I – FOREWORD AND INTRODUCTION

Officine Meccaniche di Ponte Nossa S.r.l. ("OMPN") provides current and prospective customers with goods and services in the field of contract manufacturing of automotive components.

OMPN's activities are made possible by the work of its internal personnel and external consultants, as well as the companies supplying it with goods and services. Awareness of these relationships and the resulting responsibilities, together with the protection of public and private customers and their needs, forms part of OMPN's corporate culture. Through this ethical self-regulation code (the "Code"), OMPN intends to summarize the fundamental principles and rules of conduct that its directors, managers, employees, consultants and suppliers must observe when conducting OMPN's business, performing their respective duties and managing internal and external relationships.

II – EFFECTIVENESS OF THE CODE

1. Compliance with the Code is an essential part of employees' contractual obligations pursuant to and for the purposes of Article 2104 of the Italian Civil Code. The principles and provisions of the Code express the duties of diligence, loyalty and good faith in performing work and help define proper performance. To this end, each employee signs a declaration acknowledging receipt of a copy of the Code and undertaking to comply with its provisions. A similar declaration is signed whenever the Code is amended.

2. Compliance with the Code is also required of ongoing consultants and suppliers of machinery and services who have access, in any capacity, to OMPN's IT network. They confirm in writing receipt of the Code and subsequent amendments and undertake to comply with them.

3. The Code is brought to the attention of other suppliers, consultants and third parties involved in OMPN's activities, who are invited to comply with its principles and standards of conduct.

III – GENERAL PRINCIPLES

1. OMPN aims to conduct its activities in accordance with the principles of sustainable development, meeting the needs of present generations without compromising the ability of future generations to meet their own needs. In particular, OMPN pursues economic efficiency without jeopardizing social development or the environment.

2. OMPN promotes and protects inviolable human rights and rejects, in both external and internal relationships, all discrimination based on sex, ethnicity, language, religious belief, political affiliation, sexuality or other personal and social circumstances.

2-bis. OMPN rejects and prohibits all forms of modern slavery, servitude, forced or compulsory labor and human trafficking. All forms of coercion, threats, withholding of documents, restrictions on freedom of movement and similar practices are prohibited. These principles apply to all OMPN activities and are also required of suppliers and third parties throughout the supply chain.

3. OMPN acts in strict compliance with national and international laws applicable in Italy and in every other country in which it operates. It recognizes that adopting and observing ethical principles is essential to preventing unlawful acts in general and the offenses giving rise to corporate liability under Italian Legislative Decree No. 231 of 8 June 2001. Accordingly, the rules of conduct set out in the Code constitute the basic reference standards to be followed by its addresses when carrying out sensitive company activities under that decree and when dealing with stakeholders, particularly public administrations, public officials and public employees.

4. OMPN also observes the principles of integrity and transparency and carries out operations and transactions that are properly authorized, verifiable, consistent and appropriate. OMPN firmly rejects corruption as a way of doing business: no one may promise or provide money or other benefits to obtain improper services or advantages, nor may anyone request or receive money or other benefits in exchange for improper services or advantages.

5. As a contract manufacturer, OMPN recognizes the importance of intellectual property and therefore respects and protects its various forms, particularly patents, trademarks, industrial and trade secrets and know-how in general.

6. OMPN recognizes that fair competition is fundamental to business development and therefore never engages in acts or conduct contrary to free and fair competition.

7. The belief that one is acting for OMPN’s benefit or in its interests can in no way justify conduct that conflicts with the principles underlying the Code.

IV – RELATIONS WITH CUSTOMERS

1. OMPN considers a customer to be anyone who uses OMPN's automotive component manufacturing activities and/or its services.

2. OMPN does not discriminate between customers without objective reasons and bases its relationships with them on helpfulness, professionalism and honesty, as well as the general principles of this Code: human rights, financial integrity, protection of intellectual property and fair competition.

3. Considering customer satisfaction an essential element of a proper customer relationship, OMPN establishes procedures and tools to verify and assess satisfaction levels and to enable timely action to restore those levels quickly and effectively. OMPN responds clearly to customers' comments, requests and complaints.

4. OMPN takes all necessary measures to ensure that customer data is processed in compliance with applicable laws and regulations and, in any case, kept confidential in accordance with customers' specific instructions. OMPN uses information obtained solely in direct connection with and for the purposes of commercial relationships, excluding any insider trading. Likewise, OMPN ensures and maintains the confidentiality of any technical or commercial information acquired during customer relationships.

5. OMPN pursues technological innovation in its activities to anticipate market demands and meet customer needs. To this end, it allocates adequate resources to researching and developing new techniques and solutions and provides ongoing staff training so that personnel are familiar with the latest solutions and operating techniques and can apply them correctly.

6. OMPN guarantees the safety of the products it supplies to customers by ensuring scrupulous compliance with all regulatory and technical standards and the performance of appropriate inspection procedures.

7. OMPN refrains from any misleading, aggressive or otherwise unfair practices in advertising and commercial communications with customers, which must provide clear and complete information about OMPN's activities and services.

8. OMPN carefully assesses the feasibility of services requested by customers, taking regulatory, technical and economic conditions into account. Under no circumstances does it undertake contractual commitments that could force it to compromise service quality or product and service safety. In particular, OMPN's primary objective is to manufacture automotive components with characteristics that ensure lasting levels of quality and safety.

V – RELATIONS WITH SUPPLIERS

1. OMPN considers the following to be its suppliers:

a) anyone who markets and/or manufactures and/or provides other services relating to products and/or parts intended to be processed and/or incorporated into automotive components manufactured by OMPN;

b) anyone who develops or markets intellectual property, including property incorporated into company machinery or tools, and/or supplies goods and/or provides support services not directly related to the product (such as design, IT management and maintenance services – software and hardware – consulting services, and the supply of capital goods and consumables, etc.).

2. OMPN makes purchasing decisions on the basis of the quality of goods and services offered, their cost, the supplier's technical and financial reliability, and delivery punctuality, ensuring equal treatment of existing and prospective suppliers on these grounds. In particular, supplier selection and the specific qualification process for suppliers whose services affect the quality of manufacturing processes and automotive components produced by OMPN,

3. OMPN undertakes to protect the health and safety of suppliers and their employees and collaborators who may occasionally work at OMPN facilities, in accordance with applicable legislation, and calls on suppliers to respect workers' rights and the protection of minors in all circumstances.

4. OMPN adopts specific procedures to assess transparently and impartially each supplier's reliability and competence, the competitiveness of its offer, and its guarantees of support and timely performance.

5. OMPN bases its relationships with suppliers on fairness and loyalty.

VI – RELATIONS WITH EMPLOYEES

1. OMPN employees are all individuals who have an employment relationship with OMPN aimed at pursuing its corporate purpose.

2. OMPN rejects discrimination among employees based on sex, ethnicity, religious belief, political affiliation, sexuality or social and personal circumstances. In particular, OMPN encourages and promotes equal opportunities for women and men. Personnel are selected in accordance with the principle of non-discrimination, actual and specific company needs, and the professional qualifications required for the position.

3. OMPN fosters a working environment in which every individual's dignity is guaranteed and interpersonal relationships are based on respect, honesty, fairness and cooperation. Specifically, OMPN does not engage in acts or conduct not provided for by applicable collective and individual agreements and, even when exercising managerial and hierarchical authority, respects the personal dignity of employees and collaborators and avoids all forms of abuse.

4. OMPN values each individual's skills, potential and commitment, assessing them consistently, including for work organization purposes.

5. OMPN complies with all legal, regulatory and technical provisions applicable from time to time to the protection of workers' health and safety and adopts appropriate control systems, implementing the general principles of eliminating risks; assessing risks that cannot be avoided; adopting protective measures at source; selecting workplaces and equipment; planning prevention to create a coherent system integrating technology, work organization, working conditions, social relationships and the influence of workplace environmental factors; prioritizing collective protection measures; and providing personnel with appropriate instructions and information. The company's organizational management system is certified to ISO 9001 and IATF 16949 by Det Norske Veritas (DNV).

6. In processing employees' personal data, OMPN strictly complies with legal requirements; in all cases, any investigation into employees' ideas, preferences, personal tastes or private lives is excluded.

7. In carrying out their respective activities, directors and employees pursue OMPN's objectives and interests. They therefore inform their superiors or designated contacts in writing and without delay, taking the circumstances into account, of situations or activities in which they themselves, relatives by blood or marriage up to the second degree, or de facto cohabitants may have interests conflicting with those of OMPN, or of any other situation warranting disclosure. They undertake to comply with OMPN's decisions (for example, activities competing with OMPN, financial or family relationships with suppliers, consultants and/or customers, etc.). Appropriate records are kept of the disclosure and authorization of transactions involving conflicts of interest.

8. Gifts from customers and suppliers and their acceptance by OMPN directors and employees are permitted only when symbolic in nature and therefore incapable, even in theory, of motivating preferential treatment. OMPN's Management Committee nevertheless reserves the right to determine their destination or how they are distributed among all personnel.

9. Directors and employees, as well as ongoing consultants and suppliers of machinery and services who have access in any capacity to OMPN's IT network, as referred to in Section II.2, ensure and protect the utmost confidentiality of information constituting company assets or relating to OMPN's activities, in compliance with laws, regulations and internal procedures.

10. Directors and employees perform their respective duties diligently, efficiently, honestly and fairly, making the best use of the time and tools available to them and accepting the associated responsibilities. In particular, they do not use information, property or equipment available to them through their functions, duties or assignments for personal purposes.

VII – RELATIONS WITH INSTITUTIONS AND THE COMMUNITY

1. OMPN maintains relationships with local, national, European Union and international public institutions, and with public officials or persons entrusted with public services, in full compliance with applicable legislation and on the basis of loyalty, fairness and transparency.

2. If a director, employee or collaborator receives explicit or implicit requests for benefits from a public official, they must immediately inform their line manager or the person to whom they report so that appropriate action can be taken.

3. OMPN may respond to requests for contributions only from nonprofit organizations and associations with cultural, sporting or charitable purposes that involve a significant number of citizens. When selecting proposals, OMPN pays particular attention to personal or corporate conflicts of interest.

VIII – RELATIONS WITH THE ENVIRONMENT

1. OMPN conducts its activities with a commitment to environmental protection and preservation, complying with European Union and national environmental legislation and regularly assessing the environmental impact of its activities so that any necessary action to remedy adverse effects and correct operational deviations can be taken promptly.

2. In particular, OMPN is committed to implementing production processes according to criteria designed to prevent pollution and reduce environmental impact, and to adopting best practices in environmental and quality management.

3. The organization’s Environmental Management System is certified to ISO 14001 by Det Norske Veritas (DNV).

IX – EMPLOYEE REPORTS (WHISTLEBLOWING)

1. OMPN invites employees and members of corporate bodies to report any suspected fraud, unlawful or irregular conduct and/or any type of serious danger or risk that could affect or otherwise harm employees, consultants, customers, suppliers, stakeholders, the public or the company’s reputation, of which they become aware in the course of their work or management activities, in accordance with the definition of whistleblowing drawn from IATF 16949 (including, by way of example and without limitation, workplace hazards, environmental damage, unlawful financial transactions, health threats and suspected bribery or extortion by public officials).

2. In particular, OMPN specifies that:

• Every detailed internal report, provided it is not anonymous, will be given appropriate consideration, ensuring confidentiality of the reporting person's identity, subject to legal obligations concerning the enforceability of anonymity and confidentiality;

• A detailed report made in good faith will not result in adverse consequences for the reporting person arising from its submission;

• A person who submits a detailed and reasonable report in good faith will be protected against retaliation or other actions by individuals involved in the reported facts.

X – IMPLEMENTATION OF THE CODE

1. The Code and any future amendments are adopted by OMPN through a resolution of the Board of Directors. In view of OMPN's size, responsibility for implementing and updating the Code is entrusted, at least during its initial application to that Board, which for this purpose acts as the Ethics Committee. Where reports or other relevant circumstances concern one or more members of the Board, the related investigation and final assessment shall be entrusted exclusively to an independent professional previously appointed by the Board of Directors, to whom the report and other circumstances involving the administrative body and/or individual directors must immediately be communicated in writing.

2. OMPN takes appropriate steps to raise awareness of the Code among all its directors, managers, employees, consultants, suppliers and stakeholders in general. In particular, the Code is delivered to employees, ongoing consultants and suppliers of machinery and services who have access in any capacity to OMPN's IT network, in accordance with Sections II.1 and II.2 above, and is brought to the attention of other consultants and suppliers when contractual relationships with OMPN are established. The Code is available electronically on OMPN's website (www.offmec.it).

3. OMPN ensures appropriate communication channels for receiving reports of possible violations or comments on the application of the Code. In particular, reports may be submitted:

• By email to info@offmec.it, with the subject line "Confidential – Ethics Committee";

• By regular mail to: OMPN, Via E. De Angeli, 3, 24028 Ponte Nossa (BG), with "Confidential – Ethics Committee" indicated on the outer envelope.

The identity of the reporting person and the handling of the report are kept confidential, subject to legal obligations.

4. Following appropriate investigations, the Ethics Committee assesses conduct found to violate the principles and rules set out in the Code that may warrant disciplinary sanctions in internal relationships or contractual termination mechanisms in external relationships, without prejudice to OMPN's right to take legal action and claim damages. Reports that are manifestly unfounded and made for ulterior purposes will also be subject to sanctions.