



CODE OF ETHICS

Article 1. Purpose and content of the Code of Ethics

This Code of Ethics is an integral part of the Compliance Programme adopted by Piaggio & C. S.p.A. ("Company" or "Piaggio") and by Piaggio Group companies, and contains the rules, commitments and responsibilities aimed at ensuring that the conduct of recipients is always inspired by criteria of fairness, loyalty, transparency and mutual respect, and at preventing conduct that could constitute the types of crimes and/or administrative offences referred to in Legislative Decree 231/2001.

Piaggio carries out its internal and external activities in compliance with the principles contained in the Code of Ethics, in the belief that ethics in conducting business should be pursued in conjunction with the success of the company, in line with its Mission and Values¹.

Article 2. Recipients

The principles and provisions of the Code of Ethics are intended for the following (the "Recipients"):

- members of the Board of Directors;
- members of the Board of Statutory Auditors and other control and supervisory bodies of Piaggio and other Piaggio Group companies;
- managers, employees and external staff and partners linked to the Piaggio Group by contractual relations in any capacity, including occasional relations;
- third parties with which Piaggio Group companies have relations, also temporary, on the basis of a contract (collaboration, *partnership*, supply of goods or services, etc.).

Article 3. Scope

The Code of Ethics applies to all Piaggio Group companies and is valid in all countries where they operate, taking into account their cultural, social and economic diversity.

Piaggio reserves the right to carry out internal audits to ensure the full application of the Code of Ethics by all Group companies.

Personnel shall adopt exemplary behaviour in compliance with the content and spirit of the Code of Ethics and are therefore required to

- keep informed and be aware of any updates;

¹ To learn more: <https://www.piaggiogroup.com/en/group/mission-values>



- attend training courses aimed at maintaining awareness and understanding of the principles contained in the Code of Ethics;
- ensure that all employees in their unit/department are aware of the Code of Ethics;
- supervise and monitor the compliance of staff under their responsibility with the principles set out in the Code of Ethics;
- immediately stop any breach of the Code of Ethics and report the misconduct to the Code of Ethics Officer, who shall, in turn, report it to the legal department.

Article 4. Objectives and Values

The primary goal of the Company is to create value for its customers, shareholders and employees, respecting the environment and working conditions. The Company's industrial and financial strategies, and its resulting operative conduct, aiming at efficiency in the use of resources, are targeted to this goal. Piaggio contributes daily to a world where energy serves the community to create development, growth and a better quality of life for all. In fact, the Company has placed environmental, social and economic sustainability, together with innovation, at the heart of its corporate culture and is implementing a sustainable development system based on shared value creation, both inside and outside the company.

In pursuing this objective, the Company adopts the following general guidelines:

- as an active and responsible member of the communities in which it operates, the Company is committed to respecting the laws in force in countries where it operates, and the ethical principles which are commonly accepted in business management (transparency, fairness, loyalty and good faith), ensuring the same respect both within its organisation and externally, and is also committed to acting in compliance with rules for the protection of competition;
- it rejects and condemns the use of unlawful or improper conduct (with the community, public authorities, customers, employees, investors and competitors) to achieve its economic objectives; which it strives to achieve exclusively through an excellent performance in terms of the quality and economic benefits of its products and services, based on professionalism, experience, customer focus and innovation;
- it puts in place organisational strategies aimed at preventing any violation of the principles of lawfulness, transparency, correctness and loyalty, good faith and competition rules among its workers and external staff and partners and ensures that such strategies are respected and updated;



- it ensures compliance, through the adoption of appropriate instruments, with the strict prohibition on any corrupt practice, on requesting and/or giving favours; on collusive behaviour, solicitation, which is direct/indirect and/or through third parties; on personal advantages of any kind for oneself and/or others; on material benefits and/or any other advantage for third parties, regarding both private or public subjects (meaning both representatives of Italian and foreign governments);
- it guarantees the market and community in general full transparency of its actions, in compliance with principles of competition;
- it recognises competition as an integral part of the company's culture and policy, as well as a primary value of business activity, and is therefore committed to promoting fair competition, which serves the interests of the company itself, as well as those of all market operators, customers and investors in general;
- it pursues excellence and competitiveness on the market, offering its customers quality services, that efficiently meet their needs;
- the Company protects and empowers its human resources;
- it promotes activities and processes as environmentally compatible as possible through the use of advanced policies and technologies in the field of environmental protection, energy efficiency and sustainable use of resources;
- it pursues environmental protection standards through the implementation of adequate management and monitoring systems;
- it uses its resources responsibly, aiming at sustainable development, respect for the environment and for the rights of future generations.
- it adopts high standards of security and management of the personal data of its employees, customers and *stakeholders*;
- it invests in a sustainable manner, respecting local and national communities, promoting initiatives of cultural and social value, aware of the influence that its presence in the territory and its activities can have on individual conditions and on the economic and social development of society.

Article 5. Shareholders

The Company guarantees equal treatment for all shareholders, avoiding any preferential treatment.

Article 6. Clients



The Company aims at reaching excellency in the products and services that it offers, taking its clients' needs into account, and undertakes to do its utmost to meet their demands. Its objective is to guarantee a timely, qualified and competent response to the needs of its clients, behaving in a fair, courteous and cooperative manner.

Article 7. Community

The Company intends contributing to the economic welfare and growth of the communities where it operates, through its activities, both in selling its products and in providing efficient and technologically advanced services.

In accordance with these objectives, and considering its responsibility towards shareholders and investors, the Company views research and innovation as primary conditions for growth and success.

The Company deals with local, national and international authorities in relations based on full and active cooperation and transparency, in compliance with laws in force, mutual autonomies, the economic objectives and values in the Code of Ethics.

The Company appreciates and may support social, cultural and educational initiatives aimed at promoting the individual and improving the quality of his/her lifestyle.

The Company does not give contributions, advantages or other benefits either to political parties, workers' trade unions or their representatives or candidates, in compliance with applicable regulations.

Article 8. Human resources

Piaggio acknowledges the primary role of human resources, in the belief that the main factor of success of any enterprise is the professional contribution of the people working there, in a context of mutual trust and respect.

The Company protects health and safety in the workplace, and in carrying out its operations it believes that the respect of workers' rights is fundamental. The management of working relations is aimed at guaranteeing equal opportunities and at promoting everyone's professional growth.

Article 9. Human rights

The Company recognises and ensures respect for the principles that protect internationally-shared human rights and workers' rights, as expressed in conventions, including the Universal Declaration of Human Rights of the United Nations and the Declaration on Fundamental Principles and Rights at Work and its Follow-up of the International Labour Organisation, in both its operations as well as in the supply chain.



The Company undertakes to ensure respect for the personal dignity, privacy and personality rights of every individual, as well as ensure the conditions necessary for a non-hostile work environment and to prevent any form of exploitation, discrimination or harassment in accordance with the above conventions. In particular, the Company rejects and dissociates itself from any conduct that may constitute a threat of any kind, determined by reasons of a racial or sexual nature or related to other personal characteristics, and requires compliance with all laws prohibiting any form of discrimination based on race, gender, religion, language, ideology, ethnicity or political opinion. It also prohibits any form of slavery, torture, forced labour, child labour, cruel, inhuman or degrading treatment and working conditions that may pose a threat to life or health.

In addition, the Company recognises and respects the rights of employees to be represented by unions or by other representatives established in accordance with legislation.

Article 10. Conflict of interest

In their relationship of trust with the Company, employees and external staff and partners must use the resources of the Company and their working capabilities in the Company's interest, pursuant to the principles of the Code of Ethics.

In this respect, all employees and partners must avoid situations in which their personal and/or family member interests may influence their professional conduct, abstaining from any activity which could cause personal interests to conflict with the Company's interest or which could interfere with and affect the impartial, objective capacity to take decisions in the Company's interest.

Any conflict of interest, even indirect or potential, must be promptly reported to managers and to the supervisory body ("Supervisory Body") as established by the Compliance Programme (the "Compliance Programme" or the "Programme") of the Company and, in any case, the individual involved should abstain from the relative operative/decision-making process.

Article 11. Environment

Piaggio operates with the conviction that global growth must be sustainable in the common interest of current and future shareholders. Investments and industrial and commercial initiatives are therefore aimed at respecting the environment and public health.

Without prejudice to compliance with specific applicable regulations, the Company pays attention to environmental issues in its decisions, also adopting - where operationally and economically feasible and



compatible - environmentally friendly production technologies and methods, with the aim of reducing the environmental impact of its activities.

Article 12. Protection of health and safety in the workplace

Piaggio carries out its activities paying particular attention to the working environment and the safety of its personnel and third parties, setting the objective of constantly improving its performance in this area and promptly complying with current occupational health and safety regulations.

The responsibility of each Recipient towards his or her colleagues requires the utmost care to prevent risks of accidents. Each Recipient must therefore take the utmost care in performing his or her activities, strictly observing all the safety and prevention measures established to avoid any possible risk for himself or herself, colleagues and third parties.

In particular, Piaggio is committed to complying with current legislation on health and safety in the workplace. Recipients are required to comply with the instructions and directives issued by the individuals that Piaggio has delegated to oversee health and safety obligations in the workplace.

The use of narcotics as well as alcohol abuse in the workplace is prohibited.

Article 13. Industrial and intellectual property and copyright

The Company undertakes to guarantee the protection of its trademarks, distinguishing signs, patents, models or drawings, as well as avoid the use of industrial and intellectual property of third parties, apart from cases allowed by law.

Therefore, Piaggio does not permit the use, under any circumstances and for whatever reason, of products with counterfeit trademarks and signs as well as the manufacture, marketing or any activity relating to products already patented by third parties or works covered by copyright and with regard to which it has no rights.

Article 14. Anti-money laundering

The Company endeavours to prevent the use of its economic and financial system for the purpose of money laundering and financing terrorism by its customers and suppliers, verifying with utmost diligence the respectability of its commercial partners prior to establishing business relationships with the same.

Article 15. Corporate information



The Company is firmly convinced of the importance of correct disclosure to the market, to investors and the community in general, as regards its own activities.

Respecting the need for confidentiality, which is required to manage its operations, Piaggio's main objective in its relations with all investors is transparency. In particular, the Company conveys this objective to the market and its investors through its respect of criteria of correctness, clarity and equal access to information.

Article 16. Protection of personal data

Compliance with the law is not simply a formal obligation for the Piaggio Group, but an all-important corporate value. As part of its social responsibility, Piaggio recognises the value of personal data protection as a modern and active right and is proactively committed to safeguarding the *privacy* and protecting the data of staff, external staff and partners, customers and business partners. Piaggio guarantees respect for the rights of data subjects and adopts policies, procedures and operating instructions to improve the security of applications and processing of personal data. It has made privacy by design and privacy by default a part of digitisation processes, as well as risk analysis and the protection of sensitive data.

Piaggio personnel are required to protect the confidentiality of data that comes into their possession or based on their functions, and to comply with all requirements of Regulation (EU) Regulation 2016/679 (the GDPR), and with the operating instructions on data protection for persons authorised to carry out processing, issued by Piaggio.

All information learned and data processed and managed by employees and external staff in the course of their work must be appropriately protected and may not be used, communicated or disseminated unless in compliance with applicable privacy legislation.

In particular, Piaggio personnel are required to:

- acquire and process only necessary and relevant data directly related to their functions;
- not use the data for purposes other than those for which they were collected;
- store the data in such a way as to prevent unauthorised access by third parties;
- communicate and disclose data only within the scope of the procedures and operating instructions adopted by Piaggio, or with the prior authorisation of the person delegated to do so.

For details, Piaggio personnel are required to read the Global Governance *Policy* for the Protection of Personal Data.



Article 17. Sustainability

Piaggio and Group companies undertake to prepare an annual Consolidated Non-Financial Statement ("NFS") in compliance with the best national and international standards, which focuses on the so-called "three dimensions" of environmental, social and governance ("ESG") responsibility and guarantees the commitment to pursuing a sustainable development model².

Article 18. Competition

In order to ensure effective and ongoing compliance with regulations on competition, Piaggio conducts its business in accordance with principles of fairness, fair competition and transparency towards all operators on the market: therefore it operates in full compliance with applicable antitrust laws.

Piaggio and the Companies belonging to the Piaggio Group recognise that long-term success is intrinsically linked to business ethics and transparency. They therefore do not tolerate unfair or anti-competitive practices.

Article 19. Compliance with the Code of Ethics

The Code of Ethics must be complied with by company bodies, management and employees, as well as all external partners, such as consultants, agents, suppliers, etc.

To pursue compliance with the principles of the Code of Ethics, Piaggio ensures:

- the maximum dissemination and awareness of the Code;
- its uniform interpretation and implementation;
- checks on reports of violations of the Code and the adoption of relevant sanctions in accordance with current legislation;
- the prevention and suppression of any form of retaliation against those who contribute to the implementation of the Code;
- the updating of the Code, on the basis of needs that arise from time to time also in the light of the above activities.

² For all further information: <https://www.piaggiogroup.com/it/gruppo/mission-e-valori>



GENERAL PRINCIPLES OF INTERNAL CONTROL

The Internal Control System represents the set of “tools” designed to provide reasonable assurance of achieving the objectives of operational efficiency and effectiveness; reliable financial and management information; compliance with laws and regulations, as well as safeguarding assets also against possible fraud.

The Internal Control System is a set of rules, procedures and organisational structures whose purpose is to monitor compliance with corporate strategies and which are applied at all the various levels of the organisation, regardless of how they are named (“**Operating Units**”).

The Compliance Programme is supplemented by specific control safeguards relating to individual business processes, drawn up by the respective organisational units.

The Piaggio Group regulatory framework consists of: Manuals or Policies, Management Procedures, Operating Procedures and Work Instructions.

These documents are issued by the various organisational areas and make up the Organisational System, the Quality Management System, the Safety Management System and the Environment Management System.

❖ **Scope of control**

Powers of representation must be conferred defining their limits in relation to the extent of inherent transactions and according to operating areas strictly related to assigned duties and the organisational structure.

Responsibilities must be defined and duly distributed, avoiding functional overlapping or operational allocations which focus critical activities on a single subject:

- no significant transaction of the Operating Unit can be originated/activated without adequate authorisation.

Operating systems³ must be consistent with Company policies and the Code of Ethics:

- in particular, financial information must be prepared:
 - a) in compliance with laws and regulations, applicable accounting standards and international best practice;
 - b) in accordance with established administrative procedures;
 - c) as part of a complete and updated chart of accounts.

³ Procedures, organisation, processes, information systems, etc.



❖ Risk assessment

The objectives of the Operating Unit must be adequately defined and communicated to all relevant levels, in order to clarify and share the general approach of the unit.

Risks associated with the achievement of objectives must be identified, periodically providing for adequate monitoring and updating:

- negative events, potentially capable of threatening business continuity as well as protection of the environment, must be subject to specific risk assessment and alignment of protection and control systems;
- innovation processes concerning products/services, organisations and systems must provide for adequate implementation risk assessment.

❖ Control activities

Operational processes must be defined providing for adequate documentary or system support to allow for constant traceability in terms of consistency, coherency and responsibility:

- the Company's operational processes must constantly ensure its compliance with applicable laws, rules and, in general, regulations in force in Italy and in all countries where it operates, and also with internal procedures and provisions adopted;
- operational decisions must be traceable in terms of characteristics and justification and those having authorised, executed and verified individual activities must be identifiable;
- the exchange of information between contiguous phases/processes must provide for mechanisms (reconciliations, balancing, etc.) to ensure integrity and completeness of the data managed;
- human resources must be selected, recruited and managed in a transparent manner and in accordance with ethical values and Company defined objectives;
- the know-how and professional skills available within the Operating Unit in terms of consistency with assigned objectives must be analysed at regular intervals;
- personnel must be educated and trained to perform the assigned duties;
- goods and services for Company operations must be purchased based on a needs analysis and from adequately selected and controlled sources;
- working conditions and environment must be periodically verified in order to ensure the safety and health of workers;



- the certified environmental management system must be constantly monitored in order to comply with the requirements of environmental legislation.

❖ **Information and Communication**

An adequate system of indicators by process/activity must be provided for, as well as relative periodic information flows to management.

Administrative and management Information Systems must be directed towards integration and standardisation.

Security mechanisms must ensure adequate protection/access to data and assets of the Operating Unit.

❖ **Check**

The control system is supervised on an ongoing basis for related periodic assessments and constant alignment.



CONDUCT GUIDELINES

This document is an integral part of the Compliance Programme contains the rules of conduct that all Recipients (including third parties) are required to adopt in order to ensure that their conduct is inspired by principles of fairness, loyalty, transparency and collaboration and to avoid actions that constitute crimes and administrative offences (particularly those referred to Legislative Decree 231/2001).

These Guidelines identify, albeit by way of example, conduct related to “do's” and “don'ts”, specifying in operational terms the principles of the Code of Ethics adopted by the Company.

❖ “Do's”

All Recipients must commit themselves to respect the laws and the regulations in force in all the countries in which the Company operates.

The functional managers must make sure that:

- all employees are aware of the laws and of the resulting conduct to follow; when in doubt about the conduct to follow, they should be adequately advised;
- an adequate programme of constant formation and sensitisation on the issues related to the Company's Code of Ethics should be carried out.

When participating in public tenders or competitions called by Public Administration ("PA"), as well as in any negotiations or contracts entered into with both the PA and private entities, all those involved must behave according to good faith and in accordance with the law, correct commercial practice and current regulations, as well as with the corresponding company procedures, avoiding any situation from which violation of laws and/or principles of fairness and transparency in the conduct of negotiations may arise.

Such negotiations must be conducted only by those previously and expressly authorised to do so, respecting roles and in accordance with corporate procedures. Adequate mechanisms for the traceability of information flows to the contracting party must also be put in place.

Any request for advantages, any intimidating and/or constrictive or oppressive behaviour on the part of PA officials or third contracting parties, or which one has merely become aware of, must be immediately reported to the competent bodies.

The functional managers who are commonly in touch with the PA must:

- provide their staff with guidelines on the conduct to follow in formal and informal contacts with various public entities, according to the specific characteristics of their area of activity, sharing their knowledge of regulations and their awareness of situations liable to crime;



- ensure adequate tracing mechanisms as regards official information channels with the PA;
- maintain and request on the part of those having relations with the PA a conduct characterised by fairness, transparency, traceability and in good faith, respecting the roles and responsibilities attributed; strictly observe and enforce, also with specific reference to relations with the Public Administration, the company procedures aimed at abstractly identifying and tracking the functions and positions responsible and appointed for dealing with the Public Administration, in compliance therefore with corporate roles;
- make clear, truthful, complete and traceable statements to public authorities and exhibit complete, truthful and unaltered documents and data;
- maintain a correct and clear conduct such as to avoid inducing the counterparty into even potential error.

All consultants, suppliers, customers, and whoever is related to the Company, are committed to the observance of the laws and regulations in force in all the countries where the Company operates; No relation will be initiated or continued with those who do not intend to comply with such principles. Any appointment of these subjects to operate as representatives and/or in the interest of the Company towards the PA, the mandate must be given in written form, with a specific binding clause to act in observance of the ethical-conduct principles adopted by the Company.

Identical conduct guidelines to those indicated for relations with the PA must also be adopted with regard to relations with any private third party, such as suppliers, customers, competitors, partners and/or any contractual counterparty.

When contributions, grants or financial support are requested from the State, public entities or the European Union, all Recipients involved in such procedures must:

- act fairly and be truthful when using and presenting documents and declarations that are complete and pertinent to the activities for which such benefits can be legitimately requested and obtained;
- use funding, once obtained, for the purposes for which it was requested and granted.

The people in charge of administrative/accounting functions must verify that each operation and transaction is:

- legitimate, consistent, congruous, authorised, verifiable;
- properly and adequately registered, so that the decision, authorisation and implementation process can be verified;



- supported by correct, authentic and appropriate documentation, to enable controls to be carried out at any time on the characteristics and reasons of the transaction, and the individuals authorising, carrying out, registering and checking the transaction to be identified.

All Recipients involved in preparing the financial statements or other similar documents (reports, prospectuses or other corporate disclosures addressed to shareholders, creditors or the public) must adopt appropriate conduct, provide the utmost collaboration, ensure completeness, transparency and clarity of information provided, accuracy of data and calculations, in accordance with current legislation and internal procedures adopted by the Company.

Directors and their assistants must:

- depict the Company's financial position and results truthfully, clearly and completely when drafting the financial statements, disclosures to the market or similar documents;
- duly respect the requests of information on the part of the board of statutory auditors and facilitate as much as possible the activities of control or auditing which are legally attributed to owners, other company bodies or external auditors;
- they must present the shareholders' meeting with complete acts and documents that match the accounting entries;
- provide the Supervisory Body with correct and complete information on the financial position and results.

Relations with the press - and in general with mass media - must be managed in accordance with principles of integrity, transparency, completeness and timeliness.

Only specifically authorised Recipients may communicate or disclose news concerning the Company, in compliance with the laws and regulations in force and with the internal procedures adopted by the Company concerning the management of price-sensitive information.

Employers, Senior Managers and Persons in charge, all employees and external service providers are required to apply and observe regulations on the protection of health and safety at work. In particular, in order to minimise potential risk of injury in the workplace, compliance with accident prevention regulations, as well as individual and collective preventive measures established and communicated by the Company through specific instructions, equipment and training programmes is required. In this context, employees must consider themselves responsible for an adequate management of safety and, therefore, must avoid exposing themselves or other workers to hazards which might cause injury or harm.



Relations with any third party (suppliers, external contract workers, commercial/financial partners) must be managed in compliance with internal procedures and characterised by impartiality, independence and transparency.

In particular, adoption of the predetermined rules and mechanisms to be complied with in selection procedures, as well as an adequate verification and monitoring system concerning proper execution of the services provided must be guaranteed.

Before establishing any business relationship with such parties, there must be a proper assessment of the information available relating to the commercial reliability of such counterparties, in order to ascertain their competence and fitness to properly and precisely fulfil the contractual obligations and the assigned tasks, as well as to avoid any possible involvement of the Company in operations suitable for encouraging receiving of stolen goods or laundering and/or reusing money or benefits of illicit origin.

In the execution phase, the competent functions must verify the legitimate origin of the goods delivered, refraining from their reception in the presence of a mere suspicion of illicit origin, as well as verify the proper nature of payments, with reference to full correspondence between recipients/originators of the payments and counterparties effectively involved in the transaction.

Relations with customers (public or private) must be managed in full compliance with the criteria of honesty, courtesy, transparency and collaboration.

In particular, Recipients are required to:

- comply with all internal procedures to be implemented vis-à-vis customers envisaged by the Company;
- ensure customers are provided with complete and truthful information about the nature and intrinsic and extrinsic characteristics of the goods delivered.

More generally, all information provided in connection with any commercial, advertising and promotional activities for the presentation of the Company's products and services must be truthful and correspond to the characteristics and technical features of the products themselves.

All employees are required to comply with Company procedures for the correct use of assigned information technology equipment. Employees must comply with the physical/logical security configurations adopted by the Company, in particular for activities which:

- require the processing of data and information, the misuse of which can result in fraud against natural or legal persons (private organisations and, in particular, if the counterparty belongs to PA);



- require access to infrastructures and/or software, the use of which may give rise to fraudulent use.

With particular reference to the control/organisational aspects of crimes concerning the environment, the Company ensures:

- periodic monitoring of authorisations/licenses and in particular the scheduling of steps necessary to obtain and/or renew the same;
- a clear definition of roles, duties and responsibilities to ensure the necessary technical skills and powers for verifying, evaluating, managing, controlling and monitoring environmental risks;
- monitoring of compliance with laws and company regulations through the planning and execution of internal audits;
- precise compilation of compulsory registers and forms for waste management;
- monitoring to ensure the transport company has submitted waste identification forms within statutory deadlines.

Moreover, with specific reference to the Company activities in question, for the management of which the Company relies on third parties, personnel of entities involved are required, each within the scope of their powers and responsibilities, to:

- ensure that suppliers and other third parties (e.g. consultants), if required by rules and regulations, depending on the nature of the goods and services, provide evidence of compliance - on their part - with regulations concerning wastewater discharges and waste management and environmental protection, in accordance with Company procedures and contractual provisions;
- periodically update the file of authorisations, registrations and disclosures acquired from third party suppliers and promptly report to the competent function any deviations found;
- ascertain, prior to initiating the relationship, the respectability and reliability of service providers involved in waste management, also by acquisition and verification of environmental disclosures, certifications and authorisations made by the same or acquired in accordance with law, also requesting the commitment - by the same - to maintain said authorisation certificates valid and effective for the entire duration of the contract.

With specific reference to plant, those involved are required to plan and/or carry out plant maintenance in line with the corresponding maintenance plans, verifying correct operation of the same and reporting any anomalies to the appropriate persons in charge.

In order to protect intellectual and industrial property, the Company requires all research, design and development activities relating to new products to be carried out in full compliance with current



applicable national/international regulations, and with contractual commitments in place; In particular, it is necessary to verify in advance the previous existence of industrial property rights of third parties (registration of trademarks or other distinctive signs, inventions, industrial ornamental models, patents). Similarly, the Company requires appropriate controls on the origin of materials, components and products purchased in order to monitor and verify the absence of counterfeiting or alteration of trademarks and/or hallmarks.

Employees are expressly recommended to use only software, databases or intellectual property of others only after obtaining the relevant user licence or in any case in compliance with copyright legislation. It is also necessary to adopt preventive measures to protect and hold the Company harmless from any prejudicial consequences arising from claims by third parties concerning the alleged violation of intellectual property rights.

In the event of recruitment of nationals of third countries, the Company requires possession of a residence permit.

All Recipients (including members of the corporate bodies, senior managers, employees, external staff, partners, suppliers, consultants, etc.) are specifically reminded to report any violation or suspected violation of the Compliance Programme to the Supervisory Body.

The Supervisory Body protects whistleblowers from any detrimental effect that may derive from their reporting information. The Supervisory Body ensures confidentiality as regards the identity of such people, in compliance with laws in force.

The function managers must notify the Supervisory Body of the conducts that add to all crimes, concerning operative processes in their jurisdiction, that have come to their notice either directly or through notification from their partners.

In particular, in the case of the attempted extortion of an employee (or other staff) by a public officer, the following guidelines must be followed:

- the request must be ignored;
- the person in charge must be promptly notified;
- the person in charge must duly and formally notify the Supervisory Body.

❖ “Don'ts”

In relations with PA officials (including in this definition any party or representative of the same, including the senior managers, officers or employees of the State or Public Bodies - hereinafter "Public



Administration employees" - and those in general exercising a public function⁴), be it in an institutional capacity or as a contracting counterparty, it is prohibited to:

- promise or offer (to them or to their relations, in-laws, friends, etc.) money, gifts or premiums, unless their value is moderate (trips, holidays and memberships in clubs, for example, are not considered of moderate value);
- examine or propose employment opportunities concerning such parties (or their relations, in-laws, friends, etc.), and/or commercial opportunities (or of any other kind) that may be advantageous to them;
- promise or offer them counselling of any kind and for any reason;
- make unjustified entertainment expenses or whose objectives are different from the mere promotion of the Company's image;
- promise or offer, also through other companies, jobs/services of personal utility (e.g. reconstruction works of buildings owned or used by them – or by relations, in-laws, friends, etc.);
- provide (or promise to provide), request or obtain information and/or classified documents, or data that may compromise the integrity or the reputation of either, or both parties;
- favour, in purchasing processes, suppliers and sub-suppliers that are recommended by such parties as a condition for the subsequent execution of activities (e.g. entrusting commissions, granting soft financing, or franchising).

Such actions and conduct are prohibited, whether they are carried out directly by the Company through its employees, or whether they are carried out indirectly through non-employees who act on behalf of the Company itself.

The same provisions must also be complied with in relations with any third party (suppliers, external staff, commercial/financial partners, customers, etc.). More generally, it is expressly prohibited to grant advantages of any kind and nature (also in the form, for example, of sponsorships, gifts, consulting appointments, awarding contracts, etc.) directly or indirectly in favour of those belonging to companies or private entities in order to unduly favour the interests of the Company (e.g. to obtain more favourable market conditions, disclosure of confidential information, award of a supply, etc.).

As regards the Public Administration it is also forbidden to:

- exhibit false or forged documents/data;
- subtract or omit to present authentic documents;

⁴ For the concept of Public Administration, Public Official and Public Service Officer, see the introduction to the Special Section.



- behave deceptively, so as to lead the Public Administration astray in the technical/economic assessment of the products and the services that are offered/supplied;
- • omit due information, so as to unduly influence the decisions of PA;
- • behave so as to unduly influence the decisions of PA;
- be represented by consultants or 'third parties' when such a situation can create conflicts of interest;
- abuse one's position as civil servant in order to obtain benefits and advantages for oneself or for the Company.

In general, it is forbidden for the Company to employ former Public Administration officers (or their relations, in-laws, friends, etc.) who have personally and actively taken part in business transactions with the Company, or who have endorsed requests made by the Company to the Public Administration.

During civil, criminal or administrative proceedings, it is prohibited to undertake (directly or indirectly) any unlawful action that may favour or damage one of the parties in the proceedings.

It is also prohibited to induce - with violence or threat, or by promising or giving money - a person not to make statements before the judicial authorities or to make false statements in order to favour the interests of the Company.

When using computer or telematic systems, it is prohibited, unless authorised, to access computer systems used by the PA or to change in any way their functioning, or carry out operations in any way on data, information or programmes contained in a computer or telematic system or relevant to said, in order to unduly obtain and/or modify information to the benefit of the Company or third parties, or in any case to obtain undue benefits for the same.

It is also expressly forbidden to use assigned Company information technology equipment for purposes contrary to the law, public order and morality; to engage in any conduct that may damage, alter or impair Company information and communication equipment, as it is also forbidden to abusively enter information systems protected by security measures.

It is forbidden for Directors and their assistants to:

- a) return contributions to their shareholders, or release them from the obligation to carry them through, except in cases of legitimate reduction of the share capital, and reduce the share capital or merge with other Companies (or separate from them), in violation of the laws in defence of creditors;
- b) distribute profits, or advances on profits that have not been made, or that have been destined for reserve; or distribute reserve funds that cannot be legally distributed;



- c) acquire or underwrite stocks or capital share issued by the Company or by the parent company, when prohibited by the law;
- d) fictitiously set up or augment the Company's capital by means of illegal operations.

It is expressly forbidden to:

- a) allow access to price-sensitive information to persons other than those who need the same in order to exercise their functions or normal business activity;
- b) allow access to such information by interested parties without the same having been informed of the consequent duties and obligations, as well as the sanctions resulting from violation of such duties and obligations;
- c) buy, sell or perform other transactions on securities of the issuer, directly or indirectly, on one's own behalf or on that of third parties, using price-sensitive information (*insider trading*);
- d) disclose price-sensitive information to third parties outside the normal course of business (*tipping*);
- e) recommend or induce others, on the basis of price-sensitive information, to perform transactions on securities (*tuyantage*);
- f) disseminate, via the media, including the Internet or any other means, information, rumours or false or misleading information regarding financial instruments of the issuer (market information manipulation);
- g) put in place buying/selling transactions or orders which:
 - provide, or are susceptible to providing, false or misleading indications concerning the supply, demand or price of financial instruments;
 - allow, through the action of one or more persons acting in concert, fixing of the price of financial instruments at an abnormal or artificial level;
 - use artifices or any other form of deception or expedient;
- h) put in place artifices capable of providing false or misleading signals concerning the supply, demand or price of financial instruments of the issuer;
- i) operate on treasury shares except within the scope of authorised programmes (e.g. treasury share repurchase transactions).

It is expressly forbidden for recipients of the Programme to put in place situations and conduct which might jeopardise the safety and quality of the workplace, organised according to the ISO 9001, ISO 14001 and OHSAS 18001 certified integrated quality, environment and safety management system adopted by the Company.



The Company and its employees must avoid being involved or adopting conduct which may constitute the crime of receiving stolen goods, money laundering or self-laundering, such as the acceptance or possession and/or reuse of proceeds (objects) deriving from illicit activities.

In general, it is expressly forbidden for Recipients to:

- accept and/or transfer for any reason, except via banks, electronic money institutions or Poste Italiane SpA, cash or bank or postal bearer passbooks or bearer securities in euros or in foreign currency, when the value of the transaction, even split, is in total greater than or equal to the limit prescribed by law;
- issue bank and postal cheques for amounts higher than those provided for by current legislation and which do not bear an indication of the name or company name of the beneficiary and the non-transferability clause;
- make payments to foreign current accounts of natural persons resident in Italy or of entities with registered offices in Italy;
- make payments to numbered current accounts or those at banks without a physical establishment;
- make payments to current accounts of banks operating in countries included in tax haven lists and in favour of offshore companies.

It is also expressly forbidden to purchase and/or receive goods of any kind and nature which are known or even only suspected of being of illegal origin.

The Company expressly forbids improper disclosure or violation of industrial and intellectual property rights and copyright, as well as its own and third-party trade secrets.

With reference to the principles of conduct regarding the environment, it is forbidden for Recipients of this Programme to:

- put in place conduct intended to violate the provisions concerning waste management, emission sources and discharges of industrial wastewater containing hazardous substances;
- falsify or alter the environmental disclosures to the Public Administration, including data and information relating to emissions into the atmosphere to be disclosed to the monitoring Authorities (e.g. ARPA, Provincial Administration);
- abandon or store waste in an uncontrolled manner and discharge the same, in solid or liquid state, in surface and underwater;
- conduct waste management activities in the absence of specific authorisation for disposal and recovery of the same, or in the event of revoked or suspended authorisation;
- mix different categories of hazardous waste (or hazardous with non-hazardous waste);



- violate the disclosure requirements, keeping of compulsory registers and forms for waste management;
- falsify/alter, and/or compile waste analysis certificates with incorrect and/or untruthful information concerning the nature, composition and physical-chemical characteristics of said waste, also with reference to the SISTRI - Handling Area;
- perform or participate in organised activities directed at illegal waste trafficking;
- prevent access to sites by control authorities;
- discharge industrial wastewater containing hazardous substances without authorisation or after the same has been suspended or revoked;
- violate the obligation to provide for, upon occurrence of a potential event which could contaminate the site, implementation of necessary preventive and remediation measures, providing timely notification to the competent authorities;
- violate the emission limit values or the provisions established by the authorisation in operating a plant as well as the air quality limit values provided for by current legislation;
- sell, buy, receive, transport, import, hold, transfer, abandon or unlawfully dispose of highly radioactive material.

❖ **Sanctions**

Conduct which does not comply with the provisions of the Code of Ethics and these Guidelines, regardless of any other type of criminal action taken against the offenders, will result in disciplinary measures being taken in accordance with laws in force and/or collective bargaining agreements in effect and the provisions of the Programme in the section dedicated to the Disciplinary System.

Violations of the provisions and rules of conduct contained in the Code of Ethics and Conduct Guidelines and any commission of the crimes provided for by Legislative Decree 231/2001, put in place by Third Parties which, although not belonging to the Company, act on behalf and/or in the interest of the same (such as outsourcers, consultants and service contractors) are sanctioned in accordance with the provisions of the specific contractual clauses included in their contracts. Such clauses may include, without limitation, the right to terminate the contract and/or the payment of penalties.

The imposition of sanctions may involve, in addition, the prohibition of establishing new contractual relations with the parties involved, unless the Board of Directors decides otherwise.

❖ **Communications to the Supervisory Body**



In order to facilitate communication to the Supervisory body of any fact or circumstance concerning the Programme, Piaggio has put in place the internal reporting channel, which can be accessed online at: <https://www.piaggiogroup.com/en/governance/codice-etico>.