



MICRO-VETT CODE OF ETHICS

FOREWORD

Since 1986, Micro-Vett has manufactured electric, hybrid and dual-traction vehicles aiming at improving the environmental sustainability and energy efficiency of its products through continuous technological research in compliance with the applicable legal requirements and for the benefit of all those having a legitimate interest in the company.

This 'Code of Ethics' is an overview of all the values acknowledged, observed and subscribed to by Micro-Vett in dealing with various classes of legitimate stakeholders. Micro-Vett conducts its business, both internally and externally, by observing the principles contained in the present Code, and in the belief that the application of ethics to company management should be a goal to pursue as much as business success.

The "Rules of Conduct" to observe in the course of company business management have been written to guarantee the company's compliance with identified ethical values, professional efficiency, product reliability and the reputation of Micro-Vett as a whole.

The "Implementation of the Code of Ethics" has been written to fulfil the requirements of the Code itself, to highlight any failure and take action against any non compliance.



CODE OF ETHICS

The main goal of Micro-Vett is the creation of value taking into account the expectations of its Stakeholders. To this end, industrial and financial strategies are adopted and the resulting operating procedures are implemented, characterised by an efficient use of resources.

As an active, responsible player in the communities in which it works, Micro-Vett is committed to complying and ensuring compliance, in its internal and external relationships, with the legal provisions of the States in which it is active and with the ethical principles commonly accepted in business management: transparency, fairness and loyalty.

Micro-Vett rejects and condemns any unlawful or otherwise unfair form of behaviour towards classes of Stakeholders aimed at achieving its own economic goals. Such goals must exclusively be achieved through the excellence of its performance in terms of product and service quality and value, on the basis of professionalism, experience, importance attached to the customers and innovation.

Micro-Vett guarantees to all its Stakeholders maximum transparency in its conduct, compatibly with the principles of competition.

CLASSES OF STAKEHOLDERS

a) **Public Institutions**

All relations with local, national or international Public Institutions are characterised by maximum transparency, fairness and spirit of co-operation, in observance of the law currently in force, of mutual autonomy, of economic targets and of the values contained in the present Code of Ethics.

b) **End Customers**

In order to ensure the highest degree of Customer Satisfaction, Micro-Vett focuses its efforts on designing, implementing and supplying after-sales service for products responding to the highest quality, safety and reliability standards. Micro-Vett aims at offering a prompt, qualified and expert response to any Customer requirements, basing the relationship with its Customers on maximum fairness, courtesy and co-operation.

c) **Sale and After-sale Network**

Micro-Vett shall set up its sale and after-sale network exclusively on the basis of company requirements and of the principles of competitiveness, quality and professionalism.

d) **General Public**

Micro-Vett communicates with the general Public in a clear and truthful manner and in full obedience of the law, of the principles of professional fairness and of the present Code of Ethics.

Without any prejudice to the necessary confidentiality requirements associated with managing a business, Micro-Vett elects transparency as its goal in both internal and



external relationships. In particular, communication with both the market and the investors will be marked by the principles of fairness, openness and equality in information accessibility.

e) **Community**

Micro-Vett intends to contribute to the economic wellbeing and growth of the communities within which it conducts its business.

Micro-Vett encourages and whenever needed, supports all social, cultural and educational initiatives aimed at personal enhancement and improvement of living conditions.

Micro-Vett shall not grant any contributions or any other benefits to political parties or trade unions, their representatives or candidates, subject to compliance with any applicable law provisions in force.

f) **Environment**

Micro-Vett is environment-friendly and promotes environment protection. Its choices in terms of allocation of resources and industrial or commercial actions are aimed at protecting the environment, public health and the rights of future generations.

Subject to compliance with any applicable law provisions in force, Micro-Vett's choices are made with environmental issues in mind, also by adopting – whenever this is operationally and economically feasible and compatible – eco-friendly technologies and production methods, aimed at reducing the environmental impact of its activities.

g) **Suppliers**

Micro-Vett selects suppliers exclusively on the basis of company requirements and competitiveness criteria linked with costs, quality, performance, technical expertise and professionalism, in obedience to the principles of efficiency, loyalty, fairness and impartiality.

h) **Competition**

Micro-Vett believes in healthy, genuine competition as a source of technical and economic progress and therefore undertakes to promote loyal competition in the interest of Micro-Vett itself.

i) **Employees**

Micro-Vett's personnel is among the company's main assets. The wealth of knowledge, enthusiasm and commitment brought to Micro-Vett by its human resources is essentially important for the company's growth and market strength, and should therefore be encouraged and protected.

Micro-Vett shall not tolerate any discrimination on the basis of race, religion, political or trade union beliefs, gender, sex, different abilities or age of the employed persons. All the employed persons and the dignity of their work are worth of respect, notwithstanding their qualifications and/or tasks.

Micro-Vett believes in a happy working environment and will not authorise any form of pressure or intimidation in dealing with the workers.

j) **Shareholders**

Micro-Vett operates in full obedience of the principles of lawfulness and openness, aimed at guaranteeing equal treatment of all the shareholders avoiding preferential behaviours.



COMPANY RULES OF CONDUCT

The principles indicated in the Code of Ethics imply adherence to the following rules of behaviour.

a) **Employees**

All Micro-Vett employees, consultants and hired hands must behave loyally and respect the legal and administrative regulations, employment contracts, internal procedures and the principles contained in the present Code of Ethics.

In particular, in fulfilling their duties, they must:

- undertake to observe the law and regulations in force in all the Countries in which Micro-Vett is active;
- adopt maximum correctness in dealing with Public Institutions;
- not give in to any attempted extortion by a public officer, promptly inform their superior and through him or her, the appointed Watchdog;
- in the event of participation in tenders promoted by Public Institutions and in dealing with Public Institutions in general, observe the law and the rules of commercial fair practice;
- in applying to a Public Institution for financial support or funding, act in a fair and truthful manner, by using and submitting complete statements and documentation regarding the activities for which subsidies may legitimately be requested and obtained, and after obtaining the requested subsidies, appropriate the same to the projects for which they had been requested and obtained;
- refrain from any form of harassment, including sexual harassment, and any form of mobbing;
- treat with maximum discretion any confidential information related to Micro-Vett and its products, avoiding any disclosure to third parties including own family members;
- refrain from using for personal purposes, either directly or indirectly, any confidential information or otherwise important information related to Micro-Vett;
- ensure that all in-house communications are completely truthful, including in particular all communications leading to the drawing up of financial statements;
- avoid all contacts with the press unless specifically authorised;
- promptly notify the existence of even just potentially conflicting interests between Micro-Vett and one or more Stakeholders;
- notify one's conflicting interests to one's direct superiors and avoid making independent decisions in conflicting circumstances;
- refrain from giving or accepting presents or advantages offered to/from third parties, and in particular Public Institutions, Micro-Vett's Customers or Suppliers, with the exception of small gifts of moderate value;
- notify offers or acceptance of gifts or favours not in line with normal commercial practice or for which ambiguous or illicit intent may be suspected;
- refrain from taking advantage in any way of business opportunities of which one has become aware, either directly or indirectly, thanks to one's position or



function within Micro-Vett;

- use any property belonging to Micro-Vett in an appropriate manner and exclusively for purposes connected with one's position and tasks;
- refrain from using alcoholic, narcotic or pharmacological substances on the workplace (except if authorised by a health authority).

In dealings with Public Institution representatives (executives, officers or employees) or with private commercial partners representing public utility contractors, either national or international, the following actions are forbidden:

- to promise or offer to them or their relatives, in-laws or acquaintances money, gifts or giveaways unless they are gifts of moderate value, offers of employment or commercial opportunities or anything else that may favour them, or supply counsel of any kind and in whatever capacity;
- to recruit as Micro-Vett employees former employees of the Public Institutions or their relatives, in-laws and acquaintances, who have personally and actively taken part in a business negotiation involving Micro-Vett or have endorsed requests submitted by Micro-Vett to the Public Institution;
- to incur unjustified entertainment expenses for other purposes than to purely promote the corporate image;
- to undertake to supply or supply, also through other companies, work or other personal services;
- to promise, supply, press for or obtain information and/or documents of a confidential nature or otherwise likely to affect the integrity or reputation of either or both parties;
- to favour, in purchasing processes, suppliers and sub-suppliers named by representatives of the Public Institutions as a pre-condition for subsequent contract awarding;
- to produce forged or falsified documents or information;
- to remove or fail to produce genuine documents;
- to behave deceitfully leading the Institution to misjudge technical and economic aspects of the products and services offered and supplied;
- to omit to supply requested information in order to influence in one's favour the decisions of the Public Institution;
- to behave in such a way as to unduly influence the decisions of the Public Institution;
- to be represented by consultants or third parties when this would be a possible source of conflicting interests;
- to abuse one's power as the person in charge of a public service to obtain advantages for oneself or for the company;
- to take, either directly or indirectly, during civil, penal and administrative lawsuits, unlawful actions to either favour or damage one of the parties concerned;
- in using computerised systems, to illegally obtain access to the computer systems used by the Public Institutions, and tamper with their operation or, without having the right to do so, otherwise alter data, information or programs contained in or supported by a computerised system to unlawfully modify information to the advantage of Micro-Vett or of third parties, or in any case, to unlawfully procure an advantage to Micro-Vett or third parties.



The above actions and behaviours are forbidden both if directly enacted by Micro-Vett through its employees and if implemented indirectly by persons who are not employees but act on behalf of Micro-Vett including its After-sale and Service Network.

b) Management

In addition to all the rules listed here above for the employees, the following additional rules are also applicable to the directors, executives and area managers of Micro-Vett:

- all the workers must be aware of the legislation and regulations applicable to their line of business and must be supported in case of doubts and uncertainties;
- all the workers must be given guidelines as to the behaviour to adopt in formal and informal dealings with Public Institutions, according to the specific requirements of each line of business, by relaying any known information regarding the regulations and ensuring awareness of possible crimes, by also implementing suitable traceability tools to apply to the flow of official information towards Public Institutions;
- in drawing up financial statements, market reports or other similar documents, the Management must portray the current economic, asset and financial situation in a truthful, clear and complete manner;
- the Management must promptly respond to inquiries from the board of auditors and facilitate in every possible way the fulfilment of auditing or supervision activities legally entrusted to the shareholders, corporate bodies or auditing companies;
- the Directors are expected to supply to the supervising bodies correct and complete information regarding the economic, asset and financial situation;
- the Directors are expected to produce to the meeting of shareholders deeds and documents that must be complete and in line with the accounting records;
- the evaluation of human resources, ever since the screening phase and throughout the employment relationship, must be based on business requirements, skills, experience and professionalism; exactly the same criteria must be applied to evaluations of employee eligibility for promotion, which should never be based upon the principle of favouritism as a result of extra-professional considerations and/or subjective evaluations; promotions and rises in rank should be the result of objective company requirements and rigorously meritocratic criteria.

In particular, it is forbidden for the directors to:

- repay shareholders contributions or release shareholders from their obligation to pay contributions, except in cases of lawful capital reduction, reduce the corporate capital or carry out splitting or mergers with other companies implying a breach of the legal provisions to protect creditors;
- distribute profits or advances on profits not actually existing or to be legally allocated to non-distributable reserves by the terms of the law;
- order the acquisition or subscription on behalf of Micro-Vett of company interest or shares issued by Micro-Vett except in the cases permitted by law;
- create or fictitiously increase the corporate capital of Micro-Vett by means of transactions not permitted by law.

**c) Sale and After-sale Network**

Micro-Vett supports the activity of its dealers, agents, retailers and sale consultants within the territory – without any prejudice to their full autonomy and freedom of action, so that they:

- undertake to observe the law and regulations in force in all the Countries in which Micro-Vett is active; no relationship shall be initiated or pursued with whoever fails to operate in line with this principle. The persons expected to interact with Public Institutions in the interest of and/or to represent Micro-Vett should be appointed in writing with a special clause demanding compliance with the present Code of Ethics;
- keep up to date on the technical specifications of the Micro-Vett product range;
- behave in a non-discriminatory and impartial manner and adopt a courteous, proactive attitude towards their end Customers;
- supply to their end Customers truthful, exhaustive information on the products, enabling them to make free, informed choices;
- carry out the required checks before delivering products to end Customers;
- supply adequate after-sale and repairing services;
- communicate with the general public strictly keeping to contents already used in their own communications from Micro-Vett without purporting their own statements as directly issued by Micro-Vett
- In dealings with Public Institution representatives (executives, officers or employees) or with private commercial partners representing public utility contractors, either national or international, the following actions are forbidden:
 - to promise or offer to them or their relatives, in-laws or acquaintances money, gifts or giveaways unless they are gifts of moderate value, offers of employment or commercial opportunities or anything else that may favour them, or supply counsel of any kind and in whatever capacity;
 - to recruit as Micro-Vett employees former employees of the Public Institutions or their relatives, in-laws and acquaintances, who have personally and actively taken part in a business negotiation involving Micro-Vett or have endorsed requests submitted by Micro-Vett to the Public Institution;
 - to incur unjustified entertainment expenses for other purposes than to purely promote the corporate image;
 - to undertake to supply or supply, also through other companies, work or other personal services;
 - to promise, supply, press for or obtain information and/or documents of a confidential nature or otherwise likely to affect the integrity or reputation of either or both parties;
 - to favour, in purchasing processes, suppliers and sub-suppliers named by representatives of the Public Institutions as a pre-condition for subsequent contract awarding;
 - to produce forged or falsified documents or information;
 - to remove or fail to produce genuine documents;
 - to behave deceitfully leading the Institution to misjudge technical and economic aspects of the products and services offered and supplied;
 - to omit to supply requested information in order to influence in one's favour the



decisions of the Public Institution;

- to behave in such a way as to unduly influence the decisions of the Public Institution;
- to be represented by consultants or third parties when this would be a possible source of conflicting interests;
- to abuse one's power as the person in charge of a public service to obtain advantages for oneself or for the company;
- to take, either directly or indirectly, during civil, penal and administrative lawsuits, unlawful actions to either favour or damage one of the parties concerned;
- in using computerised systems, to illegally obtain access to the computer systems used by the Public Institutions, and tamper with their operation or, without having the right to do so, otherwise alter data, information or programs contained in or supported by a computerised system to unlawfully modify information to the advantage of Micro-Vett or of third parties, or in any case, to unlawfully procure an advantage to Micro-Vett or third parties.

d) **Suppliers**

Micro-Vett chooses not to deal with suppliers or other companies exploiting underage labour, or that have been entered in the National Register of Administrative Penalties created by the terms of the Law Decree 231/2001 or which fail to observe the laws and regulations in force in the Countries in which they and Micro-Vett are active.

It is not acceptable for suppliers to offer to - or receive from - Micro-Vett's employees or consultants any advantages in addition to what is provided for by the supply contract. Gifts and entertainment are only admitted if of limited value.



IMPLEMENTATION OF THE CODE OF ETHICS

The fulfilment and observance of the instructions contained in the present Code of Ethics must be considered an essential part of the contract duties and obligations of all Micro-Vett personnel. As a result, failure to observe these instructions may represent a disciplinary offence or breach of contractual obligations by the employee, with the resulting legal consequences.

The breach of rules of the present Code by Stakeholders to whom such rules are applicable may undermine the relationship based on mutual trust between Micro-Vett and its Stakeholders, and even determine - in the most serious cases - the discontinuance of their business relationship and possible claims for damages.

The Board of Directors is appointed as the Watchdog authority to watch over the actual dissemination, implementation and observance of the present Code, including its possible infringements.

It is recommended that Micro-Vett personnel reports any ascertained or suspected breach of the present Code of Ethics to the Watchdog authority. Reports should exclusively be in a written, non-anonymous form. It will then be up to the Watchdog to ensure that the reporting personnel be protected from any possible harmful effects resulting from reporting observed Code breaches, by guaranteeing the confidentiality of the reporter's personal information subject to legal obligations.