



# **Code of Ethics and Business Conduct**

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## **1. INTRODUCTION**

### **1.1 CONTEXT**

This Code of Ethics and Conduct has been defined and approved by P&CP&C at central level of corporate, by the members of the governing board and by the shareholders.

The same code was then spread to all the production units of the P&C, present on European territory, because it took vision and cater to do so precisely through an integration in their specific documentation, also by virtue of the specific local legislation.

### **1.2 MISSION**

P&C has the mission of moulding sheet metal products for the Automotive sector, enhancing its resources, satisfying and creating value for its Customers.

### **1.3 THE COMPANY ETHICAL CODE**

This document expresses the commitments and ethical responsibilities in the conduct of affairs and corporate activities undertaken by P&C and his collaborators.

The Corporate Code of Ethics is a fundamental element of the complex of internal rules and procedures adopted by P&C for the transposition of the discipline provided by Legislative Decree no. 231 and concerning the administrative liability of the Companies.

### **1.4 REFERENCES AND APPROVAL**

For its editorial staff, P&C has followed the Guidelines issued by Confindustria pursuant to Legislative Decree no. 231 and concerning the administrative liability of the Companies.

This document has been approved by the P&C Board of Directors on date 30/06/2017

### **1.5 APPLICATION**

The Code of Ethics applies to P&C and its subsidiaries, and is therefore compulsory for the conduct of all its employees, whether they are directors or employees.

This commitment also applies to consultants, suppliers, customers, and anyone who has a relationship with P&C; The company will not start or continue any relationship with those who do not intend to align with this principle.

It is therefore essential that this Code of Ethics and Behavioural Code be sent to suppliers belonging to the P&C production chain, so that they approve its adoption.

### **1.6 GENERAL PRINCIPLES**

P&C has gained over the years a position of leadership in the sector thanks to its capacity, competence and independence and with respect for the fundamental principles of fairness, honesty and good sense, that are the heart of the philosophy and values of the society and corporate standards.

All relations with employees, customers, partners, competitors, suppliers and colleagues must be based on these values.

This document is obviously not intended to deal with each case in which it is called to operate, but wants to remind everyone of the need to comply with fundamental ethical principles in the conduct everyday of their work.

P&C believes that honesty, sincerity and loyalty are necessary to build respectful and lasting relationships. All aspects of our work must be based on the highest ethical standards.

## **2. ETHICS OF WORK RELATIONS**

### **2.1 IN COMPLIANCE WITH THE LAWS AND REGULATIONS**

P&C operates in the absolute respect of the laws and regulations applicable in the countries in which it performs its activities in accordance with the principles laid down in the Company Code of Ethics and to internal procedures.

Moral integrity and compliance with the principle outlined above is a constant duty of all those who have P&C relationships and characterises the behaviour of all P&C.

P&C administrators and employees, as well as those who otherwise work with it, are therefore required, within their respective competences, to know and observe the laws and regulations in force in all countries where the same work is performed. In this context, attention is also paid to the respect of the rules governing competition, both on the national and international markets.

P&C applies strict principles and accounting policies adapted to provide accurate and complete financial information, and to maintain internal audits and processes suitable to ensure that the accounts and the financial communications comply with what foreseen by the applicable laws. Employees must do their best to support the Company's efforts in this field.

### **2.2 CUSTOMER RELATIONSHIP**

P&C activity focuses on the satisfaction and protection of its customers by listening to requests that can improve the quality of products and services. Quality Policy is consistent with this goal:

Relations with the authorities of those working for P&C must be based on the maximum correctness, transparency and cooperation, in full respect of the laws, regulations and their institutional functions.

Illegal sums of money and bribes are absolutely prohibited by P&C under any circumstances. It is never allowed to receive or give money, regardless of the amount.

Personal gifts or favours that are explicit or implied to obtain business in exchange for gift or favouritism are never permitted. No employee or manager P&C may take or give illegal sums of money or bribes to or from contractors, subcontractors, consultants, vendors, suppliers, competitors or customers.

Gifts and promotional items can be given to Clients if they do not exceed the normal courtesy ratios and in any case they must be of a modest value (100 €) always in compliance with the laws; This should not be interpreted as a search for favours.

P&C guarantees to refrain from importing, marketing or otherwise using or otherwise putting into circulation industrial products with counterfeit or altered or mendacious trademarks or distinguishing signs or usurping industrial property titles.

It is the company's policy to comply with all applicable export control laws. In no case are employees of the company allowed to carry out transfers, exports, re-exports, sales or supplies of products, technical data or services not permitted by the applicable export control laws. The company undertakes to comply with all economic sanctions against specific entities or countries, including economic sanctions imposed by the UN, EU and other jurisdictions in which the company operates.

## 2.3 SUPPLIER RELATIONSHIP

P&C intends to make use of competent, loyal and capable staff to team up with internal employees in a relationship of indispensable and mutual loyalty, transparency and collaboration.

In any case, in the event that the supplier, in the conduct of his P&C activity, behaves in ways that are not in line with the general principles of this Code of Business Ethics, P&C is entitled to take appropriate measures to preclude any other co-operation opportunities.

Relationships with suppliers are governed by common principles and are subject to constant monitoring by P&C.

The stipulation of a contract with a supplier must always be based on reports of extreme clarity, according to the procedures envisaged.

They must be clarified within the buyer's terms of purchase, the same ethical principles, anti-corruption rules and anything else defined in this code.

It is not ethical for the behaviour of anyone who tries to take advantage of the benefits of collaborating with others, exploiting strength positions.

## 2.4 RELATIONSHIP WITH COMPETITORS

P&C intends to protect the value of fair competition by refraining from collusive behaviour and abuse, while ensuring that collaboration and comparison is an opportunity to improve its quality standard.

## 2.5 STAFF RELATIONSHIP

The valuation of the staff to be recruited is made on the basis of the correspondence of the candidates' profiles with the expectations and the company's needs, while respecting equal opportunities for all stakeholders.

The required information is closely linked to the verification of the aspects of the professional and psycho-attitude profile, respecting the private sphere and the views of the candidate.

The staff is hired with a regular employment contract; no form of irregular work is tolerated.

In no case, even where ever the use of working force is lawful, P&C will employ under age staff; the only exceptions may be the existing educational collaboration relationships with schools, universities and industries, to which P&C or its production units may want to participate, in which under age people could have a work place in the company for specific and agreed training paths with academic and university institutions.

P&C ensures that every employee has the right to rest and recreation including in this a reasonable limitation of working hours and periodic paid leave. The company observes the laws in force on wages, working hours, overtime and allowances.

When establishing the employment relationship, each employee receives accurate information about:

- ⌚ Characteristics of the function and of the tasks to be performed;
- ⌚ Regulatory and remunerative elements, as regulated by the national collective labour agreement;
- ⌚ Rules and procedures to be adopted for their work.

Such information is submitted to the collaborator so that the acceptance of the assignment is based on an actual understanding.

P&C avoids any form of discrimination toward their employees.

Within the scope of the management processes and the development of staff, as well as in the selection phase, decisions are based on the correspondence between the expected

profiles and profiles owned by employees and/or on considerations of merit.

Managers use and exploit fully all the professionalism present in the structure by means of the activation of the instruments available for fostering the development and growth of its employees.

Training is assigned based on specific job requirements and professional development in the business environment.

P&C is committed to preserve, in particular through preventive actions, the environment, health and safety of workers as laid down in Legislative Decree no. 81/2008.

P&C is committed to adapting work to the person, in particular with regard to job design and the choice of work equipment and working methods.

P&C also strives to continuously improve the efficiency of company structures and processes that contribute to the continuity of the services provided.

P&C collects and treats personal, sensitive and non-personal data, of its employees and of the physical and / or legal persons with whom it has relationships or relationships.

Such treatment, where provided, is carried out with the consent of the persons concerned and is done in accordance with the procedures and limits set forth in D. Lgs. 196/2003.

Any inquiry into the ideas, preferences, personal tastes and, in general, the privacy of employees is excluded. These standards also foresee the prohibition, without prejudice to the cases provided for by law, to communicate/spread the personal data without the prior consent of the person concerned and shall lay down the rules for the supervision by each collaborator, of the rules for the protection of privacy.

In particular P&C transposes the indication of the Authority for the protection of personal data contained in the document "Guidelines of the Guarantor for the email and the internet" of 1 March 2007.

P&C undertakes to protect the moral integrity of the collaborators and guarantee the right to working conditions which respect the dignity of the person. For this reason it protects employees against acts of psychological violence, and opposes any attitude or discriminatory behaviour or damaging of the person and his convictions and his preferences (for example, in the case of insults, threats, isolation or excessive intrusiveness, professional limitations).

Sexual harassment is not allowed, and behaviours or speeches that can disturb the person's sensitivity (for example, displaying pictures with explicit sexual references, persistent allusions, and continuing aspects of sexual, religious, racial, etc.) are avoided.

A P&C employee who believes has been subject to harassment or being discriminated against for reasons related to age, sex, sexuality, race, health, nationality, political opinions and religious beliefs, etc., May report the incident to the Internal Control and Surveillance Committee that will evaluate the actual violation of the Corporate Code of Ethics.

Similarly any employee will have the opportunity to report anonymously behaviours or facts of which was a witness or of which it is aware, (whistle-blowing) that are contrary to this Regulation.

Such reports may be forwarded to the Control and Surveillance Committee by means of:

- Emailing [whistle@p-cautomotive.com](mailto:whistle@p-cautomotive.com)

P&C will guarantee the confidentiality of the reports, and if the identity of the signaller is known, the protection against any form of claim against it will be assured.

Any impact against workers who have issued warnings will determine the state of the law of the collaborator against P&C.

## **2.6 PUBLIC RELATIONSHIP**

The communication of P&C toward the outside is provided in respect of the laws, rules,

practices of professional conduct and is made with clarity, transparency and timeliness, safeguarding, among others, the price sensitive information and trade secrets.

Any communication made through presentations and promotional material must be truthful and consistent with the behavioural procedures established by this Corporate Code of Ethics.

To ensure the completeness and consistency of information, P&C media reports can only be held with the coordination of the marketing features.

### **3. RULES OF CONDUCT**

#### **3.1 RESPECT OF COMPANY PROCEDURES**

P&C has a Quality System complying with the requirements of the ISO 9001 and 16949, describing the activities, processes, procedures, the responsibilities and P&C business in conformity of which employees of P&C must carry out their activities.

In particular the business procedures govern the conduct of every operation and transaction, which must be able to detect the legitimacy, authorisation, coherence, consistency and correct registration and verifiability, even under the profile of the use of financial resources.

The Management is personally committed and all the business functions activated because the collaboration and the application of the Quality Management System is the maximum on the part of all the staff.

Each operation and transaction will therefore be supported by adequate, clear and complete documentation to be kept to acts so as to allow any time the control on the motivations, the characteristics of the operation and the precise identification of those who, at various stages, has authorised, performed, registered and checked. Respect for the indications provided by the procedures allows, among other things, to spread and stimulate the culture of control at all levels of the company, which contributes to the improvement of managerial efficiency and constitutes a tool to support management.

Any non-compliance with the procedures and the Corporate Code of Ethics compromises the trust relationship existing between P&C and those who, in any event, interact with it.

#### **3.2 HEALTH & SAFETY PROTECTION**

P&C ensures the respect of their duties relating to the health and safety of workers according to what is stated in Articles 15, 16, 17, 18, 19 of D. Lgs n.81/2008.

It is considered binding for all employees respect the principal duties relating to the health and safety of themselves and their colleagues, according to what is expressed by Article 20 of D. Lgs n. 81/2008.

#### **3.3 PROTECTION AND CORRECT USE OF BUSINESS ENTITIES**

P&C possesses various goods, including those tangible, ownership information and the intellectual property. Each employee is required to protect those entrusted to it and to help protect all assets of P&C .

In the event of loss or risk of loss of the Company's assets, report the matter to its supervisor or to the Internal Control and Surveillance Committee as soon as he becomes aware of it.

All employees are required to comply with the current internal rules that describe the behaviour and the correct use of IT tools available to employees.

In particular, business communication systems, including Internet connections, should only be used to carry out business activities or other authorized instrumental purposes from the respective direction, by the relevant directive of the Company or by instructions.

The employee must always follow the instructions on using passwords and codes assigned to him.

Misuse of corporate communication systems include processing, transmission, retrieval, access, viewing, storage, printing and, in general, the spread of fraudulent, harassing, threatening, illegal, racist materials and data, Sexual orientation, obscene, intimidating, defamatory or otherwise inconsistent with professional behaviour.

In addition, the company's intellectual assets, which are of various kinds, must be treated with due care and include also software programs, technical documentation and inventions.

The intellectual property created by employees in the course of their work are transferred and sold to P&C in accordance with the laws in force and/or of the respective contract or other agreement, without prejudice to the exceptions provided for by international conventions, local laws or special agreements. Upon termination of the employment relationship, all assets owned by the Company must be returned, including documents and media containing proprietary P&C information. Former employees, however, remains subject to restrictions on the use and disclosure of Company's proprietary information.

### **3.4 PROTECTION INFORMATION**

Employees P&C have access to information which was the property of the company, and sometimes even to those of third parties. Such information can be financial data, industrial programs, technical information, employee and customer information, and other types of information. Unauthorised access, use and disclosure of such information may harm P&C or the third party, so employees are prohibited from accessing, using, or disclosing such information without due permission.

Here are some rules to help protect the information:

- ⌚ Do not disclose any information that P&C. Has not made public domain, except for
  - People authorised by P&C to receive them;
  - People to whom such information must be transmitted in accordance with their duties.
- ⌚ Do not access, do not duplicate, do not reproduce and do not use either directly or indirectly, information of company property, if not in the context of its tasks and jobs.
- ⌚ In coming to know a use or illegal treatment of confidential information, immediately report the fact to your superior and cooperate fully to protect them.
- ⌚ Do not store information P&C. on private computers or other media that are not supplied by P&C.
- ⌚ Having to carry information on the outside of the seat P&C for professional purposes, you should bring them back in place as soon as completed these tasks to the outside

### **3.5 CONFLICT OF INTEREST**

A conflict of interest is generally any activity that is or appears to be in conflict with the best P&C business interests

Any actual or perceived conflict of interest in violation of this Code of Business Ethics must be reported to the P&C Internal Control and Surveillance Committee.

Employees may not work or provide advice directly or indirectly to a competitor or engage in activities that compete with P&C's business interests, including work for a vendor. It is unacceptable for an employee to use customer lists or P&C contacts to market their own goods or services, even if they are not in competition with P&C products or services.

Employees should avoid any material financial interest in the Company where such interest



may be in conflict with P&C's business interests.

## **4. CONTROL OF THE COMPLIANCE OF THE COMPANY ETHICAL CODE**

Everyone must respond to their own actions and conduct. In addition, since executives are responsible as they direct the actions of others and are examples of other employees, they must know the values expressed in this document well and know how to apply. It should be remembered that no one has the authority to demand that they violate this Code of Conduct or to influence it in that sense and that any such attempt is subject to immediate disciplinary action.

### **4.1 CONTROL AND SUPERVISION COMMITTEE**

The Internal Control and Supervision Committee is appointed by the P&C Steering Committee and also, through appropriate delegations to:

- 🕒 Ensure compliance with the Code of Ethics
- 🕒 Manage all aspects related to knowledge and the application of the Code of Ethics
- 🕒 Receiving reports of violations of the Company Code of Ethics, ensuring the confidentiality on the sources of such reports
- 🕒 Updating the Company Code of Ethics

Executives must ensure the application of the Corporate Code of Ethics through appropriate disciplinary measures. Executives cannot ignore any unlawful behaviour.

Everyone is required to report to their superior or to the Control and Surveillance Committee behaviours deemed to be in good faith in violation of the law or the Corporate Code of Ethics. If the superior is involved in the affair, or was unable or unwilling to properly handle the problem, the case must be reported to a senior executive. Executives are required to deal with these situations seriously and strive to ensure a satisfactory solution in line with Ethics and values of our company as well as the dictates of local laws and regulations.

In addition, the reports may be forwarded to the Control and Surveillance Committee by means of:

- Emailing [whistle@p-cautomotive.com](mailto:whistle@p-cautomotive.com)

P&C will guarantee the confidentiality of the reports, and if the identity of the signaller is known, the protection against any form of claim **and recriminations** against it will be assured.

Any impact **and recriminations** against workers who have issued warnings **will result in sanctions** and will determine the state of the law of the collaborator against P&C

### **4.2 DISCIPLINARY MEASURES**

Compliance with the Corporate Code of Ethics is an essential part of the contractual obligations of P&C employees

P&C has therefore provided the sanctioning system below, that will be applied in the event of a violation of this Company Code of Ethics.

#### **4.2.1 MEASURES CONCERNING DIRECTORS AND AUDITORS**

In case of violation of this Code of Ethics by Directors or Statutory Auditors, the Internal Control and Surveillance Committee will inform the Board of Directors as quickly as possible in accordance with applicable laws and regulations.

#### **4.2.2 MEASURES AGAINST EXECUTIVES, MANAGERS AND EMPLOYEES**

Disciplinary sanctions provided for a load of executives, managers and employees are those provided for by specific national collective work contracts for each category.

#### **4.2.3 MEASURES AGAINST THIRD PARTIES**

Disciplinary sanctions for third parties who have contractual relations with P&C, whether they are natural or legal persons, are constituted by the termination of the existing contractual relationships , subject to the right to compensation for damages.