



# **“Code of Conduct” of MTA Group**

**Rev.3, 2020 January 30 (ed.0, Eng)**



## **MTA Group “CODE OF CONDUCT”**

To ensure knowledge and commitment to the shared ethical values that should lead the activities of MTA Group (hereinafter referred to as “MTA”) and the activities of all the partner working with/for MTA, MTA Top Management has formalized this Code of Conduct.

This Code of Conduct sets forth specific policies and procedures to assist everyone in maintaining our ethical commitment; it is the reference for all MTA employees, collaborators and MTA Suppliers. Suppliers are asked to follow it and consider it as their own, to the aim of spread these principles along the supply chain.

These policies are not intended to address every specific situation or operative context, but they are intended to provide general guidelines to follow in each business activities.

This review is an update of the previous version of 2014 December 22 (changes in in “*italics*”).

This Code of Conduct refers to:

- 1) RESPECT FOR LAW;**
- 2) HUMAN RIGHTS;**
- 3) RESPONSIBILITY & RESPECT TOWARDS *THIRD PARTIES*;**
- 4) RESPONSIBILITY & RESPECT TOWARDS THE COMPANY;**
- 5) LABOUR RELATIONS AND WORK CONDITIONS (SAFETY and HEALTH);**
- 6) ENVIRONMENT.**

Codogno, 2020 January 30

A handwritten signature in dark ink, appearing to read 'Umberto Falchetti', is positioned above the printed name.

Umberto Falchetti

President of MTA Group



## **1) RESPECT FOR THE LAW**

All employees comply with the laws and the regulations of the country where they work. Employees are expected to be familiar with laws and regulations covering their specific area of operation.

### **1.1 Knowledge of the Law**

Department Heads shall ensure that all employees are aware of the laws and consequent behaviour and, in case of doubt, all employees are adequately guided to solve their doubt.

Department Heads who sometimes manage activities related to the Government (Institutions), shall:

- provide guidelines and instruction to their employees about conduct/behavior to be kept in formal and informal contacts with the Institutions, according to the activity/responsibility assigned to the employees, transferring them knowledge of rules and awareness of the risk for missing compliance or crime;
- provide appropriate instructions for tracking the flow of information towards the Public Administration.

All consultants, suppliers, customers and anyone who has dealings with the company are committed to compliance with the laws and the regulations in all countries where the company operates. No relationship will start or continue with those parties that do not follow this principle.

### **1.2 Relationship with Institutions and Public Officers**

When dealing with the Government/Public Administration (directors, officers or employees of the Public Administration, hereinafter also referred to "civil servants") or with other dealers representing Institutions, it is forbidden to:

- promise or offer them (or their relatives, friends, etc..) money, donations and gifts, except in case of gifts or benefits of modest value (e.g. travel and accommodation, registration membership clubs are not gift of low value);
- evaluate or offer employment opportunities to employees of the government (or their relatives, in-laws, friends, etc..), and/or offer business or any other kind that might benefit them;
- promise or offer them consulting assignments;
- make representation expenses (sponsoring) for other purposes than the promotion of corporate image;
- promise or provide, through other companies, works or other personal services or utility for them or their relatives, friends, etc;
- promote, in the purchasing process, suppliers and subcontractors as indicated by the employees of the Public Administration.



These actions and behaviours are prohibited when carried out by company personnel or, indirectly, by other persons who are acting in place of the company.

Against the Government / Institution, it is also forbidden to:

- produce false or altered documents / data;
- steal or omit to present authentic documents;
- behave misleading, which might cause error in technical and economic evaluation made by Public Administration on processes/products and services offered / provided by MTA;
- omit required information, in order to lead decisions of the Public Administration for MTA benefit.

### **1.3 Traceability of Acts and Documentation**

Heads of administrative and accounting departments shall ensure that every operation is:

- legitimate, consistent, fair, authorized, verifiable;
- correctly and properly recorded to allow verification of the decision process, authorization and execution;
- accompanied by proper / authentic documentation in order to allow, at any time, controls on characteristics/reasons of the operation and the identification of personnel who authorized, performed, recorded and checked it out.

### **1.4 Responding to and reporting wrongful acts**

Actions and behaviours manifestly in breach of prevailing rules and such to constitute a criminal offence are immediately reported to the attention of the competent Authorities by anyone who becomes aware of them, who has to signal them as well to his/her immediate supervisor and to the "Code of Conduct Implementation Officer" appointed by the company. In case such actions and behaviours involve MTA S.p.A., the reporting is transmitted also to the MTA S.p.A. Supervisory Board under Legislative Decree no. 231/2001.

Actions and behaviours suspected to be in breach of prevailing rules and such that they may constitute a criminal offence are immediately reported by anyone who becomes aware of them to his/her direct supervisor, who will subsequently inform the "Code of Conduct Implementation Officer", if appropriate. In case such actions and behaviours involve MTA S.p.A., the reporting is transmitted also to the MTA S.p.A. Supervisory Board under Legislative Decree no. 231/2001.

Employees and co-workers who suspect a law violation or an alleged law violation that constitutes an administrative offence, or civil wrong immediately report it to their immediate supervisor, who evaluates it and subsequently informs the appointed "Code of Conduct Implementation Officer" as appropriate.



When a direct supervisor may be directly or partially/indirectly involved in a reporting, or no action is taken after a reporting, or an employee is uncomfortable in reporting to his/her direct supervisor, in case of suspected criminal offence or administrative or civil illicit, the information shall be directly transmitted to the "Code of Conduct Implementation Officer".

Only in case of criminal offences involving MTA S.p.A., the reporting is also transmitted to the MTA S.p.A. Supervisory Board under Legislative Decree no. 231/2001.

The "Code of Conduct Implementation Officer" shall then investigate the received reporting and take actions on them, if appropriate.

The MTA S.p.A. Supervisory Board is subjected to the Italian law.

### **1.5 Anti-money laundering**

MTA holds its business in full compliance with applicable anti-money laundering laws and regulations issued by Italian and foreign competent authorities. MTA's commitment is to refuse to engage in suspicious transactions in terms of fairness and transparency in all states in which it operates.

Therefore available information about business partners, suppliers, partners, contractors and consultants are preventively checked in order to determine the respectability and legitimacy of their activity before establishing business relationships.

## **2) HUMAN RIGHTS**

All employees contribute to MTA's commitments with regard to fundamental human rights. In particular, they undertake to *contrast illegal immigration*, prohibit child labour and forced labour and to respect freedom of association and the right to representation.

Employees are expected to respect these rights in their areas of responsibility and require the same level of respect from their co-workers and suppliers.

### **2.1 Fight against illegal immigration and forced labour**

*In full compliance with present regulations against illegal immigration, MTA employs within its organization only personnel that, if it's not a citizen of the state of employment or if it hasn't permanent residency rights in the same state, is anyway always in possession of the necessary residence permit. MTA will not tolerate nor condone any different behaviours from partner companies of its value chain.*

MTA also firmly ban forced and involuntary labour. All employment is voluntary, and workers are free to leave upon reasonable notice.

Workers are not required to surrender government-issued identification, passports or work permits as a condition of employment, except for the purpose of legal status verification (in this case the documents are promptly returned to the worker).



## **2.2 Child Work Avoidance**

Child work is not used in any stage of manufacturing process. The term “child” refers to any person employed under the age of 15 or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported.

Workers under the age of 18 do not perform hazardous work and are restricted from night work.

(refer also to ILO Minimum Age Convention, n° 138)

## **2.3 Working Hours**

MTA agrees to ensure that the total number of hours worked is equal to or less than the totals set forth in the national legislation or the collective-bargaining agreements in the country concerned.

MTA is committed to ensuring that break times and periodic days off correspond to the very least to the minimum conditions set forth in the national legislation or the collective-bargaining agreements concerned.

However, the working hours of persons do not exceed eight hours in the day and forty-eight in the week, with the exceptions defined by art.2 of ILO Convention N°1.

## **2.4 Wages and Benefits**

Compensation paid to workers complies with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers are compensated for overtime at pay rates greater than regular hourly rates.

## **2.5 Humane Treatment**

There has to be no harsh and inhumane work treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse (threat) of workers.

## **2.6 Non-Discrimination**

All employees are expected to act respectfully towards their team members, other MTA employees and, more generally, all individuals with whom they are in professional contact. They are expected to respect the private lives of other individuals and refrain from spreading information they may have gained by chance or in the course of their work. All managers should respect their team members' private lives. MTA prohibits any and all types of discrimination on the basis of age, gender, nationality, marital status, sexual orientation, lifestyle, genetic characteristics, real or supposed belonging to an ethnic group, nation or race, physical appearance, pre-existing health conditions or disability, pregnancy, political opinion, religious conviction or union activities.

## **2.7 Freedom of Association**

Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation



issues. MTA respects the rights of workers to associate freely, to join or not to join labour unions, to seek representation, and to join workers' councils in accordance with local laws. Workers are able to communicate openly with management regarding working conditions without fear of reprisal, intimidation or harassment.

## **2.8 Protection of Individual Rights**

Within the limits established by protection of other people's rights and at paragraph 4.5 below, MTA guarantees the rights to opinion, free expression and free association.

MTA guarantees the security of personal data available to it (employees, customers, suppliers, etc.) and protects the right to privacy of its employees against any and all interference or violation originating from inside or outside the organisation.

## **3) RESPONSIBILITY & RESPECT TOWARDS THIRD PARTIES**

MTA establishes relationships with customers, suppliers, consultants, contractors, agents and business partners exclusively on the basis of the following criteria: trust, quality, competitiveness, professionalism and respect for the rules.

In the development of the activities with these subjects MTA is committed to:

- establish relationships only with subjects which: have a respectable reputation; are engaged in lawful activities and have a corporate ethical culture comparable to the one of MTA. To this aim in the management of relationships with customers, suppliers, consultants, contractors, agents and business partners the available informations should be previously verified;
- Ensure the transparency of the agreements and avoid the subscription of secret terms and agreements in contrast with the law. Moreover MTA ensures that the selection of suppliers, consultants, collaborators for the purchase of goods and services is related only to objective parameters of quality, convenience, price, capacity, efficiency to reach trust in relationship with this subjects. MTA deals with its partners respecting them and avoiding, in any case, the exploitation of its position as major, advantaged part. MTA requires to its suppliers that the supplied products are not coming from previous illegal activities, child labor activities, or activities related to financing of terrorism.

## **DEALING WITH THE CUSTOMER**

Fairness in customer relations is primary objective in business relations.

### **3.1 Behaviours Banned**

Any and all forms of corruption are banned and prosecuted.

Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.



### **3.2 Disclosure of Information**

Information regarding business activities, structure, financial situation and performance is disclosed in accordance with applicable regulations and prevailing industry practices.

### **3.3 Intellectual Property**

Intellectual property rights are respected; transfer of technology and knowledge is done in a way that protects intellectual property rights.

### **3.4 Compliance with Product Safety and Quality Requirements**

All employees contribute to ensuring that MTA delivers quality products and services that offer a high level of safety, reliability and environmental performance. In particular, employees are expected to fully comply with all standards implemented to prevent, identify and correct safety defects.

### **3.5 Sincerity of Customer Information**

All employees provide customers with truthful, non-misleading information about the features of MTA products and services.

## **4) RESPONSIBILITY AND RESPECT TOWARD THE COMPANY**

All employees represent MTA image. As a result, they are expected to refrain from disparaging MTA, its strategies, executives and products. They are expected to conduct themselves in a way that reflects MTA values during conversations, seminars and other events where they represent MTA. Presentations of MTA or its operations prepared for these events should provide truthful information while complying with confidentiality requirements and promoting the company's image.

### **4.1 Confidential Information**

All employees with access to internal confidential information are expected to keep this information confidential. Confidential information is specific information about MTA or any other company that has not been made public.

All employees are expected to take the necessary measures, in accordance with the company's current rules and procedures, to protect the confidentiality of professional information in their possession (e.g. new projects, strategic, industrial, financial or labour data and, more generally, any information whose disclosure could be harmful to MTA interests).

### **4.2 Conflicts of Interest**

All employees are expected to avoid conflicts of interest. A conflict of interest arises when an employee, one of his or her family members or friends is in a position to personally benefit from a transaction carried out in MTA's name, notably with customers or suppliers.





In particular, employees are barred from acquiring interests in suppliers or customers, unless the acquisition consists in the purchase of listed shares in compliance with the rules prohibiting the use of inside information. Suppliers are to be selected on the basis of clear decision-making procedures and objective criteria. Employees are expected to put MTA interests first in negotiations with suppliers, in compliance with the law and principles of fairness.

#### **4.3 Limits on Gifts and Invitations**

All employees are expected to comply with the principles of integrity and loyalty in their relations with customers and suppliers. Employees do not solicit gifts directly or indirectly. They refuse all gifts with a value exceeding what is generally accepted or that could compromise their independence. This rule also applies to invitations to non-job-related seminars or trips.

#### **4.4 Use and Protection of Corporate Assets**

All employees are responsible for using corporate assets and resources properly and exclusively in connection with their professional duties. Corporate assets are used in compliance with the company's current rules and procedures and all necessary measures are taken to prevent any damage, theft or unauthorised use by a third party. Employees are expected to protect MTA from the risk of fraud or misappropriation of assets by implementing the requisite controls within their area of responsibility. All employees are barred from using their status or authority to benefit from any type of favouritism or special advantages.

With particular reference to the Information Technology resources, it's forbidden to use corporate assets for:

- Activities unrelated to business purposes;
- purposes contrary to law or ethics;
- commit or promote commissions of crimes and, however, promote: racial hatred, exaltation of violence and violation of human rights.

Moreover, it's expressly forbidden to carry out activities that could damage, alter, deteriorate or destroy the I.T. systems, programs and data. Every employee of MTA is personally responsible for the maintenance of security for the assigned I.T. systems, avoiding their illegal or improper use as well as the sharing of user credentials.

The use of I.T. systems must be exclusively functional to the development of the business activities.

It's strictly forbidden the use of MTA I.T. systems to access / visit web-sites linked to child pornography.

#### **4.5 Separation between Work and Political Activities**

All employees involved in political activities as private citizens during their free time and away from the workplace are expected to refrain from discussing their association with MTA.

MTA does not make financial contributions to political parties.



#### **4.6 Adopting the Appropriate Procedures**

The rules outlined in paragraph 1.2 concerning forbidden behaviours when entertaining relations with Institutions / the Public Administration also apply to the relations between MTA and other private organisations.

With regard to entities that are not contractual partners of MTA, such as competitors, government agencies and associations, MTA promotes fair competition with competitors in compliance with law provisions / regulations on competition and property rights, and cooperation and transparency in relations with government agencies and associations.

### **5) LABOUR RELATIONS AND WORK CONDITIONS (SAFETY and HEALTH)**

MTA endorses one of the key principles of the ILO's Declaration of Philadelphia (1944) which states that labour is not a commodity.

Based on this principle, MTA promotes measures to improve labour relations, and work conditions under every respect (for instance, concerning hiring, promotion, sanctions, training, redeployment, salaries and wages, working hours, social insurance/security, bargaining, prevention, protection, safety, health and hygiene in the workplace).

MTA further acknowledges that "social dialogue" is the preferred means to achieve work conditions capable of safeguarding the opposing and mutual interests of organisation and workers.

All employees are expected to be familiar and comply with applicable safety rules and ensure that others comply as well, in accordance with the health and safety Law requirements.

Special care should be given to the working conditions and well-being of all persons present at site. As concerns prevention, employees are expected to :

- set an example, by strictly applying safety rules themselves and ensuring that others do the same;
- remain vigilant at all times, to identify and manage risks, and
- act swiftly, to ensure that risky situations are addressed immediately.

#### **5.1 Occupational Safety**

Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicle, and fall hazards) has to be checked through proper controls, safety procedures and preventative maintenance.

Where hazards cannot be adequately controlled by these means, workers have to be provided with appropriate personal protective equipment. Workers are not disciplined for raising safety concerns.

#### **5.2 Emergency Preparedness**

Emergency situations and events are identified and assessed. Emergency plans and response procedures, (ex. evacuation procedures) are issued and known.



### **5.3 Occupational Injury and Illness**

Procedures and systems are in place to manage, track and report occupational injury and illness.

### **5.4 Industrial Hygiene**

Worker exposure to chemical, biological and physical agents is identified, evaluated, and controlled. When hazards cannot be adequately controlled by engineering and administrative means, workers are provided with appropriate personal protective equipment.

### **5.5 Physically Demanding Work**

Worker exposure to physically demanding tasks, including manual material handling and heavy lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

### **5.6 Machine Safeguarding**

Physical guards, interlocks and barriers are provided and properly maintained for machinery used by workers.

### **5.7 Facilities for Workers**

Workers are provided with clean toilet facilities, access to potable water and sanitary food preparation and storage facilities. When specified, worker dormitories provided by the company are clean, safe, with adequate heat, ventilation and reasonable personal space.

### **5.8 Human Resources Development and Training**

MTA Management acknowledges that human resources development is a process that leads to individual growth and emancipation through the expansion of individual skills and knowledge. MTA promotes access to skill development, training and growth opportunities by its employees on a fair and equal basis.

Notwithstanding the above commitments, MTA may promote labour mobility within the organisation or adopt economic and occupational indemnity schemes in particular economic situations.

## **6) ENVIRONMENT**

MTA Top Management and all employees contribute to MTA's environmental policy and commitments. They are expected to comply with the Environmental Management System or procedures developed for the production sites.

### **6.1 Environmental Authorizations and Reporting**

All required environmental permits (e.g. discharge authorization) and registrations are obtained, maintained and kept current and their operational and reporting requirements are stored.



## **6.2 Pollution Prevention and Resource Reduction**

Waste of all types, including water and energy, are reduced or eliminated at the source or by practices such as production improvement, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

## **6.3 Hazardous Substances**

Chemical and other materials involving a hazard if released to the environment are identified and managed to ensure their safe handling, movement, storage, recycling or reuse and disposal.

## **6.4 Wastewater and Solid Waste**

Wastewater, and solid waste generated from operations, industrial processes and plant facilities are monitored, controlled and treated as required prior to discharge or disposal.

## **6.5 Air Emissions**

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates or other gas generated from production or maintenance operations are characterized, monitored, controlled and treated as required prior to discharge.

## **6.6 Environmental, biodiversity and wildlife habitat protection**

In the course of its business, MTA considers fighting the loss of natural ecosystems and protecting valuable anthropised ecosystems (e.g. rural areas). Where such protection is not feasible, equivalent compensation and ecologic and social services will be offered.

MTA considers biodiversity, natural ecosystems and wildlife habitats as part of the world heritage of mankind as a whole.



## CONTACTS

If you have any questions concerning the Code of Conduct of the MTA Group, wish to report a (presumed) Code violation, follow up on a report that is not compatible the hierarchical responsibility structure outlined in this Code, or wish to obtain further information on the Code of Conduct of the MTA Group, please contact:

e-mail : [sustainability@mta.it](mailto:sustainability@mta.it) ;

mailing address (as confidential) :  
MTA Code of Conduct Implementation Officer  
c/o MTA S.p.A.  
V.le dell'Industria, 12  
26845 Codogno (LO) - ITALY.

*For the sole reporting of any (presumed) violation to this Code that, according to the Code itself (see par. 1.4), shall be transmitted also to MTA S.p.A. Supervisory Board, please send copy of the communication to MTA S.p.A. Supervisory Board using, possibly as alternative, one of the following:*

email : [organo.vigilanza@mta.it](mailto:organo.vigilanza@mta.it)

mailing address:  
Organismo di Vigilanza MTA S.p.A.  
c/o MTA S.p.A.  
V.le dell'Industria, 12  
26845 Codogno (LO) - ITALY.

The latest updated version of the Code of Conduct of the MTA Group is available for download at: [www.mta.it](http://www.mta.it) .