

Code of conduct and business ethics of Rotair SpA

ROTAIR SPA - Sole shareholder company - Management and coordination of Elgi Equipments Limited

The policy followed by Rotair SpA consists in carrying out its business in line with the highest standards of business ethics, human values, respect for law, personal integrity and professional conduct. The objective of this "code of conduct" document is to formulate guidelines for the behavior required of employees to meet the expectations of the company. Every director, officer and employee of the company is expected to abide by the principles

A. Conflict of Interest

1. Each employee, officer or director of Rotair SpA must not:

- a. engage in any commercial activity, relationship or activity that may have negative implications, directly or indirectly, with the interest of the company.
- b. receive improper personal benefits for himself / herself or his/her family due to his/her position in the company.
- c. abuse the position associated with his/her office or coerce or induce a benefit to himself / herself or others.
- d. receive and withhold any gifts beyond what is set forth in the Company's Gift Policy or excessive entertainment from any person / company with whom the Company has current or future business relationships.
- e. have a significant ownership interest in any supplier, customer, development partner or competitor of the company, without disclosing it to management.
- f. have any consulting or employment relationship with any supplier, customer, business partner or competitor of the Company.
- g. involve or undertake any other activity that could create the appearance of a conflict of interest and therefore compromise the reputation of the company.
- h. appoint any related party as a consultant, director, agent, broker, broker or representative.

2. In the event that there is likely to be a conflict of interest, the employee must make a full disclosure of all facts and circumstances thereof to the board of directors and obtain prior written consent from the board.

B. Ethical Conduct

Rotair SpA expects all its directors, officers and employees to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, at the company headquarters, locations outside the headquarters, the activities supported by company and social events, or any other place where they are represented on behalf of the company. They must also act and behave without fraud and deception.

C. Corporate Opportunities

Directors, officers and employees have a duty to the company to promote its legitimate interests when the opportunity to do so presents itself. Directors, officers and employees are expressly prohibited:

- a. Personally appropriating opportunities discovered through the use of company property, information, or position.
- b. Competing directly with the Company's business or any business the Company is considering.
- c. Use company property, information, or location for personal gain.
- d. Gain an unfair competitive advantage by improperly influencing each employee's discretionary decisions.

D. Parts connected

As a general rule, although transactions between related parties are to be avoided, although unavoidable, the audit committee must review and approve in writing the transactions between related parties in advance.

The most significant transactions between related parties, in particular those involving company directors or executives, must be reviewed and approved in writing in advance by the company's board of directors. The company transmits all material relating to the transactions between the parties in accordance with the applicable accounting rules. All agreements with a related party must be conducted in a commercially prudent manner, without any preferential treatment.

E. Confidentiality

Company confidential information is a valuable asset. Directors, officers and employees must maintain the confidentiality of the confidential information of the company or of any customer, supplier or business partner they receive while in office and is disclosed only if authorized by the company, or the person from whom the information is provided, or as required by law.

"Confidential Information" includes all non-public information (including private, proprietary, and others) that could be useful to competitors or harmful to the Company or its associates. All confidential information should only be used for purposes related to the company's business.

F. Fair Trading

Any director, officer, and employee dealing with customers, suppliers, contractors, competitors or any person who does or seeks to do business with the company must act in a manner that is fair and reasonable and in the best interest of the company to the exclusion of considerations of direct or indirect personal preference or advantage.

G. Protection and Correct Use of assets of Rotair SpA (Elgi Equipments Ltd group)

All directors, officers and employees must ensure that assets are not stolen, loaned to others, sold or donated, without proper authorization. They are responsible for the correct use of the assets of Rotair SpA (Elgi Equipments Ltd group), and must safeguard such assets from loss, damage, misuse or theft. The assets of Rotair SpA (Elgi Equipments Ltd group), both tangible and intangible, must be used only for business purposes and must not be used for the personal enrichment / strengthening of any person.

H. Compliance with laws and regulations

Every director, officer and employee of Rotair shall comply with all applicable laws and regulations, both in letter and in spirit in all the transactions and in all the territories that the company operates.

I. Prohibition of insider trading

The company has imposed a trading ban period on Board members, executives and all employees who, as a result of their position in the company, are more likely to be exposed to material containing non-public information about the company. These directors, officers and employees generally cannot trade company stock during the prohibited period.

Every director, officer and employee must abide by the company's rules on insider trading (which are available on the intranet), follow the pre-liquidation procedures for trading and trade only during a trading period. All questions regarding the company's rules on insider trading should be directed to the Secretarial Office.

J. Compliance with the Code of Conduct

1. Every employee of Rotair SpA must promptly report any actual or possible violations of the code to the board of directors or the Human Resources (HR) Office.
2. Violations of this code will result in disciplinary action, which may also include termination of the worker's services. The Board of Rotair SpA or any committee / person designated by the Board for this purpose establishes appropriate actions in response to violations of this code.

K. Financial Reports and Documents

1. The company must prepare and maintain the accounts correctly and accurately in accordance with the accounting and financial reporting principles which represent the generally accepted guidelines, principles, rules, laws and regulations of the country in which the company conducts its business.
2. Internal control and audit procedures should extensively cover all material transactions relating to the company's business and asset management. All necessary information is accessible to company auditors and other authorized individuals and government agencies.

L. Duties of Independent Directors

Independent directors must:

1. take appropriate action and regularly update and review one's skills, knowledge and familiarity with the company;
2. to ask for clarification of the case or the addition of information and, if necessary, to adopt and follow adequate professional advice and the opinion of external experts at the expense of the company;
3. undertake to participate in all meetings of the Board of Directors and of the Board Committees of which he / she is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where you have concerns about the management of the company or a proposed action, ensure that these are addressed by the Board and to the extent that they are not resolved ensure that their concerns are recorded in the minutes of the Board of Directors;
7. keep well informed about the company and the external environment in which it operates;
8. not unjustly hinder the functioning of a fair Council or a Council committee;
9. pay sufficient attention and verify that the correct resolutions are carried out before approving transactions with related parties and ensure that they are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional supervisory mechanism and that it ensures that the interest of a person using this mechanism is not prejudiced by such use;
11. report concerns about immoral behavior or a suspicion of fraud or violation of the company's code of conduct or ethics policy;
12. within its authority to contribute to protecting the legitimate interests of the company, its shareholders and its employees;
13. not to disclose confidential information including trade secrets, technologies, advertising and sales promotion projects, unpublished sensitive information relating to prices, unless such disclosure is expressly approved by the Board or required by law.

M. Shareholders

The Company is committed to increasing shareholder value and complying with all rules and laws governing shareholder rights. The board of directors of the company must duly and fairly inform its shareholders of all material aspects of the company's business and disclose such information in accordance with their respective rules and agreements.

N. Interpretation of Code

1. Any question relating to the interpretation or other relating to this code is defined by the board of directors of ROTAIR SPA (ELGI EQUIPMENTS LTD GROUP), whose decision is final in this sense.
2. Any waiver of any provision of this code by a member of the board of directors of Rotair SpA must be approved in writing by the board and promptly disclosed.
Any waiver of any provision of this code in relation to any other employee, agent or contractor must be approved in writing by the General Manager of Rotair SpA (Elgi Equipments Ltd group).

O. Additional code of ethics for employees of the accounting, finance and secretarial offices

1. Honesty, integrity and good judgment of financial agents are fundamental for the success and reputation of Rotair SpA (Elgi Equipments Ltd group). The ethical and professional conduct of financial managers is essential for the smooth running of the company. They are bound by the following code of ethics, together with the one indicated above. They will:

- a. act with honesty and integrity, including ethical management of real or apparent conflicts of interest between personal, financial and professional relationships
 - b. make a full, fair, accurate, timely and understandable disclosure of the reports and documents that the Company files with, or submits or performs periodically, to shareholders, government authorities, and the public,
 - c. comply with government laws, rules, notifications and regulations applicable to the company's business,
 - d. communicate to the board of directors or any committee / officer designated by the board for this purpose, any material transaction or relationship that could reasonably give rise to violations of the code, including actual or apparent conflicts with the interests of the company,
 - e. Promote prompt reporting of violations of this code to the board of directors or any person / committee designated for that purpose, as it may be necessary,
 - f. respect the confidentiality of the information acquired during the employment relationship unless we are legally obliged to disclose it and ensure that none of this confidential information is used for a personal advantage / benefit
 - g. act in good faith, responsibility, with due attention, competence and diligence, without misrepresenting material facts,
 - h. refrain from any undue or inadequate influence of any nature in all relations with auditing companies, and avoid any real or apparent conflicts with analysts,
 - i. do not neglect / neglect the discharge of any responsibility that should be discharged from them,
 - j. promptly disclose details as required by the various acts and rules to the board of directors.
2. All employees of the accounting, finance and secretarial offices must adhere to these principles, the violation of which will lead to appropriate disciplinary actions including dismissal from Rotair SpA (Elgi Equipments Ltd group).
3. Any deviation / waiver from this Code may only be made on the basis of the sole and exclusive discretionary authority of the Board or any person / committee designated by the Board for this purpose.

P. Miscellaneous

1. Equal Opportunities

1. It is a principle of Rotair SpA to provide equal opportunities to all its employees without distinction of race, religion, caste, color, sex, age, etc., and decisions must be based solely on merit; Employees of Rotair shall be treated with dignity and respect and the environment shall be free from discrimination and abusive behaviour, including gender based ones, in any form or manner whatsoever;

2. Safe and Ecological Company

Rotair SpA strives to create a greener, safer and healthier working environment by minimizing the waste of natural resources and conducting its business in compliance with the regulations relating to environmental protection. It also protects the health, safety and well-being of its employees by respecting the regulations in force. ROTAIR SPA is always committed to excellence in execution, to exploit the potential of people, to give the best and in the future and continually review and update its policies and procedures. This code is also subject to change and can be modified with the approval of the board of directors.