

Anti-Corruption
Policy
Bonfiglioli Group



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1. Introduction

For over 70 years, since 1956, the Bonfiglioli Group has been designing, manufacturing and selling power transmission and control products and systems around the world, with a commitment to offering customers products that embody passion and excellence.

The Bonfiglioli Group is a dynamic and vibrant entity that, through its 24 subsidiaries and its network of distributors, boasts a global presence in 80 countries and operates in a multicultural working environment, with a wide range of skills.

Corruption is a criminal offense, and the Bonfiglioli Group does not tolerate it in any form. This zero-tolerance policy extends to all business relations and applies to all the jurisdictions in which the Group operates. Failure to recognize and avoid the risk of corruption can have a devastating impact on the Bonfiglioli Group's reputation and business activities.

This Policy applies to any company, subsidiary, division and/or other corporate entity controlled directly and/or indirectly by the Parent Company Bonfiglioli, as well as all the Addressees as defined below, as also provided for in the Group Code of Ethics, available on the corporate website at <https://www.bonfiglioli.com>.

In general, the following are classed as unlawful by the Anti-Corruption Laws:

"the direct or indirect offer, payment or acceptance of money or other benefits in order to obtain or retain business or secure an unfair advantage in connection with business activities."

As a tangible implementation of this essential principle, the Bonfiglioli Group has therefore adopted the Group Code of Ethics as an instrument designed to embody ethical conduct, and the values of integrity, accountability and diligence that have been the hallmark of the Group's success over more than 60 years of history.

The Parent Company Bonfiglioli S.p.A. also has an Organization, Management and Control Model, which is designed to prevent the risk of committing the crimes envisaged by Legislative Decree 231/2001. Over the years, this Model has been updated in accordance with the prevailing regulations, to arrive at the latest version approved by the Board of Directors on December 20, 2023 and available on the corporate website at <https://www.bonfiglioli.com>.

This policy (hereinafter the "Policy") has been drawn up in order to clearly set out the specific anti-corruption prevention measures adopted by the Bonfiglioli Group. It is independent from, but closely linked to, the Code of Ethics and the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 already implemented. The Policy details the measures adopted by the Group to prevent corruption, in keeping with the purposes of anti-corruption laws (the national regulations applicable in the individual countries where the Bonfiglioli Group operates, best practices and guidelines developed by private international organizations UNI ISO 37001, ICC - International Chamber of Commerce, Transparency International, PACI - Partnering Against Corruption Initiative and the United Nations Global Compact).

This Policy will also be adopted by the governing bodies of each company of the Bonfiglioli Group, both in Italy and abroad, with the aim of asserting and disseminating the principles described in this Policy, both internally and externally, within the enterprise and among our Collaborators and Business Partners.

Each General Manager is responsible for ensuring compliance with this Policy for the Company they belong to and the related operations.

2. Definitions

For the purposes of this Policy, the terms listed shall have the meanings specified below:

Term	Description
Bonfiglioli Group	Bonfiglioli Group Code of Ethics
BFG	Bonfiglioli S.p.A.
Corruption	The conduct of any individual who, while directly or indirectly engaged in activities on behalf of or in the interest of BFG and other Group Companies, offers, promises, receives, or provides undue benefits and/or payments to third parties, directly or indirectly (including through an intermediary), for personal gain, or for the benefit of Group Companies or third parties. For the purposes of this Policy, no distinction is made between "corruption involving a Public Official or a Public Servant" and "corruption involving a private individual".
Addressees	Staff of the Bonfiglioli Group worldwide and all those who work in the name of and/or on behalf of and/or in the interest of the Group, or who have professional or business relations with it. This comprises the Board of Directors, Board of Statutory Auditors, Auditors, Supervisory Body, Executives, Employees, and Collaborators), as well as the main third-party entities used by the Company in conducting its activities (consultants and collaborators).
Bonfiglioli Group or Group	Bonfiglioli S.p.A. (hereinafter "BFG") and Subsidiaries (hereinafter the "Group Companies").
Public Servant	For the purposes of criminal law, a public servant is someone who, although not strictly a Public Official with the functions typical of that status (certification, authorization, decision-making), provides a public service in any capacity.
Anti-Corruption Legislation or Anti-Corruption Laws	<ul style="list-style-type: none"> - Italian Criminal Code and other applicable national laws - Legislative Decree 231 of June 8, 2001, as amended - FCPA (U.S. Foreign Corrupt Practices Act of 1977 as amended), - UK Bribery Act (UK Bribery Act 2010, all associated secondary legislation as amended), - National laws applicable in the individual countries where the Bonfiglioli Group operates - Best practices and guidelines developed by private international organizations (ICC - International Chamber of Commerce, Transparency International, PACI - Partnering Against Corruption Initiative and the UN Global Compact, UNI ISO 37001) - International law conventions (OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997); Council of Europe Criminal Law Convention on Corruption (1999); and United Nations Convention against Corruption (2004).
Staff	Directors, managers and employees, collaborators, and all those who work on behalf of BFG and Group Companies.
Politically Exposed Persons	Individuals who currently hold or have ceased to hold significant public offices for less than a year, along with their family members and those who are widely known to have close associations with those individuals.
Policy	Anti-Corruption Policy adopted by the Group.

Public Official	<ul style="list-style-type: none"> - Anyone who performs a public legislative, judicial or administrative function; - anyone acting in an official capacity in the interest or on behalf of (i) a national, regional, or local public administration entity; (ii) an agency, bureau, or body of the European Union or of an Italian or foreign national, regional, or local public administration entity; (iii) an enterprise owned, controlled, or participated in by an Italian or foreign public administration entity; (iv) a public international organization, such as the European Bank for Reconstruction and Development, the International Bank for Reconstruction and Development, the International Monetary Fund, the World Bank, the United Nations, or the World Trade Organization; or (v) a political party, a member of a political party, or a candidate for political office in Italy or abroad.
Public Administration Entity	National, international and European Union, regional and local public administration entities and other national, international and European Union, regional and local supervisory authorities, or private entities comparable to them, because they have supervisory powers, as well as their internal officials and bodies including Public Officials, Public Servants, as well as Politically Exposed Persons.
Subsidiaries or Group Companies	Companies, directly or indirectly, controlled by BFG.



3. Adoption and implementation by the Group Companies

Each Group Company shall apply this Policy in compliance with the regulations in force in the country where it operates.

If, due to the particularities of the applicable regulatory environment, a Subsidiary adopts its own anti-corruption code, that code must still comply with this Policy, reflecting its content.

Each Subsidiary shall adopt all additional prevention and control instruments to address its specific risk factors and regulate the processes inherent to its operations, with particular attention to the applicable legal and operating environment.

4. Purpose of the Policy

The Policy has been drawn up to reinforce the principles of lawfulness and transparency in the management of the broad range of company operations, as an essential additional component alongside the Code of Ethics and the Organizational Model for Prevention and Control pursuant to Legislative Decree 231/2001. In order to further strengthen its commitment to combating unlawful conduct, BFG has introduced this Policy to bring together the existing rules for preventing and combating corruption into a comprehensive framework through the Organizational Model for Prevention and Control pursuant to Legislative Decree 231/2001, in order to strengthen the Addressees' awareness of the rules and conduct to be followed.

To this end, the main purpose of this document is to:

- encourage all the addressees to adopt the risk prevention measures set out in the Policy, and to comply not only with the organizational and operational procedures, but also the internal rules adopted by the Company;
- ensure the fairness of relations with third parties (public and private) that have dealings with the Company.

This Policy provides a framework of reference for each Company for the identification, review, and achievement of the anti-corruption objectives established in accordance with the Policy.

5. Addressees of the Policy

As mentioned in the Introduction, the Group is disseminating this Anti-Corruption Policy in order to ensure that those who have dealings with it are able to become acquainted with and align themselves with its principles, values, and rules of ethical conduct. Specifically, the Parent Company Bonfiglioli S.p.A. ensures the widespread dissemination of the anti-corruption principles in a broader context of corporate ethics across its Italian and foreign subsidiaries.

Internal and/or external Addressees of this document are:

All those who work in the name of and/or on behalf of and/or in the interest of the Group, or who have professional or business relations with it. This comprises the Board of Directors, Board of Statutory Auditors, Auditors, Supervisory Body, Executives, Employees, and Collaborators), as well as the main third-party entities used by the Company in conducting its business activities (consultants and collaborators).

The Policy is posted on the corporate website and intranet, with the related updates. The Policy, along with any subsequent amendments and/or additions, is also made known to each new recruit in order to ensure that they acknowledge and accept its content.



6. General anti-corruption principles

In compliance with national and international regulations and in accordance with the provisions of the Code of Ethics, the Bonfiglioli Group does not tolerate any direct or indirect form of corruption, either active (i.e., involving actions directed at third parties) or passive (i.e. involving actions by third parties).

In particular, the Bonfiglioli Group strictly prohibits:

- *the act of offering, promising, providing, paying, or authorizing the payment or provision, either directly or indirectly, of any financial incentive or other benefit to a Public Official or to any other third-party individual, as well as to a relative of the Public Official or third party (active corruption);*
- *the act of accepting, soliciting, or permitting the acceptance or solicitation, either directly or indirectly, of any financial incentive or other benefit from a Public Official or from any other third-party individual, as well as from a relative of the Public Official or third party (active corruption).*

In addition to constituting a breach of the Code of Ethics, an infringement of the rules set out in this Policy results in liability and may expose the Bonfiglioli Group and its Subsidiaries to the risk of penalties, as well as serious harm to their reputation.

7. Principles of conduct in sensitive activities

The following activities are sensitive activities that can directly or indirectly lead to exposure to the risk of corruption:

- 1) relations with public administration entities
- 2) relations with political organizations
- 3) gifts, hospitality and entertainment expenses, offered and received
- 4) charity and donations
- 5) facilitation payments and extortion payments
- 6) award of consulting engagements
- 7) contracting of works and supplies of goods and services
- 8) business partners
- 9) personnel selection, recruitment and management
- 10) sponsorships
- 11) accounting records.

The Bonfiglioli Group does not allow exceptions to the requirements and prohibitions outlined in this Policy. The belief that one is acting for the benefit of Group Companies cannot, under any circumstances, justify the adoption of conduct in conflict with the above principles.

Instances of actual or suspected breaches of the Policy or Anti-Corruption Regulations must be immediately reported through the channels established by the Group, as identified in the "Whistleblowing Guidelines," available at <https://bonfiglioli.integrityline.com>.

Addressees must adhere to the following principles of conduct.

1. Relations with the public administration entities

The Group's relations with representatives of public administration entities (below "PAEs"), in their various forms, are based on adherence to this Policy.

In accordance with the principle of segregation of roles and functions, the assumption of commitments and the management of relations of any kind with representatives of PAEs and/or public entities is strictly limited to the company roles and functions designated and authorized for that purpose.

No representative of the Group Companies should seek to improperly influence the decisions or actions of PAEs, either directly or by using the intermediation of third parties.

2. Relations with political organizations

The Bonfiglioli Group does not make contributions, either directly or indirectly, to political parties, movements, committees and political and labor organizations, or to their representatives or candidates, either in Italy or abroad, except as established and permitted by the applicable regulations.

This is because such political contributions may be used improperly as a means of bribery to retain or obtain an advantage, such as securing a contract, obtaining a permit or license, or influencing legislation in a way that is favorable to Bonfiglioli.

3. Gifts, hospitality and entertainment expenses - offered and received

Giving or promising gifts, complimentary items and other benefits to customers, directors, auditors, partners, suppliers, public officials or public servants is only permitted when these are properly authorized and documented, are of modest value, and cannot be interpreted by a third party as being designed to obtain any kind of advantage in an improper manner. In any event, gifts must not be intended in any way to influence or compensate for an official duty carried out as part of the recipient's professional role.

The Group policy stipulates that employees must not request or accept gifts, favors, loans, complimentary items, rewards, promises of future professional assignments, or anything of value, including travel and stays. It is also our policy not to offer gifts or entertainment to customers in order to influence their professional decisions.

Accepting or offering gifts or entertainment is generally discouraged and permitted only in rare

cases - with the prior authorization of the CEO or Line Managers, if they:

- are of symbolic value;
- are not prohibited by contracts or by specific regulations;
- are only occasional, in good taste, and not requested;
- do not involve cash or cash equivalents (for example gift cards, petrol vouchers, etc.).

Gifts and acts of courtesy towards public officials or employees are permitted only when they are of modest value and do not in any way compromise the integrity and independence of the parties and cannot be construed as a means to improperly obtain advantages.

In any event, during negotiations or any other relationship with PAEs, the Addressees must refrain from directly or indirectly taking actions to:

- obtain opportunities for business and/or sales from which advantages may be obtained, for themselves or for others, from Public Officials or Public Servants or their family members or relatives;
- solicit or obtain confidential information that could compromise the integrity or reputation of both parties.

4. Charity and donations

Charitable contributions and donations must be approved by the Corporate Bodies (Board of Directors) of each Group Company.

More specifically: i) contributions may be made in accordance with the approved budget; (ii) contributions may only be made to entities that are not newly established, are well-known, reliable, and have an excellent reputation for honesty and fair business practices; (iv) for approval purposes, an adequate description of the nature and purpose of each contribution, due diligence on the beneficiary entity, and verification of the contribution's legality under applicable laws must be provided; (v) in line with the relevant legislative requirements and company regulations, payments to the beneficiary entity must be made exclusively to the account registered in the name of the beneficiary entity; payments to encrypted accounts or in cash, or to a party other than the beneficiary entity or in a third country different from the beneficiary entity's country, are not permitted; and (viii) documentation related to the approval of the contribution and compliance checks as required under this Policy must be retained in accordance with the archiving periods mandated by the applicable accounting and tax regulations.

5. Facilitation payments and extortion payments

The Group strictly forbids any and all facilitation payments and extortion payments, both in Italy and abroad. This refers to any type of payment or provision of other benefits made directly or indirectly to Public Officials or Public Servants, or to private individuals or entities, both Italian and foreign, intended to secure, accelerate, or facilitate the performance of a routine activity or an activity that is otherwise lawful and legitimate within the scope of the duties of those parties.

6. Award of consulting engagements

The award of consulting engagements may indirectly result in remuneration for corrupt practices. The selection processes are governed by detailed company procedures.

The relevant company functions must ensure that there are no incompatibilities or conflicts of interest for the professional and must also verify that the country of residence of the professional (or the location of the entity) is not included in the blacklist of countries with preferential tax treatment.

More specifically:

- If the assignment of the engagement is founded on a personal trust relationship, a specific professional is engaged, after justification for the need to assign the engagement; the requesting company function conducts proper due diligence to ensure that the professional selected by them meets the requirements of integrity, reputation, reliability, organizational profile, accreditations, technical-professional qualifications, and expertise necessary to perform the engagement.
- in all other cases, again after justification of the need for the engagement, the professional is chosen through a properly documented competition from several candidates with suitable characteristics. Due diligence is carried out on the consultant and the designated company functions ensure that the professional to be engaged meets the requirements of integrity, reputation, reliability, organizational profile, accreditations, technical-professional qualifications, and expertise necessary to perform the engagement.

The selection process for the professionals, the contracts and agreements made with them, and the services provided

must be documented and justified.

The consultancy contract must be in writing and have the following content:

- clear and timely detailed description of the service to be provided;
- declaration from the consultant confirming that neither they, their family members, nor, in the case of the consultant being a company, its owners and directors, hold positions as Public Officials at the time of signing the contract and will not hold such positions for its entire duration;
- declaration of the absence of conflict of interest, both actual or potential, at the time of signing the contract and the consultant's commitment to provide prompt notification if such a conflict arises during the performance of the contract;
- the consultant's commitment to comply with applicable laws, and in particular the Anti-Corruption Laws.

7. Contracting of supplies of goods and services

Bonfiglioli may be held liable for corrupt practices committed by suppliers providing services for or on behalf of the Group and their sub-contractors. Suppliers therefore have a duty to comply with the ethical standards and eligibility requirements established by Bonfiglioli.

The Group's supplier selection process must be conducted in compliance with the principles of transparency, traceability, public disclosure, free competition, non-discrimination, equal treatment, and rotation, based on objective parameters related to the competitiveness and quality of the requested products and services.

These processes are governed by detailed company procedures.

The following fundamental obligations are specifically established:

- adopting objective and transparent evaluation criteria in the selection of supplier companies;
- adhering to the principles of fairness and good faith in correspondence and dialog with suppliers, in line with the most rigorous commercial practices.

8. Business partners

Bonfiglioli may be held liable for corrupt practices committed by business partners providing services for or on behalf of the Group. The internal contact staff must therefore comply with the provisions of this policy and other policies relating to the selection and retention of business partners.

The business partners must be subject to proper due diligence. Contracts with business partners must be negotiated, entered into and managed in compliance with the principles corruption regulatory instruments governing such contracts.

Contracts with business partners must include provisions such as:

- i. the business partner's commitment to comply with the Anti-Corruption Laws and this Policy
- ii. the requirement for the business partner, when outsourcing or sub-contracting (namely in the case of sub-agents, sub-representatives, sub-consultants, etc.), to conduct checks on the subcontractor or sub-contractor's compliance requirements; as well as the obligation to ensure that each contractor or sub-contractor, contracted to perform services in relation to the contract, does so solely on the basis of a written contract, which imposes conditions on them in relation to compliance and Anti-Corruption Laws equivalent to those imposed on the business partner;

- iii. the right of Bonfiglioli to conduct audits on the business partner if it has reasonable suspicion that they may have breached the compliance provisions of the contract or the Anti-Corruption Laws;
- iv. the right of Bonfiglioli to terminate the contract, in the event of breach of the obligations of this Policy.

The provisions described above also apply to extraordinary M&A transactions. In such cases, a proper and reasonable verification of the counterparties must be carried out, with particular attention to their identity, reputational profile, and reliability, as well as the possible existence of proceedings or convictions for corruption offenses (or other crimes that could affect professional integrity) involving the counterparty or its key figures (e.g., shareholders, directors, senior managers, etc.). In preliminary assessments, the Group also considers whether the counterparty has adopted anti-corruption policies and procedures within its organization.

The above-mentioned checks are aimed at identifying and assessing possible “hereditary” risks related to any acts of corruption committed in the past.

9. Personnel selection, recruitment and management

The human resource management process must be carried out based on principles of impartiality, transparency, autonomy and independent of mind.

More specifically:

- the selection process for hiring personnel must be formalized and ensure the absence of conflicts of interest between the persons making the selection and the candidate, as well as adherence to the principle of segregation of duties between the functions requesting the human resource and those conducting the selection.
- the selection process for hiring personnel in organizational positions that carry a high risk (e.g., CFO, Purchasing Manager) must ensure that candidates do not have a history of conduct inconsistent with the principles set out in this Policy, the Code of Ethics, and the 231 Model, as well as the applicable anti-corruption regulations.
- the personnel evaluation process must be based on objective and transparent criteria, and the allocation of any potential rewards should only be made after the achievement of predetermined objectives.

The hiring of employees and collaborators on the specific recommendation of third parties in exchange for favors, compensation or other advantages for oneself and/or the Company is prohibited.

In particular, it is prohibited to offer employment opportunities to family members or relatives of the personnel of Public Administration Entities and/or Supervisory Authorities and/or Public Officials involved in the Company's activities, unless this is objectively justified within an impartial and transparent selection process.

Staff travel expenses are reimbursed up to the limits set and in accordance with the company procedures that specify the types of expenses allowed and the reimbursement limits.

Specifically, travel expenses are documented and summarized in an expense report, with itemized reimbursement, approved by the head of the competent function, and reimbursed after verification of validity and pertinence with the limits set.

The Bonfiglioli Group hires human resources for actual business needs, making choices exclusively based on criteria of professional merit and capability.

The assessment of employees as well as the allocation of salaries, bonuses, and financial incentives, and/or the determination of career paths are duly documented.

10. Sponsorships and donations

Sponsorships and donations, in the form of cash or product gifts for a specific aim, may be provided in accordance with the applicable company procedures.

Offering or granting sponsorships and gifts is not allowed if they could be construed as intended to influence the independence of mind or to secure preferential treatment or undue benefits. To this end, contracts and letters of donation/gifts must include specific clauses requiring the beneficiary to strictly adhere to the legal regulations and the principles of the Code of Ethics.

The process owner company function is responsible for verifying the nature and significance of the initiative, as well as the identity and reputational profile of the recipients of the sponsorship or contribution (promoters, organizers, etc.). Afterward, a check must be made to ensure that the initiative has actually been carried out and is consistent with the proposed program.

11. Accounting records

All accounting entries must be properly recorded in the company's accounting system in accordance with the criteria established by law and the applicable accounting standards. Every operation or transaction must be authorized, verifiable, legitimate, consistent and appropriate.

To ensure that the accounting is complete and transparent, adequate and comprehensive supporting documentation for each operation must be maintained on file, in order to enable:

- precise recording of accounting entries;
- immediate determination of the characteristics and reasons underlying the relevant operation;
- easy formal chronological reconstruction of the operation;
- verification of the decision-making, authorization, and execution process, as well as the identification of the various levels of responsibility.

Each accounting entry must accurately reflect what is shown in the supporting documentation. Each employee is therefore responsible for ensuring that such documentation is readily available and organized.

8. Reporting of corrupt practices or breaches of this Policy

Anyone who becomes aware of an actual or suspected breach of the Anti-Corruption Regulations or this Policy has a duty to report it immediately using one of the following channels:

- a) the dedicated digital platform for whistleblowing, accessible at <https://bonfiglioli.integrityline.com/>, as further detailed in the "Whistleblowing Guidelines";
- b) the email address of the Supervisory Body: odv@bonfiglioli.com.

The analysis of the report is carried out as described in the "Whistleblowing Guidelines".

The decisions made are formally communicated to the central functions (Bonfiglioli S.p.A.) and/or local functions (Subsidiaries) responsible for the implementation of the necessary remedial actions.

No one can be dismissed, suspended, or discriminated against in any way in their employment treatment for having acted in good faith in reporting failures to comply with the provisions.

Where the breach of the above provisions reported by the whistleblower proves to be unsubstantiated and false, the whistleblower themselves will be deemed to have been grossly negligent or deceitful and will be subject to the disciplinary actions set out in item 9 below.

9. Disciplinary measures

Breaches of this Policy by employees of the Group constitute a disciplinary offense and, as such, will be assessed and penalized in accordance with the Disciplinary System in force at the specific Group Company involved, regardless of whether or not such breaches resulted in unlawful conduct.

Bonfiglioli will adopt appropriate measures, including but not limited to termination of the contract and seeking damages, against other stakeholders (suppliers, consultants, and other partners who provide services to one or more Group Companies within the scope and limits of their respective contractual relationships) whose actions are in breach of the Anti-Corruption Laws, the Code of Ethics, the Organizational Model for Prevention and Control pursuant to Legislative Decree 231/2001 and this Policy.



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10. Staff training

All Companies within the Group promote awareness of this Policy and the Anti-Corruption Regulations among their staff, in order to ensure that their respective employees understand the following, in relation to and in respect of their role:

- the corruption risks to that they and the organization they belong may be subject to;
- the corruption prevention policy;
- the aspects of the corruption prevention management system related to their role within the Group;
- the preventive actions to be taken and the reports to be made in relation to the risk or suspicion of unlawful practices.

Participation in the training is compulsory.

11. Information flows

The relevant functions of each Group Company report to the Supervisory Body of Bonfiglioli S.p.A. regarding the implementation of the Policy, at least on a half yearly basis (or more frequently if immediate ad hoc communication is required). The activities included in the report concern both activities carried out directly and those conducted by local functions tasked with monitoring the internal control system at the Subsidiaries.

The above-mentioned local functions:

- a) provide the Supervisory Body of Bonfiglioli S.p.A. with regular updates containing details of the planning, execution, and outcomes of audits carried out at their respective companies and any other information necessary or beneficial to providing accurate reporting on the status of implementation of the Policy at their company and the companies it controls.
- b) liaise with the Legal Department to stay informed about regulatory and legal developments on matters of interest.

12. Effective Date

The provisions of this Policy, approved by the Board of Directors on December 20, 2023, shall take effect upon its dissemination.





We have a relentless commitment to excellence, innovation and sustainability. Our Team creates, distributes and services world-class power transmission and drive solutions to keep the world in motion.

HEADQUARTERS

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