

ANTI-CORRUPTION CODE



Approved by Board of Directors on 18th April 2019

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Anti-Corruption Code

1. AREA OF APPLICATION

1.1 Introduction

SAES Getters S.p.A. (hereinafter also “SAES”), the parent company of SEAS Group (hereinafter the “Group”), has decided to adopt this Anti-Corruption Code (hereinafter the “Code”) in order to promote compliance with ethical standards and full respect for domestic and international regulations on the prevention of active and passive corruption of public and private entities in any form, as well as integrity, transparency and honesty in the performance of one’s work.

The Code applies to all Group companies, supplementing the Group’s compliance system and, for Italy, the existing 231 Organisation, Management and Control Model adopted by SAES in accordance with Legislative Decree no. 231 of 8 June 2001.

With effect from the date of adoption of this Code, the employees and directors of SAES Group companies must comply with the standards of conduct laid down herein. SAES undertakes to extend this Code to its suppliers within the next two years (2019-2020).

1.2 Objectives and contents

In accordance with the Code of Ethics, SAES and SAES Group directors, executives and employees undertake to perform their activities in compliance with the Group’s ethical principles and the applicable laws, whatever country they are working or operating in.

The Group, which has production sites in Europe and the United States and commercial branches in Asia, believes adopting a tool that defines the principles and policies to be followed when carrying out the company’s main activities, in compliance with international anti-corruption standards including those laid down in the United Nations Global Compact and in applicable local legislation (e.g. the US FCPA- Foreign Corrupt Practices Act and the “UKBA”, UK Bribery Act and Legislative Decree no. 231 of 8 June 2001), is of primary importance.

The purpose of this Code is to provide a framework outlining the principles of reference for legislative tools and internal rules on anti-corruption, in order to contribute to the Group’s commercial success with a guide to how to address the risks of active and passive corruption that individuals may encounter when carrying out their work with persons employed in both the public and private sectors. Even a mere promise of money or another benefit is considered a corrupt practice.

Nevertheless, since the Code cannot regulate every potential circumstance in which such practices could effectively occur, recipients are encouraged to ask the Group’s Legal Affairs Department for advice on any specific facts or cases that may involve such issues.

2. OFFERING OF GIFTS OR OTHER BENEFITS TO REPRESENTATIVES OF PUBLIC INSTITUTIONS

In accordance with the Code of Ethics, SAES prohibits the offering of gifts whose value exceeds “customary courtesy” to public officials (meaning, for example, representatives, consultants and officials of public functions or services, public institutions, public administrations, guarantor or supervisory authorities, international, state or local public entities etc.), defined as such in local legislation.

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2.1 Gifts in money or in kind

SAES prohibits the offering of money or other benefits to public officials, whether directly or indirectly.

2.2 Hospitality

SAES prohibits the offering of hospitality to public officials unless explicitly authorised by the Chairman or CFO of SAES and provided that:

- it is required or permitted by normal etiquette;
- it is offered in relation to business being negotiated with the official (e.g. lunch during a meeting);
- it is appropriate and adequate in the circumstances.

Furthermore, not only should hospitality not be offered in such a way as to allow a public official to interpret it as a benefit intended to influence his/her administrative and/or commercial decision, but it should not breach the law of the country in which it is offered.

2.3 Events

SAES allows its personnel to invite public officials to participate at industry and/or promotional and/or corporate events, provided that:

- the theme of the event is the primary purpose of the invitation;
- the invitation does not breach any laws;
- the hospitality is appropriate and adequate in the circumstances.

2.4 Exceptions

In addition to what is expressly stated in this Section, SAES does not permit the offering to public officials of gifts, economic benefits or any other form of gratuity to obtain an improper advantage - whether personal or business - or that could be interpreted as being aimed at obtaining an unfair advantage.

The above limits and conditions - which apply to all employees and third parties, even in countries in which the offering of gifts, free items or any other offer of benefits is customary - may be waived on an exceptional basis only if previously notified to and approved by the Chairman and CFO of SAES.

3. OFFERING OF GIFTS OR OTHER BENEFITS IN THE CONTEXT OF COMMERCIAL RELATIONS

In compliance with Section 2 above, SAES prohibits the direct or indirect offering of money, gifts and/or other benefits, in the context of commercial relations with private individuals, to the directors, officials or employees of customers or suppliers with the purpose of influencing them in the performance of their duties and to obtain an undue advantage.

3.1 SAES permits the offering of gifts and/or benefits, even in the absence of specific approval and in compliance with the conditions and criteria indicated in point 3.4, provided these consist of:

- acts of commercial courtesy, provided they are of modest value and do not compromise the integrity or reputation of either of the parties;
- hospitality offered in a normal commercial context.

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3.2 However, SAES does not permit the offering of gifts and/or benefits:

- to public officials (see Section 2 above);
- involving sums of money;
- with a value higher than Euro 100 or the equivalent in local currency;
- that involve hospitality or entertainment with a market value or purchase price higher than Euro 100 (or the equivalent in local currency) for the recipient.

In any case, should lower limits be established by the law, supplementary rules established by the Group, individual employment contracts or collective agreements, these must be strictly adhered to.

3.3 SAES also permits the offering of the gifts and/or benefits indicated below, provided that:

- the criteria stated in point 3.4 are respected;
- the specific procedures specified in point 3.5 have been approved and that the offering concerns:
 - non-cash gifts with a value equal to or lower than Euro 100 or the equivalent in local currency;
 - hospitality or entertainment whose market value or purchase price is lower than Euro 100 or the equivalent in local currency, and provided it is offered outside of a commercial context.

3.4 The offering of any gift and/or benefit described in points 3.1 and 3.3 is permitted, provided that:

- it relates to an act of commercial courtesy;
- it does not prejudice the integrity or reputation of either of the parties;
- it is not motivated by or may not seem to be justified by a desire to obtain an undue and/or improper advantage;
- it does not create or cannot be interpreted as creating any obligation that the recipient must reciprocate;
- it is offered in a transparent manner and does not breach any law, rule or applicable procedure;
- it does not relate to a kind of benefit or a series of benefits that could constitute an inappropriate gift or benefit, when assessed as a whole;
- it is offered solely to the commercial counterparty in question and not also to that counterparty's relations or to individuals indicated by the counterparty.

3.5 In all other cases, prior written approval must be obtained from the Chairman and CFO of SAES before offering any gifts or benefits not specifically covered in this Section, or in any case where doubts exist as to the correctness of such an offering.

3.6 Gifts or benefits that are permitted according to the above rules must be sent to the counterparty's commercial premises and not to private homes or addresses different from secondary premises.

4. INVITATIONS TO EVENTS AND SPONSORSHIPS

SAES understands the term sponsorship to mean all the support activities relating to an event, activity, person or organisation, whether financial or ethical-social (e.g. no profit).

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In the context of normal commercial practices, Group companies may offer their customers, suppliers and other commercial partners invitations to take part in events, both organised directly and sponsored, including hospitality connected to participation at the event itself.

Nevertheless, should a Group company decide to sponsor an event involving the supply of tickets and hospitality, all invitations must be made in compliance with the rules laid down in this Section.

Furthermore, should the sponsorship activities involve commercial partners, these activities must be based on clear and unequivocally transparent agreements; such events must also be conceived as being organised by staff of the Group company involved for the primary purpose of providing information on Group products.

4.1 In general, invitations to events relating to sponsorships are permitted provided that:

- they meet the criteria indicated in point 3.4;
- guests are accompanied by Group personnel.

4.2 Invitations to the sponsored events indicated below are always considered acceptable and reasonable and, therefore, do not require any specific authorisation:

- events whose value does not exceed Euro 100 or the equivalent in local currency;
- events that meet the criteria established in point 4.1.

4.3 Outside the cases stated in point 4.2, invitations to sponsored events may be granted:

- subject to approval by the manager of the cost centre to which the cost itself will be charged and provided the monetary value is between Euro 100 and Euro 250, or the equivalent in local currency;
- subject to approval by the CFO for values exceeding Euro 250 or the equivalent in local currency;
- and always subject to compliance with the conditions stated in point 4.1.

SAES allows spouses, cohabitants *more uxorio*, relatives and non-commercial partners to take part in events that permit or require this form of accompaniment (e.g. receptions organised for social purposes, gala evenings) provided they are notified to SAES in advance and approved by the person's direct superior.

4.4 As far as any travel or accommodation expenses relating to participation at an event organised by SAES are concerned, these are usually payable by the invitee.

Nevertheless, in certain exceptional cases, the costs may be paid by SAES, again provided they are authorised by the Group CFO.

4.5 Invitations to sponsored events are in any case not permitted if they:

- breach the applicable legislation or ethical standards;
- involve public officials;
- could be perceived as a form of bribery or incitement to bribery;
- influence or could be considered to influence commercial decisions;
- could potentially be a source of embarrassment for the parties or SAES should the invitations be made public;
- are not managed in a transparent manner.

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4.6 In any case, SAES requires that, for each person invited to an event sponsored by a Group company, suitable documentation be provided to prove that the rules laid down in this Section have been respected. SAES must be informed of the:

- name and role of the invitee and the commercial relationship with that person;
- business reason;
- nature of the sponsored event;
- total value of the event, including all expense items;
- value of the invitation per invitee;
- invitee, his/her job, who authorised the invitation and the date of authorisation.

4.7 For invitations to sponsored events that do not comply with the rules laid down in this Section, or where any doubts exist to this regard, the written authorisation of the Group's CFO must be obtained in advance.

5. ACCEPTANCE OF GIFTS OR OTHER BENEFITS IN THE CONTEXT OF COMMERCIAL RELATIONS

Any SAES employee who receives a gift from a supplier, customer or collaborator must inform his/her direct manager immediately by email and must assess with their manager whether to accept or refuse the gift.

5.1 Before authorising the acceptance of a gift, the direct manager must check that:

- the gift falls within the definition of a gift and appears to be of modest value (less than Euro 100 or the equivalent in local currency);
- the gift is provided under normal circumstances and in the context of courteous relations;
- the gift does not compromise the integrity or reputation of either of the parties; nor must it be linked to the obtaining of an undue benefit;
- the hospitality is adequate and is offered in a normal commercial context;
- the acceptance of the gift or benefit is not contrary to the individual's employment contract and/or the applicable collective contract or any other binding rule.

5.2 In any case, SAES does not permit the directors, employees or collaborators of any Group company to accept the following gifts or benefits:

- those involving gifts or other benefits different from those indicated in point 5.1;
- those whose acceptance is contrary to the recipient's employment contract and/or the applicable collective contract or any other binding rule.

5.3 All other gifts and/or benefits not included amongst those expressly permitted – i.e. those indicated in point 5.1 – and that are not expressly prohibited since they do not fall within the categories indicated in point 5.2 – may be accepted only if they meet the criteria specified in point 5.4.

5.4 SAES permits the acceptance of any gift or benefit that falls within those described in points 5.1 and 5.3, only if:

- it relates to an act of commercial courtesy;
- it does not prejudice the integrity or reputation of either of the parties;

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- it is not motivated by or may not seem to be justified by a desire to obtain an undue and/or improper advantage;
- it does not create or cannot be interpreted as creating any obligation that the recipient must reciprocate;
- it is offered in a transparent manner and does not breach any law, rule or applicable procedure;
- it does not relate to a kind of benefit or a series of benefits that could constitute an inappropriate gift or benefit, when assessed as a whole.

5.5 Where gifts and/or benefits are offered that do not fall within the cases expressly regulated by this Section, or where any doubts exist, SAES requires that prior written notification be provided to the Group's Legal Affairs Department.

Where the gift is not of modest value, but its refusal or the refusal of a benefit could in some way offend the donor or jeopardise a commercial relationship, if all the other conditions have been met (i.e. it does not compromise the integrity or reputation of either of the parties, nor is it linked to the obtaining of an undue benefit), the direct manager will authorise the collaborator to accept the gift and will notify the Legal Affairs Department which, in turn, will pass the gift on to a third party charity (storing the appropriate supporting documents and notifying the Managing Director).

6. EXPENSES RELATING TO COMMERCIAL ACTIVITIES AND PERSONAL EXPENSES

SAES requires its personnel to make a clear distinction between strictly personal interests and commercial-company interests.

Where expenses are incurred in environments or situations in which the distinction between private and commercial interests is not clear-cut and, consequently, it is difficult to clearly allocate the costs incurred, SAES considers them personal.

7. CONFLICTS OF INTEREST

As far as the handling of conflicts of interest is concerned, SAES requires all its personnel to maintain high ethical standards.

SAES requires all directors, employees and collaborators to make every business decision solely and exclusively in the interests of SAES and in line with the principles of correct company and business management.

Personnel should avoid any situation or activity in which a conflict between company and private interests may exist that could interfere with or affect the individual's ability to make impartial and objective decisions (e.g. pursuing a personal interest using one's corporate role).

More specifically, when appointing commercial partners for personal purposes, personnel must ensure that this takes place in a context of reciprocal independence, in compliance with normal market conditions.

Likewise, personnel must ensure that their professional commitments and their personal interests are not detrimental to SAES.

In any case, personnel must inform their direct managers of the existence of any relationship with persons or companies with which the Group engages in commercial relations, in order to allow the appropriate documentation of that relationship.

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The individual's manager is required to ensure that the above information is fully documented.

If any doubts exist, the employee and/or their manager must consult the Legal Affairs Department.

8. DONATIONS

SAES contributes to the community by making donations in the context of its normal commercial activities to various social, cultural and research-based non-profit organisations.

Such donations are made in accordance with the applicable laws and internal company policies.

9. GIFTS OFFERED TO POLITICAL PARTIES, AUTHORITIES AND REPRESENTATIVES OF PUBLIC ADMINISTRATIONS

SAES prohibits its personnel from making contributions on behalf of the Group to political parties, movements, committees, political and trade union organisations and their representatives.

The gifts prohibited by this section include financial contributions and other donations of monetary value.

Any doubts should be discussed with the Legal Affairs Department.

10. INTEGRITY OF "ADDITIONAL ENTITIES"

SAES requires that any person connected to a Group company via a contractual relationship for the supply of services or goods, as well as any commercial or joint venture partners (hereinafter "**Additional Entities**"), be selected carefully before being granted any assignment.

SAES also requires that fees and commission are compliant with the appropriate tariffs and that services are provided lawfully.

Furthermore, SAES requires that all contracts entered into with Additional Entities are drawn up in writing and that all commercial relations are fully documented.

Finally, SAES requires personnel to procure and keep books, registers and accounting records that, with a reasonable level of detail, accurately and correctly reflect transactions and even "non-significant" expenditure from an accounting perspective.

In the context of their business with SAES, Additional Entities are required to comply with the Group's ethical standards and the applicable laws.

Before entering into any commercial relationship, SAES must select the Additional Entity in compliance with selection criteria that are drawn up based on the principles of professionalism, competence and merit, making objective assessments of the professional profile in question and avoiding any form of favouritism.

SAES requires any employee who becomes aware of any activity carried out by an Additional Entity that is contrary to the provisions of this Code to inform the Group CFO without delay in order to allow in-depth analyses to be carried out on such activities and/or to report the activity via the whistleblowing portal available on SAES website under the "Who we are" section and/or via the segnalazioni@saes-group.com email account. Whistleblowers are protected against any form

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of retaliation, discrimination or penalty and, in any case, the identity of the whistleblower remains confidential, except where revealing their identity is required by law or to protect the rights of SAES or persons wrongly accused and/or accused in bad faith.

11. SELECTION AND RECRUITMENT OF PERSONNEL

SAES regulates the personnel selection, recruitment and management process in such a way as to ensure compliance with applicable laws and regulations.

These processes are conducted in accordance with the procedures adopted by SAES or based on the following principles:

- the hiring of personnel must be in response to real company needs;
- all the related activities must be adequately traced and formalised.

12. BREACHES OF THE CODE

SAES is fully committed to applying this Code.

Any employee or collaborator not acting in compliance with this Code, or who does not report any known or suspected unlawful act, will be subject to disciplinary action in proportion with the gravity of the infringement (including the penalties provided for by the related employment contract, dismissal, removal from office and possible legal action).

13. REPORTING A BREACH OF THE CODE

SAES encourages any personnel with doubts regarding the application of this Code or who require assistance in making a difficult decision to:

- contact the Legal Affairs Department;
- contact the Group CFO;
- contact SAES' 231 Supervisory Board via email at OdV_lai@saes-group.com;
- report issues via the whistleblowing portal and/or the email account segnalazioni@saes-group.com

SAES requires that all whistleblowers are protected against any form of retaliation, discrimination or penalty and, in any case, that the identity of the whistleblower remains confidential, except where revealing their identity is required by law or to protect the rights of SAES or persons wrongly accused and/or accused in bad faith.

Where expressly required by law, the identity of the whistleblower may be transmitted to the public authorities involved in the investigation or in any legal proceedings that may arise.

14. PUBLICATION AND TRAINING

SAES Group undertakes to ensure maximum dissemination of this Code to all recipients, publishing it on the SAES' intranet and website.

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To ensure maximum awareness and understanding of this policy, SAES plans to provide a training course on the Code for its employees.