



CODE OF BUSINESS CONDUCT

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| 00 | 11 July 2016 | Group CEO - L. Hebenstreit |
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1. SCOPE OF APPLICATION AND PURPOSE OF THE CODE

Sogefi Group (hereafter also referred to as "Sogefi" or the "Group") for size and geographical extent of its activities, plays a significant role with respect to economic, social and environmental aspects related to communities and countries in which it operates. The Group is therefore committed to work responsibly through a business model that identifies sustainability as a key element in every decision and along all its business practices.

Sogefi Group conducts its business in compliance with all applicable local laws and regulations, and in accordance with the highest standards of integrity and ethical behavior, as reflected in the Sogefi Code of Ethics and other Group internal policies.

Furthermore, the Group intends to promote and share those principles along its supply chain. For this reason, it is issued this Code of Business Conduct to facilitate its business partners in being compliant with values and principles guiding Sogefi activities.

This Code of Business Conduct (hereinafter the "Code") applies to all business partners (i.e. suppliers, service providers, trade partners, commercial agents, subcontractors and distributors), at worldwide level. The following requirements define the Group's expectations regarding the operations of business partners in their corporate activities.

Sogefi Group expects that all its business partners comply to applicable laws and regulations and adhere with principles and indications set out in this Code. Furthermore, the Group encourages its business partners to share its commitment within their supply chain.

The Code is effective from the date of approval with permanent validity, except if it is necessary to review or substitute it, to ensure its compliance with the applicable regulations and standards.

2. REFERENCE PRINCIPLES

Sogefi requires business partners to acknowledge and implement the standards and promote the principles outlined in this Code, structured by the following key areas:

- Business Ethics
- Global Working Conditions in human and labor rights
- Environmental Responsibility.

2.1 BUSINESS ETHICS

Sogefi Group believes that the basis for a sustainable and successful business activity is to have integrity and transparent business practices. Business partners are thus expected to operate honestly and equitably respecting local laws and promoting these principles throughout their entire supply chain.

Furthermore, the Group encourages the development of durable relations with its business partners in a reciprocal approach of lawfulness, transparency, honesty and collaboration.

Corruption and bribery

The Group is committed to prevent any form of corruption or extortion and to oppose any act of bribery. Business partners are thus expected to reject all corrupt practices and forms of behavior, which could damage the Company, including facilitation payments, inadmissible donations or other inadmissible payments or undue benefits to or from customers, officials or other third parties.

Furthermore, everyone shall not accept or offer gifts, meals, or entertainment if such behavior could improperly influence the respective business relationships.

Fair competition

Sogefi Group sustains the principle of fair competition and refrains from any anti-competitive practices and any behavior that proves collusive or that represents abuse of a dominant position. Business partners are expected to comply with applicable competition and antitrust laws, and they should not abuse of a dominant market position or conclude any anti-competitive agreement with competitors, business partners or other third parties.

Conflicts of interests

In order to avoid conflict of interests whenever possible, the Group's business partners shall make decisions, without any influence of personal interest or relationships. Operations should be conducted avoiding situations where the people involved in transactions are, or may appear to be, in conflict with interests of such companies.

Protection of intellectual property

Sogefi Group believes that intellectual property rights of everyone shall be respected. The transfer of technology and knowhow must be done protecting intellectual property rights. Thus, business partners are expected to protect intellectual property rights in compliance with national and international laws and regulations.

Counterfeit parts

Sogefi is committed to establishing relationships, processes and procedures to reduce the risk of using counterfeit parts in own products and whole supply chain. All business partners must track, inspect and manage parts, material and equipment used or bought to ensure their authenticity is not compromised. Any deviation cannot be tolerated by Sogefi who poses high attention on safety, performance and reliability of own products.

Disclosure of information

The Group ensures the respect of privacy and confidentiality, in compliance with applicable regulations regarding protection of personal information, as clearly stated in the Group Code of Ethics.

At this regard, business partners should protect the confidential information of Sogefi, accessible as part of the business relationship, by not sharing this information with anyone unless expressly authorized by the Group. They should not trade in securities based on confidential information received or encourage others to do so. If business partners access to Group's confidential information in error, they should immediately notify it at Sogefi and refrain from further distribution of the information.

Similarly, a business partner should not share with anyone at Sogefi confidential information related to any other company.

Accounting and business records

Sogefi Group is committed to properly record all transactions and operations carried out, in order to make transparent and verifiable the process of decision making, authorization and performance. Thus, business partners should be consistent with the behavior of the Group, and they should avoid engaging in accurate or misleading record keeping.

Import, export controls and economic sanctions

Sogefi needs to strictly comply with regulations relating to doing business in countries and with entities under international sanctions. International sanctions refer to United States (U.S.) and European Union (E.U.) sanctions. It is therefore strictly forbidden to do any direct or indirect business with the listed countries periodically updated by local governments¹. Business partners shall then fully comply all valid and applicable laws when importing and exporting goods and services. Any breach of these instructions will trigger appropriate measures by the Group.

Whistleblowing and protection against retaliation

Any business partner who is aware or suspect i) a violation of the existing laws applicable in each country, ii) a violation of that Code or any other rule /procedure in force within the Group or again, iii) any acts that may cause serious harm to the Company or to the public interest, can send a message to the following email address: whistleblowing@sogefigroup.com.

Sogefi guarantees the anonymity and confidentiality of all received claims, anyway, everyone can also decide not to reveal his identity by sending an alert from an address created for this purpose.

Please refer to the Sogefi Whistleblowing Procedure for further details.

2.2. GLOBAL WORKING CONDITIONS IN HUMAN AND LABOR RIGHTS

The respect of internationally recognized human and labor rights is an essential requirement in the Group's operations and forms the basis of all its business relations. Having responsible working conditions starts with developing a shared understanding of the key issues throughout the supply chain.

At this regard, Sogefi endorses the respect of fundamental human rights, as stated in the Universal Declaration of Human Rights of United Nations (1948), in the International Labor Organizations' (ILO) Declaration on Fundamental Principles and Rights at Work (1998), in the principles of the United Nations Global Compact, as well as in other national and international laws and standards. Thus, the requirements contained in this section of the Code are consistent with such guidelines, and they are supplemented by the Group's policies in relation to human rights and health and safety.

The Group expects business partners to ensure compliance with the following principles alongside the local laws in the countries in which they operate.

Operational health and safety

¹ The list of U.S. active sanctions programs is updated periodically and is available at the link: <https://home.treasury.gov/policy-issues/financial-sanctions/sanctions-programs-and-country-information>. The E.U. sanctions map is available at the link: <https://sanctionsmap.eu/#/main>

Sogefi Group recognizes health and safety in the workplace as a key element of its sustainability approach. For this reason, it actively promotes a culture of accident prevention, healthy air indoor quality and risk awareness among workers as well as its business partners, through the provision of adequate training and information. Business partners should share and promote this culture themselves, in order to support a safe and healthy working environment throughout the entire business practices.

Business partners should assess any possible effect of activities, products and services on the health of the employees, and they should operate preventing accidents and eliminating dangerous conditions in the workplace.

Forced and child labor

Sogefi Group does not tolerate over the whole supply chain any form of forced or compulsory labor, as defined by ILO convention n.29², including threatening workers with severe deprivations, such as withholding food or land or wages, physical violence or sexual abuse, or bonding workers through debts, prison labor, indentured labor, military labor, modern forms of slavery, servitude and any form of human trafficking.

The Group rejects the use of child labor, where the age of employment is not in accordance with local labor law or less than the minimum established by the ILO Convention n. 138³.

Business partners are encouraged to share the above Group's commitment also in own supply chain.

Harassment and discrimination

Sogefi Group rejects any form of discrimination as stated by ILO Conventions n.100⁴ and 111⁵, including any distinction, exclusion or preference based on sex, ethnicity, skin color, national extraction or social origin, religion and political opinions. Equal opportunities should be guaranteed and promoted by business partners.

The Group is committed to valorize diversity within the workplace and in relation to its pursuing and sourcing activities, by ensuring equality in access to training and education along all its value chain and avoiding any form of harassment - such as threats, intimidations or physical, verbal, sexual or psychological abuses.

Thus, business partners are encouraged to share the above Group's commitment also in own supply chain.

Freedom of association and collective bargaining

The Group recognizes the right of all workers to freely form and join groups for the support and advancement of their occupational interests, and to independently affiliate with international organization in pursuing their mutual interests, as defined by ILO Conventions n. 87⁶ and n.98⁷.

Sogefi respects the process of collective bargaining used as instrument for determining the contractual conditions of work, as well as for regulating the implementation of collective agreement.

Thus, business partners should guarantee the rights of workers to associate freely as well as the right of collective bargaining in accordance with local laws and the above Group's commitment. Business partners should not discriminate against members of employee organizations or trade unions, but, on the contrary, they should support and foster direct communication between workers and management. Furthermore, in countries where this right is restricted by local laws, business partners should support alternative legitimate options for employee participation.

Working hours, wages and benefits

The Group promotes a fair employment and occupation conditions. Business partners should guarantee that working hours, including overtime, are compliant with local laws and regulations. They should promote fair labor conditions, ensuring competitive compensation and benefits and providing wages in respect of the minimum set by local laws or by collective labor contracts.

2.3 ENVIRONMENTAL RESPONSIBILITY

Sogefi believes that ensuring respect of the environment is an essential value with respect to its employees, customers and the community in which it operates. The Group, thus, is committed to meet the need of its customers and to create value for its stakeholders, whilst reducing its environmental impact throughout its entire value chain.

The Group ensures a continuous improvement of production facilities by investing in processes and technologies that incorporate the appropriate standards aimed at minimizing the environmental risks, protecting air, water, soil and biodiversity and setting specific environmental targets of improvement, based on the **Environmental Management Systems** which conforms with ISO

² International Labour Organization, *C29 Forced Labour Convention*, 1930

³ International Labour Organization, *C138 Minimum Age Convention*, 1973

⁴ International Labour Organization, *C100 Equal Remuneration Convention*, 1951

⁵ International Labour Organization, *C111 Discrimination (Employment and Occupation) Convention*, 1958

⁶ International Labour Organization, *C87 Freedom of Association and Protection of the Right to Organize Convention*, 1948

⁷ International Labour Organization, *C98 Right to Organize and Collective Bargaining Convention*, 1949

14001 standard, regulatory requirements and any other applicable local legislation. In the same way, business partners should comply with all applicable environmental legislation and regulations in all countries in which they operate. Furthermore, they should integrate and promote environmental responsibility into their business strategy, adopting appropriate measures to reduce the environmental risks related to their operations. Sogefi recommends business partners to adopt an environmental certification system.

They should spread the culture of environmental prevention and risk awareness among employees, providing training and continuous consultations in order to stimulate and involve them to take an active part in the establishment and maintenance of the best environmental conditions, preserving natural habitats and biodiversity in areas surrounding their sites.

With the purpose to foster the environmental protection in the business approach to business, business partners are required to comply with the following principles, ensuring the respect of sustainability requirements also for own suppliers:

Energy efficiency, GHG and air emissions

Being in line with the Environmental Policy of the Group, business partners should commit with the aim to focus their manufacturing process on energy efficiency and reduction of greenhouse gas and air emissions, facilitating and promoting the use of renewable energy sources.

Therefore, business partners shall comply with the applicable air emissions standards and regulations.

Water quality and consumption

Business partners shall support the reduction of water consumption over the whole supply chain, by increasing related reuse and recycling, ensuring the use of highly efficient forms of water treatment technologies, preventing any contamination from manufacturing processes and preserving quality level of water within emissions limits, particularly in water-stressed areas where it is a limited resource and its availability is critical to the surrounding environment and population. Furthermore, they should monitor bodies of water, wetlands of natural habitats potentially affected by discharge or withdrawal of water from operations.

Responsible sourcing and waste management

Business partners shall support the responsible sourcing of materials, by minimizing the related consumption, where possible, and evaluating the introduction of technological improvements aimed to material substitution, use of renewable and recycled materials in production processes, then minimizing the waste generation.

At this regard, business partners should limit the use of potentially hazardous substances and promoting the implementation of recycling and reusable processes at production facilities and over their supply chain.

Responsible chemical management and conflict minerals

The Group endeavors to respect regulatory and customer requirements regarding the restriction or prohibition of hazardous substances (e.g. chemicals, etc.) and conflict minerals, ensuring that products are handled safely, recycled or properly disposed. Therefore, business partners shall adopt all needed measures to ensure that goods - and especially restricted substances, if any - provided to the Group are compliant with all relevant regulations and requirements.

Life Cycle environmental footprint

The Group promotes the use of LCA (Life Cycle Assessment) tools over the whole supply chain in order to evaluate the potential impact of processes and products throughout their lifecycle, from research and design to manufacturing and disposal - including final dismantling where applicable -, reuse or recycling.

3. COMPLIANCE WITH THE CODE

The Group reserves the right to verify the compliance with the Code. Should a suspicion that a business partner does not comply with any of the requirements set out in this Code arise, the Group reserves the right to take appropriate actions.

BUSINESS PARTNERS COMMITMENT

Sogefi Group requests that all business partners receiving this Code of Business Conduct submit their commitment, signed by a legal representative.

By signing this form, the business partner declares its compliance to the principles suggested in this Code by Sogefi Group.

Sogefi recommends the business partner to promote and disseminate the principles outlined in this Code throughout its supply chain.

Please return this form signed (.pdf format or equivalent) to your Sogefi Group contact Buyer and copy it to the related Business Unit email:

info.air-cooling-purchasing@sogefigroup.com

info.filtration-purchasing@sogefigroup.com

info.suspensions-purchasing@sogefigroup.com

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|----------------------------|------------|
| Company name: | |
| Supplier account number: | |
| Address: | |
| ZIP code: | |
| City: | |
| Country: | |
| Signatory's name: | |
| Signatory's function: | |
| Signatory's email address: | |
| Date: | Signature: |