

SUPPLIER CODE OF CONDUCT



GVS SPA and its subsidiaries (collectively, “GVS”) are committed to conduct business and source materials and components from responsible suppliers (“Suppliers”) who meet high applicable legal and ethical standards. To assist Suppliers in meeting GVS’s expectations, the CODE OF ETHICS (“Code of Ethics”) [<https://static.gvs.com/governance/documents/202107151437-01a048db0df9cf73/Ethical-Code.pdf>] and this SUPPLIER CODE OF CONDUCT (“Code of conduct”) provide basic guidelines for important areas of business conduct. As used in this Code of conduct, “Supplier” refers to any entity providing products, people or services to GVS, and where applicable, the personnel of Supplier and its subcontractors and agents. GVS expects Supplier to comply with these guidelines and always exercise good judgment in applying them to their conduct as a GVS Supplier. Supplier shall seek to ensure that these principles are communicated to and adhered to by sub-contractors and suppliers of Supplier. In case of violation of this Code, GVS reserve the right to suspend and/or terminate any agreement with no liability and to ask recovery of damages.

The Code of conduct is not intended to create new and additional third party rights, including for workers. Suppliers must conduct their business operations in full compliance with the laws, rules and regulations of the countries in which they operate and all other laws, rules and regulations applicable to their business and/or products, including but not limited those described in this Code of conduct, and in conformity with the internationally recognized standards of business conduct.

By doing business with GVS, Supplier accepts to comply with all sections of this Code, to the extent that sections are applicable to the specific situation. GVS has the right to audit the compliance with this Code: in case of a violation, GVS may terminate any agreement with the Supplier, with no liability, and may ask recovery of damages.

A. LABOR

GVS expects Supplier to comply, at a minimum, with all applicable local laws and regulations related to labor and employment including, but not limited to, minimum wage, maximum hours of work, days of rest, compensation, freedom of association, right to organize and collective bargaining. Furthermore, GVS expects Supplier to comply with the following principles:

1. Child Labor

Supplier will not engage in nor support the use of child labor. By child labor, it means employees under the age of 15 years old. However, for employment or work which by its nature or circumstances is not suitable for a person under the age of 18 years old, child labor shall mean employees under the age of 18 years old. Anyway, GVS supports the use of legitimate workplace learning programs that comply with all applicable laws and regulations.

2. Forced or Compulsory Labor

Supplier will not engage in nor support the use of forced or compulsory labor. Supplier is expected not to exact any work or service from any person under the menace of any penalty. For example, the Supplier’s employees must be free to leave work or terminate their employment with reasonable notice, and they are not required to surrender any government issued identification, passports or work permits as a condition of employment.

3. Freedom of Association

Supplier is expected to recognize the principle of freedom of association and the right to collective bargaining where local laws allow.

4. Respect and Dignity

There is to be no harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers: nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.

5. Wages and Benefits

Supplier shall pay employee compensation in accordance with all applicable wage and hour laws, including those relating to minimum wages, overtime hours and legally mandated benefits.

6. Non-Discrimination

Supplier is expected to support diversity and employment equity. Supplier is expected to offer equal employment opportunities and compensation without any discrimination, unless such discrimination is based on the inherent requirements of the job or in the course of a program to promote diversity. Supplier shall be committed to a workforce free of unlawful discrimination.

7. Recruitment fees

Workers shall not be required to pay employers' or agents' recruitment fees or other related fees for their employment.

B. HEALTH and SAFETY

Supplier shall provide a safe and healthy work environment for employees in order to minimize the incidence of work-related injury and illness and enhance the quality of products and services, the consistency of production, and worker retention and morale.

1. Emergency Preparedness

Supplier shall identify and assess potential emergency situations and events, and minimize their impact by implementing emergency plans and response procedures.

2. Occupational Safety & Industrial Hygiene, Injury and Illness, Sanitation, Food, and Housing

Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures and ongoing safety training. Supplier is expected to implement procedures and systems to prevent, manage, track and report occupational injury and illness, included hazards of physically demanding tasks. Suppliers shall provide workers with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities.

C. ENVIRONMENTAL

Supplier shall minimize adverse effects on the community, environment and natural resources in their manufacturing operations, while safeguarding the health and safety of the public.

1. Environmental Permits and Reporting

Supplier shall obtain and maintain all required environmental permits (e.g. with respect to discharge and monitoring), approvals and registrations, and comply with their operational and reporting requirements.

2. Pollution Prevention and Resource Efficiency

Supplier shall reduce or eliminate the use of resources and generation of waste of all types, including material consumption, water and energy, wherever commercially feasible, either at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

3. Hazardous Substances & Materials Restrictions

Supplier is expected to identify, manage and reduce substances of concern posing a hazard if released to the environment (i.e.hazardous solid waste, wastewater, air emissions) to ensure their safe handling, movement, storage, use, recycling or reuse and disposal. Supplier shall adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labelling for recycling and disposal.

4. Emissions

Supplier shall characterize, routinely monitor, control and treat air and other relevant emissions. Supplier shall also conduct routine monitoring of the performance of its emission control systems.

D. ETHICS

The highest standards of integrity are to be upheld in all business interactions. Supplier shall have a zero tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement (covering promising, offering, giving or accepting any bribes). All business dealings should be transparently performed and accurately reflected on Participant's business books and records. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

1. Anti-Corruption

Supplier shall prohibit any and all forms of bribery, corruption, extortion and embezzlement. Supplier shall ensure that their employees and agents do not promise, offer, authorize, give or accept bribes or other means of obtaining undue or improper advantage. This prohibition covers promising, offering, authorizing, giving or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage. All business dealings should be transparently performed and accurately reflected in Suppliers' business books and records. Supplier shall implement monitoring and enforcement procedures to ensure compliance with anti-corruption laws.

2. Prohibition of Money Laundering

Suppliers shall take all appropriate measures to prevent their operations from being used as vehicles for money-laundering.

3. Property rights of others

Supplier will respect the property rights of others. In the conduct of business, Supplier has occasion to receive and use proprietary information of others, such as customer lists, technical developments or operational data, as well as other material that is not publicly available. Supplier must use this information only in accordance with the agreements under which such information is received. Supplier policy must be to honor and respect the intellectual property rights of others. Such intellectual property rights include patents, trademarks and copyrights. Supplier should not engage in any improper use of the intellectual property rights of others, including the unlawful or unauthorized copying, revealing or use of anyone's intellectual property.

4. Fair Business, Advertising and Competition

Suppliers shall respect all applicable international trade restrictions and economic and trade sanctions, taking into account any changes in these measures, as well as all applicable laws and regulations concerning export and import controls.

5. Protection of Identity and Non-Retaliation

Supplier shall maintain and communicate a process for their personnel to raise any concerns regarding Suppliers' business and operations without fear of retaliation. Supplier shall ensure the confidentiality, anonymity and protection of whistle-blowers, unless prohibited by law. A whistle-blower is any person who makes a disclosure about improper or illegal conduct by an employee or officer of a company, or by a public official or official body.

6. Responsible Sourcing of Minerals

Supplier shall assure that the minerals in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses.

E. INFORMATION TECHNOLOGY

7. Privacy

Supplier shall implement measures consistent with the highest industry standards to protect the personal information of individuals involved in its operations (including customers, vendors, consumers, employees and agents), complying with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted or shared.

8. Cyber Security

Supplier shall implement measures to identify and manage cyber security risks and to regularly review such risks for developing strategies to detect, prevent and respond to them.

F. COMPLIANCE MEASURES; REPORTING AND ASSESSMENTS

Supplier shall adopt or establish a management system designed to ensure (a) compliance with applicable laws, regulations and customer requirements related to the Supplier's operations and products; (b) conformance with this Code of conduct; and (c) identification and mitigation of operational risks related to this Code of conduct. Within a reasonable period of time following the GVS's request, Supplier shall provide documentation that demonstrate the respect of the previous statement.

In the event of non-conformity with this Code by the Supplier, GVS reserves the right to require correction of the violations, suspend purchases, refuse to take delivery under any purchase order and return any goods from the Supplier until the non-conformities have been corrected, and may terminate its business relationship with the Supplier, in addition to any other rights or remedies available, including any claims to recover of damages.

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