

CODE OF ETHICS

Marcegaglia Steel SpA

| VERSION | REVISION | ASSIGNMENT | APPROVED |
|---------|----------|------------|---|
| 3 | 1 | BoD | Pursuant deliberation of Board of Directors on 13 January 2025 |

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DEFINITIONS

- “Corporate Activities”: all activities related to the Company’s life in all of its aspects, and all preparatory activities required to achieve its purposes/objects;
- “Collective Agreement”: a contract specifying terms and conditions of employment, negotiated between an organization (such as an employer) or group of employers and one or more employee organizations or trade unions;
- “Child”: any person under 15 years of age, unless local minimum age laws require a higher age for employment or compulsory schooling, in which case the highest age set for that locality applies;
- “CCNL”: the current metalworkers’ national collective agreement applied by MRC Steel;
- “BoD”: the board of directors of MRC Steel;
- “Code of Ethics” or “Code”: a text specifying the moral duties and rights of MRC Steel and defining the ethical and social responsibilities of all those who take part in its corporate activities;
- “Temporary Workers”: Workers holding temporary offices or serving for a short term in MRC Steel;
- “Ethical Conduct”: A conduct conforming with the Code;
- “Advisors”: Any person acting in the name and/or on behalf of MRC Steel pursuant to a contract of assignment or any other contract, and any independent contractors providing advisory and support services of any type in the interest of MRC Steel;
- “ILO Conventions”: international conventions concluded among ILO members that aim to establish international minimum standards of working conditions and fundamental worker rights, including: freedom of association, right to organize, collective bargaining, abolition of forced labour, equal opportunity and treatment, and other standards governing the full spectrum of labour rights;
- “Covered Persons”: The entities (natural persons or corporate bodies) to which or whom the provisions hereof apply, including any Agents, internal and external Workers, Partners and any other person operating under the management and supervision of the Company, including its shareholders;
- “Employees”: the full employed personnel of MRC Steel, including its managers, and permanently employed staff;
- “Diversity “or “Diversity Management”: a strategic organizational approach that considers people as key resources for business success and, recognizing the existence of diversity in them, argues that their diverse, effective, efficient and equitable

management, set by recognizing, respecting, valuing and integrating people's diversity, enables companies to achieve better results in terms of economics, competitiveness and image;

- “Leg. Decree 231/2001” or “Decree”: legislative decree no. 231 of 8 June 2001 as amended from time to time;
- “Leg. Decree n. 24/2023”: refers to Legislative Decree n. 24/2023 of March 10, 2023, of *“Implementation of Directive (EU) 2019/1937 of the European parliament and of the Council of October 23, 2019, on the protection of persons who report breaches of Union Law and provisions concerning the protection of persons who report breaches of national Laws, so called “Whistleblowing”*;
- “Corporate Executives”: In addition to the persons expressly defined in this paragraph, this term shall be extended to the Directors, Managers, internal consultants and any other employees or internal workers of MRC Steel;
- “Regular Vendors”: Any entity supplying goods or providing services to MRC Steel on a regular and long-lasting basis (see also “Partners”);
- “Marcegaglia Group”: The corporate group controlled by Marcegaglia Holding S.r.l.;
- “External Counterparties”: The different categories of individuals, groups, associations and private or public organisations and institutions including, without limitation, customers and suppliers whose contribution for any commercial, administrative or financial purposes is usually required in the pursuance of the Company's objects, or which or who have an interest or role in such pursuance;
- “ILO”: International Labor Organization. An agency related to the United Nations Organization focused on promoting social justice and internationally recognized human rights, with special reference to those concerning labour in all its aspects;
- “Person in Charge of a Public Service”: a person who, at any level, performs a public service;
- “External Stakeholders”: individuals, groups, associations or private and public institutions, including, without limitation, customers and suppliers, whose contribution in commercial, administrative and financial terms in general is required to achieve the corporate purpose of the Company or who, otherwise, have an interest or role at the stake in its pursuit;
- “Home worker”: a person contractually employed by the organization or one of its suppliers, sub-suppliers or sub-contractors, who does not work directly at their production units;
- “Forced or bonded labour”: each work or service that a person has not voluntary offered to do and is performed under threat of punishment or retaliation, or is required as a means of paying off a debt;

- “Child Labour”: each work performed by a worker younger than the Age of fifteen years, except where local minimum Age laws establish an higher Age to access to employment or for attendance at compulsory school, in which case the higher Age is considered, except as provided in ILO recommendation 146 (Recommendation adopted on June 26, 1973, by the International Labour Organization, which states that, for Countries Party to the 1973 Minimum Age Convention of the same Organization, the minimum Age for employment should be set a sixteen years of Age;
- “MRC Steel”: MARCEGAGLIA Steel;
- “Model” or “Organisational Model”: The Organisation, Management and Control Model as under Leg. Decree 231/2001;
- “Supervisory Board” or “SB”: A body of MRC Steel whose function is to supervise the operation and observance of the Model adopted in accordance with Leg. Decree 231/2001, and ensure that it is constantly updated;
- “Outsourced goods/services”: All goods or services that the Company entrusts to third-party suppliers or providers, whether they belong to the Marcegaglia Group or otherwise;
- “P.A.”: Any agency or other legal entity (whether it is owned by public economic entities or otherwise) that expressly qualifies as Public Administration under applicable laws and regulations;
- “Partners”: MRC Steel’s contractual counterparties such as suppliers, advisors, agents and customers (both natural persons and corporate bodies), with whom or which the Company has regular relations of any type (including temporary partnerships, joint ventures, consortia, etc.);
- “Performance”: the performance of activities and conducts prescribed by MRC Steel for the achievement of specific purposes;
- “Personnel of other Group Companies”: executives, employees, advisors or workers, including temporary workers, belonging to other companies of the Group;
- “Internal Personnel”: the staff involved in the MRC Steel’s activities including executives, persons subject to the management of others and, finally, all employees and other workers included in the company’s headcount in any capacity;
- “Privacy Information”: any information regarding an individual who is or may be directly or indirectly identified by making reference to any other information, including a personal ID; any personal data disclosing the identity of the person concerned; any personal data disclosing that person’s racial and ethnic origin, religious, philosophical or other beliefs, political opinions, membership in political

parties or unions, religious, philosophical, political or union-related organisations or associations; any personal data disclosing that person's state of health and personal sexual life; and any personal data disclosing proceedings pending before criminal courts. Privacy aspects are regulated pursuant to European GDPR 2016/679 and Leg. Decree of 30 June 2003 n. 196;

- “Operating Procedures”: all rules governing all aspects of the Company's life (including its decision-making process) and, therefore, any functions potentially exposed to risks;
- “Sensitive Processes”: a set of activities of MRC Steel that are potentially exposed to the constant risk of committing an offence;
- “Public Official”: a person exercising a legislative, judicial or Administrative public function;
- “Offences”: any of the Offences defined in articles 24 *et seq.* of Leg. Decree 231/2001, i.e. any of the Offences constituting a ground for the administrative liability of an entity;
- “Internal Regulations” or “Rules”: a set of self-regulatory provisions and rules of MRC Steel;
- “Whistleblowing Officer”: the autonomous and independent person, internal or external, appointed by the Company pursuant to Article 4 of Leg. Decree 24/2023, who is in charge of processing and analysing the reports filed through the internal reporting channels, so called whistleblowing channels;
- “Basic wage”: the economic reward received by a worker for a standard month's work, which must be sufficient to ensure a decent quality of life for the worker and his or her family. Part of the elements of a decent standard of living are food, water, housing, education, health, transportation, clothing and other essential needs, including those related to unexpected events. The concept is borrowed, albeit on a monthly basis, from the so-called “Living wage”;
- “Corporate Services”: Services provided by Marcegaglia Holding S.r.l. to the Group's companies;
- “Stakeholders”: any entity that has an interest in MRC Steel in any capacity, including on an occasional basis;
- “SA8000 Standards”: voluntary standards, based on the UN Universal Declaration of Human Rights, on ILO Conventions, on international laws regulating the protection of Human Rights and on labour laws, in order to protect all the workforce operating under the control or the influence of an organization, including internal employees and all the workers involved in the supply chain;

- “subcontractor”: an entity or an individual involved in in the supply chain of the Company, who provides to a supplier goods and/or services deemed necessary and/or utilized for the production and/or the goods of the organization;
- “Consolidated Act”: the Consolidated Act on Workplace Health and Safety, i.e. Leg. Decree no. 81 of 09 April 2008 as amended from time to time;
- “Human trafficking”: the recruitment, transferring, gathering or collection of people, perpetrated through threats, force, deception, or other forms of constriction, aimed to the workers exploitation;
- “Whistleblower”: a person filing a report regarding concerns or communicating a violation of the organizational model of the Company, or of the present Code of Ethics, or enlightens the risk of a crime being committed throughout the organization. The Company regulates the management of the internal reporting channels and whistleblower protection pursuant to Leg. Decree 24/2023.

REFERENCES

Company's website: <http://www.marcegaglia.com/officialwebsite/>

INTRODUCTION

This [Code of Ethics](#) is adopted by “[Marcegaglia Steel](#)”, with registered office in Gazoldo degli Ippoliti (MN), via Bresciani 16.

MRC Steel is the company that handles the financial management activities of the Marcegaglia Group Companies in addition to having entered into a cash pooling agreement with them.

MRC Steel is also itself a wholly owned subsidiary of Marcegaglia Holding S.p.A. another holding company of the Marcegaglia Group.

[MRC Steel](#) intends to retain its leading market position by keeping a high focus on the major themes related to corporate governance, including, first and foremost, the dissemination and effective implementation of the principles underlying this [Code of Ethics](#) and the [Organisational Model](#) pursuant to [Leg. Decree no. 231 of 2001](#) among its Employees, for them to operate in an ethically fair and legal manner.

To that end, [MRC Steel](#) decided to adopt this [Code of Ethics](#), which includes provisions on the Company's and the Marcegaglia Group's deontological principles.

1. CODE OF ETHICS

This [Code of Ethics](#) defines the [Company](#)'s ethical responsibilities in the conduct of its business and corporate activities in general (collectively referred to as "[Corporate Activities](#)"). [Covered Persons](#) under this [Code of Ethics](#) include the [Corporate Executives](#), its [internal](#) or [external workers](#), [Partners](#), any persons operating under the [Company](#)'s management and supervision, and its shareholders.

The principles and rules of conduct defined in this [Code of Ethics](#) underline the [Company](#)'s decision making processes and vocational training programmes, guide the [Company](#)'s behaviours, bind any [Covered Persons](#) in the conduct of [Corporate Activities](#) and also bind any [External Counterparties](#) (see par. 1.4 hereof).

By observing this [Code of Ethics](#), the [Company](#) intends to maintain a good reputation and image. As a result, it is in the primary interest of the [Company](#) to create the conditions for this document to be adequately disclosed and observed.

1.1 Code of Ethics Structure

This [Code of Ethics](#) is structured into the following parts:

- "general principles" on relations between the [Company](#) and [Covered Persons](#), on relations among [Covered Persons](#), and on the [Company](#)'s relations with [External Counterparties](#); these principles are reference values for the [Company](#)'s [Corporate Activities](#);
- "conduct criteria" providing guidelines and rules with which the [Company](#) and [Covered Persons](#) are required to conform for the observance of general principles and the prevention of the risk of unethical behaviours; and
- systems and mechanisms required to implement, monitor and encourage the general observance of and compliance with the [Code of Ethics](#) as well as to ensure its ongoing improvement.

1.2 Adoption of the Code of Ethics as part of the Organisation, Management and Control Model pursuant to Leg. Decree 231/2001

The [Company](#) intends to ensure fairness and transparency in the conduct of its [Corporate Activities](#) and encourages the ethically responsible conduct of [Covered Persons](#); to that end, it has approved this [Code](#) by a BoD resolution.

The approval of this [Code of Ethics](#) occurred in the context of the [Company](#)'s adoption of its [Organisation, Management and Control Model](#) pursuant to [Leg. Decree 231/2001](#), of which this [Code of Ethics](#) forms an integral part.

1.3 Observance of Rules

The [Company](#) and all [Covered Persons](#) hereby undertake to observe (a) all applicable laws and rules in force in each Country or location where the [Company](#) conducts its [Corporate Activities](#), (b) this [Code of Ethics](#) (and the provisions of the [Model](#) under par. 1.2. above, of which this [Code of Ethics](#) forms part), (c) any Internal Regulations from time to time applicable (collectively referred to as the “[Rules](#)”).

Moreover, the [Company](#) embraces the principles of conduct set by the SA8000:2014 Standards, as well as by other international conventions bound to it.

Any conduct that is in breach of the [Rules](#) and is likely to cause a risk of the [Company](#)’s involvement in such breach shall be immediately interrupted and reported to the [Supervisory Board](#), the organ which is in charge of overseeing the operations and their observance of this [Code](#) and the [Organisational Model](#) pursuant to [Leg. Decree 231/2001](#).

This principle should be observed by the [Company](#)’s [Internal Personnel](#) as well as by any person having a relationship with the [Company](#) on any ground. In particular, the [Company](#) undertakes not to enter or continue relationships with any persons that or who do not intend to comply with this principle.

To fulfil this assumed obligation, the [Company](#) is required to implement training and awareness-raising initiatives on legal issues that are relevant to its activities, and to provide clarifications in that respect.

For any specific regulations in force outside of Italy, such as those on competition, any antitrust measures, export licences or trade embargos, given their high technicality and in order to avoid conducts punished by the applicable laws, it is advisable to adopt [procedures](#) preventing the perpetration of [Offences](#) in the [Company](#)’s interest.

1.4 Constructive and Transparent Approach

The [Company](#) aims to maintain and develop relationships based on trust and transparency (a) within the [Group](#) to which it belongs, (b) between each company and [Covered Persons](#), (c) among [Covered Persons](#), and (d) with its [External Counterparties](#).

1.5 Unethical Behaviours

In the conduct of corporate affairs, unethical behaviours adversely affect the trust relationship existing between companies, between companies and [Covered Persons](#), among [Covered Persons](#) themselves, and with the [External Counterparties](#) of [MRC Steel](#), in contrast with the [Company](#)’s pursued objects.

Any behaviours not complying with the provisions of this [Code](#) and any behaviour of persons who take or that attempt to take advantage of the collaboration of other persons and exploit a dominant position are unethical and favour hostile attitudes towards the [Company](#).

1.6 Good Reputation and Duties of Trust

A good reputation is a key intangible resource, both externally and internally; more specifically, (a) internally, it favours investments by shareholders and customers' loyalty, attracts the best human resources, encourages the confidence of [Vendors](#), reassures creditors about the [Company](#)'s solvency, and ensures effectiveness in the [Company](#)'s relations with [External Counterparties](#); and (b) internally, it allows a smooth decision making and implementation process with no friction among [Covered Persons](#) and allows work to be organised without bureaucratic controls and an over-exercise of authority.

The [Code of Ethics](#) is among the prerequisites for the [Company](#)'s good reputation and its effective observance is one of the yardsticks to judge the [Company](#)'s reputation.

1.7 Reciprocity

This [Code](#) is based on a constructive ideal of cooperation in view of a mutual advantage of the parties concerned, with due account taken of their respective roles. The [Company](#) therefore requires each of the [Covered Persons](#) and [External Counterparties](#) to act in accordance with principles and rules that are inspired by the same idea of [Ethical Conduct](#).

2. GENERAL PRINCIPLES

2.1 Impartiality

In any decisions affecting relations with [Covered Persons](#) and [External Counterparties](#) – including, without limitation, the choice of customers to be served, relations with shareholders, personnel management, work organisation, the selection and management of [Vendors](#), and relations with the surrounding community and institutions – the [Company](#) shall avoid any discrimination based on age, gender, state of health, ethnicity, nationality, political opinions and religious beliefs.

2.2 Fairness in the Event of Potential Conflicts of Interest

In the conduct of any [Corporate Activities](#), situations must be avoided where the parties to a transaction are, or even risk to potentially be in a conflict of interest. By 'conflict of interest' is

meant either an event when a [Covered Person](#) pursues an interest differing from that recommended by the [Company](#) or [stakeholders](#), or derives a “personal” advantage from the [Company](#)’s business opportunities, or when the representatives of [External Counterparties](#) act in breach of the duty of trust or the institutional duties associated with their position or function.

A few examples of conflicts of interest are listed below:

- when an employee, or one of his/her family members, holds equity interests (forming part of a significant block of shares) in a non-transparent manner in various companies with which the [Company](#) does business, or which are competitors of the [Company](#);
- when an employee serves in or, however, has a contractual relationship with the above companies;
- when an employee is involved in activities interfering with the [Company](#)’s interests for a personal financial advantage, etc.

2.3 Confidentiality

The [Company](#) shall ensure the confidentiality of its controlled information and abstain from searching for confidential data, unless it is expressly and knowingly authorised to do so, subject to the limits provided for by the applicable laws. [Covered Persons](#) are also required not to use confidential information for purposes that are unrelated to the fulfilment of their duties.

2.4 Relations with Shareholders

A shareholder is not merely a source of finance, but also a person with moral preferences or opinions of his or her own and needs to be given any available information that is relevant to making investment decisions and adopting the [Company](#)’s resolutions.

The [Company](#) shall create the conditions for an informed decision-making process for the benefit of investments holders – limited to decisions that fall under their purview – and ensure equality of information; the [Company](#) shall also endeavour for its financial [performance](#) and results to be such as to protect and enhance its enterprise value and, therefore, ensure a suitable return on the capital that shareholders invest at their own risk.

2.5 Value of Resources

The [Company](#) undertakes to put to good use its resources as needed in the pursuance of its corporate objects and, to that end, promotes the value of its resources in view of the growth and improvement of its assets and the value of its acquired know-how to maintain competitive edge.

2.6 Equitableness in the Exercise of Authority

In all contractual and functional relations that are organised hierarchically within the [Company](#), anyone in a higher hierarchical position shall endeavour to ensure equitableness and fairness in the exercise of authority and avoid any abuse of power. In particular, the [Company](#) shall ensure that authority is not exercised in such a way as to cause harm to [Workers](#)' dignity and autonomy, and that all choices related to the organisation of work are made in such a way as to protect [Workers](#)' value.

2.7 Moral Integrity of Persons

The [Company](#) undertakes to protect the moral integrity of [Covered Persons](#) and, in particular, to offer working conditions that respect their personal dignity and ensure safe and healthy workplaces; therefore, any requests or threats causing those persons to act against the law and the [Code of Ethics](#) or to behave in a manner that runs counter to their moral preferences and beliefs are absolutely prohibited and will not be tolerated by the organization.

[MRC Steel](#) shall not use any form of forced, compulsory or child labour, and neither employ or give assignments to any workers having an age below the legally required minimum age of employment in the country in which the work is carried out and, in any case, persons aged below fifteen, save for the cases provided for by international conventions and local legislation. The [Company](#) undertakes not to enter business relations with [Vendors](#) using child labour as defined above or that have been found guilty of "slavery" or "human trafficking" crimes.

[MRC Steel](#) has adopted a Model or Organization pursuant to [Leg. Decree 231/2001](#) and the present [Code of Ethics](#), which are instrumental for preventing any form of work exploitation or any sort of slavery (as regulated by Article 25 *quinquies* of Decree 231/2001), and the [Company](#) requires from its suppliers the strict respect of these rules, and therefore asks them to refrain from actuating any sort of human trafficking or modern slavery and to observe every rule and law applied at both national and international stands, also supporting the fulfilment required, with a specific reference to UK Modern Slavery Act of 2015, which punishes crimes of "slavery, easement and force labour" as well as "human trafficking".

Generally speaking, [MRC Steel](#) commits to only engage in commercial relationship with suppliers that share its same values and observe the SA8000 standards.

2.8 Transparency and Completeness of Information

[Covered Persons](#) are required to provide complete, precise, transparent, understandable and accurate information so that counterparties of any kind can make autonomous and well-informed decisions, considering any alternatives and relevant consequences in their relations

with the [Company](#). In defining its contractual relations, the [Company](#) shall clearly and intelligibly inform a contractor about the required conduct in any given circumstances.

2.9 Diligence and Accuracy in the Performance of Tasks and Contracts

Any contracts and tasks shall be performed in accordance with the terms and conditions knowingly agreed between the parties; the [Company](#) undertakes not to exploit any specific situations of ignorance or incapacitation of its counterparties.

2.10 Fairness and Equitableness in the Management of Contractual Relations

It should be avoided that anyone acting in the name and on behalf of the [Company](#) takes advantage of any contractual loopholes or unforeseen events to renegotiate a contract for the mere purpose of exploiting the weak or subordinate position of the counterparty.

2.11 Quality of Products and Services

The [Company](#) shall carry out its activities in such a way as to satisfy and protect its customers and meet any requests that could improve the quality of products and services; with that in mind, [MRC Steel](#) is committed to meeting high quality standards for its products and services through its R&D and marketing activities. As a result, its [Personnel](#) are required to perform their tasks in order to fulfil this need in the full interest of the [Company](#) considered as a whole.

The [Company](#) favours a relationship based on mutual openness and communications with its customers, to constantly improve its services and products.

Any obligations assumed with customers are based on the principles of contractual good faith and fair performance. The [Company](#) does not intend to abuse its credit positions and, compatibly with its business interests, undertakes to favour an amicable settlement of any disputes.

2.12 Fair Competition

The [Company](#) intends to protect the value of fair competition, and to refrain from collusive or predatory conducts or from any form of abuse of dominant position, and undertakes to report to the competent bodies, by suitable reporting procedures, any practice intended to reduce free market competition.

2.13 Societal Responsibility

The [Company](#) is aware of the influence that its activities may have on the general situation and wellbeing of the society as a whole and applies a rigorous self-control programme, which will also ensures compliance with the [Code of Ethics](#).

2.14 Respect for Workers

The [Company](#) has set out to assure, among its primary objective, workplace health and safety in the performance of any activities; accident prevention is therefore a priority.

The observance of all prescribed procedures ensures safety at work.

Special attention should be paid to the use of work equipment; to that scope, the [Personnel](#) are required to scrupulously comply with any applicable [procedures](#). To use equipment in a manner that harms the Worker's own integrity and the integrity of the full involved [Personnel](#) is strictly forbidden. Any improper use of equipment caused by distraction or the voluntary inobservance of applicable [procedures](#) shall promptly be reported to the body/department in charge of safety control, and suitable corrective actions shall be implemented for their observance.

2.15 Environment Protection

The [Company](#) undertakes to comply with the applicable environmental laws and regulations, wherever it operates.

In the environmental and health & safety areas, measures shall preferably be adopted which remove or however reduce the risk of environmental damage at source, rather than measures remedying such damage when it has already been caused.

In addition, the [Company](#) intends to be constantly informed and updated on the evolution of regulations and scientific advancements in environmental matters, in order to implement a permanently effective policy for the protection of the environment. The [Company](#) shall regularly inform the [Personnel](#) of such monitoring and updating activity.

All persons outside the [Company](#) having relations with it should also be made aware of those principles and share the same values.

2.16 Use of Financial Resources

The [Company](#) requires all persons using its financial resources to act in accordance with criteria based on lawfulness and fairness, and to inform the [SB](#) on the use of such resources, when necessary or reasonably appropriate.

In the fulfilment of their respective duties and within their scope of responsibilities, all [Covered Persons](#) undertake to ensure that any facts related to the operation of [MRC Steel](#) are accurately and truthfully presented in the [Company](#)'s accounts.

All actions and transactions of [MRC Steel](#) shall be inspired by the following principles:

- the highest degree of good governance;
- completeness and transparency of information;

- *de jure* and *de facto* legitimacy;
- clear and truthful accounting records compiled in accordance with the applicable internal [procedures](#), and all applicable rules and regulations.

The [Company](#) requires from all its [Employees](#), and/or [Workers](#) and/or third-party contractors the highest possible level of commitment for any operational facts occurred or transactions executed in the conduct of its business to be accurately and promptly presented in its accounting records.

Each accounting transaction shall therefore be supported by documental evidence attesting that it has been executed to allow:

- proper bookkeeping;
- the identification of the origin and/or history of a document;
- a complete historical record of a transaction and all related calculations.

Each of the persons involved in the financial reporting of [MRC Steel](#) are required to observe the above principles in the compilation of any accounting records and to make those records traceable and based on logic criteria, which also includes the provision of information on individually booked items and the compilation of explanatory notes.

More importantly, in the recognition of items in the financial statements and the drafting of explanatory notes requiring estimates (value measurement), the applicable accounting principles shall be observed by anyone involved in the measurement of those items (including [Advisors](#)).

The [Company](#) requires that the inclusion of any items in financial statements, e.g. receivables, inventories, equity investments, provisions for risks and charges, shall fully comply with the applicable rules and policies on financial recognition and measurement.

In particular, the internal [Personnel](#) and the [Personnel](#) of any other independent contractor in charge of drafting yearly financial statements are required to check or encourage the control of all accounting transactions in preparation of each set of financial statements, which will also be instrumental to reducing any estimation errors.

All supporting documents used to certify the bookkeeping activity shall also allow a swift reconstruction of a transaction, the possible identification of any errors or slips, and a level of responsibility within each operating process.

In the fulfilment of their respective duties and within their scope of responsibilities, [Covered Persons](#) are under the obligation to control the accuracy and truthfulness of accounting records and notify the person concerned of any errors, omissions or falsifications in connection with those records.

2.17 Money Laundering Prevention

In its operating processes, [MRC Steel](#) requires that the applicable legislation on money laundering prevention is observed, while ensuring that any of its trade relations are based on the principles of lawfulness and fairness and that any policies applied to rate its trade [partners](#) are based on ethicalness and legal compliance.

For the above reasons, [MRC Steel](#) controls the origin of any used goods with special reference to any raw materials procured for its corporate activities, rejects the use of cash, and acquires information on the lawful origin of sums of money flowing through its bank accounts.

3. CONDUCT CRITERIA

Section I - General Conduct Criteria

3.1 Processing of Information

Any information on [Corporate Activities](#), [Covered Persons](#) and [External Counterparties](#) shall be processed in such a way as to ensure the confidentiality of the persons concerned at the protection level prescribed for each type of information by the applicable laws and, to that end, specific policies and procedures shall be applied and constantly updated for the protection of information; in particular, the [Company](#) shall:

- define an information processing system with a clear separation of roles and responsibilities;
- classify information by growing levels of significance/relevance and adopt suitable countermeasures in each processing phase;
- require any third parties involved in the processing of information to sign confidentiality agreements.

In assessing if the requirements for a task to be entrusted to a person to be recruited are met, no additional aspects shall be investigated that are not strictly related to that assessment, e.g. an assessment on any opinions of that person and any other personal information.

The disclosure of false or misleading information to the detriment of the [Company](#) is not allowed.

The following behaviours are also not allowed:

- unauthorised access to the IT or ICT systems of public or private entities;
- unauthorised access to the corporate IT or ICT system in order to alter its/their contents;

- the fraudulent detection, prevention or interruption of communications concerning an IT system, in order to acquire confidential information;
- the destruction, damaging or undermining of an IT system, or its data and programs.

The IT equipment and any information disclosed to the [Personnel](#) shall exclusively be used for service reasons. Any IT equipment shall only be used by the [Personnel](#) to which it was entrusted rather than by third parties unrelated to the [Company](#); for this reason, that equipment shall not be left unattended and accessible to third parties.

Any defective use or malfunction of IT systems/equipment shall promptly be reported by the [Personnel](#) to the competent office/department that manages that system/equipment.

3.2 Gratuities, Gifts and Benefits

It is absolutely forbidden to give any gratuities, gifts or benefits of any kind that may constitute or even be interpreted as going beyond the usual commercial practice or a normal act of courtesy or, however, interpreted as designed to acquire a preferential treatment in any activities related to the [Company](#); in particular, any gratuities, gifts or benefits to Italian or foreign public officers, or their families, which may influence their independence of judgement or be designed to obtain an advantage of any kind from them are not allowed.

This obligation may not be derogated from, even while operating in countries in which offering valuable gifts to commercial [partners](#) is customary and extends to offered or promised gifts as well as received gifts (by 'gift' is meant any type of benefit). In any case, the [Company](#) shall refrain from any practices that are not allowed by the applicable Italian or foreign legislation, or the applicable commercial practice or Code of Ethics – if known – of each of the companies or entities with which it has contractual ties or does business.

Any offered gifts – except promotional gadgets of modest value – shall be sufficiently documented, for any checks to be made, and duly authorised by the competent functional manager.

The [Company](#) applies and observes the rules set out in the Anti-Bribery Policy adopted by Marcegaglia Group.

A [Covered Person](#) receiving gifts or benefits not falling under the types permitted is required to give notice thereof, in accordance with the applicable procedures, to the [Supervisory Board](#), who shall then assess their appropriateness and, if deemed necessary, notify the party that sent the gift of the applicable [Company](#)'s policy.

3.3 External Communications

The [Company](#)'s external communications shall be based on the respect of the right to information. In no event will it be permitted to spread fake or misleading news or remarks; each communication activities shall be made in accordance with the applicable laws, regulations and principles of good professional practice and in a clear, transparent and prompt manner, while protecting, *inter alia*, any price-sensitive information (if applicable) or any industrial secrets. All forms of pressure on the media or actions aimed at obtaining favourable attitudes from the media are prohibited.

Section II - Conduct Criteria in Relations with Workers

3.4 Relations with the Personnel

The [Company](#) applies labour policies aimed to grant impartiality and equal opportunities. Any candidates for vacancies shall be assessed in relation to the extent to which their personal and professional skills match those required by the [Company](#). All [Employees](#) should be given an equal opportunity to improve their status within the [Company](#) and develop their skills, and any career advancement shall solely be motivated by a person's ability to fulfil a specific task.

The entire [Personnel](#) shall be employed by a regular employment contract and no form of illegal work will be tolerated.

Foreign [workers](#) shall only be recruited if they hold a currently valid residence permit.

At the time of recruitment, workers will be informed about:

- the duties to be fulfilled;
- any relevant information about applicable laws and wages, as governed by the applied [CCNL](#) agreement and any of its addenda;
- any rules and [procedures](#) to be followed to avoid risks for their health and safety; and
- the duty to observe the principles of this [Code of Ethics](#) and of the [Model](#).

The [Company](#) tolerates no discriminations based on age, disabilities, sexual orientation, gender, religion or origin. The moral integrity and dignity of each [worker](#) are considered extremely important; as a result, all acts of physical or psychological violence, discriminatory acts or acts that may offend individual persons (e.g. insults, isolation, excessive intrusiveness, harassment, etc.), or however upset sensitivities will not be allowed.

[MRC Steel](#) undertakes not to violate the Employees' right to follow their personal values and principles, or to pursue their needs related to ethnicity, social of nationality obligations, religious,

disability, genre, sexual orientation, family related responsibilities, trade union affiliation, political orientation, or any other condition that may result in a discrimination.

MRC Steel does not allow any threatening or offensive behaviour, including the ones aimed at exploiting or sexually abusing, also when expressed throughout gestures, language or physical contact.

MRC Steel shall also carefully select its commercial partners especially in world regions where child labour in abject circumstances and in breach of human rights is widespread.

In other words, the Company shall not enter into or continue relations with Vendors that do not ensure the respect of fundamental rights of workers of both genders, and of children, and that do not comply with the standards of international norm SA8000.

If interpersonal relations are hierarchically organised, superordinate persons are required to exercise their powers equitably and fairly, and priority should be given to respecting human dignity and avoiding any unpleasant situation of abuse.

In the fulfilment of their duties, Employees are required to use their energies for the benefit of the Company's interests in a legally compliant manner. In specific circumstances, a breach of this principle amounts to a serious breach. A few examples of these events of breach include thefts of the Company's properties, alcohol or drug abuse, sexual or racial harassment, or abuses against other Employees.

Although the behaviours of Employees outside working hours do not normally affect the employer, exceptions may occur when those behaviours impact on the Company's reputation and the Employee's ability to work, or on the confidence placed by Company in the Employee's integrity. An example of those behaviours is drug abuse.

In conclusion, corporate relations and behaviours at all levels shall be based on the principles of loyalty, honesty, collaboration and mutual dialogue.

3.5 Child labour

MRC Steel does not apply minor workers in any way and in any of its operations, as defined above. Also, regarding the internship the Company does not tolerate any risk of minor people employment.

Moreover, within its supply chain, through the monitoring procedures adopted, the risk of the presence of children or minors is contained and made negligible and is supervised by requesting the counterpart/supplier the signing of a special contractual clause which obliges them to operate in strict compliance with the "SA8000" standard.

In case of a situation of child labour would emerge, [MRC Steel](#) would immediately alert the relevant social services and to the competent authority about the case, and adopt any intervention deemed necessary in order to terminate the working relationship with the minor. The Company would also commit from an economic point of view, in order to help the minor reach the compulsory education term (16 years) before being introduced to working activities.

3.6 Diversity

[MRC Steel](#) is committed to respecting the principle that all people must have equal access to work, facilities, services and programs, regardless of personal characteristics and conditions that are not related to performance, competence, knowledge or qualification.

[MRC Steel](#) acknowledges and promotes the positive value of diversity while prohibiting any form of discrimination for any reason, as set out in paragraph 3.4.

3.7 Reorganisation of Work

In the event of reorganising work, the value of human resources shall be preserved while envisaging, whenever needed, any training or retraining initiatives, in which case the [Company](#) shall observe the following general criteria:

- the burden of reorganising work shall be allocated as evenly as possible to all [Workers](#), consistently with an effective and efficient conduct of corporate activities;
- for any new or unforeseen events, which should be expressly stated in any case, a [Worker](#) may be given a task differing from that previously performed, without overlooking his or her professional skills.

3.8 Forced and captive labour

[MRC Steel](#) does not use or support forced or captive labour, including prisoner labour. Under any circumstances identity documents are retained and sums of money or other goods are requested at the time of recruitment. The Company requires its Suppliers to maintain the same conduct.

[MRC Steel](#) and its Suppliers do not retain any part of the salary, benefits, property or personnel documents, to force an employee to continue work for the organisation against its will and ensure that no tax or cost for employment is borne in part or in full by the workers, in compliance with the applicable legislation. All [MRC Steel](#) staff and collaborators have, at the end of each working day, the right to leave the workplace, and everyone can withdraw from the contract, informing the Company in the terms and conditions provided for in the contract.

[MRC Steel](#) and its Suppliers are in no way involved or support human trafficking.

3.9 Freedom of association and the right to collective bargaining

All [MRC Steel](#) personnel have the right to associate with existing union organizations or to form and organize unions of their choice, with the aim of collectively bargaining their own rights.

[MRC Steel](#) does not obstruct this right in any way preventing any negative repercussions or retaliation against members of the Trade Unions.

[MRC Steel](#) does not interfere in any way in the establishment and subsequent management of such organizations or in the activity of collective bargaining, respecting the regulatory provisions of the Workers' Statute and subsequent amendments.

3.10 Workers' Health and Safety. Workplace Health.

[MRC Steel](#) aims, as its first goal, to protect its employees' health and safety. The [Company's](#) health and safety system is certified pursuant to the international standards ISO 45001.

The [Company](#) undertakes to comply with the applicable legislation on workplace safety ([Consolidated Act](#)). To that end, it undertakes to disseminate and strengthen a culture of safety by developing risk awareness and promoting responsible behaviours by all [Workers](#). In addition, the [Company](#) contributes to maintain workers' health and safety especially by preventive actions.

In particular, the [Company](#) undertakes to ensure the following conducts:

- to remove or, however, if that is not possible, minimise risks through the acquired know-how and technological advancements;
- to evaluate and manage any risks that cannot be removed;
- to always opt for solving risk situations at source;
- to observe the principles of workplace healthiness in the organisation of work, the choice of work equipment and the definition of production methods in order to reduce, among other things, the effects of repetitive work on health;
- to replace what is dangerous with what is less dangerous or not dangerous at all;
- to plan all measures deemed appropriate to improve safety levels over time;
- to give priority to collective protection measures vs. personal protection measures;
- to give suitable instructions to [Employees](#) and deliver, from time to time, training and updating courses in health and safety at work;
- to promote and check that the [Internal Personnel](#) use any mandatory safety equipment and apply the prescribed procedures.

Regarding health and safety matters, the [Company](#) applies the current legal provisions.

As the [Company](#)'s productive activities involve, *inter alia*, [hazardous processes](#), for the sake of workers' safety and in order to ensure full legal compliance, absolute priority should be given to a flow of information on the applicable legislation and procedures related to maintenance of health and safety at work, for anyone to be fully aware thereof. In addition, the [Company](#) requires its [Personnel](#) to report any risks or hazards found in a given functional area, so as to promptly organise actions designed to remove such risk/hazard situations or reduce them to acceptable levels.

In conclusion, the [Company](#) expects that each of its [internal](#) or [external workers](#) behaves safely in order to avoid causing danger to him or herself or to others.

3.11 Privacy Protection

[Workers](#)' privacy is protected by standards specifying the type of information which the [Company](#) will request the [Covered Persons](#) to provide and the terms for their processing and archiving, but no information should be collected or processed in relation to ideas, preferences, personal tastes and the privacy of [Workers](#). Those standards also require that no personal data shall be communicated or publicly disclosed, unless prescribed by the applicable legislation, without a prior consent of the 'data subject' (i.e. the person concerned). The same standards also define the rules for each [Worker](#) to control the level of [privacy](#) in his or her information; in the event of processing sensitive data, the [Company](#) shall adopt all statutorily prescribed precautions and measures.

[MRC Steel](#) operates in strict observance of national and international privacy regulations (Italian Data Protection Code pursuant to Leg. Decree n. 196/2003 and European General Data Protection Regulation n. 679/2016).

3.12 Personal Integrity and Protection

The [Company](#) undertakes to protect the moral integrity of [Workers](#) by ensuring working conditions that safeguard their personal dignity and, for this reason, protects [Workers](#) from any acts of psychological violence and combats any discriminatory attitudes or behaviours and any attitudes or behaviours that cause harm to a person, or discriminate him or her by reason of his or her beliefs and preferences. Sexual harassment is forbidden and any behaviours or utterances that may upset sensitivities should be avoided.

Any [Workers](#) of the [Company](#) who believe to have been victims of harassment or discrimination on the ground of their age, gender, ethnicity, state of health, nationality, political opinions and

religious beliefs are invited to notify such facts to their direct reports, who will then inform the [SB](#) thereof for them to assess if the [Code of Ethics](#) has been breached. Any difference of treatment on grounds other than those listed above shall in any case be considered a form of discrimination, if such difference is or may be justified on the basis of objective criteria.

3.13 Workers' Duties

Without prejudice to the observance of all the rules of this [Code of Ethics](#), the duties of the [Company's Workers](#) shall be based on the following principles:

- a) [Workers](#) shall act fairly in order to fulfil the obligations assumed on signing their employment or assignment contract, and shall observe the provisions of the [Code of Ethics](#) in fulfilment of their duties;
- b) [Workers](#) are required to know and implement corporate policies on information security (in order to ensure information integrity, confidentiality and availability) and are also required to compile their documents by using a clear, objective and exhaustive language, and allow managers and other colleagues (and any third party authorised to request such information) to make checks;
- c) [Workers](#) shall avoid situations of conflict of interest and abstain from gaining personal advantages from the business opportunities disclosed to them during the fulfilment of their duties; by way of example and without limitation, the following situations may give rise to a conflict of interest: (i) to serve in a senior position and have an economic interest with [Vendors](#), customers or competitors, either directly or through a family member, (ii) to maintain relations with [Vendors](#) and serve, either directly or through a family member, in a [Vendor](#), (iii) to accept sums of money or favours from individuals or companies that or who intend to enter into a business relation with the [Company](#);
- d) if a conflict of interest is likely to exist, [Workers](#) are required to notify that situation to their manager, who – if need be and in accordance with the applicable procedure – shall in turn inform the [BoD](#) thereof (who will also inform the [SB](#) in such respect); the [BoD](#) will then assess the actual existence of such conflict on a case-by-case basis;
- e) [Workers](#) are also required to notify any activities performed outside the normal working hours, in the event that such activities effectively seem to give rise to a conflict of interest with the [Company](#);
- f) each [Worker](#) is required to operate diligently to protect the [Company's](#) properties by a responsible behaviour that complies with any [procedures](#) governing the use of such properties, and to precisely document their use. In particular, each [Worker](#) shall (i) scrupulously and

parsimoniously use the properties entrusted to him or her, with special reference to the management of the [Company](#)'s financial resources that are under his or her control and (ii) avoid any improper uses of such properties to the extent of causing damage to, reducing the efficiency of, or harming the interests of the [Company](#);

g) all [Workers](#) are responsible for protecting the resources entrusted to them and are required to duly inform the competent function(s) of any risk situation or harmful event for the [Company](#);

h) the [Company](#) reserves the right to prevent any misuse of its properties and infrastructure by using financial reporting/ accounting systems, financial control systems, and risk analysis and prevention systems, subject to the observance of the applicable laws;

i) as regards IT applications, each [Worker](#) is required to: (i) scrupulously implement all provisions of the applicable corporate security policies not to compromise the functionality and protection of IT systems; (ii) use the [Company](#)'s IT equipment in order to improve his or her technical knowledge; (iii) avoid the use of [MRC Steel](#)'s IT equipment to visit morally indecent websites or disclose personal or confidential information and any other materials of the [Company](#).

Section III – Conduct Criteria in Relations with Customers

3.14 Impartiality and Fairness in Relations with Customers

The [Company](#) undertakes not to arbitrarily discriminate its customers. All negotiations with customers shall be based on the statutory principles of contractual good faith, fair fulfilment of mutual obligations and prompt communication of any changes to the general contractual terms defined by the [Company](#), including, without limitation, any pricing and technical changes to the service scope arising from any reason; any elusive or unfair practices are therefore not permitted.

3.15 Communications to Customers

Any communications made by the [Company](#) to Customers, including advertising messages and any contents posted on the corporate website shall be:

- clear, simple and worded in a language that is as close as possible to that of counterparties;
- compliant with the applicable regulations without using elusive or, however, unfair practices;
- complete, so as not to leave out any elements that are relevant for the customer's decision;
- true and not misleading as to their contents and the used communication medium.

3.16 Workers' Behavioural Style

The behavioural style of the [Company](#) and its [Workers](#) towards customers shall be based on helpfulness, respect and courtesy so as to favour a collaborative and highly professional type of relationship.

3.17 Quality Control

The [Company](#) undertakes to ensure the application of suitable quality standards for its products on the basis of predefined quality levels and to regularly monitor the perceived quality of products.

3.18 Customers' Involvement

The [Company](#) shall always react to suggestions and complaints from customers and their associations and use suitable and prompt communication systems; it is also a responsibility of the [Company](#) to acknowledge receipt of customers' communications and inform them about the time required to reply to them, which shall in any case be short. To ensure that this behaviour is observed, a system is in place to control compliance with customer care procedures.

3.19 Management of Claims

The [Company](#) shall not take advantage of any accounts receivable from customers to gain an advantage or benefit.

In its debt recovery process, the [Company](#) shall act in accordance with objective and documentable criteria by applying the following principles:

- to start its debt recovery process from older claims;
- to previously inform a debtor about a claim and its amount.

In this case too, as said above, the [Company](#) shall give priority to amicable dispute settlements insofar as they are compatible with its interests.

Section IV – Conduct Criteria in Relations with Suppliers

3.20 Vendor Selection

Without prejudice to the application of the general rules of this [Code of Ethics](#), procurement processes shall be based on the following criteria:

- a) to search for the maximum competitive advantage for the [Company](#); to grant equal opportunities to each [Vendor](#) and ensure fairness and impartiality;
- b) in particular, [Workers](#) in charge of such processes are required (i) not to exclude from a contract-award competition any [Vendor](#) meeting the prescribed requirements, and adopt

objective and documentable criteria in the choice of a short list of candidates, and (ii) to ensure sufficient competition;

- c) for a few product or service classes, the [Company](#) has a [Vendor](#) list whose qualification criteria shall not constitute a reason for excluding others from qualifying as [Vendors](#);
- d) reference requirements shall include: (i) the availability – to be supported by suitable documental evidence – of financial and other means, organisational structures, capabilities, project resources and know-how; (ii) the existence and actual implementation, in the event that the [Company](#)'s policies so require, of suitable corporate quality systems;
- e) the [Company](#) reserves the right, without excluding any other possible [Vendors](#), to establish privileged relations with any entity or individual that or who makes a commitment and assumes ethical responsibilities that are in line with those adopted by the [Company](#) in this [Code of Ethics](#);
- f) [MRC Steel](#) will not establish business relationships with suppliers that do not comply with the principles and provisions established by the Modern Slavery Act 2015. On this point, the [Company](#), particularly for suppliers operating in geographical areas at risk, will enact specific controls aimed to prevent the commission in its supply chain of the crimes of slavery, servitude and forced or compulsory labour and human trafficking;
- g) [MRC Steel](#) is committed to selecting only suppliers that comply with SA8000 standards. In particular, the [Company](#) undertakes to verify that the potential Supplier: (i) maintains fairness and transparency in relations with the Public Administration and private individuals; (ii) does not practice child and forced labour; (iii) guarantees freedom of trade union association; and (iv) promotes diversity. In this regard, as part of the selection process, the potential Supplier will be asked to qualify according to the procedures in place, to evaluate whether it is compliant or not with the standards mentioned above.

3.21 Integrity and Independence in Relations with Vendors

The [Company](#) undertakes not to arbitrarily discriminate its [Vendors](#). Any negotiation with [Vendors](#) shall be based on the statutory principles of contractual good faith, fair fulfilment of mutual obligations and prompt communication of any changes to general contractual terms defined by the [Company](#), including, without limitation, any pricing and technical changes to the service scope arising from any reason; any elusive or unfair practices are not permitted.

All relations with [Vendors](#) shall be constantly monitored by the [Company](#) and its authorised bodies and the execution of an agreement with a [Vendor](#) shall always be based on extremely clear relationships, while avoiding possible forms of dependency.

In order to ensure the highest degree of transparency and efficiency in the procurement process, the [Company](#) shall be inspired by the following principles:

- a separation of roles between the department requiring a supply and the department executing a contract;
- the traceability of any choices.

Information and contractual records shall be kept for five years, without prejudice to any longer period required by the applicable legislation.

Section V – Conduct Criteria in Societal Relations

3.22 Economic Relations with Political Parties, Unions and Other Associations

The [Company](#) shall not finance any political parties or associations, whether in Italy or abroad, or their representatives or candidates, let alone sponsor congresses or festivals whose exclusive purpose is political propaganda. It shall also abstain from exercising any direct or indirect lobbying action on political leaders. The [Company](#) shall provide no contributions to organisations with which a conflict of interest may arise.

However, forms of cooperation – including financial cooperation – may be established with the above organisations for specific projects in the event that:

- the project purposes are in line with [Company](#)'s corporate objects;
- there is a clear and documentable use of resources;
- an express authorisation is received from the functions in charge of managing those relations within the [Company](#).

Any [Covered Person](#) that privately engages in political activities or activities with associations shall do so on a personal basis, provided that such an engagement does not interfere with his/her professional activities and that such an engagement does not constitute a ground for a favourable or discriminatory treatment pursuant to the applicable labour law regulations.

Likewise, any political involvements or candidatures for political posts by the [Employees](#) of [MRC Steel](#) may not lead to a favourable or unfavourable treatment only by reason of such involvement or candidature.

Any union activities shall be carried on in accordance with the provisions of the applicable laws and company agreements.

3.23 Contributions and Sponsorships

The [Company](#) is allowed to meet any requests for contributions limited to proposals from declaredly not-for-profit entities and associations with regular articles and memorandums of

association and with high cultural and charitable value on a national level or, in any case, proposals involving a high number of citizens.

Social sponsorships or sponsorships to promote workers' health, environment protection, sports, entertainment and art initiatives shall only be designed for high-quality events that are organised in association with the [Company](#) so as to ensure their originality and effectiveness.

In any case, in the choice of proposals for a possible sponsorship, the [Company](#) shall always consider possible conflicts of interest at personal or corporate level.

To ensure consistency in contributions and sponsorships, their management shall be governed by a dedicated procedure.

3.24 Institutional Relationships

All relations with local or international institutions will exclusively rely on forms of communication through which the possible impact of a legislative or administrative act on the [Company](#) is assessed and disclosed, replies are given to any informal requests or acts of scrutiny for inspection purposes, and the [Company](#) states its stand in relation to matters that are relevant for its business. To that end, [MRC Steel](#) undertakes to:

- establish – without any form of discrimination – communication flows with all institutions at international, EU and local level;
- represent its own stand, interests and position in a transparent, rigorous and consistent manner while avoiding any collusive behaviours.

In order to ensure the maximum level of clarity in those relations, contacts with institutions will exclusively be established by the delegates who have received an express mandate to that end from the [Company](#)'s management.

All the interactions with persons who qualify as [Public Officials](#) or [Persons in Charge of a Public Service](#) must be conducted in full compliance with the laws and regulations in force, as well as with the Model and the Code of Ethics, in order to ensure the legitimacy, transparency and integrity of the [Company](#)'s operations.

Within the limits set forth below, [MRC Steel](#)'s Collaborators are prohibited from accepting, offering or promising, even indirectly, money, gifts, goods, services, benefits or favours, even in terms of employment opportunities or by means of activities - including commercial activities - directly or indirectly traceable to the employee, with regard to the relations held with Public Officials, or Persons in Charge of a Public Service, in order to influence their decisions, with a view to more favourable treatment or undue benefits or for any other purpose, including the performance of acts of their office.

Gifts and acts of courtesy to Public Officials or Persons in Charge of Public Service, or otherwise public employees, are permitted only if, considered the modest value, they do not compromise in any way the integrity and independence of the parties and cannot be interpreted as a mean for obtaining undue or unlawful advantages.

In the case of investigations, inspections or requests by the Public Authority, personnel are required to ensure due cooperation.

[MRC Steel](#) does not contribute in any way to campaigns of a political nature, finance or make donations to political parties or their representatives or candidates.

3.25 Antitrust and other Regulatory Bodies

The [Company](#) thoroughly observes all antitrust rules and provisions issued by the competent market regulators and shall use the dedicated offices of its associate companies within the [Marcegaglia Group](#) to communicate its antitrust-related initiatives.

The [Company](#) shall not refuse, conceal or delay any piece of information which the competent antitrust authority, or any other regulator with inspective functions, requests to provide, and actively collaborate in any investigations or document-review procedures.

To ensure the highest degree of transparency, the [Company](#) undertakes to avoid all conflicts of interests with the [employees](#) of any authorities and their families.

3.26 Authorisation and Registration of Transactions

Each corporate transaction shall be authorised and registered according to predefined procedures.

The used tracking and tracing system performs *ex post* reviews on transactions and ensures a high degree of transparency in the decision-making, management and implementation processes for various corporate activities.

3.27 Transactions

Each transaction (in the broadest possible sense of the term) shall be legitimate, authorised, consistent, appropriate, documented, registered and traceable for a ten-year period.

- a) All [procedures](#) governing transactions shall include the opportunity to make audits and reviews on their characteristics, the motivations underlying their performance, and any authorisations to carry out and complete those transactions.
- b) Each of the persons serving in or however working for the [Company](#) and carrying out a transaction that involves a sum of money, a property or a benefit with an appraisable

economic value, needs to receive a prior authorisation to execute it and provide, on demand, a valid documental evidence for any further check.

- c) [Covered Persons](#) are responsible for the truthfulness, authenticity and originality of any produced documentation and information given in the conduct of activities within their scope of responsibilities.

All [Covered Persons](#) and, more generally, all persons purchasing goods and/or services (including external advisory services) on behalf of the [Company](#) are required to act in accordance with the principles of fairness, cost-effectiveness, quality and lawfulness, and operate with the required diligence.

All [Employees](#) and [Workers](#) whose actions may be attributable to [MRC Steel](#) shall behave fairly in doing business and, in particular, in relations with the [Public Administration](#), regardless of market competitiveness or the importance of a given deal, and abstain from engaging in, legitimising, accepting or favouring conducts that are not strictly compliant with the current legislation and the principles of fairness, diligence and loyalty under this [Code of Ethics](#).

3.28 Relations with Third Parties

The [Company](#) requires its [Internal Personnel](#) to behave honestly, with a clear focus on their integrity, in all relations with third parties.

All illicit payments and provisions of benefits are considered acts of corruption. In particular, the [Personnel](#) and any independent third parties representing the [Company](#) are required not to promise, offer, solicit or accept from third parties, individuals or staff belonging to [Public Administration](#) advantages of any kind for illicit purposes during the performance of activities concerning the [Company](#).

Any payment of or attempt to pay, and any request or acceptance of bribes are considered behaviours running counter to the policies of [MRC Steel](#). In no event will the use of the [Company](#)'s financial resources for illicit purposes be authorised in favour of governmental officers or [employees](#) of public agencies or organisations. This rule also applies to all types of economic benefits.

Inappropriate or non-transparent behaviours with the personnel of foreign institutions that are likely to damage the [Company](#) are prohibited.

This prohibition does not extend to acceptable gadgets or gifts of modest value, or appropriate offers accepted by the staff during the fulfilment of their duties, provided that such behaviour does not amount to an offence and is not designed to obtain undue advantages. The extent of "modest value" shall be defined by the [BoD](#), which shall notify the [SB](#) thereof. Any offer or

acceptance of those gifts shall be duly authorised and registered in accordance with the prescribed procedures.

3.29 Transnational Offences

[MRC Steel](#) rejects crime in all forms and local expressions. To that end, it collaborates with national and international Police Forces, and favours all law-enforcement activities and initiatives for the repression of Offences, by applying the principles enshrined in the UN Convention against Transnational Organised Crime (signed in Palermo on 15 November 2000 and ratified by Italy with law no. 146 of 16 March 2006).

The [Company](#) undertakes not to collaborate or continue to collaborate with persons or entities not complying with that Convention and other conventions, local laws and this [Code](#).

4. TERMS OF IMPLEMENTATION

4.1 Supervisory Board

Concurrently with the approval of the [Model](#), of which this [Code of Ethics](#) forms part, a Supervisory Board ([SB](#)) was instituted within [Company](#), whose function is, *inter alia*, to oversee the operation and regular update of the [Model](#).

4.2 Supervisory Board's Duties for the Implementation and Control of the Code of Ethics

Among the other tasks of the [SB](#), whose specific functions and duties are listed in the [Model](#), are the following:

- to supervise the actual implementation of the [Model](#) and the [Code of Ethics](#) with regular reviews to be made in order to check that actual behaviours are compliant with the [Model](#);
- to receive any reports of breaches of the [Code](#) that the Whistleblowing Officer shares with him in the light of their relevance pursuant to Leg. Decree 231 of 2001;
- to analyse the suitability of the [Model](#) and the [Code of Ethics](#), i.e. the substantial opportunity to use them to prevent conducts not conforming with the provisions of the [Model](#) and, therefore, the [Code of Ethics](#);
- to check that the [Model](#) and the [Code of Ethics](#) remain sound and functional over time;
- to evaluate and purpose updates and upgrades of the [Model](#) (and [Code of Ethics](#)) to reflect developments in the applicable legislation with reference to the conduct of [Corporate Activities](#);

- to check any situations of breach of the [Model](#) and the [Code of Ethics](#) and introduce a system of sanctioning measures to be adopted by the [Company](#);
- to provide opinions that bind the [Company](#) to revise its most significant corporate policies and [corporate procedures](#) in order to ensure their consistency with the [Model](#) and, therefore, the [Code of Ethics](#).

4.3 Communication and Training

The [SB](#) also sees to it that the [Code of Ethics](#) is circulated to all [Covered Persons](#) as well as to the [External Counterparties](#) to the maximum extent possible. To that end, the [Company](#) shall prepare suitable communication activities (including, e.g., the delivery of a copy of the [Code of Ethics](#) to all [Covered Persons](#); the preparation of a dedicated section in its website, and the inclusion of specific contractual clauses making reference to the [Code of Ethics](#)). In order to favour a correct understanding of the [Code of Ethics](#), the [Company](#)'s management shall prepare an information and training plan for the dissemination of the [Code of Ethics](#) principles and rules. To that end, the [SB](#) are required to, *inter alia*, verify that clauses on the observance of ethical principles are introduced in contracts concluded with third parties and ensure the publication of the [Code of Ethics](#) on the [Company](#)'s [website](#).

4.4 Whistleblowing reporting channels pursuant to Leg. Decree n. 24 of 2023

The Company requires employees, executives and members of corporate bodies to report any suspicion of violations, fraud, illegal or irregular conduct and/or any kind of serious hazard or risk that may involve or otherwise harm employees, consultants, customers, suppliers, stakeholders, the public or the [Company](#)'s own reputation, and of which they have become aware during their work and management activities.

[MRC Steel](#) specifically states that:

- the [Company](#) developed and activated Internal Reporting Channels which characteristics are compliant with the Legislative Decree 24 of 2023. In particular, the Company has provided a system that allows the personnel and all persons entitled to make a report in accordance with the law, consisting of a telematic Channel suitable for forwarding reports, in confidential and possibly even anonymous form;
- to have adopted an internal organizational act and a procedure suitable to regulate and manage any related fulfilment, in full compliance with regulations on privacy (GDPR and Legislative Decree No. 196 of June 30, 2003) and whistleblower protection pursuant to Legislative Decree 24 of 2023;

- to have appointed a Whistleblowing Officer, who is third and autonomous and possesses the necessary legal and technical expertise in the regulatory field, allowing him to evaluate the content of the reports. The latter is in charge of processing the reports in accordance with the provisions of the procedure defined through a special internal organizational act and maintaining a constant exchange of information with the whistleblower who filed the report;
- to have ensured that each report will be handled within the deadlines established in accordance with Legislative Decree 24/2023, and therefore, that each report will be followed by a notice of taking charge within 7 days of submission, and the whistleblower will be provided with appropriate feedback within an additional three months;
- to have adequately informed the staff and third parties about the existence and how to make use of the internal reporting channel, which is freely accessible by all the entitled persons;
- to have ensure that every substantiated report made within the company will be given the necessary consideration, granting the confidentiality of the identity of the reporter in compliance with the provisions of Legislative Decree 24 of 2023;
- to have ensure that the whistleblower in good faith of a circumstantiated and reasonable communication will be protected from retaliation or otherwise by those involved in the facts that are the subject of the report;
- to have provided for disciplinary sanctions against employees who use the reporting channels in bad faith, reporting false, artificial, defamatory or slanderous information to third parties, internal or external to the organization.

The Organizational Model adopted by the [Company](#), in its General Part, describes the procedure established to file the report and receive subsequent communications with respect to the management of the same with also an indication of the website to access in order to file the aforementioned report.

Therefore, interested parties are invited to consult the Organizational Model.

4.5 Reports to the Supervisory Board

The [Whistleblowing Officer](#) is required to forward, without any delay, with accuracy and punctuality, to the [Supervisory Board](#), every reported infringement which appears to be in violation of the [Model](#) or the [Code of Ethics](#) or that could potentially have repercussions on the Leg. Decree 231 of 2001 discipline, or that could be qualified as a crime.

4.6 Breaches of the Code of Ethics

The [Whistleblowing Officer](#) or, eventually, the [SB](#), shall assess any breaches of the [Code of Ethics](#) and notify, with a sufficient level of detail, the findings of their assessment to the [Company's BoD](#) for the adoption of any measures and sanctions as required.

4.7 Sanctioning System

Any behaviours of [Employees](#) and [third parties](#) not complying with ethical principles will adversely affect their trust relationship with [MRC Steel](#). As a result, any breaches of those principles may be a ground for inflicting different sanctions, ranging from a warning to the termination of the relation with the person responsible for that breach. In particular, the legislator argues that a breach of the [Code of Ethics](#) by [Employees](#) amounts to an instance of noncompliance with employment regulations within the meaning of art. 2104 of the Italian Civil Code. On the other hand, as regards third parties who are not employed by the [Company](#) and are consequently not subject to the disciplinary power of the employer, a breach of ethical principles amounts to a contractual breach and is therefore subject to the consequences specified by the contract (and the applicable statutory legislation) following such an event. The observance of ethical principles is expressly required by a clause added to all contracts closed by the [Company](#) with third parties.

The [Supervisory Board](#) are required to verify that the [Code of Ethics](#) is applied and complied with.

For the [Code of Ethics](#) to be effectively applied, a system is also in place to control and sanction any violations of its stated policies, following an accurate assessment of facts. It is possible to enforce that sanctioning system whether or not a criminal proceeding has been initiated, as the main purpose of the [Code of Ethics](#) and the [Organisational Model](#) is to combat all behaviours that are likely to cause an offence, and to consequently prevent offences from being committed. The sanctioning system envisaged by the [Organisational Model](#) is based on the gravity of violations and, therefore on the proportionality between a perpetrated action and an inflicted sanction. The range of applicable sanctions – as defined by the [BoD](#) – extends from an interlocutory measure for less serious violations, to the termination of an employment/assignment contract for more serious violations. An adversarial examination of the person responsible of the breach is also envisaged in order to give this person the opportunity to justify his or her own action.

4.8 Transitional and Final Provisions

Every notice, report (even if filed in anonymous form), request for information and any other communication related to issues of ethical significance shall be conveyed through the telematic portals implemented by the [Company](#) for the specific purpose. Other eventual communication may be addressed to the Supervisory Board at [MRC Steel](#), in Gazoldo degli Ippoliti (MN), via Bresciani n. 16, e-mail: odv@marcegaglia.com

Any revision of this document must be authorised through a [BoD](#)'s resolution.