Carraro Group
Code of Ethics

Code Of Ethics

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Foreword

This Group Code of Ethics (hereinafter also "Code") is an official document of Carraro S.p.A., with the first version adopted by a resolution of the meeting of the Carraro S.p.A. Board of Directors held on 29 March 2007 and subsequently updated and adopted also by each Carraro Group Company (hereinafter also "Carraro Group" as defined in point B).

The Code therefore sets out ethical duties and responsibilities in the conduct of corporate business and activities, to which each Person concerned, as defined below, must conform in the performance of their duties. Knowledge and observance of the Code by all who work for or have business relationships with Carraro Group, or with one or more Group companies, is therefore of fundamental importance, which is why the Code will be disseminated through suitable means (as provided for in point III, 2, 2.1a.)

The Code of Ethics is based on the national and international regulations, guidelines and main documentation on the subject of corporate social responsibility and corporate governance, human rights and the environment, such as, for example, the United Nations Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, the European Convention on Human Rights, and the International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work. The Code, which has also been updated in line with the internationally recognised best practices, furthermore incorporates the principles set out by the Group's sustainability policies: the Anti-corruption Policy, the Human Rights Policy, the Environmental Policy, Health and Safety in the Carraro Group, and the Diversity Policy.

The Code of Ethics introduces and binds each Carraro Group Company (hereinafter also the "Company") and all Recipients, if applicable, to the principles and rules of conduct for the reasonable prevention of the offences indicated in Legislative Decree No. 231 of 8 June 2001.

Carraro corporate social responsability

Carraro, an international group world leader in power transmission systems for off-highway vehicles and specialized tractors, carefully considers the social, environmental and economic implications of its business activities and aims to adopting responsible behaviours towards the environment, communities, institutions, collaborators and business partners, both customers and suppliers.
Today, companies are called to assume a broader responsibility, which it does not end only in pursuing to obtain economic results out of their activities, but also to promote the union between their business profitability and social development.

The company is therefore called to provide more adequate answers to an increasingly wide range of needs, developing and demonstrating full awareness that production cycles and products have an impact on the conservation of the natural environment, health, work, and, in general, on the well-being of the community.
In implementing corporate social responsibility, Carraro takes into account the needs expressed by its interlocutors (or stakeholders), that is all subjects, internal and external, who have an interest in the conduct of business, both because they contribute to its realization, and because they suffer its effects, directly or indirectly, on their quality of life.
These subjects are customers, suppliers, shareholders, employees and other collaborators and, more generally, the communities in the areas where the Group operates with its own manufacturing facilities.
Carraro's attention to corporate social responsibility, also with a dedicated organization, is reflected in particular in:

- the adoption of policies and guidelines inspired by the most widespread international principles of social responsibility,
- the commitment to address product innovation also towards sustainability objectives,
- the attention to the environmental and resource consumption impacts of its production and logistics processes,
- preserving transparent relations with employees focusing on the quality of the working environment in terms of safety, health and well-being,
- supporting social and cultural initiatives in different geographical areas.

A) Carraro Group Overview

The Carraro Group is an international group leader in power transmission systems for off-highway vehicles and specialized tractors.

Founded in 1932 by Giovanni Carraro, who introduced the first agricultural seed drills in line to the market, and developed until of the first agricultural tractor production with the "Three Little Horses" brand (1958), over the years the company has been at the centre of the agricultural mechanization scene, contributing significantly to its development. Research, innovation and quality have been the winning features of the continuous success that brought Carraro to extend its expertise to larger markets, becoming an International Group, partner of the world's main manufacturers of agricultural tractors, construction and material handling machinery.

On August 6, 2021, the delisting of Carraro S.p.A. was completed from the Milan Stock Exchange managed by Borsa Italiana S.p.A. following a voluntary takeover bid made by the reference shareholders who already held the majority of the Company's shares.

The Carraro Group's activities, coordinated by Carraro S.p.A. in its role of strategic guidance and control, are divided into the following **business areas**:

Gears

through its Italian and foreign subsidiaries, the Group produces and markets a wide range of precision gears for highly differentiated sectors, from agricultural applications to construction equipment, from automotive to wind to railway.

Drivelines (Transmission systems: axles and transmissions)

through its Italian and foreign subsidiaries, Carraro Group designs, manufactures and markets transmission systems (axles and transmissions) mainly for agricultural equipment and construction equipment, automotive and material handling equipment.

Vehicles (Specialised, vineyard and orchard, from 60 to 100 hp, Tractors)

through its Agritalia subsidiary, Carraro Group designs and manufactures Specialised Tractors (vineyards and orchards from 60 to 100 HP) for the world's leading manufacturers of agricultural machinery; Agritalia also develops engineering services aimed at the design of innovative tractor ranges.

Spare Parts

the Group sells a wide range of spare parts for the reference markets of its production sectors and related after-sales technical services.

B) Definitions

- "**Code**": shall mean this Code of Ethics;
- "**Legislative Decree no. 231/2001":** Legislative Decree No. 231 of 8 June 2001, containing the "*Regulations on the administrative liability of legal persons, companies and associations, including associations without legal personality, pursuant to Article 11 of Law No. 300 of 29 September 2000"*, which introduced administrative liability of bodies with or without legal personality for some types of offences committed to their advantage or in their interest by persons who hold positions of representation, administration or management of the body and those supervised or managed by such persons;
- **"Carraro Group":** shall mean all the companies, directly or indirectly, controlled by Carraro S.p.A.;

- "**Public Official**": shall mean, pursuant to Article 358 of the Italian Criminal Code, those who "*provide public services*", defined as an activity regulated by the provisions of public law and authoritative acts, but characterised by the lack of authoritative and certification powers (examples of Public Official are: professors, university researchers and university top management, members of tender commissions, local health authorities, etc.);
- "**Model**": shall mean the organisation, management and control model, of which the preparation, effective implementation and adequacy in preventing the perpetration of some offences by subjects in *top-management positions* (persons who hold representative, administrative or management positions within the company or one of its organisational units) or *persons reporting to them*, enables the company that has established the Model to be exempt from the administrative liability established by Legislative Decree no. 231/2001 in the event that the aforementioned types of offence are committed;
- "**Supervisory Body**" or "**SB**": The Supervisory and Control body of each Group company, if appointed, or differently, the Supervisory and Control body of Carraro S.p.A., with autonomous initiative and control powers, which has been vested with the task of supervising the operation and compliance with the Code of Ethics and the Model, when adopted (with respect to Carraro Finance S.A this role is attributed to the Audit Committee of the Company);
- "**P.A.**" or "**Public Administration**": shall mean the State and other public bodies that exercise various activities in pursuit of the public interest;
- "**Public Official**": is understood, pursuant to Article 357 of the Criminal Code, as a person who *"performs a legislative, judicial or administrative function"*. Public functions are administrative functions regulated by the provisions of public law and by authoritative acts, characterised by the formation and manifestation of the will of the Public Administration or by its implementation by means of authoritative or certification powers (examples of Public Officials are magistrates, officials of the Police or the Financial Police etc.);
- **"Reporting Manager"**: collective body, also known as the "Audit Committee". The Audit Committee is responsible for managing whistleblowing reports.
- **"Carraro Group WB Committee"**: collective body of the Parent Company whose members are as follows: HR Director, Compliance Officer, Internal Audit Manager and Legal Office.

C) References to legislation

- Legislative Decree no. 231/2001;
- All policies and procedures of the Company and/or instructions and/or any operative or organisational provisions;
- Directive (EU) 2019/1937 concerning the protection of persons reporting breaches of EU law (so-called Whistleblowing directive);

- Luxembourg Law of 16 May 2023 transposing Directive (EU) 2019/1937 on the protection of persons who report breaches of Union Law (Luxembourg Whistleblower Protection Law)

Recipients

The Code is addressed to all persons to whom it concerns, both in Italy and abroad, i.e. members of corporate bodies, employees, project collaborators (hereinafter all defined as "employees"), agents, contractors, service providers, consultants, suppliers and subcontractors of the Company.

I. General Principles

The Carraro Group bases its activities on the principles of this Code and one of its indispensable objectives is compliance with current laws and regulations in the countries in which it operates.

Carraro Group does not maintain business relations with parties whose activities are not guided by the principles underpinning this Code.
Carraro Group promotes and disseminates rules of conduct conforming to the principles of legality, loyalty, propriety, and professional reliability to the employees of the Group at all levels. The rules of conduct are intended to preserve the integrity of Carraro Group assets and to safeguard the respectability of its image.

On the basis of this document, Carraro Group enters into a long-term commitment which compliments and provides an ethical basis to the Group's industrial development strategy and economic objectives.

Carraro Values

The Carraro Group has always grown following the values and principles that have determined its success. Values and principles handed down to everyone since its foundation and which since 2011 have been codified to clearly outline the contents and represent the corporate climate and culture, in the awareness that these are elements that constitute a significant part of the Group's intangible heritage.

In 2024, we further strengthened this commitment through a process of active listening to our employees, which saw the creation of a dedicated survey and targeted focus groups. This path has allowed us to update our fundamental values, which were subsequently reshared with all colleagues through a global dissemination program involving all the Group's production units. Today, with our presence on every continent, 9 plants around the world and 6 R&D centers, the Carraro Values continue to represent the cornerstones of our corporate identity, consolidated in five fundamental principles that guide our daily actions.

1/ We Drive Market - Focused Innovation

Progress with **purpose** is our goal, and we hold our customers' needs at the heart of everything we do.
We're **curious** and **connected** with what's going on in our world, openly embracing change as we go at **360°** (both of process and product). This enables us to stay ahead, using **Technology** strategically and responsibly, as we know our competitive advantage **is powered by agility** and efficiency.

Behaviours:

- Seek out and promote novel solutions
- Listen to customers, colleagues and suppliers to help simplify their experience
- Embrace the change

2/ We Take the Lead

There isn't a challenge we can't overcome when we face it with **courage** and **determination**. We stay ready by each taking responsibility for constantly working on our skills and knowledge. This also gives us the **ability** to identify **opportunities** and use them to effectively level up our clients' **business** and our **organization**.

Behaviours:

- Face challenges with courage
- Own our personal and professional development
- Seek out opportunity and share our knowledge

3/ We Empower Sustainable Solutions

We know that what we do touches our customers, suppliers, society and planet in many ways. That's why we use **resources consciously**, providing **solutions** and making sure the impact we're **crafting** is a sustainable one.
In this way we respect every individuality and we're able to act with **reliability** and **integrity**.

Behaviours:

- Consider the impact of our work on customers, people and community
- Use available resources responsibly
- Be reliable and set an example for colleagues

4/ We Embrace Perspectives

We have a strong identity as an organization, but still make this a place where everyone can bring their **unique selves and perspectives** to the table.
This is supported by a culture of trust and a strong team spirit. In this way we actively collaborate freely, involving and **listening** to everyone on **our team** as we get hands on focused on common goals.

Behaviours:

- Involve people in objectives, plans and results
- Respect and value the uniqueness of others in all its forms (ethnic, gender, etc.)
- Collaborate with an open mind

5/ We Embody Passion for Performance

We're a **meritocracy**, which means we're **driven to perform**, and we recognize achievements in a fair and consistent way. By each taking personal responsibility and **accountability** for our work, we're able to deliver fantastic executions for our customers and achieve great **results**.

Behaviours:

- Recognize and value merits and results
- Communicate with candor and openness
- Learn from experience and continuously improve

II. Specific principles

1. Conduct in Business Management

1.1 Honesty and integrity in relations

Carraro Group condemns any form of discrimination and/or abuse and/or harassment in both internal and external relations.

All employees are obliged to conduct themselves in a manner that conforms to Company policies, which cannot ever, even if intended to pursue corporate objectives, translate into actions contrary to law, to applicable regulations, or to company procedures with reference to individual positions, both with respect to colleagues and to third parties with whom they enter into contact.

In relations between the Company and third parties, and particularly with the Public Administration, all Persons concerned must act according to ethical principles and applicable laws, and are expressly prohibited from unlawful favouritism, concerted practices, corruption or solicitation of personal advantages for themselves or for others.

All employees are obliged to manage any problem arising with maximum transparency, propriety and fairness, acting in a spirit of collaboration with managers and following their instructions.

All employees and those who purchase goods or services on behalf of the Company must act in accordance with the principles of propriety, transparency, cost efficiency, quality, lawfulness, and with the care that a prudent man would exercise.

The Company undertakes not to consciously maintain direct or indirect financial, economic or commercial relations with parties that in any way breach regulations on child and female labour and/or illegal procurement or use of labour obtained from trafficking of immigrants or the slave trade.

Any activity, service or initiative, including advertising and the use of information technology systems or tourism methods or means that could favour or facilitate pornography, child prostitution and/or sex tourism is prohibited, as well as instigating or inciting discriminatory behaviour based on negating, trivialising or condoning the Holocaust or crimes of genocide, crimes against humanity or war crimes.

Additionally, each Recipient shall refrain from carrying out, by any means, acts aimed at directly changing the performance or outcome of sports competitions which the Company has decided to support, directly or indirectly.

It is forbidden to offer money, other utilities or advantages (whether direct or indirect) to administrators, managers or members of athletic associations for the purposes of changing the outcome of sports competitions or to carry out fraudulent acts with the purpose of achieving a different outcome than what results from the correct and legal performance of the competition.

1.2 Fair competition

In its relations with customers and suppliers, the Company undertakes to respect the principles and laws protecting competition and to act in a fair and proper manner on markets, relying on the quality of its products and respect for contractual agreements.

Persons concerned shall also refrain from any undue pressure, action or conduct that may in any way affect the performance of the business activities of other parties, or free market competition.

1.3 Prohibition of giving / accepting gifts, benefits and promises of favours

Without prejudice to the provisions of point II, 3), 3.1 on relations with the Public Administration, the direct or indirect offer of money, gifts or benefits of any nature to managers, officials, or staff of clients, suppliers, consultants in order to influence them in the performance of their duties and/or achieve undue advantage is prohibited.
Acts of courtesy are permitted provided that they are of modest value or in any case do not compromise the integrity or reputation of one of the parties and cannot be interpreted by an impartial observer as intended to acquire undue and/or improper advantages.
Directors, managers and employees are prohibited from accepting gifts, including holiday gifts, for themselves or for others, or other benefits, with the exception of gifts of modest value and/or given as part of normal and proper acts of courtesy, which in any case do not compromise the integrity or reputation of the parties and which cannot be interpreted by an impartial observer as intended to acquire undue and/or improper advantage.

Employees who receive unsolicited gifts or other benefits of considerable value which are inconsistent with the above provisions shall notify the Company promptly in writing, which may order their return. Where this is not possible, the gift must be made available to the Company.

1.4 Conflict of interest

Each person concerned must avoid situations and decisions that could involve real or apparent conflicts of interest with the Company.

This requirement is to be understood as also extending to the activities of employees outside working hours, where such activities could appear to produce a conflict of interests with the activities of the Company.

By way of non-exclusive example, the following situations could give rise to a conflict of interests:

- performing a top management role (managing director, director, department head) and having economic relations with suppliers, clients, or competitors (holding shares, professional duties, etc.) including through family members;
- accepting money or favours from persons or firms that have or intend to enter into business relations with the Company;
- undertaking commercial transactions on behalf of the Company with family members up to the second degree of kinship contrary to company procedures for transactions with related parties;
- undertaking commercial transactions with business partners without any reference to the price, the quality of provided service, or other measurable factors;
- exploiting one's own position in order to pursue interests that conflict with those of the Company;
- using information acquired in the performance of one's duties to one's own advantage or to the advantage of third parties, or that conflicts in any way with the interests of the Company.

Any situation that may constitute or give rise to a conflict of interests must be immediately communicated to the superior or internal supervisor, who shall proceed to notify the Supervisory Body.

1.5 Confidentiality of Company information

Each person concerned must abstain from disclosing or using any confidential news or information concerning company activities for their own benefit or for the benefit of third parties.

All information and other material obtained by persons concerned as a result of their work cannot be disclosed externally unless duly authorised in advance.

Purely by way of non-exclusive example, confidential information is considered as: commercial, industrial and strategic plans, information regarding product know-how and technological processes, financial transactions, operating strategies, investment and disinvestment strategies, accounting, financial and economic data before such data is made public, company manuals and procedures, personal data of employees and databanks relating to clients, suppliers, collaborators and employees, information concerning the company organisation.

The obligation to refrain from disclosing reserved and confidential information remains effective after ceasing to hold company office or an employment and/or collaboration relationship.

All documentation (including copies) generated within the Company, together with all information and other material obtained by Persons concerned as a result of their position within the Company or from business relations with the Company is and shall remain the exclusive property of the Company.

All Persons concerned are obliged to forward such documents, information and material to the Company on the Company's request, and in all cases upon cessation of any existing employment or business relationship with the Company.

1.6 Watchfulness in business and money laundering prevention

Persons concerned must pay special attention in receiving and spending cash money, credit bills and valuable goods in order to avoid the risk to put fake or counterfeit values into the marketplace.
Persons concerned must never undertake or become involved in activities that involve receiving stolen goods, laundering (i.e. acceptance or processing), using proceeds, goods or values coming from any form or manner of criminal activity.
For this reason, employees shall carry out a prior verification of normally available information (including financial information) on commercial counterparties, consultants and suppliers, in order to ensure their respectability and the legitimacy of their activities.
The Company must always comply with the applicable legislation on the subject of preventing money laundering and combating organised crime, both national and international, making sure also that the transactions it is a party to do not present, even only potentially, the risk of facilitating the receiving or replacement or use of money or goods or other benefits deriving from criminal activities or self-laundering of money or goods or other benefits.
Directors and employees of the Company are required to strictly observe laws, company policies and procedures and/or instructions and/or any operative or organisational provisions in any business they undertake even intercompany, ensuring the full traceability of financial flows in and out and the full compliance of such operations to money laundering prevention rules.
All Persons concerned shall respect the laws, regulations and provisions of the competent Authority in the tax and customs fields.
When bearing expenses related to the business, the Recipients must use only payment instruments authorized by the Company, within the limits of powers and authorizations granted to them. It is in any case forbidden to use counterfeit credit cards for the payment of expenses related to the business.

1.7 Privacy protection

Performing its business activities, the Company collects a significant quantity of personal data and confidential information, which it undertakes to process in compliance with all applicable laws and according to best practice in matters of confidentiality and privacy.

The Company respects the subjective right of persons concerned to the protection of their personal data, whether they be employees, clients or suppliers, providing them with complete and updated information on the processing of such data – both ordinary information and any sensitive information – acquired by the Company itself or to be acquired and/or processed in the course of its activities, requiring their consent whenever necessary and processing such data exclusively for the purposes for which it is intended.
Furthermore, the Company guarantees a high level of security in the selection and use of its information technology systems used for processing personal data and confidential information, and declares that it has adopted all security measures required by currently applicable law for the protection of such information.

1.8 Contributions and sponsorship

The Company may accept requests for contributions and sponsorships for activities that regard social and environmental themes, sport, entertainment or art, provided that the event and/or initiative is worth supporting and that such requests are not received from bodies and associations in relation to which there are suspicions or evidence of belonging to or contiguity with criminal organisations or that are suspected of illegal practices and/or of facilitating illegal activities in any way.

The Company must pay particular attention, in these activities, to possible personal or corporate conflicts of interest.

Sponsorship may only take place subject to specific agreements and to available information being checked, to verify the reputation of the sponsored party and merit of the event.

1.9 Protection of industrial and intellectual property

The Company acts in compliance with industrial and intellectual property rights lawfully held by third parties, as well as with laws, regulations and agreements, also at an EU and/or international level, to protect said rights.

In this regard, all Persons concerned shall respect the legitimate industrial and intellectual property rights of third parties and shall refrain from any unauthorised use of said rights, aware that infringement of said may have negative consequences for the Group. Specifically, information shall be checked and requested during relations with the owners of industrial property rights, as well as concerning any claims to said rights from third parties.

In particular, Company employees and staff, in carrying out their activities, shall refrain from any conduct that may encroach industrial property rights, alter or counterfeit distinguishing marks of industrial products, or of patents, drawings or industrial models, whether national or international, and shall also refrain from importing, marketing or in any case using or circulating industrial products with distinguishing marks that are counterfeit or altered or that encroach industrial property rights.

All Persons concerned shall refrain from unlawfully and/or improperly using, in their own interests or in the interests of the company or of third parties, intellectual works (or parts thereof), protected pursuant to copyright law.

1.10 Fraud prevention and combating

Carraro recognizes fairness, transparency, and integrity as fundamental values. Any fraudulent behaviour is incompatible with the principles that guide the Group's activities.
The Group is committed to preventing and combating all forms of fraud through verification procedures, internal controls, training programs, and, in general, by promoting a corporate culture based on integrity, responsibility, and compliance with rules.
By "fraud," we mean any intentional conduct aimed at deceiving individuals, entities, or institutions in order to obtain an unfair or illegal advantage. Such conduct may include, by way of example but not limited to:

- Falsification of documents (e.g., alteration of contracts, certificates, or invoices);
- Manipulation of accounting data (e.g., recording non-existent transactions, concealing liabilities);
- False statements (e.g., providing false information to customers, suppliers, or authorities);
- Concealment of relevant information (e.g., omitting mandatory data in financial reports);
- Misuse of company resources (e.g., misappropriation of assets or funds);
- Computer fraud (e.g., unauthorized access to systems to alter data or obtain undue advantages).

1.11 Fighting organised crime

The Group strongly condemns and fights with all means available to it, any form of organised crime, including mafia-related crime.

Special attention shall therefore be adopted by those concerned, if they operate in geographic areas in Italy and abroad, historically affected by phenomena of organised crime, to prevent the risk of criminal infiltration.

Special attention shall be paid by those concerned to identify information on the reputation, reliability and lawfulness of activities carried out, when establishing and maintaining relations with business partners such as suppliers, agents, consultants, contractors, clients and partners.

2. Human resources and employment policy

2.1 Protection of employees and development of skills

Carraro Group has instructed all its employees to act with diligence, accuracy, impartiality and honesty, not only in the performance of their own tasks, but also in inter-company relationships and relations with third parties.

Honesty and professionalism of employees are indispensable values and conditions for the achievement of the Company's objectives.

The Company undertakes to foster the development of the skills and expertise of each employee, promoting a working environment and conduct oriented towards:

- protection of safety, health and integrity and the prevention of discrimination and abuse of any kind;
- optimisation/valorisation of innovative and entrepreneurial spirit within the limits of each employee's responsibility;
- principles of merit and ability with the limits necessary for the organisation of work;
- equal work and professional advancement opportunities for each employee*;* fair remuneration and benefits in accordance with applicable law, without discrimination based on gender or any other characteristic;
- definition of roles, responsibilities, authorities and availability of information in order to ensure that each member of the organisation can carry out their duties in the interests of the Company.
- compliance with working time regulation.

Employees are required to collaborate in order to maintain an environment of decorum and mutual respect of the dignity of each employee, and to foster the acquisition of new skills and knowledge.

Specifically, employees of the Company:

- may not serve under the effect of alcoholic or narcotic substances;
- must be sensitive to the needs of those who could suffer physical discomfort as a result of the effects of "passive smoking" in the workplace, including in countries where smoking in the workplace is permitted;
- must avoid conduct that could create an intimidatory or offensive environment for colleagues, or that could subject them to marginalization or discredit in the workplace.

Specifically, in hierarchical relationships, no situations should occur in which the exercise of the principle of authority is detrimental to the dignity and professionalism of employees.

2.2 Health and safety

The Company undertakes to disseminate and consolidate a culture of safety, fostering awareness of risks and respect for applicable prevention and protection regulations, promoting responsible conduct by all. The Company also works to preserve and improve the working conditions, health, and safety of employees, particularly by preventative action.

The Company's goal is therefore to protect Company's assets and human and financial resources, constantly pursuing the necessary synergies not only within the Company, but also with suppliers, companies and clients involved.
For this purpose the Company undertakes technical and organisational initiatives through:
- analysis of risk and the criticality of processes and resources to be protected;
- attention in the choice of technologies;
- supervision and updating of working methods;
- providing training and communication initiatives.

2.3 Employees' obligations

The Code is an integral and substantive part of each employee's employment contract.
Consequently, the Company requires all employees to strictly observe the provisions of the Code. Any breach of the Code's provisions is therefore treated with firmness, with the consequent adoption of appropriate sanctions, according to the provisions of point III, 2), 2.2c hereunder.
Employees are therefore obliged:

- to fully comply with the provisions of the Code regarding their specific responsibilities, including participation in any training activities;
- to act and conduct themselves in accordance with the Code and abstain from any conduct that could be detrimental to the Company or compromise its honesty, impartiality or reputation;
- to promptly notify any breaches of the Code to the Company's Supervisory Body by the methods established at point III, 2), 2.2a hereunder;
- to comply with all internal regulations adopted by the Company to ensure observance of the Code and to identify any breaches thereof;
- to consult the Supervisory Body, by the methods indicated at point III, 2), 2.2a, in order to obtain clarifications on the interpretation of the Code;
- to cooperate fully with any investigations into breaches of the Code, maintaining the strictest confidentiality with regard to the existence of such investigations, and to participate actively, when requested, in reviews of the operation of the Code.

The Company shall make every effort to ensure that its employees, both those occupying top positions and those reporting to them, together with all those who act on behalf of the Company, do not take actions which could constitute offences that could lead to the application of one of the monetary and/or restrictive sanctions provided by Legislative Decree 231/2001, where applicable, in the event that such actions are taken to the advantage or in the interests of the Company or any other Carraro Group company.

2.4 Policy of selection

Personnel recruitment is carried out on the basis of correspondence between candidate profiles and corporate requirements, in a context of equal opportunities for all candidates. Information requested is strictly linked to verification of professional profile and aptitudes, respecting the privacy and opinions of candidates.

Employees are prohibited from accepting or soliciting promises or payments of money, goods, benefits, pressure or services of any kind that could be intended to promote the recruitment, transfer, or promotion of an employee.

The personnel are employed with regular employment contracts; no irregular form of work is tolerated and nor is the use of personnel without regular permission to stay.

The Company does not facilitate in any way whatsoever the entry into or transport within the Italian territory of foreign nationals not in possession of the documentation required by law. Likewise, the Company does not facilitate in any way whatsoever the presence of foreign nationals residing in the country under illegal conditions.

The Company rejects all forms of exploitation of the needs of workers and refrains from all relations with intermediaries which are even merely suspected of recruiting workforces by exploiting the needs of workers.

At the start of the employment relationship, each employee receives clear information regarding his/her role, regulatory and compensation aspects, and the procedures to be followed, so that the acceptance of the position is made in full awareness.

2.5 Use of Company assets and information systems

Each employee is obliged to diligently safeguard and use company equipment made available to them for the performance of their duties, acting responsibly to avoid both improper use that could damage the equipment or reduce its efficiency, and use for personal purposes.
Any even unintentional use of company equipment in violation of existing laws is forbidden even though said use could bring an interest or benefit to the Company or any Carraro Group entity.

Any use of information technology instruments in violation of laws in force, or causing offence to personal liberty, integrity and human dignity especially with reference to underaged individuals is strictly forbidden.
Any use of information technology instruments that may cause undue intrusion or damages to information technology systems of third parties is forbidden too.

It is also strictly prohibited for all Recipients to unlawfully access third-party IT or telecommunication systems, to damage, alter, or destroy data, information, or software contained therein, or to threaten to carry out such actions in order to coerce third parties into doing or refraining from doing something.

Persons concerned are required:

- to strictly observe company policies and procedures and/or instructions and/or any operative or organisational provisions on IT security and to use company equipment (i.e. personal computers, telephones and other communication devices) according to these rules;
- to avoid any conduct that could jeopardise security, integrity, functionality, efficiency and protection of Company's communication or information system;
- not to send messages or images via email which are illegal, offensive, defamatory, inappropriate or have discriminatory content regarding gender, age, sex, inability or material which promotes sexual harassment or pornography;

- to avoid sending or forwarding inappropriate chain or pyramid mail that may cause such a traffic overload over the Company's network to reduce its functionality and having a negative impact on labour productiveness;
- not to load loaned or unauthorised software programmes onto company systems, and to not make unauthorised copies of licensed programmes for personal, company or third-party use, or sell said programmes;
- not to reproduce, distribute, present in public, copy, duplicate, unlawfully sell software and/or database contents infringing copyright law;

- refrain from any alteration or operation in case of use of Public Administration computers or telematic systems for fulfilments or communications.

The Company uses artificial intelligence systems, including those integrated into corporate tools, in compliance with applicable regulations, requiring users to ensure lawful and transparent use in accordance with the provided instructions. These systems are utilized while always guaranteeing human oversight, protection of personal data, data security, and respect for intellectual property rights. Each user is required to strictly comply with internal regulations on the use of artificial intelligence.

3. Relations with Public Administration

3.1 Relationships with Public Administration and with Authorities

Relations with the Public Administration must be characterised by maximum transparency, clarity, propriety, and respect of respective roles, and must be conducted in a manner that does not lead to partial, false, ambiguous or misleading interpretations on the part of any institutional party with whom any relations are maintained.

Contacts with both Italian and foreign Public Administrations are limited to those who are specifically and formally authorised by the Company to deal with or have contacts with such administrations, public officials, bodies, organisations and/or institutions.

Specifically, the promise or offer, either directly or indirectly, of money, gifts of any nature or other benefits to managers, officials or employees of the Public Administration or their relatives, whether Italian or of other countries, in order to influence the independence of judgement of such public officials or to induce them to secure undue advantages is prohibited.
Unlawful payments made directly by employees of the Company or through intermediaries in Italy or abroad are considered acts of corruption.

Employment of ex-employees of the Italian or foreign Public Administrations, or their relatives up to the second grade of kinship, who participate or have participated actively in business negotiations with, or endorsed applications made by the Company to the Italian or foreign Public Administration is also prohibited.
Other conduct which is not permitted during business negotiations with representatives of the Public Administration includes, purely by way of example, the promotion, in any manner, of employment or commercial opportunities that could benefit public officials and/or public service representatives, the solicitation, obtainment or exchange of confidential information that could compromise the integrity and reputation of both parties, and in general any act that is intended to induce Italian or

foreign public officials and/or public service representatives to undertake any action or omission in breach of the regulations of the organisation to which they belong.
It is prohibited to allocate subsidies or funding, even sums of modest value, obtained from the government or other public bodies for purposes other than those for which they granted.
Finally, the Company condemns any conduct intended to obtain any type of contribution, financing, concessional loan or other disbursement of the same type from the state or other public body by means of altered or falsified declarations and/or documents or through the omission of information, or more generally through artifices or deceptions, including by the use of a computer or data transmission system, which are intended to mislead the disbursing body.

3.2 Relationships with the Judicial Authority and Authorities with powers of inspection

The Company acts in accordance with the law and, within the limits of its own authority, does not obstruct the proper administration of justice.
In the performance of its activities, the Company operates in a lawful and proper manner, collaborating with the representatives of judicial authorities, the force of order and any public official that has powers of inspection.
During any type of access conducted by the Public Administration, employees involved must immediately notify their hierarchical superior, the department head or internal person that they report to, if they have not already been notified, of the presence on Company premises of members of the Public Administration, and must scrupulously abide by any instructions that the department head or internal person that they report to may give. In all cases, the department head or internal person that they report to shall manage relations with members of the Public Administration or persons engaged or delegated by them. The department head or internal supervisor must immediately notify the Supervisory Body of the inspection/access/assessment and of its outcome.
The Company requires employees to provide any person carrying out inspections or verifications on behalf of the Public Authority with the utmost cooperation and collaboration.
It is prohibited to destroy or alter registrations, minutes, accounts, and any other type of document, or to lie or make false declarations to the competent authorities.
No person may attempt to persuade others to provide false or misleading information to the competent authorities.
No person may undertake economic activities, confer professional positions, give or promise gifts, money, or other benefits to anyone carrying out verifications and inspections or to the competent judicial authorities. Those who, due to their employment, are subject, including in a personal capacity, to investigation, inspections, or writs of subpoena, and/or those who are notified of other judicial orders must inform their hierarchical superior or, failing this, their department head or

internal supervisor. In all cases the department head or internal supervisor must inform the Supervisory Body of such occurrences.
Relations with the judicial authorities and judicial police, of any rank and degree, shall take place with the utmost transparency, fairness and assistance; in this regard, Persons concerned, particularly when involved in legal proceedings, shall refrain from adopting a conduct that is unforthcoming or omit information or that may result, even indirectly and/or involuntarily, in obstructing the work of legal bodies. Likewise, Persons concerned shall refrain from any pressure or threats, also physical violence, or any offer of money or other benefits, to induce a subject to avoid making statements or to make false statements to the judicial authorities.

4. Relationships with the stakeholders

4.1 Shareholders

The Company keeps a constant dialogue with its Shareholders by committing to:
- inform them timely of any action or decision that may have material effects on their investment;
- ensure the availability, with reasonable advance, of the documentation prepared for the meeting;

- ensure the orderly and functional conduct of the meetings, in compliance with the law, the articles of association and the fundamental right of each shareholder to request clarification on the different topics under discussion and express his/her opinion.

4.2 Suppliers

The Company requires that suppliers with which it maintains contractual relations act in accordance with human rights, employee rights and environmental law.
Specifically, by way of example, the Company requires suppliers to abstain from using child or underage labour, discrimination, abuse or compulsion in detriment of workers, for example on working time and conditions and that they comply with environmental legislation.
The selection of suppliers and the definition of purchase conditions for goods and services for the Company is regulated by values and parameters of competition, objectivity, respectability, propriety, impartiality, fairness of price, quality of goods and/or services and by accurate assessment of guarantees of service and the general range of offers.
Purchase processes must be oriented to the pursuit of maximum competitive advantage for the Company, and to loyalty and impartiality to each supplier that possesses the necessary requirements.
Specifically, Company employees responsible for such processes are obliged:

- not to exclude any supplier possessing the necessary requirements from the opportunity to compete in bids for contracts, adopting objective and documented criteria in its selection of a shortlist of candidates;

- ensuring sufficient competition in the selection of suppliers;
- suppliers are selected also based on their capability to ensure compliance with laws, applicable regulations and this Code of Ethics.

Specifically, the employee that acts on behalf of the Company may not:

- receive any form of consideration from third parties for any action carried out as part of their duties or contrary to their duties;
- accept any form of condition from third parties extraneous to and not authorised by the Company in the taking of decisions relating to the selection of a supplier.

In order to guarantee maximum transparency and efficiency in the purchasing process, the Company also provides for:

- the segregation of duties of the unit requesting the supply and the unit that approves the spending;
- the traceability of awards made by keeping information and contractual documents for the periods established by applicable regulations and cited in internal purchase procedures.

Products and/or services purchased must in all cases be justified by actual corporate requirements as demonstrated by and resulting from internal evidence of the purpose of the purchase, identification of those requesting the purchase and the expenditure authorisation process, within the limits of available budgets, and in all cases in accordance with internal procedures.

On conclusion of the process, and in all cases before payment of the relevant invoice, the Company verifies the quality, adequacy and promptness of the service received and the fulfilment of all obligations assumed by the supplier.

The stipulation of a contract with a supplier must always be based on relations of the utmost clarity, avoiding, where possible, entering into contractual relations that involve forms of reciprocal dependency.

Shared adherence to the Code is a necessary condition for establishing and maintaining relationships with suppliers.

Sharing the Code is a necessary prerequisite for establishing and maintaining relationships with suppliers. Suppliers, in turn, are required to promote compliance with the principles of the Code among their own first-tier suppliers, so that these principles are known and respected throughout the supply chain.

Where it emerges that a supplier or its subcontractors , in the performance of its activities for the Company, has acted in a manner that is not compliant with the content of this Code, the Company is entitled to take appropriate action to terminate the existing relationship and in all cases to preclude any further collaboration.

4.3 Customers

In their relations with clients and in accordance with internal procedures, employees must pursue maximum client satisfaction, in full observance of the principles of maximum collaboration, availability, professionalism, transparency, confidentiality and protection of privacy.

The Company undertakes to guarantee adequate quality standards for products/services. Such standards are subject to periodic monitoring.

The Company further undertakes to acknowledge suggestions and complaints by clients by the use of appropriate and punctual communication systems.

Communications to clients are characterised by clarity and intelligibility, and comply with applicable regulations.

The Company also undertakes to not use misleading or untruthful means of advertising and to disclose information which is true in advertising, sales or any other type of communication, undertaking and guaranteeing that the products and services provided to customers correspond to business standards and the above information.

The Company does not employ elusive or irregular practices, and provides clients with complete communications in order to avoid omitting any detail that may be significant in influencing clients' decisions.

4.4 Inter-company relationships

Carraro S.p.A. requires Group companies to adhere to the values expressed in the Code of Ethics and to collaborate fairly in the pursuit of its objectives, in absolute accordance with the law and applicable regulations.

The Company abstains from any conduct that is prejudicial to the integrity, independence or image of one of the companies of the Group.

The circulation of information within Carraro Group, in particular information used to compile the consolidated financial statements and other communications, must take place in accordance with the principles of truthfulness, propriety, completeness, clarity, transparency, in respect for the independence of each company and specific spheres of activity. The management and coordination activities of Carraro S.p.A are carried out through official communications to the corporate bodies of Group companies. Any business relations existing between Carraro Group companies must be duly formalised and conducted in accordance with the principles of propriety, the reality of underlying economic relations and protection of respective interests.

4.5 Political organisations and associations

Employees may involve themselves in political or association activities only if they participate in a personal capacity, in their own free time, at their own cost and in accordance with applicable law.

The Company may not make direct or indirect contributions in any form, or allocate funds and financing in support of political entities unless admissible and provided for by law and applicable regulations, and in all cases subject to the preceding prohibition regarding employees.

4.6 Environmental protection

The Company is committed to ensuring that the projects, processes, methods and materials take into account the development of scientific research and environmental best practices in order to respect the balance of the ecosystem, prevent pollution of the environment and landscape and safeguard public safety.

The Company operates an environmental management system that complies with applicable national and international regulations. The system is based on the following fundamental principles:

- limit and reduce polluting emissions (into the air, gases, and soil), as well as forms of noise and light pollution and climate-altering emissions, also pursuing the goal of decarbonization;
- protect biodiversity by limiting deforestation and promoting the sustainable use of land;
- optimize continuously the use of resources also by using sustainable materials (recycled and/or recyclable);
- develop products and services that are compatible with the environment;
- contain the production of waste, in particular dangerous waste;
- adopt a responsible management of chemical and/or hazardous substances by reducing their use and, where possible, replacing them with safer alternatives;
- encourage the development and distribution of sustainable technologies capable of efficiently managing the consumption of water, energy and combustibles also to mitigate the risks related to climate change.

The Company wishes to preserve public confidence in the integrity of its activities through constant efforts to adopt technical devices for reduction of the environmental impact of its industrial activities.

5. Administrative and Accounting management policy and principles for corporate and tax infringements

Persons concerned must behave transparently and correctly, ensuring compliance with the laws, regulations and procedures and/or company instructions in all activities related to tax declarations or VAT, financial statements, reports or communications required by law, and more generally, any document containing economic elements, assets/liabilities and financial figures of the Company.
Accounting records and Financial Statements are based on generally accepted accounting principles provided by the laws in force (International Accounting Standards, at present: IAS/IFRS).
Each operation and transaction must be lawful, authorised, coherent and appropriate, and must be adequately recorded in order to enable verification of the process of decision, authorisation and execution.
Consequently, each corporate department is responsible for complying with corporate operational procedures, the authenticity and truthfulness of documentation and information produced in the course of its activities, and collaborating to ensure that management actions are promptly reflected in a proper and truthful manner in financial statements, reports and other legally required company communications to shareholders, the public and the audit company.
Supporting documentation must be readily available and filed according to suitable criteria that allow them to be easily consulted, including by internal and external control bodies.

Furthermore, the Company prohibits any conduct by any person that is intended to support, encourage, facilitate and induce members of company bodies and department heads to breach one or more of the principles indicated hereunder.

The Company requires that all directors, department heads and employees conduct themselves in a proper and transparent manner in the performance of their duties, particularly in relation to any request by shareholders, the management body and the audit company in the exercise of their respective institutional functions.

Company directors are prohibited from any conduct intended to cause damage to the integrity of corporate assets.

Company directors must not undertake company transactions in breach of statutory provisions protecting creditors which are liable, even potentially, to cause damage to creditors.

External communication of information concerning the Company must be made exclusively by the department responsible for such communications and in accordance with company procedures that are intended to guarantee its veracity and proper dissemination.

Specific attention is drawn to the dissemination of communications regarding extraordinary transactions undertaken by any Carraro Group company concerning solicitation of investment, or commercial initiatives, negotiations and agreements of particular importance. In this regard, the

Company carries out verifications and checks in order to ensure that legally required company communications, information on the company's situation provided to shareholders or to the market, and information on expected economic, financial and asset data (of both the Company and Carraro Group), as well as statements requested for the purpose of soliciting investment and documents to be published in the occasion of takeover bids or stock-for-stock exchanges are always made in accordance with fundamental principles of truthfulness, correctness, transparency, prudence, and are aimed at favouring the acquaintance with the Company's policies, programs and projects.

Equally, transactions concerning securities undertaken on the behalf of and in the interests of both the Company and Carraro Group must be based on the principles of propriety, compliance with law and applicable regulations, truthfulness and transparency.

III. Diffusion and Monitoring

1. The body responsible for the diffusion and monitoring of the Code of Ethics: the Audit Committee

The Audit Committee (AC), as defined above, is responsible for monitoring the performance and compliance with the Code of Ethics.

The AC is an internal body of the Carraro Finance S.A., vested with powers of initiative and control which it exercises autonomously and independently of the Board of Directors, the Company's other control bodies and any external body.

The AC, whether internal or external to the Company, is also vested with powers of inspection and control not only in relation to the Code of Ethics, but also concerning the Model, when adopted (to which the Code is annexed, therefore constituting an integral part thereof), and of its maintenance by means of periodic updating, specifically to prevent the perpetration of offences indicated by Legislative Decree 231/2001.

The AC has the task of formulating proposals aiming to adapt the Code to applicable regulations, taking account of the evolution of practice in this regard.

Persons concerned who become aware of breaches of the principles of the Code and other events liable to alter its scope and effect are obliged to promptly notify such occurrences by the methods set out at point III, 2), 2.2a hereunder.

The AC is also responsible for promoting the dissemination of the Code among Persons concerned and assisting those who report non-compliant conduct, ensuring that the Company protects them from pressure, interference, intimidation and retaliation.

2. Diffusion and monitoring procedures

2.1. Diffusion

2.1a Communication and training

In order to ensure that all Persons concerned are informed, and for it to have binding force, the Code is:

- circulated within the Company by consigning a copy to employees when they are recruited. A copy of the Code is posted in a network folder accessible to all employees and , if any, made available for consultation.

- disseminated externally (to both the Company and the Carraro Group) as widely as possible, addressed to agents, contractors, consultants and suppliers and by publication on the website www.carrarofinance.lu.

Furthermore, in order to enable the Code to be fully operational, the Company:

- guarantees prompt dissemination of the Code and subsequent updates and amendments among Persons concerned;
- provides an adequate training programme to employees;
- guarantees that employees who report breaches of the Code are not subject to any form of retaliation;
- gives the competent bodies the power to adopt fair disciplinary measures that are commensurate with the type of breach of the Code, in accordance with the legal and contractual provisions applicable to each individual case;
- carries out periodic checks to verify compliance of the provisions of the Code.

Carraro encourages employees to constructively contribute to the contents of the Code, both in the implementation phase and subsequently, when any failings or necessary updates may become evident (following evolution of regulations or consolidated international practice, and experience acquired in the application of the Code itself), which must be reported to the Audit Committee and Board of Directors.

2.1b Issues relating the interpretation of the Code of Ethics

Persons concerned who have questions relating to the interpretation and application of specific provisions, or who require clarifications of the Code, should contact the Audit Committee and Board of Directors (please ref 2.2a paragraph).

2.1c Amendments and revisions

The Code is subject to periodic revision by the Board of Directors of Carraro S.p.A. and any substantial update, amendment, or supplement thereto must be approved by the Board using the same method used for its initial adoption.
The Chairman and Managing Director of Carraro S.p.A. do, however, have the power to make any modification of an exclusive formal character, provided that the content remains substantially unchanged. The Board of Directors and the Supervisory Body of Carraro S.p.A. must be promptly notified of such amendments or supplements.

2.1d Conflicts with the Code of Ethics

The Code must be considered as prevalent in the event that even a single obligation of the Code conflicts with the provisions of the internal regulations or procedures of the Company.

2.2 Monitoring

2.2a Reporting breaches

Persons concerned have an obligation to familiarize themselves with the Code, to actively contribute to its implementation, to report in writing any failings or any actual or potential breach to the Audit Committee of the Company, in the following way:
1) in writing, to the postal address of Carraro Finance S.A. (11, Rue Beaumont L-1219 Luxembourg) where the competent AC is constituted or by delivery in person (closed envelope to the attention of the AC).

2.2b Management of Reports of infringement

The Reporting Manager is the Audit Committee appointed for this specific task, who is in charge of the management of whistleblowing disclosures. In the event that the General Manager is involved in a wrongdoing report, he/she shall abstain from any investigative activity and from any involvement in the handling or management of the report.

The Reporting Manager informs periodically the Company's Board of Directors. The Company's Board of Directors informs annually the Carraro Group WB Committee in case of wrongdoing reports to addresses mail Stefano_Cappelletto@Carraro.com, Cristiano_DalChecco@Carraro.com.

2.2c Treatment of infringements

The Reporting Manager, once detected any breaches of the Code, reports it to the competent bodies to make them take the relevant disciplinary actions according to what provided by the disciplinary

system at point III, 2), 2.2c hereunder, with reference to the type of transgression and the applicable rules.
Persons who make a report in good faith must not suffer any adverse consequences.
It is guaranteed the confidentiality of the whistleblower, of the person involved or in any case of the persons mentioned in the report, as well as of the content of the report and of the relevant documentation, except as provided for by law.

2.2d Penalty system

Compliance with the provisions of the Code must be considered an essential part of the contractual obligations of employees of the Company, under and for the purposes of the applicable rules.
Therefore, any breach by employees of the provisions of the Code constitutes a violation of their primary obligations of their employment and a disciplinary offence, with all legal consequences, including with respect to the maintenance of their employment, and may also involve actions for compensation for damages arising therefrom.

For Persons concerned who are not employees, observance of the Code constitutes a precondition for the continuation of the existing professional/collaborative relationship with the Company. Therefore, any breach of the provisions of the Code may constitute a breach of their contractual obligations, with all legal consequences, including in relation to the rescission of the contract and/or assignment, and may involve compensation for damages suffered by the Company.