

# COMPLIANCE CLAUSE – ITALIAN LEGISLATIVE DECREE 231/2001

*(to be included in purchase orders, service agreements and supply contracts)*

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## EXPLANATORY NOTE FOR SUPPLIERS

### Why we include this clause

OMB VALVES S.p.A. (the "Company") is an Italian company subject to Italian Legislative Decree No. 231 of 8 June 2001 ("Decree 231"), which governs the administrative liability of legal entities for certain criminal offences committed — in the interest or to the benefit of the entity — by its management, employees or agents.

Under Italian law, a company may be held administratively liable and face significant sanctions (including substantial fines and, in serious cases, suspension of business activities) if a predicate offence under Decree 231 is committed in connection with its business relationships, including those with suppliers and service providers.

To mitigate this risk, OMB VALVES S.p.A. has adopted an Organisation, Management and Control Model ("MOG 231") and a Code of Ethics, which set out the principles and rules of conduct that the Company and all parties acting on its behalf or in its interest are required to follow.

### What this means for you as a Supplier

By accepting the compliance clause included in this contract, you confirm that:

- you are aware of the existence and general purpose of Decree 231;
- your organisation and personnel will conduct themselves in accordance with ethical and legal standards consistent with those required by the Decree;
- you will not engage in conduct — whether involving bribery, fraud, environmental violations, circumvention of EU sanctions or any other predicate offence — that could expose the Company to liability under the Decree.

This is a standard requirement applied by OMB VALVES S.p.A. to all its suppliers and business partners, regardless of the country in which they operate. It reflects our commitment to ethical business conduct and legal compliance across our entire supply chain.

Should you have any questions regarding this clause or the Company's compliance programme, please contact: [compliance@ombvalves.com](mailto:compliance@ombvalves.com)

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## **Art. [X] – Compliance with Italian Legislative Decree 231/2001**

### **1. Supplier's Representations**

The Supplier declares that it is aware of the provisions of Italian Legislative Decree No. 231 of 8 June 2001 ("Decree"), which establishes the administrative liability of legal entities for certain criminal offences committed in their interest or to their benefit by their management, employees or agents.

The Supplier represents that, to the best of its knowledge:

- a) it has not been subject, in the last three years, to any conviction, penalty or administrative sanction under the Decree, nor is it currently involved in any related proceedings;
- b) its directors, officers, employees and agents will not engage, in connection with the performance of this contract, in any conduct that may constitute a predicate offence under the Decree.

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### **2. Supplier's Obligations**

In performing this contract, the Supplier undertakes to:

- a) comply with the ethical principles set out in the Code of Ethics of OMB VALVES S.p.A. (available on the Company's website: [www.ombvalves.com](http://www.ombvalves.com)), as well as with the applicable provisions of its Organisation, Management and Control Model (MOG 231);
  - b) refrain from any conduct that could constitute — even potentially — a predicate offence under the Decree, including but not limited to offences against public administration, corporate offences, environmental crimes, occupational health and safety violations, and violations of European Union restrictive measures (sanctions);
  - c) not offer, promise or provide, directly or indirectly, any money, gift or other benefit to employees, officers or agents of OMB VALVES S.p.A., or to any public official, in connection with this contract;
  - d) promptly notify OMB VALVES S.p.A. of any actual or potential conflict of interest or irregularity that may be relevant under the Decree.
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### 3. Subcontracting

The Supplier shall ensure that any subcontractors or third-party collaborators involved in the performance of this contract are bound by equivalent obligations to those set out in this clause. The Supplier remains solely responsible to OMB VALVES S.p.A. for compliance by such parties.

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### 4. Termination

Any breach of the obligations set out in this clause — including the commission of a predicate offence under the Decree by the Supplier or its directors, officers, employees or agents in connection with this contract — shall entitle OMB VALVES S.p.A. to **terminate the contract with immediate effect** by written notice, without prejudice to any claim for damages.

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*Place and date:* \_\_\_\_\_

*For and on behalf of the Supplier:* \_\_\_\_\_ *(name, title, signature)*