

# CODE OF ETHICS

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Sections changed in last revision are identified by a paragraph side bar

## INDEX

1	INTRODUCTION .....	3
2	SCOPE .....	3
2.1	Recipients.....	3
2.2	Diffusion .....	4
3	PRINCIPLES AND VALUES.....	4
3.1	Rule of law.....	4
3.2	Professionalism, fairness and impartiality .....	4
3.3	Development of human resources .....	5
3.4	Transparency of information .....	5
3.5	Business asset protection and accounting correctness .....	5
3.6	Confidentiality and privacy .....	5
3.7	Occupational health and safety protection .....	6
3.8	Environmental protection.....	6
3.9	Community relations.....	6
4	INTERNAL RULES OF CONDUCT .....	6
4.1	Recruitment and skills enhancement .....	6
4.2	Directors, Managers and Executives.....	7
4.3	Employees.....	7
5	EXTERNAL RULES OF CONDUCT.....	7
5.1	Relations with Public Authorities.....	7
5.2	Relations with customers.....	7
5.3	Relations with contractors and consultants .....	8
5.4	Relations with suppliers.....	8
5.5	Relations with competitors and trading partners.....	8
6	CODE IMPLEMENTATION MONITORING .....	9
6.1	Ethical Officer .....	9
6.2	Reports.....	9
7	DISCIPLINARY ACTION .....	9

## 1 INTRODUCTION

PARESA S.p.A. (hereinafter called “PARESA” or simply the “Company”) was established in 1978 with the aim of performing fabrication and maintenance of storage tanks in Italy.

The headquarters are located in Cesena, while the workshops are in the nearby area of Gualdo di Roncofreddo (FC), covering a 63.500 sqm surface whereof 13.500 sqm are indoor.

Its founders’ experience and diligence, as well as new business opportunities, soon make Paresa one of the world’s leading companies in its specific field, earning the trust of most important clients in the Oil & Gas sector.

The core business of the company lies in the erection and maintenance of the following products: atmospheric and cryogenic (LNG/LPG/ammonia/ethylene) tanks, pressure vessels (spheres and mounded vessels), penstocks and gasometers.

At the beginning of this millennium PARESA enters foreign markets, expanding its business in Europe, Africa, and the Middle East.

After this expansion, PARESA decides to meet the new market needs by improving the range of services dedicated to Clients increasingly interested in working with Companies able to provide turnkey (EPC) solutions for their projects.

Nowadays, PARESA is a Company that - strengthened by the experience gained in the last decades - is growing as single-source contractor, allowing its Clients to reduce contractual interfaces, though maintaining a persistent attention to safety and uncompromising quality standards.

## 2 SCOPE

PARESA is aware of the fact that its success does not only depend on the high quality of the services provided to its Clients, but also on the honest, upright, and ethically correct conduct of all the individuals working there.

This Code of Ethics completes to that effect the Model for Organization, Governance and Control (hereinafter called “MOGC” or simply the “Model”) to which PARESA has committed itself for the purposes of Legislative Decree No 231 of June 8<sup>th</sup> 2001 (hereinafter called “Decree 231” or simply the “Decree”) and represents a key instrument not only in preventing the so-called corporate crimes, but also in promoting internal good practices and enhancing a unitary, clear and unambiguous external image.

The Company directs its action – in Italy as well as abroad – towards the rules and principles of conduct listed below, with the aim of improving their concrete and effective application, in the firm belief that this will ensure continuity in the traditionally adopted approach, where acting according to the rules is an opportunity, rather than a limitation.

### 2.1 Recipients

This Code of Ethics is addressed to the Shareholders, to the members of the Board of Directors (B.o.D.), to the corporate Supervisory Bodies, to the Employees - of all grades, functions and levels - and to PARESA’s Collaborators, all those who, for whatever reason, establish direct or indirect, stable or temporary relationships with the Company - such as, by way of example only, Suppliers, commercial and financial Partners, negotiating Counterparties, Consultants, Subcontractors, temporary Workers - as well as, more generally, all those who, for any reason, act in the name, on behalf or in the interest of the Company, or whose acts are attributable to it.

PARESA promotes and ensures – according to the arrangements set out in paragraph 2.2 below - the widest dissemination of this document and takes care of its application and continuous updating. On the other hand, the Recipients - as identified above - are required to know, observe and apply, to the extent of their responsibility, the principles and rules detailed below.

Adherence to the Code of Ethics - whose contents complete PARESA's internal Procedures and Regulations - constitutes integral part of the contractual obligations which, for whatever reason, bind the aforementioned Recipients to the Company. In particular, with specific reference to the Company's Employees, the observance of the principles and rules contained in this Code of Ethics constitutes a further specification of the obligations of diligence and loyalty, pursuant to and for the purposes of Articles 2104 et seq. of the Civil Code.

Failure to comply with this Code of Ethics consequently compromises the relationship of trust between the Company and the perpetrator of the violation and will give rise - in due compliance with the laws in force and the rights of defence of the accused, as well as the procedures provided for by the Statute of Workers, the National Collective Labour Agreements and the Company Regulations adopted by PARESA - to the disciplinary sanctions referred to in Chapter 7.

## 2.2 Diffusion

The Company promotes knowledge of and compliance with this Code of Ethics in the relations with Recipients, also by means of appropriate and specific contractual clauses, and undertakes to distribute a copy to all members of the corporate Bodies, to Employees and Co-operators, as well as by having it posted on its website and displayed in each operative venue in a place accessible to all staff.

## 3 PRINCIPLES AND VALUES

### 3.1 Rule of law

PARESA carries out its business in full compliance with all national laws - both primary and secondary - and with all the laws in force in the countries where it operates, as well as in full compliance with its Statute and Model for Organization, Governance and Control (MOGC) adopted pursuant to Legislative Decree n. 231/2001 and to the provisions set out in this Code of Ethics and in the company procedures. The Company neither permits nor justifies the pursue of its commercial interests and business purposes by means of unlawful, unfair or unethical methods.

Those who work in the name, on behalf or in the interest of PARESA shall always behave in compliance with the Law and Regulations in force, whatever the activities they are required to carry out and the contexts in which they are called to act may be. Likewise, the Company requires its Collaborators, Consultants, Suppliers and Clients to adopt a conduct that is ethically oriented and based on the respect for the rule of law, expecting a constant commitment to this end from all of them.

### 3.2 Professionalism, fairness and impartiality

The Members of the Board, the Employees and the Collaborators of the Company work with diligence, efficiency and sense of belonging, making the best use of the tools and the time available, taking responsibilities related to the various tasks and maintaining relationships with public institutions, community and third-parties that are based on the utmost mutual fairness.

They also undertake not to adopt nor facilitate any conduct or initiative that are in conflict of interest - actual or potential - with the Company and refrain from any activity that could interfere with their ability to pursue the interests of the same in an impartial manner and in compliance with the principles expressed in this Code of Ethics, or from personally benefiting from business opportunities they may have become aware of while performing their duties.

### 3.3 Development of human resources

PARESA acknowledges the central role played by its human resources and believes that the major success factor of every company stands in the professional and human contribution of the people who work in there, in a context of loyalty and mutual trust.

The Company therefore offers equal opportunities of professional growth to all its Employees and enhances their potential, their personal skills and their specific technical competences, by providing them with adequate work tools, training and refresher courses, as well as healthy and safe working environments.

The management of human resources by the Company is based on the respect for the fundamental rights of the person, as well as of the dignity, the professional expertise and the moral integrity of anyone who works in the name, on behalf or in the interest of PARESA.

### 3.4 Transparency of information

Being aware of how important a correct communication is for both the market (being it consolidated or potential) and the so-called stakeholders, PARESA provides its social and institutional interlocutors, the mass media and, more generally, all those who, for whatever reason, establish contractual relationships with the Company, with relevant information about its business and its economic and financial situation in a clear, complete, understandable and truthful way, without favouring any specific interest group or person.

To this end, the Company undertakes to ensure that all its operations, initiatives or transactions are adequately justified, documented and recorded, so that the correctness and legitimacy of the relevant decision-making and authorization processes can always be verified.

### 3.5 Business asset protection and accounting correctness

The Company pursues its business purpose in compliance with the provisions of the Law for the protection of Creditors, orienting its choices and strategies towards responsible investments, so as to safeguard the integrity of the share capital and the corporate assets while, at the same time, ensuring tangible prospects of economic growth on the national and international markets where the Company operates.

The Recipients of this Code of Ethics are responsible for the preservation, protection and correct use of the company's assets, materials and IT resources they have been provided with.

PARESA's Directors and Employees - each according to their respective role and competences - are also responsible for the truthfulness and correctness of the Company's accounting documentation and undertake to ensure that every commercial transaction carried out - being it active and passive - is properly and fully supported by adequate documentation.

### 3.6 Confidentiality and privacy

PARESA's Directors, Employees, Collaborators and Consultants - each in their own working environment, or in relation to the specific assignment conferred - are required to protect the most relevant information and data which they may have come to know relating to the business, the business strategy and the economic and financial situation of the Company - with particular reference to those data regarding tender procedures and relevant offers, direct negotiation procedures with Public Administrations, Company's know-how and Company's financial and investment operations - and to avoid improper or prohibited use thereof.

Under no circumstances may the information and data generated or acquired by anybody in the course of his/her duties and/or professional activity in the name, on behalf or in the interest of PARESA be used for personal purposes and interests, in order to take undue or illegal advantages, or in a way that could cause damage to the rights, assets, image and objectives of the Company.

PARESA processes the data and personal information of the Recipients of this Code of Ethics, as well as of all the subjects – being them natural or legal persons - with whom the Company comes into contact in the course of its business, in compliance with the existing privacy rules [EU Reg. 2016/679 and Legislative Decree no. 196/2003 and subsequent amendments] and related company Procedures.

### **3.7 Occupational health and safety protection**

PARESA carries out its business in full compliance with the domestic, EU and foreign Laws and Regulations in the field of safety and health at work, constantly providing all its Employees with information and training regarding all the professional risks to which they may be exposed while also adopting all the relevant prevention measures, according to the standards of the best and most up-to-date scientific knowledge.

The fact that the Company is BS OHSAS 18001 certified confirms and demonstrates the Company's constant commitment in this direction.

### **3.8 Environmental protection**

PARESA believes in a global eco-sustainable growth and considers the environment as a primary asset to protect and safeguard in the common interest of the community and the future generations. To this aim, the Company adapts its business initiatives to the fundamental Community principles of "precaution", of the so-called "preventive action" and of "rectification at source as a priority of any damage caused", in compliance with the relevant laws and regulations in force. Under no circumstances does the Company place the pursuit of its own economic interests before the safeguard of the environmental and ecosystem matrices.

The fact that the Company is ISO 14001 certified is a further confirmation of the Company's constant attention towards the environment.

### **3.9 Community relations**

PARESA is aware of the influence that its activities may have, even indirectly, on the conditions and the quality of life of people, on the economic and social development of the countries where it operates and on the general well-being of the communities with which it interacts.

The Company therefore intends to conduct its investments in an ethical, responsible and sustainable manner and is committed to ensure that relations with the Public Administration - both nationally and abroad - are based on the compliance with the laws in force and on the utmost correctness and mutual transparency.

## **4 INTERNAL RULES OF CONDUCT**

### **4.1 Recruitment and skills enhancement**

The selection and hiring of personnel is based exclusively on the correspondence case by case between the personal and professional profiles of the candidates and the organizational and/or production needs of the Company, in compliance with both the principle of equal opportunities for all parties involved and the applicable regulations.

The staff is hired under a standard employment or collaboration contract, the contents of which are defined in the light of the fundamental principles of correctness and mutual respect between the parties, meritocracy and equity of treatment. The Company rejects all forms of undeclared work, child labour, or exploitation.

The personnel selection and possible successive career progressions are defined on the basis of objective evaluations exclusively oriented towards technical and qualitative criteria; any investigation conducted

either by the Company or by the various Department Managers on ideas, preferences, personal tastes and, in general, on the private life of Employees and Collaborators is excluded.

PARESA rejects, does not authorize and thus pursues any form of discrimination based on age, sex, race, language, religion, political opinions, or personal and social conditions.

## 4.2 Directors, Managers and Executives

The Directors, Managers and Executives of PARESA perform their functions in compliance with the laws and regulations in force in the countries where the Company operates, as well as with the provisions set out in this Code of Ethics and in accordance with the provisions of the MOGC adopted pursuant to Legislative Decree n. 231/2001 and the various company procedures.

The aforementioned Recipients act in the exclusive interest of PARESA and pursue the objectives and results assigned to them with all their commitment, diligence and professionalism, while, at the same time, promoting and guaranteeing the ethically oriented action of the Company and fostering the creation and the dissemination, within the Company itself, of an ethically sensitive corporate culture.

## 4.3 Employees

PARESA Employees -as far as both internal and external relations are concerned- behave and act in accordance with the laws and regulations in force in the countries where the Company operates as well as with the provisions set out in this Code of Ethics, and in compliance with the provisions of the MOGC adopted by the Company pursuant to Legislative Decree n. 231/2001 and the various Company procedures.

All actions and initiatives taken under the employment relationship respond to the utmost transparency and correctness and must be carried out with commitment, diligence and professional rigor, in order to offer Customers and Community a quality service while protecting the image and the good name of the Company.

# 5 EXTERNAL RULES OF CONDUCT

## 5.1 Relations with Public Authorities

Relations with Public Authorities are based on the most rigorous respect of the law and the principles of loyalty, collaboration and transparency. Entering into commitments with the Public Authorities is an activity reserved to the expressly appointed and authorized Company departments, which are required to perform their duties with integrity, independence and fairness.

Recipients of this Code of Ethics shall not give, offer or promise -not even via third parties- money, goods or other benefits to Public Officials, Public Service Officers or employees of the Judicial Authority - or to their relatives – being them Italian or foreigners, with the purpose of promoting and/or favouring the interests of the Company, repaying them for an act of their Office, or soliciting the execution of an act contrary to said duties.

In the foreign countries where PARESA operates and where the offering of gifts is a traditional custom characterizing some institutional relations, the Company accepts that its Representatives or Attorneys may act accordingly, provided however that the offers and/or gifts are of moderate value or appropriate to the nature of the relationship and that this initiative does not in any case violate the laws in force in that country, nor may be perceived as an attempt by the Company to obtain undue favours.

## 5.2 Relations with customers

Relations with customers - public or private - are based on the principles of transparency, diligence, honesty, professionalism and impartiality. Discriminatory, incorrect or reticent behaviours are prohibited

in negotiations with Customers; the Company provides all the information necessary for Customers to make any decision and/or define negotiating aspects in an informed manner.

It is forbidden to give, offer or promise - even via third parties - any kind of gift or benefit, except those of modest value or, in any case, consistent with normal business or courtesy relations.

In the foreign countries where PARESA operates and where the offering of gifts is a traditional custom characterizing some institutional relations, the Company accepts that its Representatives or Attorneys may act accordingly, provided however that the offers and/or gifts are of moderate value or appropriate to the nature of the relationship and that this initiative does not in any case violate the laws in force in that country, nor may be perceived as an attempt by the Company to obtain undue favours to the detriment of fair competition with other companies of the sector.

### 5.3 Relations with contractors and consultants

The Company counts on Contractors and Consultants of utmost professionalism, requiring them to observe the principles and rules of conduct referred to in this Code of Ethics, in the belief that adherence to these principles is the essential prerequisite to maintain mutually satisfying relationships.

PARESA Contractors and Consultants are also required to perform the tasks entrusted to them with honesty, diligence and seriousness.

### 5.4 Relations with suppliers

PARESA works with Suppliers with proven experience and reliability and maintains with each of them a relationship of fairness, mutual trust and collaboration.

The Company chooses its Suppliers on the basis of specific internal procedures, which are developed and applied in compliance with the law and the fundamental principles contained in this Code of Ethics and respond to exclusively technical and qualitative evaluation and selection criteria.

Recipients of this Code of Ethics shall not give, offer or promise - even via third parties - money, goods or other benefits with the purpose of promoting and/or favour the interests of the Company. In the foreign countries where PARESA operates and in which the offering of gifts is a traditional custom characterizing certain business negotiations, the Company accepts that its Representatives or Attorneys may act accordingly, provided that the offers and the gifts are of moderate value or appropriate to the nature of the relationship and that this initiative does not in any case violate the laws in force in that country, or may be perceived as an attempt to obtain undue favours.

In the event that a Supplier has behaviours that are contrary to the law or the provisions of this Code of Ethics - or should he request the Directors and/or Employees of PARESA to take initiatives in this direction - the Company will immediately terminate the related existing relationships, on the basis of specific termination clauses included in the contracts stipulated with the Supplier.

### 5.5 Relations with competitors and trading partners

PARESA carries out its business at an international level and in a free market, making decisions and adopting initiatives exclusively inspired by the principles of legality, fairness and transparency. Indeed, the Company does not engage in conduct nor sign agreements that may in any way alter or negatively influence free competition, in compliance with the laws and regulations in force in the countries where it operates.

Consequently, the Company prevents, does not encourage and condemns unfair practices of any kind and nature by its Employees, Collaborators or Business Partners.

## 6 CODE IMPLEMENTATION MONITORING

### 6.1 Ethical Officer

Each Recipient of this document is required to be aware of the principles and the rules of conduct referred to in the previous paragraphs and is responsible for their diffusion and correct implementation within the company. At the same time, however, the Company identifies the Ethical Officer (*Responsabile Etico*) as the person of reference who monitors the effectiveness and timeliness of the Code of Ethics and the one to consult for any doubt about the interpretation and the meaning of the requirements therein.

### 6.2 Reports

Any Recipient who becomes aware, or is reasonably convinced, of the existence of an infringement of this Code of Ethics, has the duty to immediately inform the Department Manager and/or the Ethical Officer; reports shall be sent in writing to this address: *Responsabile Etico* c/o Paresa S.p.A., Via Romea, 655 - 47522 Cesena (FC), or by electronic means to the address: [acaminati@paresa.it](mailto:acaminati@paresa.it).

PARESA shall ensure the confidentiality of the identity of the persons reporting in good faith and protects them from retaliations or discriminations that could be understood as being related to said report.

## 7 DISCIPLINARY ACTION

The provisions of this Code of Ethics are an integral part of the contractual obligations undertaken by the Company's personnel as well as by those who have any kind of business relations with the Company. Any infringement and breach of the principles and rules of conduct described in this document offends against the mutual trust between the Company and the Recipients of the Code and legitimizes PARESA's disciplinary and/or negotiating actions against the perpetrators.

Assessing whether a conduct could constitute an infringement to this Code's provisions shall be carried out by the Ethical Officer. The penalties are those typically provided for by the Law and by the National Collective Labour Contract (CCNL); they shall be imposed by the B.o.D. of PARESA with immediacy and impartiality – regardless of the possible institution of criminal proceedings in cases where the conduct constitutes criminal offence – and may also involve the termination of the employment relationship or the suspension/revocation of the role.

For external parties (contractors, consultants, suppliers, clients), the breach of this Code of Ethics may involve the termination of the contract/task, as well as a claim for possible damages.

