

# Code of Ethics

transparency vice  
rules **integrity** safety  
communication




conscience morals right  
trust conflict of interest character wrong  
**compliance**

**ethics**




values **choice** principle  
privacy **laws** loyalty



## **Message from Alex Hoffs - Living Our Values within PSM**

Power Systems Mfg., LLC is committed to high standards of ethical, moral and legal business conduct.

We should all be living and applying these values in our daily work. Employees, together with other stakeholders, should report any perceived breach of the Code of Ethics per the PSM hotline.

I count on each of you to read and apply the Code of Ethics and to promote its values within your teams.

Kind regards

Alexander Hoffs

President

# **Power Systems Mfg., LLC**

## **Code of Ethics**

### **1. PREAMBLE**

#### **1.1. PSM and the Ansaldo Group**

Ansaldo Energia S.p.A., (hereinafter referred to as “Ansaldo Energia”), and its controlled companies and affiliates constitute a Group (hereinafter referred to as “Ansaldo Energia Group”) active in the power generation sector which, because of its size, the advanced technology utilized and its significant activity, plays an important role in the market, the economic development and the progress of technology and science in such sector.

Within the Ansaldo Energia Group, Power Systems Mfg., LLC (hereinafter referred to as “PSM” or the “Company”) is a company operating as a provider of parts and services in the field of gas turbine power generation.

The achievement of Ansaldo Energia Group’s goals is to be pursued by all companies and employees in the Ansaldo Energia Group through loyalty, integrity, honesty, competence and transparency, in strict compliance with applicable laws and regulations.

This Code of Ethics sets forth the commitments and the ethical responsibilities related to the conduct of business and corporate affairs undertaken by all directors, managers and employees of PSM, in line with the requirements set out above.

#### **1.2. Relationships with the Stakeholders**

PSM and Ansaldo Energia Group’s wide presence in national and international markets, operation in different fields and the great number of relationships between them and their controlled companies and third parties makes the management of PSM’s relationships with its stakeholders very important (“stakeholder” meaning any public or private, U.S. or foreign, person, entity, company or institution, having any kind of relationship with PSM or any interest in the Company’s activity).

PSM's activities are to be undertaken in strict compliance with U.S. laws and regulations, the laws and regulations of all other countries in which the Company operates, and the principles of fair competition.

### **1.3. Key Principles**

Compliance with law, transparency and proper management, good faith, and trust and cooperation with the stakeholders are the ethical principles by which PSM activity is directed - and from which PSM derives its models of conduct - aimed at effectively and fairly competing in the market, improving the level of satisfaction of its clients, adding value for its stakeholders and increasing the capabilities and the professional growth of its human resources. In this respect, being convinced that acting in any manner for the advantage of the Company does not justify conduct in conflict with the above-mentioned principles, all PSM directors, managers and employees are therefore bound within their respective functions and responsibilities to comply with, and to cause any other party to comply with, these principles. Such commitment requires that any third party having any kind of relationship with PSM shall also comply with such principles and rules in their relations with PSM.

### **1.4. The Code of Ethics**

PSM has deemed it appropriate and necessary to adopt and issue this Code of Ethics, setting forth principles and rules to be complied with by all PSM directors, managers and employees, who shall be personally liable, both in their internal relations within the Company and in their external relations on behalf of the Company, for any breach of these principles and rules, even in cases in which no Company liability toward third parties is involved.

Therefore, knowledge of and compliance with the Code of Ethics by all PSM's workforce constitute the fundamental conditions for the Company's transparency and reputation. In addition, the Code of Ethics is brought to the attention of all those persons and entities having a business relationship with PSM and such persons and entities shall conduct their relations with PSM in accordance with the Code of Ethics.

In compliance with the principles of this Code of Ethics, the PSM Board of Directors shall appoint one or more persons within PSM as the Code of Ethics Control Body (hereinafter referred to as the “Control Body”) being in charge of the supervision of, the compliance with and monitoring of the PSM Code of Ethics.

PSM directors, managers and employees are all responsible for the due implementation and application of the Code of Ethics and shall denounce any violation or non-application thereof to the Control Body.

The PSM Board of Directors may put forward any modifications of or amendments to this Code of Ethics as it deems fit.

### **1.5. Application within the Group**

Since PSM operates in the market in an integrated manner with its controlled companies, the achievement of its goals also depends on the optimization of synergies which may be developed with and among PSM’s controlled companies, and all those who operate within the Group shall make their own capabilities available, consistent with other peoples’ functions and responsibilities, in accordance with the current provisions of law and with the principles identified in the Code of Ethics.

In this respect, PSM is to submit its own Code of Ethics to its controlled companies so that those companies, following any integration of the same Code of Ethics in relation to specific circumstances, shall formally adopt the Code of Ethics as a device for managing and as an effective component of the corporate strategy and organization. As a consequence of this application within the Group, the Code of Ethics shall apply to all PSM controlled companies and shall drive the behavior of all PSM staff. Furthermore, all PSM affiliates and suppliers are required to keep their conduct in line with the principles of this Code of Ethics.

## **2. GENERAL PRINCIPLES**

### **2.1 Compliance with Laws and Regulations**

PSM operates in strict compliance with the laws and regulations in force in each country in which its activity is carried out, in

accordance with the principles of this Code of Ethics and with the procedures established by PSM's internal protocols.

Moral integrity is a constant duty for all those who work for PSM and is a distinctive feature of all behavior of the PSM organization. Therefore, all PSM directors, managers and employees, each within his or her area, shall be aware of and observe the laws and regulations in force in any country in which PSM operates including competition laws and regulations on national and international levels.

All relationships between PSM and authorities must be based on the utmost degree of fairness, transparency and collaboration, in full compliance with the applicable laws and regulations and with the utmost respect for the institutional functions of those authorities.

## **2.2 Models and Rules of Conduct**

All PSM directors, managers and employees shall work with professional care, moral rigor and proper management in order to protect the image of the Company.

The behavior and relationships, both internally and outside the Company, of any person who works for PSM must be based on transparency, fairness and mutual respect.

In this regard, the directors and managers shall lead by setting good examples to all PSM employees through their own behavior and in performing their duties they shall comply with the principles of the Code of Ethics and with the corporate procedures and regulations, and they shall promote the application of these principles among the employees by asking the employees to submit, if necessary, requests for clarifications or proposals for updates.

In addition, the directors and managers are required by PSM to actively propose and realize projects, investments and industrial, commercial and management initiatives to preserve and increase the economical, technological and professional capabilities of the Company.

PSM is obliged to make available information and support to and for the accounting and internal control bodies and the surveillance authorities to carry out thorough and effective control

activities, which includes internal and external audits and reviews.

### **2.3 Application of and Compliance with the Code of Ethics**

PSM promotes the knowledge and observance of the Code of Ethics and of the internal protocols and their updates, among all directors, managers and employees as well as among its commercial and financial partners, its consultants, its clients and its suppliers, requiring that its suppliers observe the Code of Ethics and that they establish adequate disciplinary or contractual sanctions for any breach thereof.

Therefore, the above-mentioned directors, managers and employees and suppliers are required to know the contents of the Code of Ethics – by asking for and obtaining any clarification on the interpretation of such contents from the competent departments of the Company – to observe such contents and to cooperate in its implementation by denouncing any failure and/or violation (including any attempt at violating) which may have come to their knowledge.

Furthermore, PSM requires the cooperation of its employees in spreading knowledge of, and in ensuring the implementation of and compliance with, the Code of Ethics and, within their respective areas and functions, of the internal protocols.

### **2.4 Corporate Governance**

The PSM system of corporate governance is in compliance with laws and with best international practices.

Such system of corporate governance is aimed at maximizing value for the stakeholders, at keeping the business risks under control and at maintaining transparency vis-à-vis the market.

## **3. HUMAN RESOURCES AND EMPLOYMENT POLICY**

### **3.1 Main Requirements**

Human resources are an essential component of the Company's life and a critical factor for successful competition in the market.

PSM requires that its directors, managers and employees work with honesty, loyalty, skill, professionalism, rigor, technical knowledge and dedication, and these requirements are important factors for the achievement of the Company's goals.

### **3.2 Policy for Selection**

For purposes of contributing to the development of the corporate goals and of ensuring that such goals are pursued by everyone in compliance with PSM's ethical principles and requirements, the corporate policy is aimed at selecting each employee, consultant and business partner in accordance with the above mentioned principles and characteristics.

Within the context of such selections – to be carried out in compliance with the principles of equal opportunities and without any discrimination based on one's private life or on the candidates' opinions – PSM shall ensure that human resources are selected consistent with the Company's needs, and not based on any kind of favoritism or any other inappropriate basis.

### **3.3 Development of Skills**

Within the context of its labor relationships, PSM is committed to create and maintain all the necessary conditions for ensuring that the skills and knowledge of each employee may be increased in accordance with the above mentioned principles, through the accomplishment of a policy based on merit and equal opportunities and through the implementation of specific programs for professional training and for the acquisition of improved skills. In this respect, the employee is required to seek out and to cultivate the acquisition of new skills, capabilities and knowledge and the managers shall be focused on emphasizing and improving the professional skills of the workforce by creating the conditions for developing their capabilities and actualizing their potential skills.

### **3.4 Human Resources and the Code of Ethics**

PSM constantly takes care of and promotes awareness of the Code of Ethics, the related protocols and any updates thereto, through the application of specific functions and dedicated

resources, as well as through the areas of activity of the various departments, by setting responsibilities, hierarchic ranks, the description of the personnel's tasks and training programs.

Information on and knowledge of the Code of Ethics and the related specific protocols is ensured above all through the distribution of specific documentation to all those having relationships with the Company, and in this respect, new employees and suppliers are required by the Company to sign – at the time of delivery of any materials containing information on the Code of Ethics – a statement of acknowledgement of such documentation.

Secondly, PSM provides its employees with training and professional updates on the Code of Ethics and its protocols, managed by the responsible departments. The Company's personnel are entitled to ask senior management at any time for clarifications on the contents of the Code of Ethics and the protocols, as well as on their own duties.

At the time of creation of new labor and supplier relationships, PSM shall timely provide the interested parties with the information necessary for their adequate acquaintance with the Code of Ethics and with the protocols, with particular regard to those related to the specifically involved functions.

### **3.5 Work Environment and Privacy Protection**

PSM is committed to create a work environment which ensures, to whoever has any relationship with the Company, respect of personal dignity and freedom from discrimination and undue influences. In labor relations, gender discrimination and all other discrimination shall be prohibited, ensuring equal opportunities and promoting the professional growth of employees and collaborators, respecting the skills acquired by each person.

Also in this respect, in compliance with current legislation, PSM is committed to the protection of the individual's privacy in relation to the information on the private life and opinions of each employee and, more generally, of whomever may interact with the Company.

In particular, the respect of the dignity of the employees shall be also ensured through the protection of confidentiality in

correspondence and in interpersonal relationships between employees, through the prohibition of any improper behavior in meetings or discussions and through the prohibition of any abusive behavior.

## **4. CONFLICTS OF INTEREST**

### **4.1 Corporate and Personal Interests**

As part of the proper employment relationship between PSM and its employees, it is a fundamental duty of the employees to direct their utilization of the Company's assets and the employees' working skills to the realization of the corporate interests, in accordance with the principles of this Code of Ethics. In this perspective, PSM directors, managers and employees shall avoid any situation, and refrain from any activities, which may involve a conflict between a personal interest and the interest of the Company or which may create interference and obstacles to the ability to take decisions in the interest of the Company in an impartial and objective manner. Not only is the occurrence of situations of conflict of interest contrary to provisions of law and to the principles of the Code of Ethics but it also jeopardizes the Company's image and integrity.

Therefore, the directors, managers and employees shall avoid any possibility of conflict of interest arising from their position or work within the Company and their personal or family interests.

### **4.2 Prevention of Conflict of Interests**

In order to avoid any actual or even potential conflict of interest, PSM prohibits its directors, managers and employees to have, at the time of assignment of their functions or of the commencement of their labor relationships any condition of conflict of interest between the individual and the Company. Such prohibition is supplemented by an ongoing obligation of the individual to timely make PSM – in the person of his/her top manager – aware of any actual or potential situation of conflict of interests in which the individual may find himself/herself.

PSM also requires anyone who may become aware of any

situation of conflict of interest to give timely notice – through the procedures provided for by the specific protocols – to the Control Body.

## **5. OPERATIVE PROCEDURES AND ACCOUNTING DATA**

### **5.1 Specific Protocols**

Specific protocols in furtherance of the Code of Ethics and aimed at preventing damaging events and any consequent potential negative impact on the Company's business situation have been prepared – and shall be properly adopted and modified – pursuant to an analysis of the Company's situation, aimed at highlighting any risks for the Company and the existing control system and its adequacy.

Specific protocols must be adopted – by whoever plays any role at any level in the operating process – within the terms and pursuant to the procedures set forth and described by the competent PSM departments.

Their proper enactment makes it possible to identify the responsible persons/bodies within the context of the procedures for the decisions, authorizations and performance of operations.

For these purposes – in accordance with the principle of segregation of duties – it is necessary that each operation be carried out in the various stages by different persons, whose duties are clearly defined and known within the organization in order to avoid that unlimited and/or excessive authority is given to individual subjects.

### **5.2 Compliance with the Procedures**

PSM directors, managers and employees as well as PSM's vendors are required to strictly observe the procedures provided for in the protocols. In particular, the corporate procedures shall regulate the conduct of operations and transactions and, in relation thereto, it must be possible to verify (by means of control elements, including but not limited to: matching tests, joint signatures, accounting support documentation, details on the activity of trade agents, consultants, suppliers, etc.), the

legitimacy, authorization, consistency, congruity, proper recording and possibility of control, including the use of financial resources.

Each operation shall therefore be supported by adequate, clear and complete documentation, to be maintained in the records in such a way as to make it possible at any time to control the reasons and characteristics of such transaction as well as to identify those who, at the different stages of the process, have provided for the related authorizations, performance, recording and verification.

The observance of the instructions provided for by the specific protocols on the procedures to be followed for the formation, decision and recording of the corporate events and of the related effects makes it possible, *inter alia*, to foster and promote, at all corporate levels, the culture of control, which contributes to improve management efficiency and represents a means for supporting the management activity.

Any violation of the procedures provided for by the protocols and by the Code of Ethics – which must be submitted without delay to the Control Body – compromises the relationship of trust between PSM and those that maintain relations with PSM in any capacity.

### **5.3 Accounting Transparency**

Truthfulness, accuracy, completeness and clarity of basic information are the necessary conditions of transparency in accounting records and represent fundamental values for PSM, and necessary in order to provide its stakeholders and third parties a clear picture of the Company's assets and economic and financial situation. To protect those values, it is first necessary that the documentation of the basic events, as reported to accounting to support the basic recording, be complete, clear, truthful, accurate and valid, and be kept in the records and be auditable. The related accounting records shall reflect, in a complete, clear, truthful, accurate and valid manner, whatever may be described in the support documentation. In the case of economic and financial elements based on valuations, the entry must be made in accordance with the criteria of reasonableness and prudence, explaining clearly the criteria

which guided the determination of the value of the asset in the underlying documentation.

Whoever may become aware of any possible omission, counterfeit or irregularity in the book-keeping, including the basic documentation or of any violation of the principles established by the Code of Ethics and/or by the specific protocols is required to timely denounce those facts to the Control Body.

Such violations constitute a breach of the fiduciary relationship with the Company, are relevant for disciplinary purposes and shall be adequately sanctioned.

## **6. PROTECTION OF THE COMPANY'S ASSETS**

### **6.1 Custody and Management of Resources**

PSM shall take all the necessary measures to ensure that the use of available resources – in compliance with the current legislation and the contents of the corporate by-laws and in line with the principles of the Code of Ethics – are aimed at protecting, increasing and reinforcing the corporate assets and protecting the Company, its stakeholders, its creditors and its standing in the market.

### **6.2 Unlawful Transactions on the Shares or on the Corporate Capital**

For the sake of integrity of the corporate assets, it is prohibited, except for those transactions expressly permitted by the law to return, in any form, to the shareholders their contributions or to release the shareholders from their obligations to make those contributions; to distribute profits which may not be effectively in place or which are destined to reserve funds by operation of law or to distribute reserve funds which, by operation of law, cannot be distributed; to acquire or subscribe shares or quotas of the Company or of any controlling company; to reduce the share capital or to carry out mergers or spin-offs in breach of the provisions on the protection of creditors; to form or falsely increase the corporate capital; in the case of liquidation, to satisfy the shareholders, in damage of the creditors of the Company.

In order to prevent the above-mentioned violations, PSM, within its corporate organization, is committed to promote the circulation of, and the acquaintance with, the provisions of law, of the Code of Ethics and of the annexed protocols, by providing specific programs for training and update for the directors and employees on company crimes, reserved to directors and employees.

### **6.3 Intellectual Property Rights**

All PSM directors, managers and employees shall protect PSM's intellectual property rights (including but not limited to patents, rights in inventions, trademarks, trade names, logos, copyright, know-how and trade secrets and proprietary information). All PSM directors, managers and employees shall respect and not infringe the valid intellectual property rights of others.

## **7. INTERCOMPANY RELATIONSHIPS**

### **7.1 Autonomy and Common Ethical Values**

PSM recognizes the autonomy of the controlled companies, which however are required to conform to the principles of the Code of Ethics and to co-operate honestly in the pursuit of the Company's goals in compliance with the laws and regulations in force.

PSM shall refrain from any behavior which, being in its sole interest, may jeopardize the integrity or image of any Group companies. At the same time, PSM asks its affiliates to refrain from behavior or decisions which, being for their sole benefit, may jeopardize the integrity or image of any other Group companies.

### **7.2 Inter-company Cooperation and Communication**

Those appointed by Ansaldo Energia to hold positions within the Group are required to regularly attend the meetings to which they are invited, to perform the duties assigned to them with honesty and fairness, to facilitate communication between the companies of the Group and to encourage and to utilize inter-company synergies for cooperation in achieving the common objectives of

the Group. The circulation of information within the Group, in particular for the purposes of the preparation of the consolidated financial statements and of other communications, shall be in accordance with the principles of truthfulness, honesty, accuracy, completeness, clarity, transparency and prudence, respecting the autonomy of each company and of its specific area of activity.

## **8. EXTERNAL RELATIONSHIPS**

### **8.1 Relationships with Authorities, Public Institutions and Other Bodies representing Collective Interests**

#### **8.1.1 Relationships with Authorities and Public Administrations**

Relations with public officers or public servants (operating on behalf of central or local public administration or legislative bodies, institutions, international public organizations, or any foreign state) with the judicial authorities, with any public supervisory authority, with any other independent authority or with any private partners which may be in charge of public services, concerning the Company activities shall be conducted in full compliance with the laws and regulations in force and the principles of the Code of Ethics and the internal protocols, in such a way as to safeguard the integrity and reputation of both parties.

Attention and care must be taken in dealing with the subjects mentioned above, particularly in transactions relating to: tenders, contracts, permits, licenses, concessions, applications for and/or management and use of any financing however denominated from any public institutions (national or international), management of orders, relationships with any supervisory authorities or other independent authorities, social security institutions, tax collection institutions, bankruptcy managing bodies, civil, criminal or administrative proceedings, etc. In order to avoid any action in conflict with the provisions of law or harmful to the image and integrity of the Company, the above mentioned transactions and the related management of financial resources shall be carried out by the competent officers of the Company with due compliance with the laws, the principles of the

Code of Ethics and the internal protocols.

### **8.1.2 Relationships with Political Organizations and Trade Unions**

PSM does not favor or discriminate against, directly or indirectly, any political organization or trade union. The Company does not provide any contribution, directly or indirectly, in any form, to any political party, movement, committees, political organization or any trade unions or their representatives or candidates, except as required by specific legislation.

### **8.1.3 Gifts, Benefits and Promises of Favor**

PSM prohibits all directors, managers and employees from accepting, offering or promising, directly or indirectly, any money, gifts, goods, services, benefits or undue favors in their relations with public officials, persons in charge of public services or private persons or entities, for the purpose of influencing the decisions of those persons or entities in view of obtaining a more favorable treatment or undue services or for any other purposes.

Any request or offer of money or favor of any kind (including gifts or presents of non-modest value) which may be unduly made to or by those operating on behalf of PSM in the context of relations with a U.S. or foreign public administration or with a private person or entity, whether U.S. or foreign, shall be immediately reported to the attention of the Control Body as well as to the competent officers of the Company to take appropriate actions.

## **8.2 Relationships with Customers and Suppliers**

### **8.2.1 Business Conduct**

In its business relations, PSM applies the principles of fairness, transparency, efficiency, compliance with the law and compliance with the values expressed in this Code of Ethics and requires similar behavior by its customers and suppliers.

The selection of suppliers and the acquisition of assets, goods and services shall be made in accordance with the principles of this Code of Ethics and internal procedures and shall be made in

writing and in accordance within the authority levels in the Group. In all cases any selection shall be made exclusively on the basis of objective criteria such as quality, convenience, price, capabilities and efficiency.

In commercial transactions, particular care is required and imposed (also in compliance with specific protocols) in relation to the collection and payment of money, notes, securities and any valuables in order to avoid any risk of putting into public circulation counterfeited or forged valuables.

## **8.2.2 Gifts, Donations and Benefits**

In business relationships with customers and suppliers, benefits (direct or indirect), gifts, acts of courtesy and hospitality are prohibited, unless they are of such nature and value that do not compromise the image of the Company and cannot be interpreted as aimed at obtaining a favorable treatment. In any event, any gift, acts of courtesy and hospitality shall be reported to and subject to approval by the persons responsible.

Any director, manager or employee who receives a gift or is granted favorable treatment by a customer or a supplier which exceeds the ordinary business practice shall give immediate notice to his or her manager, who shall immediately inform the specific bodies and/or the competent departments of the Company which, after proper investigation, shall provide, through the offices in charge of external communications, to the person giving etc. the gift act, etc. with proper information on the relevant Company policy.

## **9. CORPORATE INFORMATION**

### **9.1 Availability and Access to Information**

PSM, within the limits established by the current provisions of law and in compliance with the instructions of its parent company, shall provide for the timely release of complete information, clarifications, data and documentation which may be requested by the stakeholders, any customer, supplier, public supervisory authorities, any institutions, bodies, entities and any other

stakeholders in the course of performance of their respective functions. Any relevant corporate information shall be timely given to the corporate bodies in charge of the control over the Company's management.

Clear and complete corporate information ensures, among other things, the fairness of relationships: with the shareholders who in accordance with the legislation in force shall be granted easy access to the information; with third parties which may come into contact with the Company and which must be able to have a view of the economic and financial situation of the Company; with supervisory authorities, with bodies in charge of accounting control and internal control that have to perform efficiently their control activities for the protection of the shareholders and the market; and with the other Group companies, in view of the preparation of the consolidated balance sheet and other corporate communications.

## **9.2 Relevant Communications and Market Solicitations**

Pursuant to the measures and through the departments designated by the internal protocols, PSM grants access to information and ensures the transparency of any choices made to all parties interested in information on corporate events and the Company's expected economic and financial development.

With reference to the stakeholders, communication of relevant corporate events or situations as well as of expected corporate developments shall be given timely.

Particular care and fairness must be applied in the disclosure of relevant communications on the Company's life which may significantly impact on the market or on the credibility or reliability of the Company in its relationships with companies and/or banks. In this respect, specific protocols shall provide for elements of verification and control so that the statutory corporate communications, the information to shareholders or to the public on the business situation of the Company and on the expected economic and financial developments (of the Company and/or the Group) are always truthful, with no omission and show facts which, notwithstanding that they are subject to evaluation, correspond to reality in such a way as to avoid that the addressees are misled.

## **10. RELATIONSHIPS WITH THE MEDIA AND INFORMATION MANAGEMENT**

### **10.1 Mode of Conduct**

Relations with the press and the media shall be handled only by those persons who have been expressly appointed to this task, in compliance with the procedures or regulations adopted by the Company. Any request for information coming from the press or media received by PSM's personnel shall be reported to the persons who are responsible for external communications before any commitment to reply is undertaken.

External communications shall be made in accordance with the fundamental principles of truthfulness, correctness, transparency, and prudence and shall be aimed at promoting awareness of the Company's programs and projects. The relationship with the media shall be based on compliance with the law, the Code of Ethics, the related protocols and the principles which have already been outlined with reference to the relationship with public institutions and which are aimed at safeguarding the Company's image.

### **10.2 Price Sensitive Information**

It is strictly forbidden to make any form of investment, directly or through third parties, which originates from insider or confidential corporate information. Therefore, particular care and attention shall be paid in disclosing outside the Company any news and information relating to facts which may occur in Ansaldo Energia and PSM business and in the business of its controlled companies, which are not of public knowledge or intended to be so and which, if disclosed, are capable of materially influencing the price of individual securities or the trend of the stock market. The communication of such price sensitive information shall be made only through the channels and persons in charge of those communications and only after authorization by managers to disclose such information. No behavior which may favor insider trading and no behavior of any other nature which may cause the loss or weakening of the company assets or be aimed to obtain a favorable treatment for employees or for third parties shall be

adopted under any circumstance in the management of information.

### **10.3 Commitment to Confidentiality**

All directors, managers and employees shall keep strictly confidential - and, therefore, shall not disclose or unduly ask for information - all documents, know-how, research projects, transactions and in general all information obtained by reason of the performance of their working activities.

In particular, confidential and secret information includes information regulated by specific laws and regulations, for example, inventions, scientific findings, protected technologies or new industrial applications, as well as information to be kept confidential and secret on the basis of contractual arrangements. Confidential information also includes all information obtained during or in the performance of working activities, the disclosure and use of which may cause risks or damage to or for the Company and/or result in undue personal gains for an employee.

The breach of the duty of confidentiality by any director, manager or employee would seriously harm the relationship of trust with the Company and may lead to the application of disciplinary or contractual sanctions.

## **11. HEALTH, SAFETY AND ENVIRONMENTAL**

### **11.1. Health and Safety in the Workplace**

In compliance with current legislation relating to health and safety at the workplace, the Group is committed to guaranteeing a suitably clean and safe place of work and to protecting the health and well-being of employees and collaborators, to this end taking all necessary measures under its responsibility. Addressees shall comply with accident prevention and safety measures implemented by the Company and shall behave in compliance with applicable regulations and Company procedures.

### **11.2 Environmental Protection**

PSM respects the environment and natural resources including in

its investment decisions; to this end PSM uses environmental management procedures to prevent any environmental offences. PSM, in complying with applicable environmental regulations, shall adopt additional measures aimed at reducing any environmental impact deriving from its activities where such additional measures are operationally and economically sustainable and PSM undertakes to implement awareness-building measures to foster respect for the environment by all major suppliers.

## **12. BREACHES OF THE CODE OF ETHICS - SANCTIONS**

### **12.1 Reporting Breaches**

Any suspected, requested or known breach of the rules contained in this Code of Ethics and in the related protocols shall be reported to the Control Body by contacting the following dedicated PSM Compliance Hotline:

**Toll free phone: 1-844-480-0077**

**Website: [www.lighthouse-services.com/psm](http://www.lighthouse-services.com/psm)**

**E-mail: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com).**

The Company shall ensure that no one in his/her working activity, suffers retaliation, improper treatment or discrimination of any kind, because he/she has denounced to the Control Body such violations of the Code of Ethics or of the internal procedures. Furthermore following such a reporting, the Company shall promptly perform all proper checks and apply appropriate sanctions.

### **12.2 Sanctions System**

Any violation of the principles set forth in the Code of Ethics and in the procedures set forth by the internal protocols prejudices the relationship of trust between PSM and its directors, managers and employees, as well as its clients, suppliers, commercial and financial partners.

Such violations shall therefore be effectively, promptly and immediately pursued by the Company through suitable and

adequate disciplinary measures, independent of any possible criminal relevance of such behavior and of the institution of criminal proceedings when such behavior also amounts to a crime.

The effects of violations of the Code of Ethics and of the internal protocols shall be seriously considered by all those who, in whatever capacity, have relationships with PSM: for this reason, PSM shall make known to the concerned persons the Code of Ethics, the internal protocols and the information on the established sanctions including the mechanics and procedures for their application.

The Company, in order to safeguard its image and its resources, shall not have any relationship with any person/entity which does not intend to operate in strict compliance with the laws in force and/or which refuses to behave in compliance with the principles set forth in the Code of Ethics and with the procedures and regulations contained in the related protocols.



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