



SEE IT BEFORE IT HAPPENS

# **SUPPLIER CODE OF CONDUCT**

Motor Power Company Group

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## Preamble and Scope of Application

This Supplier Code of Conduct (hereinafter “Code”) constitutes an integral part of the internal control system and of the Organization, Management and Control Model adopted by Motor Power Company pursuant to Legislative Decree 231/2001 and defines the principles and minimum standards of behavior in Environmental, Social and Governance (ESG) matters applicable to all suppliers, sub-suppliers and commercial partners (hereinafter “Suppliers”) who maintain relationships with Motor Power Company and the Group companies. Compliance with this Code constitutes an essential requirement for the establishment and maintenance of commercial relationships with Motor Power Company and the Group companies.

### A. Compliance with Laws and Regulations

The ESG Code of Conduct for suppliers is inspired, in its formulation and implementation, by the principles described within the Organization, Management and Control Model ex Legislative Decree no. 231/2001 and the Motor Power Company Group Code of Ethics, as well as the guidelines of the main international reference standards, including:

- a) the Corporate Sustainability Reporting Directive (CSRD) and the new European standards for non-financial reporting – European Sustainability Reporting Standards (ESRS) – annexed to the Directive.
- b) the United Nations Guiding Principles on Business and Human Rights.
- c) the International Labour Standards of the International Labour Organisation (ILO).
- d) the United Nations International Bill of Human Rights, including the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights.
- e) the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct.
- f) the UN Global Compact.
- g) the ISO 20400 standard.

### B. The Principles

The ESG Code of Conduct for suppliers is based on three fundamental pillars, which reflect the transversal commitment of Motor Power Company to sustainability.

The first pillar concerns ethical conduct and legality and includes the fundamental principles with which Motor Power Company asks suppliers to operate with integrity, transparency and full respect for national and international regulations. These principles are inspired by the requirements established within the Code of Ethics.

The second pillar is centered on environmental protection, and provides principles such as climate change mitigation, protection of biodiversity and the responsible use of natural resources, particularly relevant in the upstream stages of the value chain.

The third pillar focuses on labor and human rights, and aims to guarantee full respect for human rights along the entire supply chain, in compliance with the United Nations International Bill of Human Rights and ILO standards.

#### 1) Ethical Conduct and Legality

##### General Principles

Suppliers are required to operate in compliance with the highest standards of integrity, fairness and transparency, conducting their activities in an ethical and responsible manner. Compliance with laws, regulations and principles of good governance represents a fundamental prerequisite of the relationship with Motor Power Company. Any behavior contrary to ethical principles or legality is considered incompatible with this Code and can compromise the trust at the basis of the commercial relationship.

**Compliance with Laws and Regulations**

Suppliers must operate in full compliance with all applicable laws and regulations in the countries where they perform their activity, including regulations regarding corporate, tax, labor, environmental and competition protection law. It is the responsibility of the Supplier to adopt internal procedures suitable to guarantee the knowledge and observance of applicable regulatory obligations, preventing violations and illicit behaviors.

**Prevention of Corruption and Conflicts of Interest**

Suppliers must prevent and contrast every form of corruption, extortion or illicit practice, direct or indirect, towards public officials or private subjects. It is not permitted to offer, promise, grant or accept undue advantages, gifts or other utilities that can improperly influence decisions or behaviors. Suppliers must also avoid situations of real or potential conflict of interest and communicate them promptly to Motor Power Company if they could affect the impartiality and independence of the commercial relationship.

**Transparency, Fairness and Integrity of Information**

Suppliers are required to guarantee the completeness, accuracy and truthfulness of the information provided to Motor Power Company, including those of a technical, economic, financial and ESG nature. Any communication must be based on maximum transparency and fairness, avoiding omissions or misleading statements. Suppliers must also maintain accurate accounting and documentary records compliant with applicable regulations.

**Protection of Competition and Fair Market Practices**

Suppliers must respect regulations regarding the protection of competition and the market, avoiding behaviors that can limit or distort free competition. Anti-competitive practices, illicit agreements, exchanges of sensitive information or abuses of dominant position are not allowed. Commercial activities must be carried out in respect of the principles of loyalty, fairness and professionalism.

**Data Protection and Confidentiality**

Suppliers must protect the confidentiality of information and personal data of which they become aware in the performance of activities on behalf of Motor Power Company. Data processing must occur in compliance with applicable regulations regarding personal data protection, including the European GDPR regulation where applicable. Suppliers must adopt adequate technical and organizational measures to prevent unauthorized access, disclosure or improper use of information.

**Intellectual Property and Correct Use of Assets**

Suppliers must respect the intellectual property rights of Motor Power Company and third parties, using trademarks, patents, know-how and confidential information exclusively for authorized purposes. Any improper, unauthorized or illicit use of tangible and intangible assets made available within the scope of the commercial relationship is prohibited.

**Prevention of Crimes and Administrative Liability**

Suppliers must adopt behaviors such as to prevent the commission of crimes and involvement in illicit activities, including corporate, tax, environmental crimes and crimes against the public administration. Adequate internal controls and supervision procedures aimed at reducing the risk of violations and guaranteeing responsible management of activities must be implemented.

### **Reporting, Controls and Cooperation**

Suppliers must make available suitable reporting channels to allow the communication of behaviors not compliant with the principles of this Code, guaranteeing confidentiality and the protection of whistleblowers from retaliation. They must also cooperate in a transparent and constructive way with Motor Power Company in case of audits, verifications or requests for information related to the respect of ethical conduct and legality.

### **Continuous Commitment and Improvement of Governance**

Adherence to the principles of ethical conduct and legality implies a constant commitment to the improvement of corporate governance. Suppliers are encouraged to strengthen over time their internal control systems, compliance programs and the culture of business ethics, contributing to building commercial relationships based on trust, responsibility and transparency.

## **2) Environmental Protection**

### **General Principles**

Suppliers recognize environmental protection as a fundamental element of corporate responsibility and commit to carrying out their activities in respect of applicable environmental regulations and the principles of sustainable development. Operational practices must be oriented towards pollution prevention, reduction of environmental impacts and protection of ecosystems, contributing responsibly to the safeguarding of natural resources for present and future generations.

### **Regulatory Compliance and Environmental Management**

Suppliers must operate in full compliance with all laws, regulations and environmental authorizations in force in the countries where they operate. It is the responsibility of the Supplier to identify and monitor the environmental obligations applicable to its activities and to adopt adequate management systems to guarantee respect for regulatory requirements. Where possible, Suppliers are encouraged to equip themselves with environmental management systems structured and certified according to internationally recognized standards.

### **Responsible Use of Natural Resources**

Suppliers commit to using natural resources, including energy, water and raw materials, in an efficient and responsible way. They must adopt measures aimed at reducing waste, improving the efficiency of production processes and favoring the use of renewable energy sources and materials with lower environmental impact, where technically and economically sustainable.

### **Emissions, Pollution and Climate Change**

Suppliers must adopt all necessary measures to prevent, reduce and control emissions into the atmosphere, water discharges and any other form of pollution deriving from their activities. Particular attention must be reserved for the reduction of greenhouse gas emissions and the monitoring of the climate impact of operations. Suppliers are encouraged to define improvement objectives and to implement concrete actions for mitigation and adaptation to climate change.

### **Waste Management and Circular Economy**

Suppliers must guarantee a correct, safe and regulation-compliant management of waste generated by their activities. They must prioritize the prevention of waste production, the reuse and recycling of materials, reducing the resort to

disposal. The adoption of circular economy principles and solutions aimed at prolonging the life cycle of products is strongly encouraged.

#### **Hazardous Substances and Chemical Materials**

Suppliers must manage the use, storage and disposal of hazardous substances and chemical materials in a responsible and safe way, in order to prevent risks to human health and the environment. Adequate procedures for handling, labeling and staff training must be adopted, as well as measures aimed at the progressive replacement of the most dangerous substances with lower-impact alternatives, where possible.

#### **Protection of Biodiversity and Territory**

Suppliers must operate in respect of ecosystems and biodiversity, avoiding or minimizing negative impacts on the territory. Activities must be planned and managed to prevent environmental degradation, deforestation and damage to natural habitats, with particular attention to protected areas and areas of high ecological value.

#### **Preparation and Management of Environmental Emergencies**

Suppliers must adopt preventive measures and adequate emergency plans to reduce the risk of environmental accidents and to effectively manage any emergency situations. Such plans must provide timely intervention procedures, staff training and appropriate communications to competent authorities and stakeholders.

#### **Monitoring, Continuous Improvement and Transparency**

Suppliers commit to regularly monitoring their environmental performance and to promoting continuous improvement of processes and results. They must guarantee the correctness and transparency of the environmental information provided to Motor Power Company and cooperate in case of audits, verifications or data requests, contributing to a responsible and shared management of environmental impacts.

#### **Extension to the Supply Chain**

Suppliers are required to promote respect for environmental protection principles also among their sub-suppliers and commercial partners. They must therefore adopt selection and monitoring criteria that take environmental performance into account and favor the adoption of sustainable practices along the entire supply chain.

### **3) Labor and Human Rights**

Suppliers recognize the fundamental importance of respect for human rights and commit to operating in a responsible manner consistent with the principles sanctioned by the United Nations Universal Declaration of Human Rights, the fundamental Conventions of the International Labour Organisation and the OECD Guidelines for Multinational Enterprises. Respect for the dignity of the person, individual freedom and equality constitutes an indispensable prerequisite of every commercial relationship with Motor Power Company. Any violation of human rights is considered incompatible with corporate values and the principles of this Code.

#### **Child Labor**

Suppliers must ensure that no activity is carried out using child labor. The minimum age for employment must be compliant with the local regulation in force and, in any case, with the ILO Conventions on the matter. Suppliers are required to adopt adequate procedures for verifying the age of workers and, should non-compliance situations emerge, they must intervene promptly with corrective actions aimed at the protection of the minor, favoring their access to adequate educational or training paths.

**Forced Labor**

Every form of forced mandatory or involuntary labor is severely prohibited. Suppliers must guarantee that all workers operate on a voluntary basis and that they are free to terminate the employment relationship in respect of applicable contractual and regulatory provisions. No form of coercion is permitted, including the withholding of personal documents, the payment of deposits or the imposition of economic or psychological constraints. Suppliers must also adopt adequate measures to prevent and contrast phenomena of modern slavery and human trafficking along the entire supply chain.

**Freedom of Association and Collective Bargaining**

Suppliers must respect the right of workers to freely associate, to join or not join trade union organizations and to participate in collective bargaining, without fear of intimidation, discrimination or retaliation. Even in contexts where local regulation limits such rights, Suppliers are required to favor forms of open and constructive dialogue between management and workers, in respect of international principles on labor.

**Non-Discrimination and Equal Opportunities**

Suppliers commit to guaranteeing equal opportunities to all workers and to preventing any form of direct or indirect discrimination. Decisions related to hiring, training, remuneration, promotion and termination of the employment relationship must be based exclusively on objective criteria linked to skills and professional performance. An inclusive and respectful work environment must be promoted, in which every individual can operate in conditions of dignity and equality.

**Prevention of Harassment and Abuse**

Suppliers must ensure a work environment based on mutual respect and the protection of personal dignity. Any form of harassment, abuse, intimidation or offensive behavior, whether of a physical, verbal or psychological nature, is not tolerated. Suppliers are required to arrange adequate procedures for the prevention, reporting and management of such behaviors, guaranteeing the confidentiality and protection of the people involved.

**Work Hours, Remuneration and Benefits**

Suppliers must respect the regulations regarding work hours, rest periods and overtime, ensuring that the latter are not imposed in a systematic or coercive way. Remuneration must be fair, paid regularly and compliant at least with the minimum wages provided by law or applicable collective agreements. Workers must receive clear and transparent information regarding the composition of the salary and the benefits provided.

**Health, Safety and Well-being of Workers**

Suppliers must guarantee safe and healthy working conditions, adopting all necessary measures to prevent accidents, occupational diseases and health risks. It is the responsibility of the Supplier to identify, evaluate and mitigate the risks connected to the activities performed, providing adequate training, protective devices and suitable tools. The well-being of workers must also be promoted, also through initiatives aimed at favoring a sustainable balance between work and private life.

**Protection of Vulnerable Workers**

Suppliers must pay particular attention to the protection of vulnerable workers, including migrant, seasonal, temporary or agency workers. Such workers must benefit from the same rights, working conditions and protection levels guaranteed

to other employees. Any form of exploitation or unjustified differentiated treatment is considered a serious violation of this Code.

### **Conflict Minerals**

Motor Power Company requires its Suppliers to commit to avoiding the use of minerals coming from conflict areas that can finance or favor armed conflicts or human rights violations, in line with applicable regulation and the main international best practices. Suppliers are therefore required to adopt adequate due diligence measures along their supply chain and, upon request, to provide information and declarations aimed at demonstrating compliance with requirements regarding Conflict Minerals.

### **Supply Chain and Human Rights Due Diligence**

Suppliers commit to extending the respect of human rights also to their sub-suppliers and commercial partners. They must therefore adopt due diligence processes aimed at identifying, preventing and mitigating the risks of human rights violation along the supply chain, collaborating actively with Motor Power Company in case of audits, verifications or requests for information.

### **C. Audits, Controls and Reporting**

Motor Power Company reserves the right to verify, at any time, the compliance of Suppliers with this Code through audits, inspections and documentary requests. In particular:

- audits can be scheduled or extraordinary, conducted by internal personnel or by appointed third parties.
- Suppliers are required to cooperate fully, providing access to documents, records, plants and personnel involved.
- All information collected during the audits will be treated with confidentiality, in respect of privacy regulation.
- Suppliers must implement internal monitoring systems that allow for the detection and correction of any non-compliance.

Verification activities on Suppliers constitute, where applicable, part of the control measures provided by the Organization, Management and Control Model ex Legislative Decree 231/2001.

A dedicated reporting channel (**whistleblowing**) is provided in Motor Power Company, reachable at the Policy page of our Website <https://www.motorpowerco.com/it> for employees or stakeholders who detect violations of the Code, guaranteeing anonymity, protection from retaliation and traceability of the management of reports;

Reports will be evaluated by an internal ESG committee, which will establish any corrective actions or sanctions.

Received reports that present profiles of relevance pursuant to Legislative Decree 231/2001 may be transmitted to the Supervisory Body, in consistency with the Organization Model adopted by the Company.

### **D. Non-Compliance and Corrective Actions**

In case of violations of this Code:

#### *a) Classification of the non-compliance:*

Minor: isolated discrepancies or omissions that do not involve immediate risk for people or environment.

Serious: significant violations of ESG principles or repeated over time.

Critical: violations that seriously compromise health, safety, environment, legality or corporate integrity.

#### *b) Management of non-compliance:*

Suppliers must document and notify the non-compliance and the corrective actions within established times. Motor Power Company will evaluate the adequacy of the corrective actions, possibly requesting further interventions. In case of serious or repeated non-compliance, Motor Power Company reserves the right to suspend supplies or services,

negotiate binding improvement plans or proceed to the termination of the contract. Corrective actions will be subject to periodic monitoring, until full adaptation.

## **E. Acceptance, Commitment and Implementation of the Code**

### **Formal acceptance**

This Supplier Code of Conduct is an integral part of the contractual relationship with Motor Power Company.

The establishment or continuation of any commercial relationship constitutes full, conscious and unconditional acceptance of all the provisions contained in the Code.

Motor Power Company may request the Supplier to sign a formal declaration of adherence, as well as any documentation certifying compliance with the ESG principles defined herein.

### **Supplier Responsibility**

The Supplier is responsible for:

- the effective application of the Code within its own organization.
- the dissemination of the contents of the Code to employees, collaborators, consultants and subjects involved in the execution of the activities on behalf of Motor Power Company.
- the adoption of policies, procedures and internal controls suitable to guarantee compliance with ESG principles.

The Supplier also commits to ensuring that any sub-suppliers or partners involved respect equivalent standards.

### **Training and awareness**

The Supplier must ensure adequate training and awareness activities on ESG issues, on:

- Human rights and working conditions.
- Health and safety at work.
- Environmental protection and responsible use of resources.
- Business ethics, anti-corruption and data protection.

The training must be proportionate to the role and responsibilities of the personnel involved and updated periodically.

### **Integration into management systems**

The Supplier commits to integrating the principles of this Code into its own:

- Business management systems.
- Decision-making and operational processes.
- Purchasing policies and supply chain management.

Where possible, the Supplier is encouraged to adopt internationally recognized standards (e.g., ISO 14001, ISO 45001, SA8000, ISO 37001).

### **Updates and continuous improvement**

Motor Power Company reserves the right to update this Code to:

- Align it with regulatory evolution.
- Incorporate ESG best practices.
- Respond to new environmental, social or governance risks.

Suppliers commit to adapting to any revisions within the communicated terms.

Adherence to the Code also entails a commitment to continuous improvement, aimed at:

- Progressively reducing environmental impacts.
- Strengthening social protection and workers' rights.

- Improving transparency, integrity and responsibility in governance.

**Consequences of non-compliance**

Failure to comply with the provisions of this Code may lead to:

- Request for binding corrective actions.
- Temporary suspension of supplies or services.
- Reduction or exclusion from future commercial opportunities.
- Termination of the contractual relationship for non-fulfillment, in the most serious or repeated cases.

**Strategic value of the Code**

The Supplier Code of Conduct represents a fundamental tool for the creation of sustainable value in the long term, promoting a responsible, resilient supply chain aligned with the ESG principles shared by Motor Power Company.

**Acceptance of the Code**

Acceptance of this Code entails not only formal adherence, but also a concrete operational commitment by the Supplier:

- The continuation of the commercial relationship implies the explicit acceptance of all the provisions of the Code.

Suppliers must ensure that all their personnel involved in activities on behalf of the Motor Power Company Group are informed and trained on the ESG principles of the Code.

It is the responsibility of the Suppliers to integrate ESG guidelines into the internal management system, promoting a culture of sustainability and business ethics.

Any updates to the Code will be formally communicated to the Suppliers, who must adapt within established times, under penalty of suspension of the relationship.

Adherence to the Code also represents a continuous commitment to improvement, encouraging Suppliers to propose initiatives aimed at reducing environmental, social and governance impacts throughout the entire supply chain.

SUPPLIER BUSINESS NAME: \_\_\_\_\_

TAX ID: \_\_\_\_\_

PLACE AND DATE: \_\_\_\_\_

SIGNATURE OF THE AUTHORIZED REPRESENTATIVE: \_\_\_\_\_