectly in competing companies, customers, suppliers or auditors.
- 4) Each director, employee or collaborator will avoid accepting promises of favors or personal privileges or offers of gifts or money in order to favor Third Parties towards OLMER Company, quickly communicating to their managers and consequently to the Management if this happens.

PAR. III - SECRETARY

- 1) Each director, employee or collaborator is required to maintain the utmost secrecy regarding information on technology, contracts, customer or supplier lists, procedures or anything else that constitutes intrinsic assets of OLMER Company and may, if disclosed, constitute damage to its property and image. .
- 2) Each employee or collaborator must process personal, sensitive and confidential information of OLMER Company and Third Parties, in compliance with the laws, in terms of secrecy and privacy, avoiding any improper use.



PAR. IV – WORK ENVIRONMENT

- 1) Managers, Middle Managers, Heads of Departments must verify that subordinates are treated adequately and without any form of discrimination. They must also provide clear and effective internal and external communication, as this fundamentally determines Company development.
- 2) OLMER Company does not accept any form of harassment or unwanted behavior, be it sexual, social or racial discrimination, or which in any case harm the dignity of the person, both inside and outside the workplace.
- 3) Each director, employee or collaborator must refrain from:
 - Serving while under the influence of alcohol or drugs.
 - Swearing or speaking in a vulgar way.
 - Having behaviors that can have an intimidating effect towards colleagues.
 - Having abusive attitudes towards colleagues.
 - Having attitudes aimed at discrediting the work or professionalism of colleagues.
 - Have behaviors that can cause damage to the health and safety of others.
- 4) Each director, employee or collaborator must operate in full compliance with current legislation in terms of safety and health at work.
- 5) OLMER Company undertakes to guarantee the utmost respect for the human person, reserving to all its collaborators the right personal and professional consideration, the correct remuneration, within the established terms, the fair payment of social security contributions.
- 6) OLMER Company undertakes not to use under any circumstances child labor, in compliance with what is declared in the Conventions of the International Labor Organization (I.L.O.).
- 7) OLMER Company undertakes to adopt all measures to respect the environment, complying with all the matters in force aimed at avoiding pollution, and selecting, where possible, suitable products and materials.

PAR. V – COMMERCIAL RELATIONSHIPS

OLMER Company has the objective of guarantee the maximum possible satisfaction to the customer, respecting their business needs. Under this purpose, the Company has developed a series of principles, to maintain in all business relationships it undertakes:

- a) All the procedures foreseen by the IATF 16949: 2016 certification are respected, in terms of:



- Qualification of suppliers
 - Product qualification (Tests, checks and inspections)
 - Operating procedures in relations with customers
 - Management of design, production and technical assistance service.
 - Management of non-conformities and their disposal, etc.
- b) Any variation to what was originally offered, agreed, and ordered, requires explicit authorization from the customer or, in extreme cases, with specific communication through the order confirmation. Any variation to what was originally offered, agreed, and ordered, requires explicit authorization from the customer or, in extreme cases, with specific communication through the order confirmation.
- c) The quantities delivered are exactly in accordance with those ordered.
- d) No sales are made below cost or at a negligible margin, which could generate financial danger to OLMER and / or generate the non-maintenance over time of the conditions promised in the offer phase to the customer
- e) In the management of business, it is forbidden for the directors, employees or collaborators of OLMER to have attitudes or make proposals that could result in an attempt to bribe Third Parties.
- f) Each director, employee or collaborator must comply with the the previous points, promptly reporting any anomalies.

PAR. VI – INSTITUTIONAL RELATIONSHIPS

- 1) Institutions are defined as local national or international Public Entities, like provincial, regional, statatl public administrations.
- 2) Relations with the Institutions are held by each director, employee or collaborator of OLMER Company in compliance with current regulations and on the basis of the utmost loyalty and correctness.
- 3) In relations with the Institutions, OLMER Company undertakes to provide, if requested, only truthful information about itself, its legal representatives or delegates, and anything else useful



to better define its work. It also reiterates to respect the provisions of par. V point 1 (commercial relationships).

- 4) OLMER Company will also avoid requiring its delegates to request confidential information that could compromise the integrity, morality and reputation of its interlocutors in relations with the Institutions.
- 5) OLMER Company undertakes not to encourage the recruitment of family members or acquaintances of its interlocutors within the institutions, aimed at favoring its business relationships.
- 6) Each director, employee or collaborator may not offer money, gifts, services, promises of employment, jobs to officials and / or employees of the Public Administration or their relatives.

PAR. VII - RECYCLING

- 1) The employees or collaborators of OLMER Company must not accept any form of implication that could represent money laundering deriving from any form of illegal activity.

PAR. VIII - SUPPLIERS

- 1) The selection of suppliers must be based on an objective assessment of quality, price of the goods and services, ability to promptly supply and guarantee goods and services under high standard level according to the needs of the Company. In no case should a supplier be preferred to another due to personal relationships, favoritism, or advantages, other than those of the exclusive interest and benefit of the Company.
- 2) All suppliers who meet the requirements set out in the previous article are given the opportunity to compete, if they propose articles of interest, to supply OLMER Company.
- 3) The qualified Suppliers must guarantee respect for the person and do not use child labor, in accordance with the Conventions of the International Labor Organization (I.L.O.).
- 4) Suppliers that use illicit systems are excluded, such as, for example, attempts at corruption towards both OLMER or End user Customer.
- 5) Suppliers that operate in deviation from the principles set out in the Code are excluded at prior level. Behavior of suppliers contrary to the principles expressed in the Code may represent a serious breach of the duties of fairness and good faith in the execution of the contract, as well



as a reason for damage the fiduciary relationship and just cause for termination of contractual relationships.

PAR. IX - COMPETITORS

- 1) OLMER Company accepts the principle of the free competition for the improvement of commercial capabilities. It also avoids forming of cartels or illegal agreements aimed at preventing its customers from optimizing costs.
- 2) As part of commercial fairness, OLMER Company undertakes to not knowingly infringe the intellectual property rights of Third Parties.

PAR. X – ACCOUNTING MANAGEMENT

- 1) All employees or collaborators involved in accounting management operations must comply with the provisions of current legislation, guaranteeing the truthfulness of both data record and accounting operations , informing superiors in case of any anomaly.
- 2) The accounting archives must be kept adequately, ensuring that all phases and relative managers of each operational process can be easily traced.
- 3) It is reiterated that every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent and congruous.

PAR. XI – IMPLEMENTATION AND CONTROL

The application of the Code is delegated to the administrator, who makes use of the Committee, as the Supervisory Body.

All employees, workers, direct and indirect collaborators received a copy of the Code

The Code is downloadable in pdf format from the website www.olmersrl.it.

The Committee set up ad hoc, as the Control Body, is entrusted with the tasks of:

- Monitor compliance with the Code and its dissemination to all Recipients;
- Verify any news of violation of the Code and inform the competent corporate bodies and functions of the results of the verifications for the adoption of any sanctioning measures;
- Propose changes to the content of the Code.



PAR. XII – COMPLAINTS AND VIOLATIONS

Any Case of legal and / or company regulations violation must be promptly reported, in writing, to the direct superior, who will promptly inform the Committee, as the Supervisory Body. In case the violation concern the direct superior, the employee must address the aforementioned report to the hierarchically superior functions, who will promptly inform the “ad hoc Committee”, as the Control Body.

PAR. XIII - SANCTIONS

- 1) It is to be considered contractual obligation for all employees and collaborators of OLMER Company the observation of the Code, also in compliance with the regulations in force.
- 2) The compliance with the Code of Ethics is an integral part of the contractual obligations, pursuant to art. 2104 of the Civil Code for employees, as well as for collaborators.
- 3) Non-compliance with the Code may give rise, also according to the procedures provided for in art. 7 of the Workers' Statute, to disciplinary measures and therefore the possible termination of the employment relationship for forced cause and justified reason in accordance with the legislative provisions on employment and in compliance with the regulations in force.