

**ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL
IN ACCORDANCE WITH LEGISLATIVE DECREE NO. 231/2001
PART III
CODE OF ETHICS AND BEHAVIOUR**

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PREMISES

Rubner Holzbau GmbH (hereinafter referred to as Rubner Holzbau or the Company) is a limited company with its registered office in 39042 Brixen (BZ), Alfred Ammon Str. 12, registered with the Bolzano Chamber of Commerce, Industry, Crafts and Agriculture under the number BZ - 121787.

The company is part of the Rubner Group and is active in the following areas:

- Design, manufacture, distribution, and assembly of prefabricated wooden elements and similar and any related activity of the construction industry in general.
- Planning, statistical calculation, consulting, expert opinions and other engineering services for the construction industry.
- Purchase, sale, exchange, construction, refurbishment, and reclamation, as well as leasing and letting of properties in general.
- To achieve the purpose, the company may engage in all financial, industrial, commercial, movable and real estate transactions deemed necessary or useful by the management body.
- The company may also provide guarantees, sureties, and other guarantees, including real guarantees in favour of third parties, but not in favour of the public, and grant them financing.
- The company may acquire interests in Italian and foreign companies, corporations, and enterprises with the same and similar corporate purpose; acquire and transfer patents and trademarks, and exercise industrial property rights.

Rubner Holzbau's activities are embedded in a national and international institutional, economic, political, social and cultural context that is constantly evolving.

In order to successfully tackle this complexity, Rubner Holzbau places particular emphasis on the clear definition of the values to which it refers and the application of which is important to it.

Rubner Holzbau's activities and business policy have always been inspired by principles of ethics and business values that promote good management and the long-term development of the company's activities. Social responsibility, responsibility towards stakeholders and the community are considered and the legislation in force in the countries in which Rubner Holzbau operates is complied with.

For this reason, this Code of Ethics and Conduct (hereinafter the Code) has been drawn up, which forms part of the organisation, management, and control model pursuant to Legislative Decree no. 231/01 and subsequent amendments. Decree no. 231/01 and subsequent amendments, compliance with which is essential for the proper functioning and reliability of the company, as well as for the protection of its prestige, reputation, and know-how. Factors that are decisive for the success of the company.

The Code is a summary of values and guidelines that must be observed by all those who come into contact with Rubner Holzbau or, in general terms, who have a legitimate interest in Rubner Holzbau.

1. GENERAL PRINCIPLES

1.1. OBJECTIVE

The Code of Ethics and Conduct is intended to ensure that Rubner Holzbau's activities are conducted ethically and over the long term, considering social responsibility and the following fundamental principles, which are set out and shared by the Rubner Group. In particular, the company undertakes to

- Comply with applicable laws and standards; conduct business relationships with integrity and in a manner that enhances the Company's reputation.
- to generate the highest possible value for shareholders, protecting their investment by ensuring the highest level of performance in combination with the highest standard of operational governance and risk management through the promotion of continuous innovation, improvement, and growth.
- by ensuring high quality standards, punctuality, and reasonable prices, to offer customers the best products and services and, in the face of fair competition, to constantly win new business.
- to treat all employees fairly and respectfully by recognising their skills and differences, ensuring continuous training and availability of the necessary information and resources to motivate them in the best possible way, promoting a sense of belonging to Rubner Holzbau and the Rubner Group, rewarding them for their performance and providing them with a healthy and safe working environment.
- to provide a healthy and safe working environment for employees and third parties who come into contact with Rubner Holzbau by promoting the prevention of accidents at work and the avoidance of risks to the health of individuals.
- to treat suppliers and subcontractors honestly and fairly.
- to actively participate in environmental protection through careful and environmentally friendly management of the environmental resources of the entire business activity, as well as through the promotion and implementation of their own efforts in favour of the public.
- contribute positively to the well-being and development of the community in the areas in which Rubner Holzbau operates.

All persons working at Rubner Holzbau and acting on behalf of Rubner Holzbau are obliged to observe and monitor compliance with these principles within the scope of their respective tasks and areas of responsibility, without distinction or exception. All actions, transactions, negotiations, and general behaviour undertaken by the addressees (as described in more detail in section 1.3. below) in the course of their work must comply with the applicable legal provisions and internal procedures.

The Code of Ethics and Conduct is also intended to ensure that employees focus their activities on achieving the company's main objectives and carry out their work and tasks correctly, so that no unauthorised acts are committed and the commission of unauthorised acts within the meaning of Legislative Decree no. 231/01 is prevented. Decree no. 231/01.

The pursuit of the stated ethical objectives is ensured through training activities to inform all recipients of the existence and content of this Code of Ethics. Dialogue and cooperation are essential in order to share the values set out in this Code with the recipients.

1.2 BASIC PRINCIPLES

All Rubner Holzbau personnel are obliged to observe the basic principles laid down by the deontological operating rules and those of the Rubner Group to ensure that the specified objectives are achieved:

- All activities must be carried out with respect for human dignity and human rights, as required by the laws in force in the Italian state,
- laws and legal norms.
- The company observes the UN Universal Declaration of Human Rights and the fundamental conventions of the ILO (International Labour Organisation) and does not permit child labour in its operating facilities or those of its suppliers and subcontractors.
- The company does not tolerate any form of bribery or extortion involving the abuse of official authority, or any other form of extortion or similar payments made to or received from third parties.
- Business assets are also protected by the secure handling and protection of confidential information.
- All employees must be adequately informed so that conflicts of interest are avoided or so that they do not enter transactions that give rise to a conflict of interest, both in their professional relationships and in their

- personal activities.
- All work units and employees of Rubner Holzbau act in compliance with this Code of Ethics and Conduct and the company rules of conduct, as well as in compliance with the rules of conduct towards third parties and in business relationships (see paragraph 5).
 - All commercial transactions are fully and carefully recorded in accordance with best practice in terms of accuracy and clarity of reporting, both externally and internally. To this end, all employees are required to comply with Rubner Holzbau's internal procedures regarding control activities and reporting at every level.
 - The management of human resources must be carried out in compliance with the principles set out in this Code and the applicable legislation of the Italian State. In particular, the Company does not tolerate and does not tolerate discrimination based on gender, sexual orientation, disability, religion, skin colour, nationality, race, or ethnic origin towards employees and between employees.
 - All employees must receive specific and appropriate training to fulfil their function or task; in particular, appropriate training to ensure health and safety protection in the workplace and occupational accident prevention.
 - All workplaces must be set up in compliance with the applicable standards, laws and regulations on health and safety at work; they must be safe and suitable for accident prevention and reduce the risk exposure about the safety and health of persons.
 - The company conducts its business activities in compliance with the laws and regulations on competition and on the protection of intellectual property, copyright, trademarks and patents.
 - The company undertakes to comply with the applicable standards and laws in the field of environmental protection. Hazards to the environment from its own activities, products and resources used, waste generation, emissions, etc. are identified and the risks assessed accordingly. Appropriate measures are to be taken to avoid or minimise possible negative environmental impacts.
 - The Company and its employees are obliged to maintain secrecy and confidentiality with regard to the information and data obtained during the performance of the work.
 - The Company will require its suppliers and subcontractors to comply with the provisions of this Code of Ethics and Conduct, that they do not use child labour, do not tolerate discrimination of any kind in their production units, comply with the standards and laws in the field of health and safety at work and in the field of environmental protection.

1.3 ADDRESSEES

All members of the Board of Directors, Supervisory Board, management, employees, external staff (e.g. consultants, contractors, partners, suppliers, subcontractors), hereinafter referred to as addressees, are obliged to comply with the Code of Ethics and Conduct.

Each Addressee is obliged to know the contents of this Code, to actively contribute to its implementation and promotion and to report any deficiencies and/or violations thereof. For its part, Rubner Holzbau undertakes to promote knowledge of the Code on the part of the Addressees through appropriate information and training procedures. The Code shall be brought to the attention of all those with whom Rubner Holzbau maintains business relations.

Rubner Holzbau condemns any behaviour that conflicts with the values, principles, and provisions of this Code, even if this behaviour is carried out in the belief that it is for the benefit or in the interest of the company or another company of the Rubner Group.

Compliance with the provisions of the Code forms an integral part of the contractual obligations of the addressees, in particular the employees and management, also within the meaning and with the effects of Articles 2104 and 2105 of the Swiss Civil Code¹.

The principles and content contained in the Code illustrate by way of example the duties of care, loyalty and impartiality that characterise the correct performance of work activities, as well as the conduct and behaviour that the addressees must observe towards the company.

¹ Art. 2104 CC - **Diligence of the employee** - "The employee must exercise due diligence in the interest of the company and in the greater interest of domestic production. In addition, he must follow the instructions given by the employer and his employees, on whom he depends in the order of precedence (2086, 2094, 2106), for the execution and regulation of the work."

Art. 2105 CC - **Duty of loyalty** - "The employee may not do business with the company for his own account or for the account of third parties in competition with the company, nor may he disseminate information about the organisation and production processes of the company or make use of them in such a way that the company may suffer damage (2106, 2125)."

Violation of the provisions of the Code may constitute a failure to fulfil the obligations of the employee or employment relationship or a disciplinary offence with all the consequences provided for by law and may also result in liability for damages.

To ensuring full compliance with the Code, any addressee may contact the Supervisory Body ("Supervisory Body" or "AS") appointed by the company pursuant to Legislative Decree no. 231/01 in the manner provided for in point 10. Decree no. 231/01.

1.4. GENERAL CONTROL AND REPORTING

The addressees of this Code of Ethics and Conduct are obliged to fully comply with it. At the same time, the Addressees are obliged to monitor compliance with the Code by other Addressees at every level. To this end, Rubner Holzbau has introduced a reporting and monitoring procedure for compliance with the Code of Ethics and Conduct, which allows any employee to report in good faith any cases of non-compliance by any employee, including higher-level employees.

Each addressee is obliged to report to the supervisory body any act or omission committed by other addressees that fall into the following categories:

- Criminal offence;
- Non-compliance with legal regulations;
- Danger to the health and safety of others;
- Environmental damage;
- Inaccurate accounting or violation of internal financial control procedures;
- Any material breach of the principles set out in this Code of Ethics and Conduct;
- All violations or suspected violations of the organisational model;
- Concealment or suppression of information regarding reports.

The addressee who wishes to report a violation (or suspected violation) of the Code of Ethics and Conduct may contact the relevant persons in writing or verbally, who will forward the report to the supervisory body appointed by Rubner Holzbau in accordance with Legislative Decree 231/01. Decree 231/01, to the supervisory body appointed by Rubner Holzbau.

The addressee may also submit the report directly to the supervisory body in accordance with the "Employee reporting procedure" provided for in point 10 of this Code of Ethics and Conduct.

1.5 CONTROL TASKS OF THE SUPERVISORY BODY

In addition to the general monitoring of the application of the Code of Ethics and Conduct, to which every employee is obliged, Rubner Holzbau has set up its own supervisory body (hereinafter referred to as "AS") in accordance with Legislative Decree no. 231/01. Decree No. 231/01, Rubner Holzbau has set up its own supervisory body (hereinafter referred to as "AS"), which was appointed by the Board of Directors. The Supervisory Body is a collegiate body and is responsible for monitoring, controlling, applying and updating the organisational model in its entirety and this Code of Ethics and Conduct.

The tasks and powers of the AS in relation to the organisational, management and control model are listed in the general section of the organisational model.

The AS has the following tasks and powers, particularly regarding monitoring and updating the Code of Ethics and Conduct:

- Organise information sessions and training activities on the content and principles of the Code of Ethics and Conduct to ensure the teaching, dissemination and knowledge of the Code of Ethics and Conduct by all addressees.
- monitor the application of the Code of Ethics and Conduct by all employees through an ongoing internal reporting process with all levels of the organisation and those responsible for management.
- Receive employee reports of violations of the Code of Ethics and Conduct, ensuring confidentiality where necessary, subject to compliance with legal obligations and the protection of the interests of the Company or persons accused in error and/or in bad faith. Reporting persons will be protected from intimidation, retaliation, or victimisation.
- carry out internal research, including on its own initiative, to verify, investigate and monitor violations of the Code of Ethics and Conduct reported by employees, by whatever means, or brought to its attention

- through periodic reporting or other information gathering, including by the Public Administration of Justice;
- inform those responsible in the various departments about the deviant behaviour of subordinate staff so that appropriate measures can be taken;
- propose to the Board of Directors of Rubner Holzbau the regular revision of the Code of Ethics and Conduct so that the contents are adapted to the various operational circumstances and/or new internal organisational and/or procedural requirements;
- review the provisions of the Code of Ethics and Conduct so that any necessary amendments to the Code can be proposed if the legal standards change;
- Promote the use of appropriate procedures to avoid violations of the Code of Ethics and Conduct.

2. HUMAN RESOURCES AND EMPLOYMENT POLICY

2.1 HUMAN RESOURCES

Human resources are an essential element for the existence of the company.

The commitment, honesty and trustworthiness of the managing directors, management and all employees are decisive values and prerequisites for Rubner Holzbau to achieve its corporate goals.

The company offers everyone the same job and professional development opportunities and ensures that everyone is treated equally and according to merit criteria, without any form of discrimination. Rubner Holzbau is committed to promoting the skills and competences of management and employees so that the energy and creativity of each individual can be fully developed to realise their potential.

The company

- applies only merit, competence and, in any case, strictly job-related criteria for every decision regarding a member of management and every employee;
- takes a non-discriminatory approach to selection, recruitment, training, remuneration and employee management;
- creates a working environment in which personal characteristics cannot give rise to discrimination.

Rubner Holzbau protects the psycho-physical integrity of employees, respect for their personality and prevents them from being exposed to undue influence or unjustified discomfort.

The company expects management and employees to cooperate with each other and with external employees to create an atmosphere within the company in which respect for the dignity, honour and reputation of each individual is guaranteed and everyone is committed to preventing offensive or defamatory behaviour.

2.2 DISCRIMINATION AND HARASSMENT IN THE WORKPLACE

Every member of management and every employee has the right to work in an environment that is free from all discrimination in terms of race, social class, age, nationality, disability, language, religion, gender, ethnic, trade union, political or other affiliations.

Rubner Holzbau demands that internal and external working relationships are characterised by the utmost honesty and that no room is given for harassment, which is to be understood as follows:

- the creation of an intimidating, hostile or isolating working environment towards individuals or groups;
- the obstruction of individual development or career opportunities solely for reasons of personal competition or other discriminatory reasons.

Rubner Holzbau rejects and condemns sexual harassment:

- tying activities and behaviour that are important for the recipient's working life to the acceptance of sexual favours.
- the suggestion of private interpersonal relationships, despite explicit or clear reluctance, which, in the context of the specific situation, have an obvious impact on the recipient's work activities and result in the recipient's peace of mind being disturbed.
- all unwanted acts and behaviour of a sexual nature, including verbal acts and behaviour, which impair the dignity and freedom of the person to whom they are directed, or which can provoke a desire for retaliation or creating an intimidating climate.

2.3 ABUSE OF ALCOHOL AND OTHER INTOXICATING AND ADDICTIVE SUBSTANCES, SMOKING BAN

Rubner Holzbau supports and promotes a climate of mutual respect in the workplace and therefore attaches particular importance to respecting the sensitivity of people.

There is therefore a culpable responsibility to consume alcohol or other intoxicants and addictive substances during the performance of work or to perform work or be at the workplace under their influence.

Is prohibited:

- Obtaining, consuming, offering, or selling drugs or equivalent substances at work or in the workplace for any reason whatsoever.
- smoking in the workplace; Rubner Holzbau promotes initiatives to set up smoking areas, ensuring that employees are protected from passive smoking.

2.4 DUTIES OF EMPLOYEES

In order to ensure the effective implementation of the principles of the company's employment policy, every member of management, employee and collaborator is obliged to follow the instructions of their immediate superior and the provisions of Rubner Holzbau's company regulations.

Every addressee of the organisational model is obliged:

- to pursue the primary objectives and interests of Rubner Holzbau in the performance of its own activities.
- in the relationship with customers, representing the company responsibly to leave a positive corporate image.
- to carry out the assigned work properly and with the utmost care and to keep the workplace tidy and clean.
- not to make private telephone calls at the workplace; in exceptional cases and for a justified reason, the employee may be authorised by the direct superior to make a private telephone call.
- to use the company vehicles with the utmost care and to report any damage or necessary repairs to the management immediately.
- to use the "Jolly" vehicles exclusively on working days and for work reasons; their use for other reasons must be authorised by the management; the fuel, the motorway toll, any damage (and bonus malus) outside working hours shall be borne by the user.
- to observe punctuality at the workplace and working hours in accordance with the work shifts assigned and the Rubner Holzbau company regulations; short interruptions to work activities and breaks are permitted if they are reasonable and in accordance with the company regulations.
- to follow the "Policy for the use of company computer systems and infrastructure" (FB A22), bearing in mind that all electronic systems (desktops, laptops, tablets and smartphones) that have an Internet connection and electronic mail are work equipment made available for the best possible fulfilment of the work assigned.
- not to pass on any information to representatives of the mass media, research institutes, professional associations, and other similar bodies, and not to pass on any information without the authorisation of the exclusively authorised operating units; to pass this on to the relevant authorised person in the marketing department.

Please refer to the internal company regulations for details.

3. HEALTH AND SAFETY IN THE WORKPLACE

The health and safety of employees and all those who may be involved in Rubner Holzbau's activities are an absolute priority for the company.

Rubner Holzbau is committed to providing a safe working environment that favours accident prevention and minimises exposure to health risks to avoid occupational illnesses and accidents at work; this applies in particular to the specific risks associated with work in the production facilities and on the construction sites where Rubner Holzbau operates.

The company has received ISO 45001:2018 certification.

To this end, Rubner Holzbau encourages its company policy to achieve the goal of "zero accidents". To this end, it applies regular and systematic evaluation strategies:

- about the hazards/risks in the workplace.
- on hygiene in the working environment.
- via labour risk management.

3.1. THE MANAGEMENT SYSTEM FOR HEALTH AND SAFETY AT WORK (SGS)

By means of a management system for health and safety at work (SGS), Rubner Holzbau is committed to spreading and anchoring a safety culture in the form of prevention by increasing awareness of risks and promoting responsible behaviour on the part of all addressees, in each case within the scope of their respective responsibilities.

In this regard:

- The addressees are assured of sufficient information and training to ensure full and accurate compliance with the legal provisions and internal procedures.
- the addressees for the following:
 - full and precise compliance with legal provisions and internal procedures.
 - immediate notification of any defects or lack of compliance with the applicable legal provisions.

The aim of Rubner Holzbau is to protect human resources, constantly seeking the necessary synergies, both internally and externally with suppliers, third-party suppliers, trading partners and other companies, in order to ensure a permanent improvement in the management system for health and safety at work (SGS).

To this end, an integrated management system (IMS), in collaboration with external consultants, proposes appropriate measures to closely monitor the development of the applicable legal provisions and changes to the company organisation, thus ensuring that:

- a constant risk and stability analysis of the critical processes/resources is carried out.
- reports of accidents or near-accidents are recorded.
- the use of the best technologies.
- the working methods are subject to continuous monitoring, updating and improvement.
- educational and communication events are organised.

Rubner Holzbau undertakes the following in application of the legal provisions for the protection of health and safety at the workplace:

- Implementation of the management system for health and safety at work (SGS) with the aim of systematically reducing the risks to staff in terms of accidents and occupational illnesses. This objective is considered strategic for the company, and it intends to strive for this as part of the continuous improvement of its operational management to optimise its activities, reduce waste and inefficiency and increase profitability.
- Implementation of the measures provided for in the Occupational Health and Safety Management System (SGS), in particular increasing staff qualifications and continuous training to achieve a market benefit for its own activities.
- Use the Occupational Health and Safety Management System (OHSMS) as a reference point for its own prevention activities by developing safety procedures, operational instructions and staff training and education programmes based on the guidelines established by the Occupational Health and Safety Management System (OHSMS). Rubner Holzbau ensures the regular updating and maintenance of the

Occupational Health and Safety Management System (SGS) with the use and support of qualified resources with appropriate competence, experience, and skills.

- Assurance of appropriate and stable economic, financial, and human resources for the management system for health and safety at work (SGS), whereby external resources are used in all cases in which the appropriate competences are lacking within Rubner Holzbau.

3.2 THE OBLIGATIONS OF THE ADDRESSEES IN THE AREA OF HEALTH AND SAFETY

All addressees are obliged by virtue of their function and co-operation with Rubner Holzbau within the framework of the management system for health and safety:

- to look after their own health and safety and that of others present in the workplace.
- work with the employer, managers, and supervisors to ensure compliance with standards, laws, regulations, procedures, and internal company guidelines in the area of health and safety in the workplace.
- to comply with the provisions and instructions of Rubner Holzbau for the purpose of collective and individual protection.
- to use the equipment, means of transport and other work tools correctly and appropriately and to follow the safety precautions.
- to report any defects in work equipment, plant and/or machinery as well as any other hazardous situations of which they become aware and, in urgent cases, to intervene directly within the scope of their responsibilities and possibilities to remedy or minimise these defects or hazards.
- not to remove or modify the safety, signalling or control devices without authorisation.
- not to carry out any work or activities on their own initiative that do not fall within their area of responsibility or that could jeopardise their own safety or that of third parties.
- to participate in the training and further education programmes organised by the employer.
- to undergo the medical examinations and sanitary checks provided for by the applicable legal provisions.

Each Addressee must take care of its own safety and health as well as that of other persons present at Rubner Holzbau's workplace on whom its actions or omissions may have an impact. Addressees are also obliged to comply with the provisions of Rubner Holzbau's company regulations that are not expressly stated here.

The activities of Rubner Holzbau are inspired by the realisation of the following ethical principles:

- the company will maintain occupational health and safety through a system that complements the management of human resources with the management of operational risks, combining the correct instruction, training and information of employees with the continuous risk assessment of each job entrusted to employees;
- the company will comply with all regulations and legal provisions in force in Italy to ensure health and safety in the workplace;
- the company will implement appropriate procedures to assess and minimise the risk of accidents at work and observe the highest quality standards in the area of health and safety at work;
- the company will implement a comprehensive risk assessment process to ensure that any unacceptable risks to health and safety in the workplace are immediately identified and controlled;
- the company will assess the risks of any kind related to all work or activities entrusted to employees in order to create a safe working environment, to ensure the safe performance of specific tasks and to protect the health of employees;
- the company will provide specific training for employees and new recruits to ensure their safety in the workplace from their first assignment;
- The company also organises regular training for employees throughout their working careers.

The effective control of the application of ethical principles in the field of health and safety at work is the responsibility of an internal structure (IMS), which has the following responsibilities:

- promote to the Board of Directors the application of appropriate measures to eliminate risks or to assess and prevent risks in the workplace, as well as to ensure a healthy working environment in the production departments;
- apply a procedure for the selection and management of work by subcontractors, identifying the specific risks related to the common tasks and drawing up a risk management and control plan to minimise the risks of accidents at work;
- to take care of the initial and periodic training of workers on health and safety at work, taking into account the principles of human resources and employment policy, providing workers with specific training for the tasks entrusted to them and training an adequate number of workers to supervise the work of other workers in order to ensure compliance with the precautionary rules and measures adopted, throughout

- working time and at each stage of the work;
- to lead the surveys of Rubner Holzbau's performance in the field of health and safety, recording occupational accidents in accordance with the various assessment criteria specified in the principles, in order to be able to identify and measure the cause of accidents and eliminate the risk of similar accidents.
- to receive reports of violations or suspected violations of the organisational model, the code of ethics and conduct or the accident prevention or safety measures, and to report them to the supervisory body to take appropriate measures to ensure that employees refrain from dangerous actions.

The following bodies are also responsible for monitoring compliance with and the correctness of procedures in health and safety at work:

- a regular external audit;
- an internal inspection by the head of the occupational health and safety department (LDAS);
- internal control of the supervisory body.

4. ENVIRONMENTAL AND ENERGY POLICY

Respect for the environment is of fundamental importance to Rubner Holzbau and a primary goal of the company to minimise the negative impact of its own activities on the environment and to achieve a better integration of Rubner Holzbau with the public.

To achieve the goal of environmental protection and energy saving, the activities of Rubner Holzbau are inspired by the following ethical principles:

- society must control and prevent water pollution, the emission of pollutants, the generation of hazardous waste and all other activities that are harmful to the environment;
- the company must control the waste management process by applying procedures for the storage, deposit, transport and disposal of waste that comply with regulations and national legislation in the field of environmental protection and that ensure the prevention and avoidance of pollution;
- in particular, the Company must ensure the proper disposal of waste, using only service providers authorised to dispose of the specific waste entrusted to them, in accordance with the Italian legislation in force pursuant to Legislative Decree no. 152/2006 and the provisions referred to therein. Decree no. 152/2006 and the provisions referred to therein;
- the company must determine and assess the risks associated with its own activities (see risk mapping chart);
- the company must contribute to environmental protection with the other stakeholders or with the competent authorities and the local community.

5. BEHAVIOUR TOWARDS THIRD PARTIES AND BUSINESS RELATIONSHIPS

5.1 GENERAL PRINCIPLES

The addressees of this Code of Ethics and Conduct maintain relationships within the company as well as business relationships and other relationships with various legal entities: Consultants, customers, suppliers, partners, subcontractors, public administration and other competitive legal entities that carry out their activities in the same sector as Rubner Holzbau.

Rubner Holzbau adheres to the principles of legality, loyalty, honesty, integrity, transparency, efficiency and market liberalisation in the conduct of its business and business relationships.

Every business act and transaction must be correctly registered, authorised, verifiable, legal, coherent and congruent.

Addressees whose actions can be traced back to Rubner Holzbau are obliged to behave correctly in transactions carried out in the interests of the company and in relations with the public administration, regardless of the competitiveness of the market and the importance of the matters in question. It is forbidden to offer money or gifts to directors, managers or employees of the public administration or their relatives, whether Italian or foreign nationals, with the exception of gifts of low value.

The company's economic resources and assets may not be used for unlawful or dishonest purposes or for other purposes of dubious transparency. The company must not gain any advantage as a result of unlawful behaviour or unlawful financial or other benefits.

5.1.1 NON-COMPETE CLAUSE

Rubner Holzbau respects and recognises the right of its administrators, management and employees to engage in business or other activities outside those carried out in the interests of the company, provided that such activities are permitted by law, do not interfere with the professional activity carried out for the benefit of Rubner Holzbau and are compatible with the commitments made to Rubner Holzbau.

In accordance with Art. 2105 of the Swiss Civil Code², all employees and managers are prohibited from engaging in activities that could even potentially and/or indirectly compete with those of the company.

5.1.2 CONFLICT OF INTEREST

The Addressees are obliged to pursue the objectives and general interests of Rubner Holzbau in the performance of their respective activities. Consequently, they shall refrain from engaging in activities in which they (or their next of kin) are or could be holders of interests in conflict with the interests of Rubner Holzbau or which could adversely affect their ability to make impartial decisions in the best interests of the company and in full compliance with the provisions of the Code.

If a conflict of interest is unavoidable, the administrators, management and employees who find themselves in a conflict of interest are obliged to inform the relevant company bodies immediately. In particular, the administrators are obliged, in accordance with Art. 2475ter of the Swiss Civil Code, to inform the other administrators of all interests they have in a specific company transaction for their own account or for the account of third parties. In the case of delegated administrators, they are obliged to refrain from concluding the transaction.

The administrators, management and employees comply with the decisions made by the company in this regard.

By way of example and without claiming to be exhaustive, the following situations correspond to a conflict of interest:

² Art. 2105 CC - **Duty of loyalty** - "The employee may not do business with the company for his own account or for the account of third parties in competition with the company, nor may he disseminate information about the organisation and production processes of the company or make use of them in such a way that the company may suffer damage (2106, 2125)."

- economic and financial interests of the Addressee and/or third parties with whom the Addressee is connected by kinship, friendship or courtesy, in activities of suppliers, customers or competitors of Rubner Holzbau, unless expressly authorised by the company;
- Taking advantage of their own position as an administrator/member of the management/employee of the company or of information acquired in the exercise of their respective responsibilities and duties to pursue their own interests and/or the interests of third parties with whom they are related by kinship, friendship or courtesy and which conflict with the interests of Rubner Holzbau;
- Performing work of any kind for customers, suppliers, competitors; accepting money, favours or benefits from persons, companies or corporations that maintain or intend to maintain business relations with Rubner Holzbau.

5.1.3 GIFTS AND OTHER BENEFITS

It is forbidden to give or offer gifts, payments, material benefits or other advantages of any kind in favour of customers, suppliers, public officials or third parties in general, whether directly or indirectly, in the performance of work activities or on behalf of Rubner Holzbau, even if this is not done with the intention of gaining a profit or advantage.

Acts of business courtesy, such as gifts or forms of hospitality, are permitted provided they are of low value and do not compromise the integrity or reputation of either party, and provided they cannot be interpreted by an impartial observer as being intended to gain improper advantage. This type of expense must always be authorised and appropriately documented by the relevant operating authority.

Addressees working on behalf of Rubner Holzbau who receive gifts or benefits that cannot be directly attributed to normal courtesy relationships must immediately inform their hierarchical superior and the supervisory body in the manner described in point 10.

5.2 RELATIONS WITH THE PUBLIC ADMINISTRATION

In relations with the authorities and public institutions (both in Italy and abroad, with their officials and employees, with public officials and public service agents with whom the company comes into contact in the course of its activities), the addressees whose actions can in any way be traced back to Rubner Holzbau are obliged to act in full compliance with the principles of this Code, the applicable legal provisions and in any case correctly and transparently.

Bribery, unlawful preferential treatment, unlawful agreements, direct and/or indirect solicitation by third parties of personal and career benefits for oneself, for Rubner Holzbau or for third parties are strictly prohibited and may be penalised in accordance with the provisions of the Code as well as in accordance with the law and the provisions of the applicable collective bargaining agreement.

During its activities, Rubner Holzbau co-operates fully, transparently and efficiently with Italian and foreign authorities and public institutions, their officials, employees, civil servants and public service representatives.

Rubner Holzbau determines the training and further education programme for the already trained personnel as well as for the new recruits, assessing the need for advice from local lawyers in order to determine the training and further education programme in accordance with the constantly changing legislation in force.

Rubner Holzbau adheres strictly to the national, regional and state legislation that is intended for the issuing of authorisations.

If Rubner Holzbau applies for the distribution of public financing, favourable tax or contribution treatments or other forms of benefits that require special conditions, it is expressly obliged to proceed truthfully, correctly, transparently and in full compliance with the applicable legal provisions. If such a benefit is granted, there is also an express obligation to allocate the distribution to the specific authorised purpose and to notify the entity immediately and formally if a fundamental condition for the distribution of the financing/contribution ceases to apply.

5.3 RELATIONSHIPS WITH ADVISORS

Rubner Holzbau adheres to the following principles in its relationships and when appointing consultants:

- The company must check the suitability of the consultant before placing any order;
- the framework conditions of the business relationship must be set out in a written agreement, which must be retained for inspection by the supervisory authority;
- the remuneration and/or payments provided for in the agreement must be reasonable and appropriate in relation to the service provided;
- the assignment and the contents of the contract with the Consultant must be valid and comply with the provisions of the Civil Code and the other legal provisions in force in the territory of the Italian State or of the States in which the parties are domiciled under private international law, Law no. 281/1995, as well as the provisions of the Rome Convention of 1980 on the law applicable to contractual obligations or the provisions of the other international conventions in force, as well as the legal provisions of the State in which the service is provided;
- the contractual agreement must stipulate the specific deadlines for the performance of the services and the respective rights of the parties in relation to the contractual deadlines;
- no payments may be made for the respective legal transaction unless they are made in the manner and under the conditions provided for in the contract;
- In any case, no cash payments may be made.

5.4 RELATIONS WITH POLITICAL AND TRADE UNION INSTITUTIONS

Rubner Holzbau does not make any direct or indirect contributions, in any form whatsoever, to political or trade union parties, movements, committees and organisations or their representatives and candidates, except within the framework of the applicable legal provisions and in compliance with the principle of transparency. In any case, this type of expenditure must be authorised in advance by the Board of Directors and appropriately documented.

5.5 RELATIONSHIPS WITH CUSTOMERS

Rubner Holzbau is committed to the success of the company on the markets by offering high-quality products and services in compliance with the applicable legal provisions and the protection of the market, customers and consumers.

Satisfying customer needs forms the basis of the company's activities. Rubner Holzbau undertakes to respect the customer's right to receive high-quality products and services and complete information on the products offered.

The management and employees of the company are obliged to do this:

- carefully comply with all legal provisions and internal procedures for handling customer relationships;
- deliver high quality products that meet customer expectations and needs efficiently and courteously within the terms of the contract;
- to provide precise and detailed information on products and services so that the customer can make informed decisions;
- to adhere to the principles of truth and clarity in correspondence with customers.

5.6 RELATIONSHIPS WITH SUPPLIERS AND SUBCONTRACTORS

The addressees are obliged within their area of responsibility to check that the suppliers continuously adapt their behaviour to the ethical guidelines of this code.

The company recognises that the conscientious selection and monitoring of suppliers and subcontractors is a fundamental element to be able to offer high-quality, safe and competitive products on the market. If there are reasonable doubts regarding the ethical behaviour and compliance with the principles on the part of a supplier or subcontractor, Rubner Holzbau will immediately take appropriate measures.

In the case of contractual relationships and generally in the case of supply contracts for goods and/or services, the addressees are obliged within the scope of their area of responsibility:

- to observe all legal provisions and internal procedures for the selection and handling of business relationships with suppliers and subcontractors.
- Select suppliers and subcontractors based on operational needs, with the aim of obtaining the best possible conditions in terms of quality, safety, and costs.
- to achieve maximum co-operation with suppliers and subcontractors in order to meet the needs of Rubner Holzbau and its customers in terms of quality, safety, costs and delivery times.
- maintain a direct and open dialogue with suppliers and subcontractors in line with good business practice.
- to bring to the attention of the hierarchical superior or the supervisory body, in the manner indicated in point 10 below, the behaviour of suppliers and subcontractors who violate the provisions of the Code.

5.7 RELATIONSHIPS WITH COMPETITORS

Rubner Holzbau emphasises that it is guided by the principles of loyalty, legality, honesty, transparency, efficiency and market openness in the conduct of its business and its business relationships.

Rubner Holzbau pursues corporate success on the market by offering innovative and competitive products and services, in compliance with all national and international regulations for the protection of fair competition.

In particular, the activities of Rubner Holzbau and the behaviour of the addressees whose actions can be attributed to the company must be characterised by complete autonomy and independence from the behaviour of competitors on the domestic and foreign markets in the applicable national and international regulations regarding competition.

5.8. RELATIONSHIPS WITH THE MASS MEDIA, RESEARCH INSTITUTES, PROFESSIONAL ASSOCIATIONS AND SIMILAR BODIES

The information provided to the outside world that relates directly or indirectly to Rubner Holzbau must be complete, truthful, and transparent.

Relations with the mass media, research institutes, professional organisations and other similar bodies are the exclusive responsibility of the person in the marketing department appointed for this purpose. In urgent cases and in the event of operational disruptions, relations with these organisations are reserved exclusively for the management or, alternatively, the person responsible for security or an external consultant appointed exclusively for this purpose.

Other employees, except for those specifically authorised to do so, are not authorised to disclose or undertake to disclose information to representatives of the mass media, research institutes, professional associations and other similar bodies without prior authorisation from the company's exclusively authorised bodies and managers.

5.9. RELATIONS WITH THE COMMUNITY

Rubner Holzbau is also committed to maintaining a proper relationship with the local communities in which it operates and to creating and favouring new job opportunities for the local community.

To this end, Rubner Holzbau undertakes to observe the following obligations and ethical principles:

- limit the impact of its own activities on the environment, landscape and energy consumption;
- Engage in dialogue with local authorities, trade and industry associations, academic and professional organisations and the community to promote a culture of health and safety in the workplace and to raise community awareness and responsibility for workplace safety, accident prevention and environmental protection.

6. RESPONSIBILITY IN CORPORATE GOVERNANCE

6.1 RELATIONS WITH THE SHAREHOLDERS

The administrators must manage the company in accordance with the principles of honesty, transparency and legality and pursue the interests and welfare of the company. The administrators shall refrain from any behaviour that unlawfully influences the voting rights of the shareholders.

6.2 RELATIONS WITH THE SUPERVISORY BOARD

The administrators must, upon request and in full co-operation, provide the members of the supervisory board with correct, transparent, precise and truthful information in order to facilitate the auditing and control activities of the body.

6.3 CAPITAL AND INVESTMENT TRANSACTIONS

The administrators, the Supervisory Board members, and the employees, insofar as they are involved in the settlement of the following transactions:

- Profit and reserve distributions;
- Capital transactions (capital increase and reduction), as well as fulfilments associated with these transactions, such as contributions in kind and their valuation;
- Mergers, demergers and conversions;

are obliged to act correctly, honestly, transparently and in accordance with the provisions of civil law to protect the interests of the company's creditors in relation to the retention of asset guarantees.

When preparing the documents and/or reports in connection with the transactions, the administrators, supervisory board members and employees are obliged to ensure the completeness, clarity and truthfulness of the information as well as the utmost care in the preparation of the information and data.

6.4. TRANSPARENCY OF ACCOUNTING

The principle of transparency in accounting entries applies not only to the activities of management and employees in the administrative offices, but also to the activities of every member of management and every employee in every area of the company.

Accounting transparency is based on the truth, clarity, and completeness of the basic information for the corresponding accounting entries.

Management and employees are obliged to work together to ensure that transactions are correctly and promptly reflected in the accounts.

For each transaction, the relevant documents are kept on file as proof of the activity performed in order to ensure the following:

- the problem-free accounting entry;
- the identification of the different levels of liability;
- the exact reconstruction of the transaction, also to avoid possible misinterpretations.

Each entry must reflect exactly what is shown in the underlying documents.

Each member of management and each employee has the task of ensuring that the documents are easy to find and are filed according to logical criteria, in accordance with the procedures laid down by the company.

Should administrators, members of management and employees become aware of omissions, falsifications, or negligence in the accounting or in the documents on which the accounting entries are based, they are obliged to report this to their hierarchical superior or to the supervisory body in the manner indicated in point 10.

7. PROTECTION AND UTILISATION OF OPERATIONAL QUALITY

The business assets of Rubner Holzbau consist of tangible physical assets, such as real estate and facilities, equipment, tools, motor vehicles, machinery, computers, and intangible assets, such as confidential information, know-how, technical knowledge developed by and disseminated to members of management and employees, and licences.

The security, protection and preservation of these assets are a fundamental value for safeguarding society's interests.

Each member of management and each employee is personally responsible for maintaining the security of the company's assets by observing and disseminating the specific company guidelines and by preventing fraudulent or improper use of the company's assets.

The use of business assets by management and employees must always be purpose-oriented and may only relate to business activities or must be authorised by the relevant company functionary.

Each addressee undertakes to comply with the regulations for the use of the operating goods in accordance with the operating regulations.

7.1. INFORMATION SYSTEMS, INTERNET AND ELECTRONIC MAIL, FIXED AND MOBILE PHONES

Maintaining a good level of electronic security is essential to protect the information that Rubner Holzbau uses daily and is crucial for the sustainable development of the company's policy and strategy.

Provided that the use of electronic and telematic company resources must always comply with the principles of diligence and correctness, the Addressees who use the company information systems are obliged to observe the additional internal rules, in compliance with the instructions issued by the competent operating unit, in particular the "Directive on the use of computer systems and infrastructures" (FB A22), in order to avoid unconscious and/or incorrect behaviour that could cause damage to the company, other Addressees or business partners.

Rubner Holzbau applies both the security document (DPS - "Documento Programmatico di Sicurezza") pursuant to Legislative Decree no. 196 of 30 June 2003 and internal operating rules to ensure the lawful and ethical use of information systems, fixed and mobile communication systems. Decree no. 196 of 30 June 2003, as well as internal operating rules to ensure the lawful and ethical use of information systems, fixed and mobile communication systems.

In the event of contractual and legal violations, both Rubner Holzbau and the individual addressee using the company's information systems are potentially liable to legal action, in particular criminal prosecution. For this reason, Rubner Holzbau will verify compliance with the rules laid down in the aforementioned documents as well as the integrity of the information system within the scope of legal and contractual admissibility.

7.2 INDUSTRIAL PROPERTY AND CONFIDENTIALITY

Know-how, technical knowledge developed by members of management and employees and disseminated to them, as well as licences, form central and indispensable business assets.

The security, protection and preservation of these assets is a fundamental value for safeguarding society's interests.

In compliance with the company regulations, the members of the management, the employees and each addressee of this Code undertake to treat all documents, company information and particularly valuable technical and commercial experience, as well as all other information, including commercial information relating to products, processes, strategies and projects of Rubner Holzbau, of which they have been informed during the validity of the contract, as strictly secret and confidential, even after the end of the contractual relationship.

After termination of the contract with Rubner Holzbau, regardless of the reason for termination, each employee and collaborator is obliged to return to the company all material relating to operational know-how, as well as all documents and data carriers.

8. PROTECTION OF CONFIDENTIALITY AND DATA PROTECTION

During its business, Rubner Holzbau acquires, stores, handles, transfers and disseminates documents and other data containing personal information about employees, customers, suppliers, subcontractors, co-workers and business contacts.

At the same time, Rubner Holzbau retains confidential documents and information on negotiations or transactions, projects and processes that form part of the company's knowledge and expertise (contracts, documents, reports, notes, studies, drawings, photographs, software).

The trust of the persons who entrust their data to Rubner Holzbau and the protection of confidentiality about them and the data entrusted to Rubner Holzbau are fundamental values for Rubner Holzbau.

Rubner Holzbau undertakes to treat all information used during its business activities correctly.

8.1 TREATMENT OF CONFIDENTIAL INFORMATION

All news, information and other material concerning the company organisation, negotiations, financial and commercial transactions, know-how (contracts, documents, reports, notes, studies, drawings, photographs, software) that an addressee receives in connection with its work for Rubner Holzbau shall remain the exclusive property of Rubner Holzbau.

This news concerns current and future activities, including communications, information and announcements that have not yet been disseminated, even if their publication is planned soon.

The addressees are prohibited from using these messages for their own benefit or for the benefit of third parties and from disseminating them to third parties or making use of them in such a way that Rubner Holzbau could suffer damage.

8.2 DATABASES AND PRIVACY

Rubner Holzbau undertakes to protect information about addressees, suppliers, trading partners and third parties that is generated or obtained internally or during business relationships and to avoid any misuse of this information.

For this purpose, Rubner Holzbau applies an appropriate safety document (DPS) in accordance with the Italian law. Decree No. 196 of 30.06.2003, which all addressees of this organisational model must adhere to.

In order to ensure the correct implementation of the corporate strategy, all members of management and all employees are requested to refrain at all times from commenting on the activities undertaken by Rubner Holzbau, the results achieved, or the objectives set.

9. DISCIPLINARY PROCEEDINGS AND PENALTIES

Violation of the provisions/regulations of this Code or failure to act or behave as prescribed in the Code may be tantamount to failure to fulfil the obligations of the employment relationship, with all the consequences provided for by the applicable legal provisions and by any collective agreements in force, also with regard to the maintenance of the employment relationship, and may also give rise to a claim for damages.

The types of offence are provided for by law or by the applicable collective agreements. They correspond to the severity of the offence and must never violate the dignity of the person. The penalty is imposed by the competent labour office.

With regard to non-compliance with the provisions of this Code of Ethics and Conduct by consultants, contractors, all employees, suppliers of goods or services, the relevant penalty provisions are contained in the respective contractual agreements governing the terms of the legal relationship.

10. REPORTING INJURIES OR REQUESTING INFORMATION

In connection with the principles of honesty, transparency, integrity and sincerity that inspire the activities of Rubner Holzbau, the company entrusts compliance with the fundamental values, the organisational model and the basic and programmatic rules of this Code of Ethics and Conduct to each individual employee and, in general, to each person working for Rubner Holzbau.

The company has introduced a general monitoring system for compliance with the common rules and has delegated compliance to all employees in order to sensitise them and strengthen their sense of responsibility so that the company's objectives of honesty, integrity and social responsibility can be effectively achieved.

The general control over the activities of employees and compliance with the rules of conduct and procedures of Rubner Holzbau corresponds to the authority or obligation of each employee to report any violations by other employees.

The employee notification procedure is inspired by the following principles:

- employees must make the reports in good faith, with the sole aim of ensuring the company's ability to control the violated procedures and the application of appropriate measures to restore the procedure for the protection and safety of the fundamental values of Rubner Holzbau that have been violated;
- Employees must report both harmful and dangerous behaviour for the protection of the values and fundamental principles of Rubner Holzbau;
- The employee making the report is granted anonymity, except in the case of a report made in bad faith or with intent to protect the rights of the company or the person concerned;
- After each report, the supervisory body will initiate internal investigations to verify and control the offence;
- in the event of disciplinary action against the reported employee, the employee has the right to a defence within a reasonable period of time and the right to a hearing before the disciplinary body.

The notification concerns any action or omission on the part of employees that could have the following as its object:

- Criminal offence;
- Non-compliance with legal obligations;
- Danger to the health and safety of others;
- Environmental damage;
- Inaccurate accounting or violation of financial control procedures;
- Any significant violation of the rules provided for in this Code of Ethics and Conduct;
- Any violation or suspected violation of the organisational model;
- Concealment or removal of information regarding notifications.

The reports made by employees shall not give rise to any disciplinary, civil or criminal liability, except in cases where the reports are found to be unfounded after the conclusion of the investigations by the supervisory body and were made with intent and in bad faith against other employees.

Employees who make the report in good faith are protected against any act of retaliation, discrimination or penalisation.

Except for legal obligations and the protection of the interests of the company and of persons who have been falsely accused and/or accused in bad faith, the reporting party is guaranteed confidentiality in good faith.

Possible cases of retaliation or coercion or discrimination against an employee by another employee who has been disciplined because of a report to the supervisor or directly to the supervisory body will result in disciplinary action being taken against the perpetrator of the retaliation or coercion or discrimination and may be punished by dismissal.

Each Addressee is invited to seek further information or clarification regarding the principles of this Code of Ethics and Conduct directly from the Supervisory Body.

Each addressee is obliged to report any violations of the organisational model and the Code of Ethics and Conduct in writing or verbally:

- of the supervisory body at the company, also by electronic mail to the e-mail address odv.holzbau@rubner.com set up for this purpose;
- supervisors and internal contacts at Rubner Holzbau.