

BMF RESILIENCE LLC

CODE OF BUSINESS ETHICS AND CODE OF CONDUCT

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INTRODUCTION

The “BMF Resilience LLC” (hereinafter referred to as “BMF” or the “Company”) was born in 2016 from the partnership by as a sister company of EFFEBI srl

BMF Resilience LLC is a company that today also controls the Italian general construction company EFFEBI, one of the leading construction companies in Europe with over 40 years of experience in the field of industrial, commercial and residential construction both nationally and internationally. Area of specialization in steel constructions and maintenance of historic buildings.

BMF is therefore aware of the fact that the adoption of a Code of Ethics, which sets out the principles governing the conduct of the Company and its personnel – to be intended in broader meaning of the term and clearly defines – also in terms of transparency – **the values the Company** adheres to in order to achieve corporate targets, is of the essence in order to carry out its corporate activities in a correct way.

Beside its scope of avoiding unlawful conducts, its compliance is deemed as an essential condition to perform the Company's operations correctly, to **safeguard the Company's reliability**, good name and image, and increase customers' satisfaction.

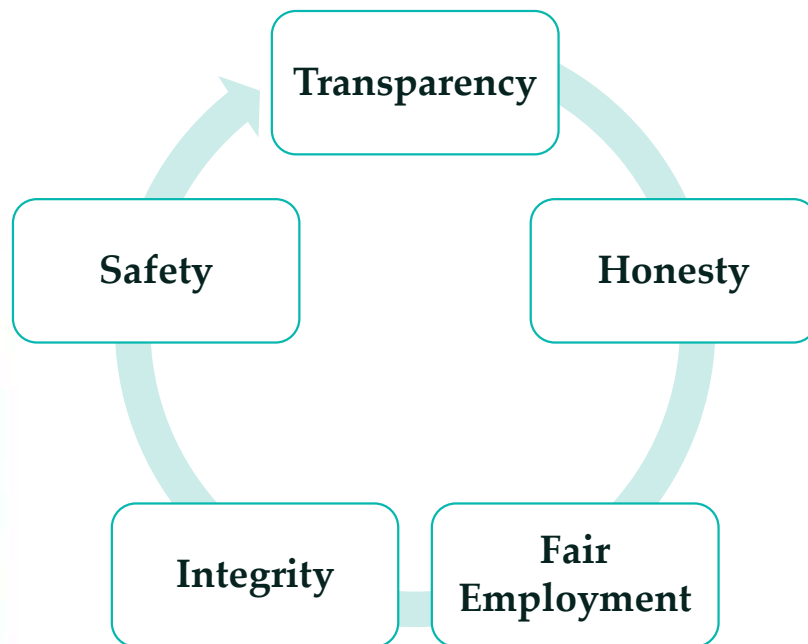
ONE CB RESILIENCE, ONE CODE

The Code encompasses principles such as **professional competence, entrepreneurship, legitimacy, honesty, transparency, reliability, equal opportunities, impartiality, loyalty**, correct behaviour and goodwill. These principles shall underlie both the activity and the conduct of the Company and its employees as well as of those individuals who partake in BMF's operating activities and shall be considered as an integral part of the conduct that the Company has to keep under the terms of applicable law provisions and the obligations stemming from collective bargaining.

TO WHOM DOES IT APPLY?

Our Code of Conduct summarizes the standards of conduct that guide our actions and applies globally to all BMF employees and to members of the board of directors, agents, consultants, contract labor, and others when they are representing or acting for, or on behalf of, BMF. We expect our partners, subcontractors, and suppliers worldwide to be guided by these principles as well. We seek out customers and partners who share our values and standards of conduct.

CORE VALUES

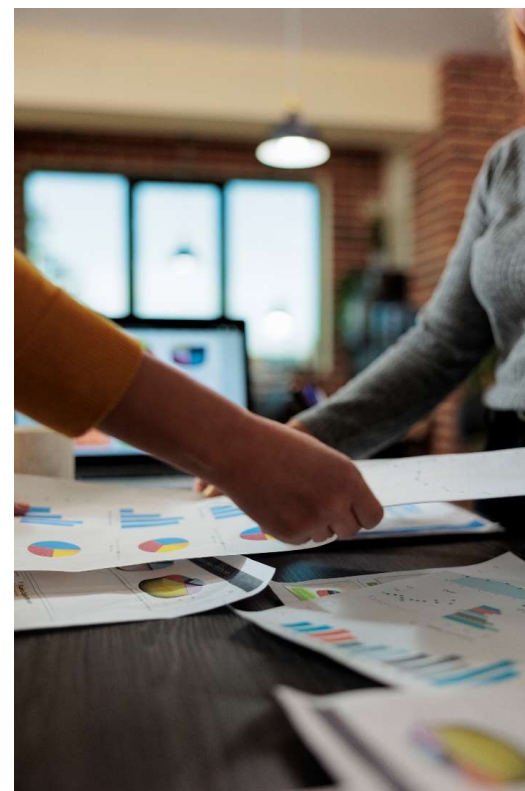


- Ensure and promote a strict compliance both with the laws and regulations and the principles which commonly govern business conducts such as **transparency, loyalty and correct behaviour**
- Ensure and promote the strict compliance with all organizational rules and procedures adopted by BMF, particularly the rules enforced in **view of preventing** offences from being committed
- Avoid any unlawful conduct or any conduct which is contrary to the principles mentioned above, particularly **discriminatory acts**, when dealing with Public Administrations, Public Supervisory Authorities, employees, customers, stakeholders and competitors
- Adhere to the principles of **transparency and reliability** when dealing with third parties and the community in general, while preserving the competitiveness of the BMF's activities and services;
- Ensure the **respect** for employees and co-operators' professional competence, physical and moral integrity; secure full environment protection and occupational safety

MANAGEMENT'S CONDUCT CRITERIA

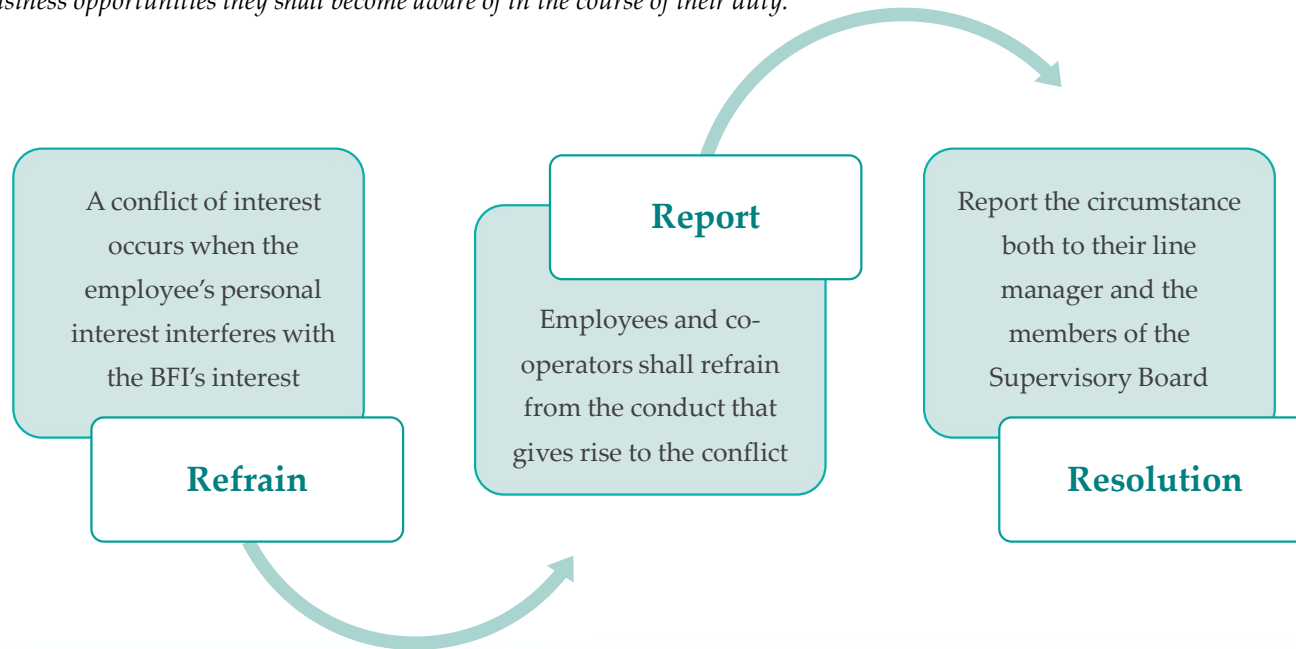
The Company's members of the Board of Directors, auditors, executives and functional foremen shall comply with this Code, adhere to values such as honesty, loyalty, correct behaviour and integrity, and knowingly share the Group's mission.

CONFLICTS OF INTEREST: The Company's members of the Board of Directors, auditors, executives and functional foremen must not carry out any activity that might be detrimental to the BMF's interests. By virtue of the principle calling for complete transparency towards "stakeholders", all individuals as indicated above are requested to assess any such circumstance with the utmost rigour.



WE WILL NOT ENGAGE IN ANY ACTIVITY THAT CREATES A CONFLICT OF INTEREST OR SEEK PERSONAL GAIN THROUGH THE IMPROPER USE OF BUSINESS RELATIONSHIPS OR CONFIDENTIAL INFORMATION

Employees and co-operators shall neither carry out activities giving rise to a real or potential conflict with the BMF's interests nor take personal advantage on business opportunities they shall become aware of in the course of their duty.



PERSONNEL POLICIES

The Company acknowledges the importance of human resources and is firmly persuaded that the main factor determining the success of any company lies in the contribution given by all corporate employees, who are asked to perform their work with professional competence, dedication, loyalty, honesty and spirit of cooperation.

The Company undertakes to ensure working conditions that **safeguard employees' mental and physical integrity** and where employees are respected as moral beings.

BMF shall avoid any discriminatory act or behaviour, undue pressures and inconveniences and refuses every kind of child labour.

PERSONNEL SELECTION: All new employees shall be hired under regular employment contracts avoiding any discrimination. Any work contract, which is inconsistent with law provisions and collective bargaining agreements shall not be allowed.



WE WILL TREAT OTHERS WITH DIGNITY AND RESPECT AND EMBRACE DIVERSITY OF THOUGHT,
CULTURE AND BACKGROUND

EQUAL EMPLOYMENT: Assignments and/or appointments to corporate positions shall be based upon a consideration of individuals' skills and competence in light of the Company's requirements. General criteria of corporate efficiency permitting, the Company shall promote a flexible corporate organization, which shall make it easier for employees to meet the needs arising from maternity and childcare.

SAFETY AND HEALTH: The Company shall spread and uphold an occupational health and safety culture in all workplaces by awakening all employees to hazard recognition and responsible behaviour. Many of the job activities, products, and materials handled by our employees require that they follow necessary safety procedures, rules and regulations.

PROHIBITION ON DISCRIMINATION: We will not stand for discrimination or harassment of any type. BMF expressly disapproves of sexual harassment and/or discrimination in employment based upon race, color, sex, age, religion, sexual or gender orientation, national origin, genetic information, disability, marital status or on the basis of being a disabled veteran.

PROTECTION OF INDIVIDUALS: The Company undertakes to safeguard the moral integrity of its employees as well as employees' right to working conditions, which ensure the respect of their dignity. To this end, the Company demands that internal and external work relationships be not affected by psychological violence, discriminatory acts or conducts, and any attitude and conduct proving detrimental to individuals and individuals' beliefs or orientations.

ANTI-BRIBERY AND CORRUPTION POLICY

BMF is aware that it operates in one field with the highest risk of corruption, for the economic values at stake, the recurring and articulated contacts with the Public Administration, with the Public Officials, with the Public Service officers or, more generally, with important public and private clients.

Respect law and work with transparency is for us, today as in the past, the only possible way.

Violations of the federal Anti-Kickback Act must be reported to the government by the Company, and criminal and civil penalties may be imposed.



Our Anti-Bribery and Corruption Policy is based on the following principle:

“Any form of corruption is forbidden, be understood as promise or offer, direct or indirect, even by third parties, of money, services, favours in general or other benefits, to Public Administration representatives, to Public Service officers or to private citizens, in exchange for an illegal profit, both in favor of BMF or its personnel even where conducts of such activities are not judicially prosecuted or in practice tolerated.”

Any employee who knows about or reasonably should know about such activity and fails to report it to the BMF will be disciplined.

Reports, even anonymously, have be sent to the e-mail address of the company that is:

FAIR DEALING AND HONESTY

BRIBES AND GRATUITIES: A bribe is an offer of money or anything else of value used to influence the judgment or conduct of another or to cause a desired outcome or action or to omit some due action. A gratuity is an offer of anything of value to a public official *“for or because of an official act.”*

Bribes and gratuities include directly or indirectly offering, accepting, giving, or soliciting gifts, gratuities, entertainment, offers of employment or other things of value to federal, state, or local employees; accepting invitations from suppliers without sound business reasons, or soliciting favors from suppliers.

GRATUITIES ARE EXPRESSLY PROHIBITED

Any gift going beyond the common bounds both of courtesy and business practices shall not be allowed. This provision applies to promised, offered and received gifts.

BMF is therefore aware of all national and international law regulations aimed at preventing the practice of private corruption.

Each of the BMF's employees shall refrain from:

promising, offering or granting, directly or through an agent (middleman), an undeserved advantage of any kind to a person, for itself or a third party, employed as director or whatever other role within a private sector entity so that an action or the omission of an action be carried out in breach of a duty

applying or achieve, directly or through an agent, an undeserved advantage of any kind namely to accept the promise of such advantage, for itself or a third party, employed as director or whatever other role within a private sector entity so that an action or the omission of an action be carried out in breach of a duty

BUSINESS RELATIONSHIPS WITH CUSTOMERS AND PRIVATE CONTRACT AWARDERS

ALLOWED

The BMF's main target consists in fully meeting the requirements of its public and private contractual counter-parties and engaging with them sound relationships based on correct behavior, honesty, efficiency and professional competence

Although the BMF is not biased against any particular customer or category of customers, it shall not enter into business relationships either directly or indirectly – with individuals who are connected or suspected of being connected with the organized crime, or involved in unlawful activities such as – by way of example – money laundering, drug trafficking and loan-sharking

DENIED

BUSINESS RELATIONSHIPS WITH SUPPLIERS AND SUB-CONTRACTORS

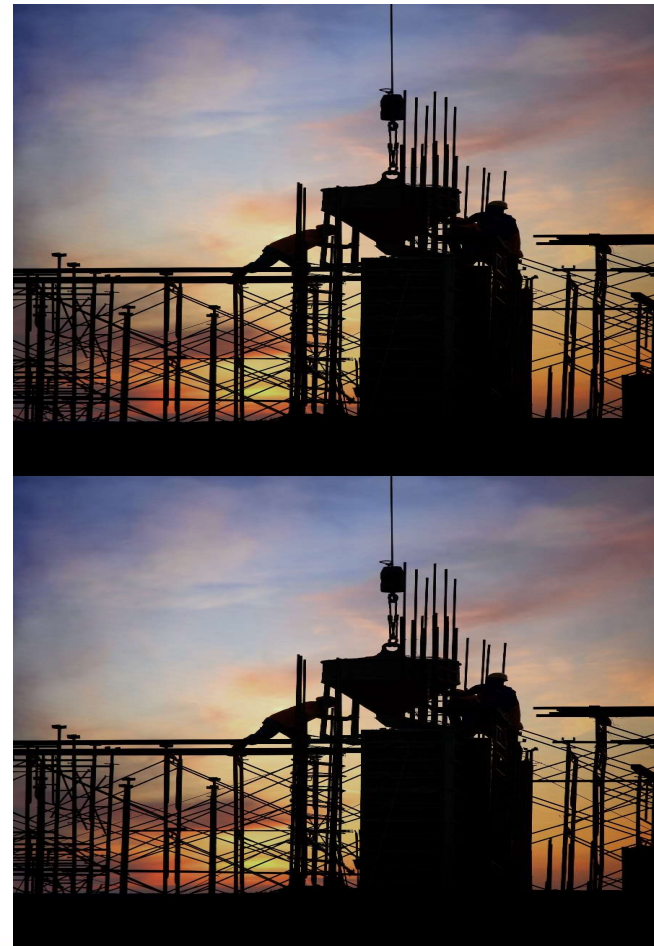
The BMF's relationships with suppliers and sub-contractors shall be based on principles such as correct behaviour, professional competence, efficiency, earnestness and reliability.

SELECTION: Suppliers and sub-contractors are selected according to procedures based on objective criteria. These procedures take into account – inter alia – factors such as **economic convenience, technical skills, reliability, quality of materials,** compliance with the BMF's quality procedures, suppliers and sub-contractors' credentials.

In any case, it is mandatory for all offices involved to grant – whenever possible – equal opportunities to all suppliers who meet corporate requirements.

The procedures adopted to select suppliers also call for **routine checks** to verify whether or not suppliers still possess requested qualifications.

In dealing with suppliers and sub-contractors, Addressees shall not accept sums of money, gratuities, or special treatments, which violate the precedent provisions. Likewise, suppliers and sub-contractors shall not be offered gratuities or special treatments.



BUSINESS RELATIONSHIPS WITH PUBLIC ADMINISTRATION AND GOVERNMENT CUSTOMERS

When BMF performs work as a contractor or subcontractor on a contract with a state or local government, municipalities and other government entities, or on a contract that is funded entirely or partially by the federal government, BMF and its employees are subject to a complex set of laws and regulations and to BMF's Code of Ethics.

The Company is committed to **preventing violations** of the law that could result in criminal or civil penalties for BMF and its employees.

Intentional, even unintentional, violations of these laws can result in imprisonment, fines, debarment and other penalties for the employee as well as the Company. Therefore, it is of the utmost importance that all of us commit ourselves to not only live by the rules, but to **report violations** of the rules by others.

In the relationships with public officials, BMF employees shall refrain from:

- ❑ making, either directly or indirectly, job or business offers to the public official involved in the negotiation or relationship in question, or his immediate relatives, or any individual directly connected with him/her
- ❑ offering, either directly or indirectly, gifts, gratuities or benefits other than demonstrations of courtesy of small value to any of the individuals listed under previous point above
- ❑ trying to extort, either directly or indirectly, confidential information from a public official
- ❑ supporting the criminal behavior of Public Officer through any kind of payment, in order to avoid a damage or to gain an unlawful advantage



ENVIROMENT PROTECTION

BMF undertakes to ensure the **protection of environment** by reason of its primary importance. To this end, the planning of corporate activities shall be based on endeavours to find a **balance** between economic initiatives and mandatory environment requirements also for the purpose of securing environment- related rights to future generations.

BMF shall endeavour to **minimize** the impact of corporate activities on the environment and landscape and **prevent** any hazard from adversely affecting communities and their environment by **acting** consistently not only with applicable regulations but also with the findings of scientific researches and the experiences acquired in this field.



- ❑ management of the activities fully in accordance with the laws in force, the agreements signed, the company mission and its strategic objectives and the operating procedures in the **environmental protection field**
- ❑ assessment and control of projects and activities, in order to **promote** sustainable development and **prevent** any form of pollution, **supporting** biodiversity and ecosystems protection
- ❑ continuous **improvement** of performance in waste prevention and **adoption** of energy management strategies for the reduction of pollution and energy consumption

CONFIDENTIAL INFORMATION

The Company undertakes to **protect all confidential information** – independently of its nature and contents - in its possession and avoid any inappropriate use or undue disclosure.

At all times the internal dissemination of information shall be restricted to the individuals holding an actual interest in its knowledge or use. However, these individuals must refrain from disclosing information in circumstances other than those allowed, and in inappropriate places

Confidential Information is broadly defined and can/may include:

- photographs, drawings, plans, designs, maps, design calculations, specifications
- contract documents, including bid proposals and bids
- policies, procedures
- client information
- personal employee information

RULES TO MANAGE CONFIDENTIAL INFORMATION

- ❖ Employees cannot sell, transfer, disclose, display, or otherwise make confidential information available to anyone without the prior written approval of the owner
- ❖ Employees can use the confidential information only to perform their job
- ❖ Employees can only reveal confidential information on a need to know basis to persons authorized to receive it, and must make certain that any person to whom they give the confidential information is told that the information is confidential and of their duty to protect the confidentiality of the information
- ❖ Employees must safeguard confidential information from disclosure to anyone who is not authorized to have access to it

REGULATIONS PROTECTING INDIVIDUALS' PRIVACY

The Company undertakes to protect all the personal data collected, preserved and processed within the scope of its activity and business relationships so as to avoid any improper and illegal processing.

In particular, BMF shall adhere to specific standards in order to:

Specify the kind of information that has been collected from the individuals about whom personal data are held, and how these data have been processed and preserved

Forbid any personal data processing and/or disclosure and/or dissemination without the consent of the individual concerned, save in the circumstances where no such consent is required by law

Adopt any protection measure susceptible of avoiding the loss, destruction and nonauthorized processing of the personal data held by the Company

Establish rules ensuring that individuals concerned will be able to exercise the rights secured by law

VIOLATION OF OUR CODE OF BUSINESS ETHICS AND CODE OF CONDUCT

BMF depends on its employees to report violations or potential violations of the Code of Ethics and Conduct so that the company can take appropriate action and remedy the situation.

Employees who have information that raises a reasonable suspicion that a violation of applicable laws, regulations or rules may have occurred, or who seek advice about an ethics or compliance issue or concern, should contact **BMF's Ethics and Compliance Officer**

Every employee is responsible for reporting violations of the Code of Ethics and Conduct, even if the employee is not involved in the violation.

Not reporting a violation may result in disciplinary action.

All directors, officers and employees have a **responsibility** to read, understand and follow the Code of Ethics and Conduct. Violations of this Code, the law, and other Company policies and procedures can lead to **disciplinary action** up to and including:

- Reprimand
- Loss of compensation, seniority, or promotional opportunities
- Reduction in pay or demotion
- Suspension with or without pay
- Termination of employment
- Criminal and civil penalties