

# Code of Ethics

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## SUMMARY

Code of .....	1
Legislative Decree .....	
<b>FOREWORD .....</b>	<b>3</b>
1. <i>Mission and structure of the Code of Ethics</i> .....	3
2. <i>Addressees of the Code of Ethics</i> .....	3
<b>GENERAL PRINCIPLES .....</b>	<b>4</b>
1. <i>Legality and Transparency</i> .....	4
2. <i>Confidentiality</i> .....	5
3. <i>Respect for human dignity and work capacity</i> .....	6
4. <i>Safety at work and environmental protection</i> .....	7
<b>CRITERIA OF CONDUCT .....</b>	<b>8</b>
1. <i>Transparency of accounting records and anti-money laundering</i> .....	8
2. <i>Relations with employees and collaborators</i> .....	9
Consultancy and professional services .....	9
Protection of privacy and management of confidential information .....	9
Personnel recruitment and selection .....	10
Use of computers, media and company assets .....	10
Prohibition of alcoholic, psychotropic and narcotic substances .....	11
Conflict of interest .....	11
3. <i>Relations with the Public Administration</i> .....	12
Gifts and entertainment expenses .....	12
Relations with the Public Administration and Judicial Authorities .....	12
4. <i>Relations with suppliers and consultants</i> .....	13
<b>3. ARRANGEMENTS FOR IMPLEMENTING THE CODE OF ETHICS .....</b>	<b>13</b>
1. <i>The effectiveness of the Code towards third parties</i> .....	13
2. <i>The contractual value and enforceability principles of the Code of Ethics</i> .....	14

## PREAMBLE

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### 1. MISSION AND STRUCTURE OF THE CODE OF ETHICS

This Code of Ethics (hereinafter, also the "Code") is an expression of ethical principles and values assumed SCAGLIA Srl in the conduct of its business activities, particularly in terms of health and safety at work, environmental protection, management of financial flows and direct and indirect taxation.

The complexity of the technical, administrative situations and operational processes in which SCAGLIA Srl is involved requires clearly defining the fair business values and responsibilities that SCAGLIA Srl recognizes and to which it directs its activity.

SCAGLIA Srl is committed to promoting awareness of the Code by employees and collaborators and all stakeholders, requesting their constructive contribution to the application and continuous improvement of the Code.

SCAGLIA Srl continuously monitors compliance with the Code through the Board of Directors on compliance with the Code, preparing adequate information, prevention and control tools and procedures and ensuring the transparency of the operations and behaviors implemented, intervening, if necessary, with corrective actions.

The Code of Ethics adopted by SCAGLIA Srl is composed as follows:

- General Principles: they constitute the fundamental values, recognized by SCAGLIA Srl as constituents of the business activity and with which the various *stakeholders* involved are required to comply, to promote the good economic performance, reliability, and reputation of the entity.
- Conduct Criteria: they provide the guidelines and rules that the company's collaborators are required to comply with to respect the general principles and to prevent the risk of unethical behavior, to be integrated into protocols, practices, specific operational instructions for crime prevention.
- Implementation and control methods: describe the control system for compliance with the Code of Ethics.

### 2. RECIPIENTS OF THE CODE OF ETHICS

The Recipients of this Code and stakeholders are:

- The company shareholders;
- the Board of Directors of SCAGLIA Srl;

- employees with an open-ended or fixed-term employment contract.
- external collaborators;
- the members of the Board of Auditors.
- professionals and all collaborators, consultants, self-employed workers who perform their activities, including training, internships, apprenticeships within or on behalf of the structure of SCAGLIA Srl.
- other third parties with whom the company has contractual relations for the achievement of the company's objectives, involving the provision of services, including temporary ones, or the performance of activities in the name of and on behalf of the organization, such as to establish a relationship of trust with the latter.

Towards these subjects, SCAGLIA Srl undertakes:

- to implement adequate training and awareness programs on the contents of the Code of Ethics.
- to ensure the timely dissemination of the Code to all staff, so that proof of knowledge is given, with a commitment to comply with it, possibly also by publishing it on the company website, as well as on a special notice board freely accessible by staff.
- to periodically verify compliance with and observance of the Code.
- to guarantee its periodic review and update to adapt the Code to any changes in the organizational or management structure of the Institute and to regulatory developments.
- to adopt adequate prevention tools and appropriate sanctioning measures in case of proven violation of the provisions of the Code.

The Recipients of this Code undertake to act and behave in line with what is indicated therein, to report any violations of which they become aware, to cooperate in compliance with internal procedures for the concrete implementation of the Code.

## GENERAL PRINCIPLES

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### 1. LEGALITY AND TRANSPARENCY

SCAGLIA Srl acts in compliance with the laws and regulations in force in the territories in which it operates, the Code of Ethics and the internal rules.

The pursuit of interest and statutory objectives can never justify behavior that is illicit or contrary to the duties indicated in this document.

SCAGLIA Srl establishes relations with its private, public, and institutional stakeholders in compliance with the rules of correctness, loyalty, collaboration, and mutual respect.

The actions, operations, negotiations and activities carried out and, in general, the behaviors of the Addressees of the Code in carrying out work activities or the collaboration relationship must be based on the principles of honesty, correctness, integrity, transparency and mutual respect.

The Addressees must act with commitment and professional rigor, to protect the prestige and reputation of SCAGLIA Srl.

Corrupt practices, illegitimate favors, collusive behavior, direct or indirect solicitation of personal and career advantages for oneself or others, are strictly prohibited and prosecuted.

It is also strictly forbidden to offer or promise, directly or indirectly, payments, benefits, and other advantages of any entities to third parties, representatives, and public officials, public or private employees, in order to influence, compensate or omit an act of their office.

Acts of commercial courtesy, such as gifts and gratuities, are allowed only if of modest value and in any case such as to exclude their destination to acquire undue advantage or in the form of unfair competition. These expenses and forms of hospitality must in any case be authorized in advance by the Administrative Body of SCAGLIA Srl or its delegate.

Anyone who receives proposals for freebies, gifts or preferential treatments which cannot be considered as acts of commercial courtesy of modest value, or which do not fall within specific business projects authorized by the management of SCAGLIA Srl, must promptly refuse them and inform the Administrative Body of SCAGLIA Srl.

SCAGLIA Srl maintains a relationship of trust and loyalty with its employees, who are prohibited from taking up employment with third parties, consultancy, or other assignments prior information to the company. Employees cannot carry out activities or behave contrary to the interests of the company.

## 2. CONFIDENTIALITY

The Addressees undertake to treat all information acquired in the performance of their working activity or professional collaboration relationship as confidential and, therefore, not to disclose it, except within the limits of and in function of the performance of the activity or function for which they are responsible.

The information legitimately acquired may not be used for its own interests to gain undue advantage in an illegal manner or in such a way as to cause damage to the rights, assets and objectives of SCAGLIA Srl.

The Recipients in the performance of their duties will produce or come into contact with information of a confidential nature that if improperly disclosed could seriously damage the interests of SCAGLIA Srl This information (drawings, designs, prototypes, plants, machines, devices, technical expertise, processes, lay-outs, data, proposals, offers, .....), defined as a whole confidential information, may be stored in various forms: paper, computer, ....

It is prohibited for all Recipients to process, use and access without authorization confidential information relating to data or knowledge belonging to SCAGLIA Srl for purposes other than strictly professional.

All Addressees are required to safeguard the confidential nature of the information to which they have had access in the course of their work, even if such information is not specifically classified as confidential and does not specifically concern the company, but customers, competitors, suppliers, markets and public bodies, connected with the company's activities.

It is forbidden for all Recipients to extract copies, communicate and disclose to third-parties confidential information and make any statement involving SCAGLIA Srl, unless strictly necessary for the performance of their duties and without having taken the necessary precautions to prevent misuse by third parties.

The Recipients also undertake to return to SCAGLIA Srl at the time of termination of relations with it, all paper, computer, and other material containing confidential information that they have come into possession in the performance of their duties during the relationship with SCAGLIA Srl.

SCAGLIA Srl, through its internal control function, retains the power to monitor information flows, archives, and any other company documentation to verify compliance with the provisions of this code and with current legislation on the protection of privacy rights.

Failure to comply with the above obligation of confidentiality will constitute a serious breach of contract,

SCAGLIA Srl adopts specific policies on confidentiality and protection of information, including the signing of confidentiality agreements (*Non-Disclosure Agreements*) and the provision of specific information on how to process personal data, in accordance with current legislation.

### 3. RESPECT FOR HUMAN DIGNITY AND WORKING CAPACITY

SCAGLIA Srl promotes the protection of human rights and fundamental freedoms, inalienable and inalienable, in particular civil and political rights, social, economic and cultural rights and the so-called third generation rights (the right to self-determination, peace, development and environmental protection).

Discrimination of any kind on grounds of race, gender, religious belief, age, health, political opinion, trade union membership, nationality, sexual orientation and generally any intimate characteristic of the human person is repudiated.

Indeed, diversity represents an opportunity for innovation and development, encouraging dialogue and the exchange of ideas, opinions and experiences.

Corruption, forced or child labor are also combated.

The company also ensures working conditions that respect personal dignity and works to ensure that there is no intimidation, *bullying* or *stalking* in the working environment.

Work must be based on relationships of trust and cooperation, in compliance with company directives and relations between colleagues and in formal compliance with the roles laid down in the company organization chart.

Teamwork should be promoted and stimulated. Personal interests must not be put before social goals.

SCAGLIA Srl is committed to developing the working skills and competences of its employees and collaborators and to protecting the working conditions both in the protection of the psycho-physical integrity of the worker.

SCAGLIA Srl is committed to offering to all workers and employees the same opportunities for work, collaboration, and training, ensuring a fair treatment and compensation based solely on criteria of merit and competence, without discrimination. The Administrative Body and the functions responsible for this purpose must:

- adopt in any case criteria of merit and competence (and in any case strictly professional) for any decision concerning human resources.
- in all cases, select, recruit, train, remunerate and manage human resources without any discrimination.
- create a working environment in which personal characteristics or orientations cannot give rise to discrimination of any kind.

#### 4. PROTECTION OF SAFETY AT WORK AND PROTECTION OF THE ENVIRONMENT

SCAGLIA Srl is committed to acting in compliance with current regulations on the protection of health and safety in the workplace, as well as to promote the effective application within its structure and operational processes.

SCAGLIA Srl also promotes the internal dissemination of a culture of safety and risk awareness, encouraging the adoption of responsible conduct by all stakeholders.

SCAGLIA Srl shall ensure continuous monitoring of the premises and related facilities at its disposal for any reason, to guarantee the highest levels of worker health and safety in accordance with the regulations in force.

If the Addressees of the Code notice any anomalies or irregularities, they shall immediately inform the supervisors, the employer or his delegate.

Workers and, in general, all stakeholders who visit the company premises undertake to comply with the relevant regulations and directives, and to take care of their own health and safety and that of the other people present in the workplace, who are affected by the effects of the

their actions or omissions, in accordance with their training, instructions and role.

SCAGLIA Srl adopts responsible policies to protect and safeguard the environment, through the analysis of risk factors for the ecosystem, implementation, and continuous improvement of industrial processes in the direction of reducing and optimizing environmental impact.

The company promotes the responsible use of natural resources to reduce the consumption of fossil fuels and ensures the reduction of greenhouse gas emissions, paying particular attention to renewable energy sources and the efficient use of energy and natural resources.

The company implements policies to contain the generation of waste by promoting, where possible, the recycling and reuse of materials and in any case ensures that waste disposal takes place in a responsible manner in full compliance with current regulations, including through constant technological updating of plants in order to ensure the reduction of polluting factors.

## CRITERIA OF CONDUCT

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### 1. TRANSPARENCY OF ACCOUNTING RECORDS AND ANTI-MONEY LAUNDERING

The Addressees of the Code are required to cooperate, within the scope of their competences, to ensure that management events are correctly and promptly recorded in the accounting records.

Every operation or transaction must be authorized, verifiable, legitimate, congruous, consistent, and correctly and promptly recorded and registered in the company's accounting system in accordance with the criteria indicated by law and based on the applicable accounting principles.

It is forbidden to behave in such a way as to jeopardize the transparency and traceability of financial statement information. Adequate supporting documentation of the activity carried out is kept on file for each operation, so as to allow easy and accurate accounting records, the timely determination of the characteristics and reasons behind the operation, and the identification of the various levels of responsibility.

Recipients who become aware of omissions, falsifications, or negligence in the management of the accounts are required to communicate the facts to the superior body, or to the body to which they belong.

No employee or collaborator may make payments in the interest and on behalf of SCAGLIA Srl, in the absence of adequate supporting documentation and formal authorization, delegation or power of attorney.

Financial records must be retained and destroyed in accordance with the retention policy set out in the relevant legislation.

Each level of the organizational structure has the task of contributing to the creation of an effective and efficient internal control system.



To implement this task, SCAGLIA Srl guarantees the corporate bodies with control powers, free access to data, documentation and any information useful to carry out its activities.

Recipients are required to cooperate fully with the holders of control powers. Activities hindering the control function, carried out by institutional control bodies, are therefore prohibited.

SCAGLIA Srl also monitors that its activities do not become a tool to facilitate, even potentially, illegal activities and criminal and terrorist organizations. To this end, it always applies the national and international anti-money laundering regulations.

SCAGLIA Srl verifies with the utmost diligence the information available on business counterparties, suppliers, partners, and consultants, to ascertain their respectability and the legitimacy of their activities before establishing business relations with them.

SCAGLIA Srl shall ensure that the transactions to which it is a party do not present, even potentially, the risk of favoring the receipt, replacement or use of money or goods resulting from criminal activities.

## 2. RELATIONS WITH EMPLOYEES AND COLLABORATORS

### *Consulting and professional services*

Consultants and self-employed workers, as well as more generally suppliers of services and intellectual work, are obliged to observe the same *standards of conduct* as employees when conducting business with or on behalf of the company Code of Ethics of SCAGLIA Srl.

Those acting in the name and/or on behalf of the company are required to maintain and protect the company's image of seriousness, respectability and fairness.

### *Protecting privacy and managing confidential information*

SCAGLIA Srl adopts appropriate precautions and security measures regarding the processing of personal and/or sensitive data collected from time to time by the Recipients.

In accordance with applicable law, any investigation into the opinions, preferences, personal tastes and, in general, the private life of the Recipients is prohibited.

It is also forbidden, except in the cases provided for by law, to communicate or disseminate personal data without the prior consent of the person concerned or in violation of the internal Privacy Policy or other regulations.

Recipients shall also safeguard confidential information of which they become aware. knowledge, in accordance with any Non-Disclosure Agreement entered with SCAGLIA Srl and use them only within and in the exclusive interest of the entity.

The term 'confidential information' means information relating to the company's current or planned activities which, if used or disclosed without prior authorization, could be financially advantageous to third parties and/or harmful to the company.

Confidential information may include, by way of example, trade secrets and know-how, inventions, marketing and sales programs and strategies, information on customers and suppliers, financial data, production processes and techniques, computer software, data, formulas, technical drawings and drawings, metric calculations, tender specifications, even if originating from third parties but entrusted to the company.

In particular, the Addressees who are in possession of or have access to confidential information shall avoid disclosing such information outside the company, refrain from using such data for their own benefit or for the benefit of extraneous persons, unless this is indispensable for the pursuit of the tasks entrusted to them or in any case of institutional purposes.

The obligation to keep confidential information confidential does not cease with the termination of the professional relationship with the company. The termination of the relationship also entails the obligation to hand over to one's direct superior all documents and other materials containing confidential information, in accordance with the specific provisions contained in the Non-Disclosure Agreement entered into.

#### *Personnel research and selection*

The search and selection of staff to be recruited is the responsibility of the Personnel Department and is carried out with respect for the privacy of the candidates, ensuring equal opportunities and avoiding any favoritism, in accordance with the procedures determined by public law.

Staff are employed under a regular employment or self-employment contract in accordance with the legislation applicable in the place of recruitment; all forms of illegal employment are expressly prohibited and not tolerated.

At the time of recruitment or establishment of the collaboration relationship, and during the first period of induction in the company, each Collaborator shall receive accurate information with particular reference to the rules governing his/her employment relationship, to the prevention rules and procedures relating to health and safety in the workplace, to the company policies, to the rules of this Code in order to ensure immediate knowledge and promote a more rapid integration in the life and culture of the company.

#### *Use of computers, media and company assets*

Each Recipient is required to take the necessary measures to ensure computer security in accordance with the procedures, instructions and operating practices adopted by SCAGLIA Srl.

The company's resources must not be used for illegal purposes, to cause nuisance, or be used in a way that is offensive to others.

The use of computers, software programs, cloud resources, systems and media owned by the company to send e-mail or access the Internet engages the company's image. The use of such resources must be consistent with institutional *policies* and company standards, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Technological resources shall be used in accordance with the procedural and operational rules established by the relevant departments in each company. The credentials for accessing the company's information systems may only be known by their owners and assignees and may not be disclosed to third parties.

Each employee also has the duty to act diligently to protect the company's assets, through responsible behavior in line with the operating procedures laid down to regulate their use, accurately documenting their use.

#### *Prohibition of alcoholic, psychotropic and narcotic substances*

Recipients shall personally contribute to promoting and maintaining a climate of mutual respect in the work environment. It shall be considered a conscious assumption of the risk of impairing such environmental characteristics to be found or to be under the effect of alcohol, drugs or substances with similar effect during work performance and in the workplace.

It is prohibited to:

- holding, consuming, offering or transferring for any reason drugs or substances with similar effects, during work and in the workplace.
- smoking inside the premises and workplaces.

#### *Conflict of interest*

The persons covered by the Code must act in the interest of the company. They must, therefore, avoid situations of conflict of interest that could affect their independence of judgement and choice.

If one of the Addressees finds him/herself in a situation that, even potentially, may constitute or determine a conflict of interest, he/she shall promptly report it to his/her superior.

Furthermore, no employee shall take advantage of opportunities that may arise through the availability of assets, information or his/her position in the company, and shall not engage in activities in competition with it.

### 3. RELATIONS WITH THE PUBLIC ADMINISTRATION

#### *Gifts and entertainment expenses*

In accordance with the principles set out in this Code of Ethics as well as in compliance with the legislation on anti-corruption, it is prohibited any form of gift that could even just be interpreted as exceeding normal business practices or courtesy or otherwise aimed at acquiring favorable treatment in the conduct of any activity related to SCAGLIA Srl

In any case, SCAGLIA Srl refrains from practices that are not permitted by law, business practices or codes of ethics of companies or entities with which it has relationships.

The gifts offered - except those of modest value - must be managed and authorized according to the institutional processes by the Administrative Body or by the expressly delegated function and must be adequately documented.

Expenses incurred such as meals, travel expenses and entertainment offered to third parties will be made in accordance with applicable laws and *policies* adopted by SCAGLIA Srl.

#### *Relations with the Public Administration and Judicial Authorities*

Relations between the company and the Public Administration shall be based on strict compliance with applicable laws and regulations, as well as with specific company *policies* and procedures, and shall in no way compromise the integrity and image of the company.

The assumption of commitments and the management of relations, of any kind, with the Public Administration, public officials or persons in charge of a public service are reserved exclusively to the Administrative Body or to the functions and persons appointed and provided with delegated or special power of attorney.

Any giving or promising of money or other benefits for illegal purposes or to obtain undue advantages is expressly prohibited.

It is also prohibited the corporate bodies, employees and collaborators, attorneys, and attorneys with authority to represent the company in court, to promise or give money or other benefits to magistrates, judges, clerks and witnesses in order to influence the outcome of the process in favor of SCAGLIA Srl.

#### 4. RELATIONS WITH SUPPLIERS AND CONSULTANTS

SCAGLIA Srl is committed to seeking in suppliers and external collaborators a suitable professionalism and a commitment to sharing the principles and contents of the Code of Ethics and promotes the construction of lasting relationships for the progressive improvement of *performance* in the protection and promotion of the principles and contents of the Code.

In relations of procurement, supply of goods and services and external collaboration (including consultants, agents, etc.), Recipients are required to:

- Comply with current legislation and specific procedures on the selection of contractors and the awarding of contracts, works and services.
- in any case, observe the internal procedures for the selection and management of relations with suppliers and external collaborators and not to preclude any person meeting the requirements from competing for a supply contract with the company.
- adopt, in the selection, only objective evaluation criteria in a declared and transparent manner, in line with usual business practice.
- observe and demand compliance with the contractual conditions.
- promptly report potential breaches of the Code to the Supervisory Board.

### 3. PROCEDURES FOR IMPLEMENTING THE CODE OF ETHICS

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#### 1. THE EFFECTIVENESS OF THE CODE TOWARDS THIRD PARTIES

SCAGLIA Srl requires the commitment of the Stakeholders to whom this Code is addressed. Ethics to act with integrity and to manage its activities in line with the highest ethical standards.

Everyone shall endeavor to interact in a fair manner with suppliers, competitors, and co-workers. There should be no attempt to gain a position of superiority in business relationships through manipulation, concealment, or abuse of privileged information, or otherwise misrepresentation of material facts. Everyone's attitude shall be fair to everyone.

Whoever, also acting in the name and/or on behalf of the company, encounters third parties with whom the company intends to enter into legal, institutional or other relationships, is obliged to:

- a) informing them of the commitments and obligations imposed by the Code.
- b) require compliance with the obligations concerning their activity.
- c) adopt internal initiatives to ensure compliance with the Code, in the event of refusal by third parties to comply with the Code or in the event of failure or partial performance of the commitment undertaken to comply with its provisions.

## 2. THE CONTRACTUAL VALUE AND COERCIVE PRINCIPLES OF THE CODE OF ETHICS

The Code of Ethics must be considered an integral part of the employment contract, pursuant to Article 2104 of the Italian Civil Code, where applicable, or of the contract of collaboration or intellectual work or supply of goods or services.

The violation of these provisions therefore constitutes an offence of a disciplinary nature and, as such, may be pursued and sanctioned by the company pursuant to and for the purposes of art. 7 of Law 300/1970, in accordance with and with the imposition of the penalties provided for in the Disciplinary System of SCAGLIA Srl.

This does not affect the right of SCAGLIA Srl to compensation for material and immaterial damages suffered because of the violation.

As for collaborators, consultants, contractors, and other third-party recipients of this Code of Ethics, signing or, in any case, adhering to the provisions and principles laid down therein is an essential and necessary condition for the stipulation and execution of contracts of any kind between the company and such persons; therefore, the provisions approved, disclosed, and accepted are an integral part of the contracts themselves.

In this perspective, SCAGLIA Srl shall, therefore, proceed to:

- a) establish, in agreement with the Supervisory Board, criteria and procedures aimed at ensuring compliance with the Code of Ethics.
- b) prepare communication and training programs for the various Stakeholders aimed at disseminating knowledge and understanding of the Code of Ethics.
- c) verify the effective implementation of the Code.
- d) consider reports of possible violations of the Code.
- e) notify the Supervisory Board of the results of any investigations carried out in relation to breaches of the Code, and the adoption of sanctions in accordance with the Disciplinary System.
- f) activating and maintaining an adequate flow of information between the various stakeholders involved.

Each Key-Officer or Function Manager is obliged to:

- ensure compliance with the Code of Ethics by their subordinates.
- ensure that employees understand that compliance with the provisions of the Code is an integral and substantial part of their work performance.
- encourage the selection of employees and collaborators who guarantee compliance with the principles set out in the Code.

- promptly report to the Supervisory Board and the Administrative Body of SCAGLIA Srl any reports of violations or requests for clarification made by employees.
- prevent any form of retaliation within its Functions against workers or collaborators who have collaborated in the observance or concrete implementation of the Code.

Each employee and collaborator of SCAGLIA Srl is required to be familiar with the provisions contained in the Code and the reference law that governs the activity carried out within their function.

Employees and collaborators are obliged to:

- a) comply with the Code and refrain from conduct contrary to these provisions and rules.
- b) in case of doubts, to contact one's direct superiors, the Administrative Body or the Supervisory Board, for the necessary clarifications on how to apply the Code or the reference regulations.
- c) promptly report to their direct superiors, to the Administrative Body and to the Supervisory Board any news concerning possible violations of the Code, unless the irregularities detected involve the office holder himself; in this case, the news must be reported to persons above the "direct superior" involved, to the Administrative Body and to the Supervisory Board.
- d) collaborate with the management of SCAGLIA Srl within investigations aimed at verify, and possibly sanction, possible violations.

All recipients of this Code of Ethics may report in writing, through protected information channels, any violation or suspected violation of the Code of Ethics by e-mail communication to the dedicated address [etica@scaglia.it](mailto:etica@scaglia.it) by registered letter to the attention of the Supervisory Board at the headquarters of SCAGLIA Srl