

**PROCEDURE AIMED AT PREVENTION AND REPRESSION OF
CORRUPTION, VIOLATION OF RULES AND REGULATIONS AND OF THE
PRINCIPLES OF BUSINESS ETHICS ADOPTED BY BECKETT IN ITS CODE OF
CONDUCT**

1. The Scope

This procedure fulfils the purpose of dictating general and concrete rules implementing the provisions of the code of conduct of the Company concerning the prevention and repression of any form of corruption as well as any activity contrary to the laws or principles of business ethics expressly adopted by Beckett Group.

The provisions set out in this procedure apply to all employees of Beckett Thermal Solutions S.r.l. (“**Beckett**”) as well as to all other persons however operating on behalf of it, even by virtue of a legal relationship and title different from the employment, including all persons, both physical and juridical who are involved, either in relation to their functions or in any case even independently of them, in the process of managing relations with public administrations, supervisory and juridical Authorities. Furthermore, such provisions must be respected by all Beckett consultants and collaborators. (All such subjects, globally referred to as “**Recipients**”).



2. Definitions

For the purposes of the correct implementation of this procedure, it is considered useful to provide preliminary the following definitions of the subjects falling within the relationships covered by the scope of this procedure with particular reference to relations with public administrations, public officials, public services and Supervisory Authorities (globally referred to “**Public Officer**”)

Public Administration: (hereinafter referred to as “**P.A**”): means any public institutions, any independent administrative agency, natural or legal person, acting as a Public Officer or in charge of a public service or as a member of an organization of the European communities or as an officer of a foreign State.

Public Officer: means, for the purpose of our criminal legal system, any person who exercises a public legislative, juridical or administrative function (art. 357 c.p.). The qualification in question must be therefore recognized to those persons who are entitled, within the scope of a power regulated by public law, to form and express the will of the PA or exercise authoritative, deliberative, or certifying powers.

Personnel charged of public services: means, for the purposes of the provisions of our criminal legal system, any person who, at whichever title, provide a public service.

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Public Service: means any activity regulated in the same forms as the public function, but characterized by the lack of the typical powers of the latter, with the exclusion of the performance of simple orderly tasks and the provision of merely material work, also in this case, the recognition of the qualification is independent of the subject's classification with the organization in which he has been working (art.358 c.p.). The criminal laws, therefore, dictate a residual notion of public service, characterized, on one hand by the lack of typical powers of public function and on the other hand by the performance of functions different from those provided as simple law enforcement duties merely material work; also in this case, the recognition of the qualification is independent from the formal classification of the individual within the entity in which he has been working (for exemplificative reasons only, an employee of a concessionaire of public works, is in charge of a Public Service).

Supervisory Authorities: means an independent institution which has the task of monitoring the compliance with rules and the regulations relating to a specific area of activity (such as, but not limited to, the competition and market Authority, the Privacy Authority, the Ministry of Industry and Made in Italy (previously the Ministry of economic development, ecc.). The persons who operate inside the Supervisory Authorities shall assume the qualification of Public Officer or Public Service representative, depending on the type of activity carried out and their specific role.



Juridical Authorities: means, collectively, all the institutional bodies responsible for exercising in the civil, criminal, constitutional, administrative and tax activity.

3. General rules of conduct in relations with Public Administration, Supervisory Authorities and Juridical Authorities

Some of the general principles, as listed hereby below, must be considered applicable to Recipients in relation to the situations involving the Public Administration, the Supervisory Authority and the Juridical Authority.

In general, Recipients are required to:

- shape and develop the relations with Public Officer with the maximum of transparency, collaboration, availability, in full respect of their institutional role and existing legal provisions, the general principles and rules of conduct as referred to in Beckett code of conduct as well as in any further applicable Company procedure, punctually and promptly carrying out its service and the required obligations;
- ensure that the relations with Public Officer take place in absolute compliance with the laws, regulations in force, and the principles of loyalty and correctness;
- manage the obligations towards the Public Administration and the Supervisory Authorities, as well as the preparation of the relevant documentation, in compliance with the existing legal provisions on the matter and the general principles and rules of conduct as referred to in Beckett code of conduct as well as and in any further protocol or applicable procedure;

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- carry out obligations towards the Public Administration and Supervisory Authorities with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, reporting in the appropriate form and manner, and avoiding, in any case, situations of conflict of interest;
- archive and preserve all documentation produced as part of its activity, including that transmitted to the Public Administration/Supervisory digital or electronic Authority;
- report promptly to the CEO any anomaly and critical situations encountered, if any.

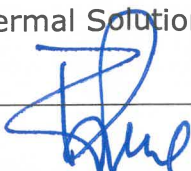

Furthermore, the Recipients are prohibited from:

- present untruthful declarations by exhibiting documents which do not correspond, in whole or in part, to reality;
- alter the Public Administration IT/telematic system and the data contained therein, where the obligations must be carried out using Public Administration systems;
- engage misleading conduct towards Public Officer such as to lead the same into errors of assessment of during requests for getting authorizations and the like;
- offer, provide, promise or grant, as well as ascertain or receive from third parties, directly or indirectly – even on festive occasions – gifts, benefits, goods in kind, donations, sponsorships, offers of employment or other benefits and also in the form of sums of money, goods or services. The above-mentioned requirements cannot be circumvented by resorting to different forms of aid or contributions, such as assignments, consultancy, advertising, sponsorships, commercial opportunities or any other kind;
- maintain the behaviours above described, towards spouses, relatives or similar of the above-mentioned persons;
- use own funds with the purpose of circumventing the above provisions;
- behave to intend to influence improperly the decisions of Public Officer in charge of assuming decisions on behalf of Public Administration.

4. Specific rules of behaviour

Below are reproduced some specific rules of conduct (for exemplificative and not exhaustive reasons) aimed to concretely applying the general principles referred to in point 3 above and implementing the objectives of this procedure, which all Recipients must comply with:

- respect the identification made by the Company, through the CEO, of the authorized persons, also through specific delegation of powers, whenever appropriate, as the only in charge to maintain relations with Public Administration Officer;
- guarantee at the institutional/formal meetings with personnel of the Public Administration or of the Authority of Vigilance the participation of at least two authorized company's representatives; in case such meetings are conducted individually, the subject who has participated to the meeting shall be obliged to prepare a report with the indication of the date, the generality of the Public Administration personnel met as well as the meeting purposes and the reasons which have determined to conduct the meeting individually (copy of the report shall be sent to the CEO);

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- guarantee which all the relations with the public counterpart, in occasion of meetings, conferences or epistolary exchanges, particularly where the same are preliminary to the assumption of decisions, or concerning public determinations binding for the Company, be formally held by the CEO or by a Company subject formally delegated by the first, or by any authorized person having the relevant powers in relation his/her Company function;
- manage and sign the acts, the formal requests and the contracts which have as a counterpart the Public Administration only to the subjects vested with suitable power of attorney based on the system of delegations and the corporate powers;
- monitor the deadlines to be respected for the communications/complaints/obligations towards the Public Administration through timetables made known to CEO and preliminary shared with the same;
- collect the information and prepare the necessary documentation to the obligation and/or to the communication towards the Public Administration within its jurisdiction;
- prepare, in relation to their respective functional competence, completely, timely and correctly the documentation to present to the Public Administration in accordance with the requirements of the related laws, taking care in case such documents integrate usual Company's standard to properly report them in advance to CEO;
- formalize in a report the contacts had with the Public Administration, during any activity aimed to verify the full compliance of laws;
- monitor, in relation to their respective functional competence, making use of the support of the legal director, the evolution of the reference regulatory plan in order to the new legal provisions;
- send to the Public Administration the requested documentation in the way and terms envisaged and in compliance with the internal system of delegations of powers. Whenever it is sent digitally, guarantee an integral and correct transmission, in compliance with the provisions of the regulations governing access to the software platform as well as the transmission of the protected data, in accordance with the law's provisions;
- report to the CEO and when he is not available to the Finance and Control Director and to the Human Resources Director (with the obligation of the latest two to inform however as soon as possible the CEO) behaviours, if any, carried out by people operating within the public counterpart, aimed to obtain favours, illicit donations of money or other benefits, also towards third parties, as well as any critical issue or conflict of interest that arises in the context of the relations with the Public Administration and Supervisory Authorities;
- guarantee the activities of control such as to ensure the truthfulness, traceability, completeness, congruity and timeliness of the data and information in support of the request made to obtain the release of concessions, permits, certification, licenses, and authorization or in support of the information provided in compliance with legal obligations;
- ensure that the documentation to be sent to the Supervisory Authorities is produced by people competent in the issue and identified;

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- supervise the inspection visits, guaranteeing the supervision of the organizational and logistical aspects and agree with the Public Administration, where requested, a calendar for carrying out the inspection or, where required by law, a calendar of periodic visits;
- assist the Public Officer in the drafting phase of the report relating to the inspection visit and submit such report to the attention of the CEO and/or the Finance and Control Director; verify and initial or have it initialed for review, in compliance with the system of powers and delegations.

5. Coming into force

This procedure comes into force and becomes effective with immediate effect and must be considered as supplementary to any other provision in force within the Company, without prejudice to the fact that in the event of a divergence in interpretation between this procedure and such further Company documents, shall have absolute prevalence the first.

BECKETT THERMAL SOLUTIONS S.R.L

 Francesco Pisano
 CEO



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