



# **CODE OF ETHICS**

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*Adopted by Resolution of the Board of  
Directors of 18/12/2012*

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## TABLE OF CONTENTS

<b>I.</b>	<b>INTRODUCTION</b> .....	<b>4</b>
	Article 1 Aims and Contents of the Code of Ethics .....	4
	Article 2 Addressees and Dissemination of the Code .....	4
	Article 3 Effectiveness of the Code.....	4
	Article 4 Implementation and Revisions of the Code .....	5
<b>II.</b>	<b>GENERAL ETHICAL PRINCIPLES</b> .....	<b>6</b>
	Article 5 Legality and Integrity .....	6
	Article 6 Transparency.....	6
	Article 7 Propriety and Confidentiality, including with reference to Classified Data.....	6
	Article 8 Efficiency .....	7
	Article 9 Professional Development and Cooperation Among Colleagues.....	7
	Article 10 Competition.....	7
<b>III.</b>	<b>RULES OF BEHAVIOUR IN RELATIONS WITH STAKEHOLDERS</b> .....	<b>8</b>

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Article 11 General Principles .....	8
Article 12 Relations with Customers .....	8
Article 13 Relations with Suppliers .....	8
Article 14 Personnel Policy.....	11
Article 15 Corporate Governance .....	16
Article 16 Institutional Relations .....	18
Article 17 Relations with Public Authorities .....	19
Article 18 Relations with Political Parties, Trade Unions and Associations.....	19
Article 19 Grants and Sponsorships – Mass Media .....	20
Article 20 The Environment.....	20
<b>IV. METHOD OF IMPLEMENTING THE CODE OF ETHICS AND MONITORING OF COMPLIANCE .....</b>	<b>21</b>
Article 21 Violations of the Code of Ethics .....	21
Article 22 Sanctions .....	21
Article 23 Violations of the Code of Ethics Linked to Legislative Decree No. 231/2001 .....	22

## **I. INTRODUCTION**

### **Article 1 Aims and Contents of the Code of Ethics**

This Code of Ethics (hereinafter the Code) aims to ensure that the Company conducts itself in an ethical manner by introducing a body of rules of behaviour compliance with which is an indispensable requisite for attaining the Company's own corporate mission.

The Code regulates relevant conduct from an ethical standpoint in order to render the Company's business transparent and shape how it is carried on.

In line with the indications furnished in the matter by the trade association that the Company is a member of, the Code, in particular, lays down principles of corporate ethics and rules of conduct suited to preventing, in accordance with Italian law, the commission of the crimes referred to in Legislative Decree No. 231/2001 and any behaviour contrary to the values that the Company stands for.

### **Article 2 Addressees and Dissemination of the Code**

The provisions of the Code are binding as regards behaviour on the Company's officers, executives, employees and consultants and whoever, directly or indirectly, in Italy or abroad, establishes lasting or temporary partnerships or forms of cooperation with the Company.

The addressees of the Code must observe the rules set forth herein and ensure that their behaviour and actions comply with those said principles.

The Company is committed to requiring observance of the provisions of the Code in all of its business relations and to ensuring that the Code is disseminated as widely as possible. To that end the Code is made available to all persons dealing with the Company and a copy is given to all of its employees.

The rules of behaviour set forth in the Code constitute the minimum standard that addressees must always adhere to in their relations with others, especially those with Public Authorities, both Italian and foreign, and public sector employees.

### **Article 3 Effectiveness of the Code**

The behaviour prescribed by the Code forms part of conduct that is required for the purposes of full and correct fulfilment of the duties of loyalty and care owed by the Company's officers, executives and employees as well as the duty of good faith incumbent on the Company's other workers in any guise and the third parties who entertain relations with the Company.

Failure to exhibit the behaviour that the Company expressly defines as ethical is penalised commensurate with the violation, including from a civil, criminal and disciplinary standpoint if the circumstances so dictate.

#### **Article 4      Implementation and Revisions of the Code**

The Code is adopted by the Company through resolution of its own Board of Directors. It may be amended and added to, including in the wake of the possible suggestions, indications and proposals that may be put forward by the Supervisory Body under Legislative Decree No. 231/2001.

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## II. GENERAL ETHICAL PRINCIPLES

The principles of legality, integrity, transparency, propriety, confidentiality, efficiency, commitment, cooperation among colleagues and professional development, competition, safeguarding of company property, environmental protection, health and safety, and respect for the rights of others all constitute general ethical principles of the Company.

The general ethical principles inform the actions and behaviour of all addressees of the Code. Therefore, the Company undertakes to ensure that its officers, employees and other workers as well as the personnel belonging to other entities directly involved in its business activities observe the said principles and the Code.

The Company's officers, employees and other workers shall comply with the Code also in their relations with outsiders. In particular, they must inform the third parties concerned about the content of the provisions of the Code so as to demand that the third parties observe those same provisions in their decisions and behaviour.

Under no circumstances whatsoever can pursuit of the Company's interest justify conduct in breach of the said principles.

### **Article 5      Legality and Integrity**

The Company pursues its corporate purpose and carries on its business in full compliance with all of the laws and regulations applicable from time to time – as supplemented by the principles of the Code – and the measures adopted by the relevant authorities, fostering a culture of integrity and rectitude in all aspects of its business activities.

### **Article 6      Transparency**

The principle of transparency is based on the truthfulness, clarity and completeness of information. Observance of that principle implies a commitment to providing the requisite information, inside and outside the Company, in a clear and complete way, using written or verbal communication that is easily and immediately understandable, subject to first checking what information is required. In providing information and drafting contracts, the Company communicates in a clear and understandable manner, at all times ensuring that conditions are maintained on equal terms.

### **Article 7      Propriety and Confidentiality, including with reference to Classified Data**

The principle of propriety implies respect by all, in the performance of their work, of the rights of each person involved over any beyond mere observance of the letter of the law and the employment contract. That also entails the rejection of any situations that give rise to discrimination among personnel or possible conflicts of interest between the Company and those who work for it.

Any knowledge obtained and developed within the context of a relationship with the Company constitutes a fundamental resource that every employee and addressee must safeguard since undue disclosure of that knowledge could cause the Company economic loss and well as damage to its image.

Therefore, employees and the other addressees may not reveal any information about the Company's technical, technological and commercial knowledge to third parties and likewise any other non-public information except where such disclosure is mandated by law or other regulatory provisions or is expressly envisaged by specific contractual agreements under which the counterparties have undertaken to use the said information exclusively for the purposes for which it was communicated and to keep it confidential.

The confidentiality obligations under the Code endure also after cessation of the employment relationship.

The privacy of employees and other workers is protected through the adoption of adequate rules in relation to the type of information required and through the use of specific methods for the processing and storage of personal data. Processing of the personal data of employees and other workers is permitted solely in accordance with applicable legislation, and in any case subject to providing the fullest information and assistance.

Access to classified data must be strictly reserved to authorised personnel, who are obliged to adhere to the specific rules governing the protection of such data.

Authorisations granting access to classified data issued by the relevant authorities are subject to periodic checks.

#### **Article 8      Efficiency**

The principle of efficiency requires that the highest professional standards must be brought to bear in relation to each job in accordance with the most advanced standards applicable to the sector and job concerned.

In performing the work there must be a commitment to providing a service commensurate with the needs of the customer and an optimum allocation of resources in terms of value for money.

#### **Article 9      Professional Development and Cooperation Among Colleagues**

Human resources are a key factor for the development and growth of business. Accordingly, the Company safeguards and fosters professional growth in order to increase the skills and know-how it possesses.

Behaviour among employees at all levels and between the latter and the other workers must constantly and reciprocally be aimed at facilitating the best performance possible.

#### **Article 10     Competition**

The Company seeks to enhance the value of competition by operating in accordance with the principles of propriety, fair competition and transparency vis-à-vis all players in the market.

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### **III. RULES OF BEHAVIOUR IN RELATIONS WITH STAKEHOLDERS**

#### **Article 11 General Principles**

In the carrying on of its business the Company conducts itself in accordance with applicable law and the principles and procedures established to that end.

The Company requires its own directors, executives, employees, partners and in general anybody who formally or de facto represents it in any way:

- to observe applicable law and the principles and procedures established that end;
- to behave properly so as not to prejudice moral and professional reliability.

Therefore, the Company adopts the measures necessary to ensure that the duty to observe applicable law and the principles and procedures established to that end is one that is fulfilled by directors, executives and employees and, to the extent compatible, by partners, suppliers and any other entity within the context of the relations entertained.

#### **Article 12 Relations with Customers**

The Company carefully assess the appropriateness and feasibility of what it is requested to do, with special reference to the associated legal, technical and economic terms so as to timely detect any anomalies and under no circumstances undertakes contractual commitments that could put the Company in the position of having to resort to an unacceptable reduction in the quality of performance, personnel costs or occupational safety.

In relations with its customers the Company exhibits propriety and clarity in business negotiations and in the undertaking of contractual commitments as well as in the faithful and careful performance thereof.

#### **Article 13 Relations with Suppliers**

##### ***13.1 Selection of suppliers***

The selection of suppliers is governed by predetermined principles and procedures that comply with applicable laws and regulations. Financial and consultancy agreements also fall within this framework.

Suppliers are chosen and tangible and intangible goods and services are acquired in compliance with the principles of transparency, competition and equal opportunity for bidders and on the basis of objective assessments regarding the competitiveness, quality, utility and price of the supply.

The Company adopts the objective and transparent selection criteria envisaged by applicable law and internal regulations and precludes no supplier meeting the prescribed requirements from bidding to win to a contract.

In selecting suppliers the Company must take into account the ability to guarantee implementation of adequate business quality systems, the availability of means and organisational structures and the capacity to comply with confidentiality obligations.



Every selection procedure must be conducted in a fully competitive environment and any derogation from that principle must be authorised and explained in accordance with applicable laws and regulations.

The Company reserves the right to compile a list of suppliers, the qualification criteria for which do not constitute entry barriers.

### **13.2 *Transparency and integrity***

Relations with suppliers are governed by the principles of the Code as well as by appropriate procedures established by the Company in order to guarantee the utmost transparency and integrity in behaviour and in relationships.

The entering into of a contract with a supplier must always be based on extremely clear relationships, avoiding forms of dependency. By way of mere example only:

- any contract whose estimated amount is more than 50% of the supplier's turnover must be highlighted and evaluated by the Company;
- long-term binding projects implemented through short-term contracts that require continual renewal and price reviews are to be avoided as a rule and likewise consultancy agreements that do not entail an adequate transfer of know-how;
- it is considered improper to induce a supplier to conclude a contract unfavourable to it by holding out the prospect of a subsequent more favourable contract.

The Company monitors the appropriateness of the goods supplied compared to the agreed price. To that end, provision is made for:

- a functional separation between the person requesting the goods and the person signing the contract (in light of the actual company organisation and its reduced size, decisions on supplies coming directly from the Managing Director must be adequately reported to the Board of Directors and the supervisory organs);
- an adequate system for identifying and filing the supporting documentation for the choices made;
- storage of the information and the official tender and contractual documents for the period established by applicable laws and regulations and referred to in internal procurement procedures.

### **13.3 *Safeguarding of the ethical aspects of procurement***

Within the sphere of procurement the Company undertakes to foster respect for environmental conditions, ethical principles and statutory principles, requiring them for particular supplies and services of social importance.

To that end supply contracts with Risky Countries, defined as such by recognised organisations, shall include contractual clauses that envisage:

- self-certification by the supplier of compliance with specific social obligations (for example, measures that guarantee respect for workers' fundamental rights, the principles of equal treatment and non-discrimination, and protection against child labour);

- the possibility to carry out inspections at the production facilities or operating units of suppliers in order to check compliance with the said requisites.

The Company undertakes to refrain from entertaining relations of any nature with:

- persons who are known to be or with good reason are suspected of being members of criminal organisations of any nature (including mafia-type ones or those dedicated to human trafficking or the exploitation of child labour) or of being involved in providing support in any form to such organisations;
- persons or groups who operate with terrorist aims (conduct with terrorist aims is that which may seriously damage a country or an international organisation where committed with the purpose of seriously intimidating one to perform or abstain from performing any act or with the purpose of seriously destabilising or destroying the fundamental political, constitutional, economic or social structures of a country or an international organisation).

### **13.4 Procurement personnel obligations**

#### **13.4.1 Impartiality**

Employees must guarantee equal treatment of enterprises that come into contact with the Company. They must refrain from any arbitrary act that could have adverse effects on the enterprises and from any preferential treatment. Furthermore, they must not deny or afford treatment that is not normally denied or afforded to others.

#### **13.4.2 Confidentiality**

In order to safeguard the confidentiality of the information communicated by enterprises that come into contact with the Company, employees must:

- refrain from disseminating or using for personal purposes any information that has come into their possession as a result of their work, without prejudice to the rules and regulations that safeguard freedom of information and access;
- carefully maintain confidentiality in respect of the entire procedure and the names of the competitors until such time as the award is made;
- not meet, unless expressly authorised in that regard, the participating enterprises during the procurement process. Any requests for information must be in writing and likewise in writing the clarification will be given to the requesting and other participating enterprises.

#### **13.4.3 Independence and duty of abstention**

Employees must not engage in any activities that conflict with the correct performance of their duties and must avoid any involvement in situations that could harm the Company, including from the standpoint of image, reputation or personal identity.

Employees must inform management of any membership of organisations or other bodies whose activities impinge on the carrying out of the contractual activities their office handles.

Employees must operate autonomously and avoid making decisions or carrying out activities pertaining to their duties, including where there is only an apparent conflict of interest.

#### *13.4.4 Gifts and other benefits*

Employees must neither request nor accept gifts or other benefits offered by suppliers, contractors or competitors or in any event enterprises with an interest in the supplies and contracts that the Company is involved in.

Employees must not accept from suppliers, contractors or any party contracting with the Company, for personal or third party use and/or advantage, any benefits accruing to the purchaser in relation to the acquisition of goods and services for work-related purposes.

#### *13.4.5 Collateral activities*

Employees may not accept any remuneration or payments in cash or in kind from persons other than the Company, and likewise consultancy appointments in any shape or form.

Employees who wish to conclude private agreements with enterprises with whom they have entered into contracts on the Company's behalf must give prior written notice thereof to management.

#### *13.4.6 Performance of contracts*

Any assessment as to whether the contractual conditions have been fulfilled must be conducted in an objective manner and be evidenced in writing. Associated bookkeeping matters are to be attended to in the prescribed manner and timeframe.

## **Article 14 Personnel Policy**

### ***14.1 Duties of employees***

The Company's employees are required to know the Code and the rules that govern the activities pertaining to their respective duties.

Employees must refrain from behaviour contrary to those rules, turn to their superiors in case they need clarification on how the rules are to be applied and timely convey their superiors any news about possible violations or requests made of them to act in breach of the rules. The recipient of such news is under an obligation not to reveal the identity of the whistleblower.

Heads of company functions and units must set an example for their employees and prevent any form of reprisal.

### ***14.2 Duties of executives***

Like all employees, executives must comply with applicable laws and regulations and the Code. They must also ensure observance of the Code by employees, adopting the measures and controls necessary to that end. Controls may also be carried out directly and periodically, commensurate with the type of matters to be checked and taking into account the actual corporate structure.

Executives must actively cooperate with all controls carried out by the Company and by administrative/judicial authorities.

#### **14.3 Personnel selection and hiring**

The evaluation of the personnel to be hired is done on the basis of how well candidates meet the Company's needs and expectations, respecting the principle of equal opportunity for all concerned and avoiding any form of discrimination.

Within the limits of the information available to it, the personnel function adopts suitable measures to avoid favouritism, nepotism or forms of cronyism during the selection and hiring phase, ensuring in particular that the persons making the selection are not related by blood or marriage to candidates. If such ties exist, they must be disclosed and the persons so related to the candidates must play no further part in the selection process.

Personnel shall be hired on foot of regular contracts, with no room for irregular work or exploitation of forms of special collaboration.

At the time of creation of the employment relationship, each worker receives accurate information on:

- the characteristics of the function and their job description;
- legal terms and condition and remuneration, as regulated by the applicable national collective bargaining agreement and company-level labour agreements;
- rules and procedures to be adopted in order to avoid possible occupational health risks.

That information is presented to workers so as to enable informed acceptance of the job.

#### **14.4 Personnel management**

The Company avoids any form of discrimination against its own workers.

Within the context of personnel management and development, decisions are made on the basis of how well workers meet the Company's needs and expectations (for example, in the case of promotion and/or transfers) and/or the basis of merit (for example, performance related bonuses). Promotion to roles and positions is based on skill and capacity. Moreover, consistent with overall labour efficiency, the Company fosters flexibility in the organisation of work that facilitates maternity and child care in general.

Assessment of workers is done with input from superiors and the personnel function.

Within the limits of the information available to it and compliance with privacy requirements, the Company seeks to prevent forms of nepotism (for example, excluding hierarchical relationships between relatives).

Finally, in its relations with employees the Company constantly interacts with the trade unions in the belief that dialogue with the latter is an essential element for progress and the development of human resources.

#### **14.5 Personnel training and development**

Superiors fully utilise and value all skills at their disposal through the levers available for facilitating the

development and growth of their workers (for example, job rotation, working alongside experts and experience aimed at taking on more responsibility). Within this context of particular importance is communication by superiors of the strengths and weaknesses of each worker so that the latter can seek to improve their skills, including through targeted training.

The Company provides information and training to all workers, in-company or remotely, with the objective of enhancing the specific skills and abilities of the personnel. Training is administered to groups or single workers on the basis of specific professional development needs.

#### **14.6 Health and safety**

The Company undertakes to instil and consolidate a safety culture, developing risk awareness and fostering responsible behaviour on the part of all workers. It also works to ensure health and safety in the workplace, especially through preventative action. The Company's objective is to protect its personnel, property and financial resources, constantly seeking the necessary synergies not only within itself but also in relations with the suppliers, enterprises and customers involved in company business.

To that end technical and organisational steps are taken through:

- the introduction of an integrated risk and safety management system;
- continuous analysis of risk, process criticality and the resources to be protected;
- the adoption of the best technologies;
- the checking and updating of work methods;
- investment in training and communication.

The Company works to achieve continual improvements in the efficiency of company structures and processes.

#### **14.7 Personal protection**

The Company protects the moral wellbeing of its employees, guaranteeing working conditions that are respectful of human dignity. Sexual harassment is unacceptable and any behaviour or words that could offend personal sensibilities must be avoided.

Discrimination on the basis of age, sex, sexual orientation, race, state of health, nationality, political opinions or religious beliefs is not tolerated within the Company and vis-à-vis third parties. At all levels the Company fosters a culture based on respect for others and universal human rights. The Company protects workers from acts of psychological violence and combats any attitudes or behaviour that discriminate against or harm people, their beliefs and their preferences.

Within the limits provided for by law and collective bargaining, periodic statistical analysis is conducted further to which it is possible to detect the existence or otherwise of discrimination of any type. That survey constitutes an information flow available to the Company's organs, the persons designated by the latter and the Supervisory Body under Legislative Decree No. 231/2001.

#### **14.8 Management of information**

All employees must know and implement company policies on information security in order to guarantee the integrity, confidentiality and availability thereof.

Employees are obliged to draft their documents utilising clear, objective and exhaustive language, permitting possible checks by colleagues, superiors or outsiders authorised to request such.

Any form of investment, direct or through nominees, is strictly forbidden on the part of anybody who, by reason of their work in the Company or in the context of the Group or in any event as a result of their work, is in possession of inside information, that is, information which has not been made public, relating, directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments.

It is also forbidden to communicate or disseminate that information in any form outside the normal course of the exercise of one's duties or to recommend or induce another person to make investments in relation to the financial instruments to which that information relates.

The Company adopts adequate measures to protect inside information so as to prevent unauthorised or unlawful access thereto or processing thereof.

The Company also protects the privacy of all employees in accordance with law, adopting standards that include a prohibition on communicating and disseminating personal data (except as provided for by law) without the prior consent of the person concerned and laying down rules for ensuring compliance with the privacy protection law. Any form of investigation into the views and in general the private life of individuals is strictly forbidden.

#### **14.9 Conflicts of interest**

All are obliged to avoid situations in which conflicts of interest could arise and to refrain from personally profiting from business opportunities knowledge of which was obtained during the course of the exercise of one's duties.

The following situations may give rise to conflicts of interest:

- occupying a senior position and directly or indirectly having business interests with suppliers, customers or competitors (holding shares or professional appointments) including through family and relatives;
- handling relations with suppliers and customers and doing work for them or having relatives do work for them;
- accepting money or favours from persons or enterprises that are doing or intend to do business with the Company.

In cases where a conflict of interest arises, even if it only potential or apparent, employees must inform their superiors, who in the prescribed manner will in turn inform the Supervisory Body, which for its part evaluates the effective existence and relevance of the conflict on case by case basis. Employees must provide

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information about the activities that they do outside of work if those activities could in concrete give rise to a conflict of interest with the Company.

#### **14.10 Use of company property**

All are obliged to act with care in safeguarding company property, to behave responsibly and in line with the operating procedures put in place to regulate use of that property and to precisely document any such use.

In particular, all employees must:

- avoid private use of company property;
- scrupulously and sparingly use the property entrusted to them;
- avoid improper use of company property that could cause damage, reduce efficiency or in any event be contrary to the Company's interests.

All are responsible for the resources entrusted to them and must timely inform the relevant persons in charge of any risks or harmful events.

As regards computer applications all are obliged to:

- use the applications in accordance with the relevant instructions and for the purposes for which they are made available;
- scrupulously adhere to company security policies in order to not compromise the functionality and protection of IT systems and in order to guarantee the integrity and authenticity of the processed data so as to protect the interests of the Company and third parties, with special reference to public and other authorities;
- scrupulously adhere to company security policies in order to ensure that access to and the use of electronic data and information is in accordance with applicable law and respecting the privacy of any individuals concerned and in order to guarantee the confidentiality of the information and ensure that the processing thereof is done by expressly authorised persons without unlawful interference;
- not use or install programs other than those authorised by company security policies;
- not send threatening or offensive e-mails, not use inappropriate, offensive vulgar or indecent language and not make inappropriate comments that could cause offence to the person and/or damage the Company's image;
- not visit websites with indecent or offensive content;
- not leave their assigned computer unblocked or unattended;
- not reveal their login credentials (username and password) for the company network or other sites/systems;
- not circumvent – or attempt to circumvent – company security mechanisms (antivirus, firewall, proxy server, etc.);
- not keep or unlawfully disseminate access codes to IT or electronic systems of third parties or public bodies;

- not access the company network and programs using login credentials other than those assigned.

Moreover, it is also forbidden to behave in any way, including in conjunction with third parties, aimed at gaining access to information systems belonging to others with the aim of:

- unlawfully obtaining information contained in the said systems;
- damaging and/or destroying data contained in the said systems;
- unlawfully using access codes for computer and electronic systems or disseminating them.

#### **14.11 Intellectual property**

The Company adopts adequate measures and steps aimed at protecting its own intellectual property and not infringing that belonging to others. In particular, the Company undertakes to:

- not dispose of or use in any form or way trademarks, names and other distinctive signs, including linked ones, that it does not exclusively own or is not lawfully entitled to use;
- guarantee the security, integrity, correct use and functioning of company or third party systems, programs and computerised/electronic data, protecting the relevant intellectual property rights and the integrity of the information made available to the public through the Internet.

Moreover, within the context of relationships with suppliers, when the formulae and/or composition of goods or trademarks to be used for the supply are not indicated or are not furnished by the Company, the latter implements adequate procedures through which the supplier guarantees and warrants that the goods and their intended purpose do not infringe third party intellectual property rights (trademarks and patents).

In those relationships the Company adopts adequate indemnity measures in respect of any claims, legal actions and demands for damages made or brought by third parties alleging unfair competition or infringement of patents or patent applications, registered trademarks and models, and intellectual/industrial property rights relating to raw materials, semi-finished products, finished products and services acquired from third parties.

Finally, the Company undertakes to utilise solely concepts and creative works (including but not limited to texts, drawings, illustrations, designs, trademarks, etc.) that it has lawful title to as a result of creation by its own employees or on foot of suitably documented contracts with third parties.

### **Article 15 Corporate Governance**

#### **15.1 System of corporate governance**

The Company promotes the adoption of a system of corporate governance that is in line with best practice in the sector and that in any case is geared towards pursuit of (i) attaining company interests bearing in mind the objectives of creating shareholder value, (ii) controlling business risk, (iii) preventing crimes or other wrongdoing to the detriment of the Company's interests, (iv) safeguarding the integrity of company assets, (v) respecting and promoting the rights, including individual ones, of the Shareholders, (vi) safeguarding the principles of the proper corporate and business management of the other companies in the Group, and (vii) transparency vis-à-vis the market.



The Company ensures correct compliance with statutory reporting requirements and the statutory and bylaws provisions governing the functioning of the Company's organs.

### **15.2 *Relations with the Shareholders***

The Company undertakes to furnish Shareholders, aware of how important their role is, with accurate, true and timely information and to improve the terms of their participation in company decisions, guaranteeing respect for the rights, including individual ones, of the Shareholders themselves and, in particular, guaranteeing at all times the proper exercise of their information and auditing rights.

The Company is committed to protecting and increasing the value of the business in the face of the commitment made by the Shareholders through their investment, by valuing management, pursuing high standards in productivity and protecting wealth. The Company guarantees equal treatment of all categories of the Shareholders, avoiding preferential behaviour.

The Company makes sure of correct compliance with statutory reporting requirements and the statutory and bylaws provisions governing the functioning of the Company's organs. The Company also ensures that the required information is given in relation to upcoming shareholders' meetings and also while they are being held, including through regular attendance thereat by the Directors, so as to guarantee that shareholders' decisions are properly made.

### **15.3 *Board of Directors***

The Board of Directors carefully and correctly exercises its functions and ensures that all of its members are adequately informed about the items on the agenda.

The Board adopts resolutions in relation to the Company's Organisational Model under Legislative Decree No. 231/2001 in accordance with the applicable legislative provisions and the bylaws and taking into account the guidelines of the relevant trade association, ensuring that the Organisational Model's Supervisory Body has the necessary independence, autonomy, skills and continuity of action and proposing whatever changes to the bylaws that may be deemed useful or necessary.

The Directors and the General Managers, if any, carefully and properly exercise their functions and ensure that adequate information is given to the Board of Directors regarding what they do.

The Directors and the General Managers, if any, must keep the information and documents obtained during the course of their duties confidential.

The Directors and the General Managers, if any, exercise their functions at their discretion, dedicating the time and effort necessary and paying particular attention to the tasks and responsibilities inherent in their position.

General attorneys and attorneys-in-fact of the Company, if any, must keep the information and documents obtained during the exercise of their powers confidential.

### **15.4 *Accounting and corporate reporting***

During the preparation of and the process for approval of the statutory financial statements and during the

preparation and dissemination of corporate information in general, the Company's organs and the functions involved ensure compliance with the statutory, regulatory and bylaws provisions as well as the correct documentation and recording of all the acts done and decisions made. The same conduct must be exhibited by the Company's organs and the others involved in accounting matters vis-à-vis all of the person obliged – by law or by virtue of a decision of the Company – to provide opinions, reports, appraisals and other assessments regarding documents, acts or operations concerning the Company itself.

Accounting transparency is based on truthfulness, accuracy and completeness of the underlying information for the associated accounting entries. Employees must lend their assistance such that transactions are correctly and timely recorded in the accounts.

Adequate supporting documentation must be kept on file for every transaction so as to enable:

- easy recording for accounting purposes;
- identification of the various levels of responsibility;
- accurate reconstruction and documentation of the transaction, including for the purposes of reducing errors of interpretation.

Each accounting entry must precisely reflect the content of the supporting documentation. Employees must ensure that the documentation is easily retrievable and ordered in a logical manner.

Any employees that come to know of omissions, forgeries or carelessness in accounting entries or the documentation that underlies the entries must report such to their superiors and the Supervisory Body.

#### **15.5 Profits, reserves and special transactions concerning financial instruments**

In the carrying out of transactions concerning treasury shares, shares of its parent, transfers in exchange for equity, profits, reserves, increases or reductions in share capital, mergers and splits, the Company's organs and whatever company functions may be involved acts with the utmost care and transparency, performing all of the required checks in advance, with special reference to the veracity and completeness of the data and information utilised and processed to that end. All of the said transactions are carried out having special regard to the preserving company assets and protecting the interests of the Shareholders and creditors.

#### **Article 16 Institutional Relations**

All relations with State or international institutions involve solely forms of communication aimed at assessing the implications of legislative and administrative measures for the Company and its Group, replying to formal requests and parliamentary questions or, in any event, making a position known on matters of importance for the Company and its Group.

To that end, the Company undertakes to:

- establish, without any type of discrimination, stable communication channels with all institutional players at international, EU and local level;
- represent the interests and positions of the Company and its Group in a rigorous, transparent and coherent way, avoiding any attitudes of a collusive nature.

In order to guarantee the utmost clarity in relations, contacts with institutional players are exclusively through persons expressly appointed to that end by the Company's Managing Director.

## **Article 17      Relations with Public Authorities**

### ***17.1      Integrity and independence in relationships***

The giving of commitments to Public Authorities and Public Institutions is a matter solely for the designated and authorised company functions, consistent with the strictest observance of the applicable laws and regulations, and under no circumstances may compromise the integrity and reputation of the Company and its Group. To that end it is necessary that the relations and contacts with Public Authorities be duly documented and that the documentation be recorded and filed.

The following applies to relations with employees of Public Authorities or officials that act on behalf of Public Authorities:

- no active or passive bribery or collusion of any shape or form is permissible;
- it is forbidden to offer money or engage in acts of business courtesy (such as gifts or forms of hospitality) to executives, officials or employees of Public Authorities or their relatives except for customary acts of modest value that cannot in any way be interpreted as a means to obtain an unlawful advantage and that in any event comply with the company procedures on such matters;
- it is forbidden to make payments, including indirectly, to public officials and third parties in general to obtain more favourable treatment or to influence the carrying out of official duties so as to obtain an unlawful advantage (corruption is considered as covering both unlawful payments to bodies or their employees, and unlawful payments made through persons that act on behalf of those bodies) and it is also forbidden to promise employment opportunities, benefits or other advantages;
- in business negotiations or relations with Public Authorities, the persons representing the Company must not seek to improperly influence the decisions of the counterparty, including those of the officials that handle or make decisions for the Public Authorities;
- in the specific case of tenders organised by Public Authorities, the law and correct business practice must be adhered to;
- the Company must not be represented vis-à-vis Public Authorities by a consultant or third party when such could give rise to conflicts of interest.

Any violation, including a mere attempt by the Company or third parties, must be promptly reported to the appropriate company functions.

## **Article 18      Relations with Political Parties, Trade Unions and Associations**

The Company does not contribute in any way to the funding of political parties, movements, committees and organisations or trade unions and their representatives and candidates.

The Company refrains from behaviour aimed at exerting direct or indirect pressure on politicians and does not

make contributions to organisations concerning which there could be a conflict of interest.

The Company assists, including financially, non-political associations for specific projects in accordance with the following criteria:

- aims linked to the Company's mission;
- clear and documentable use of the resources;
- express authorisation from the Company's Managing Director for handling those relations.

#### **Article 19 Grants and Sponsorships – Mass Media**

The Company may grant requests for contributions limited to proposals originating from professedly non-profit bodies and associations with regular constitutional documents and bylaws that are of great cultural, social and charitable value or in any case involve a significant number of citizens.

Sponsorship, which may concern social matters, the environment, sports, entertainment and the arts, is intended solely for quality events or ones whose planning the Company can participate in so as to ensure their originality and success.

In any case, in deciding which events to contribute to, the Company pays special attention to any possible personal or corporate conflicts of interest (for example family ties with the individual concerned or links with bodies that can, by virtue of their functions, favour in some way the business of the Company or its Group).

The Company adopts internal procedures to ensure that any patronage, contribution or sponsorship of the type mentioned above is done in accordance with the principles of the Code.

Without prejudice to possible obligations on inside and confidential information and other reporting obligations imposed on the Company by applicable laws and regulations, relations with the press and other mass media and participation in the Company's name at conferences and other events are managed solely by the company functions in charge of such matters and subject to authorisation from the latter. In any case the Company makes sure that the information disseminated is true, transparent and consistent with company policies.

#### **Article 20 The Environment**

The Company is attentive to environmental issues and is conscious of the strategic role of the environment as a common value and means for business enhancement. Moreover, the Company is committed to adopting strategies aimed at preventing conduct, criminal or otherwise, that is detrimental to the environment as well as continuously improving results in the field of environmental protection and management, concentrating efforts on the prevention of pollution and the minimisation of environmental risks in accordance with applicable laws and regulations.

The sense of responsibility, behaviour and attitude demonstrated as regards the business aspects inherent in the correct management of environmental issues are an integral part of the duties of senior management and job descriptions of employees. Therefore, they are a significant element in assessing their conduct and the services rendered by third parties to the Company.

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## **IV. METHOD OF IMPLEMENTING THE CODE OF ETHICS AND MONITORING OF COMPLIANCE**

### **Article 21 Violations of the Code of Ethics**

All persons concerned, inside and outside of the Company, must report any violations of the Code, in writing and in a non-anonymous form, by email sent to the Supervisory Body at its e-mail address made known inside the Company or by a letter in a sealed envelope addressed to the Supervisory Body of RWM ITALIA S.p.A. at the latter's headquarters. Anonymous reports will not be considered. Notice of the above mentioned contact details and any changes thereto are timely given to all addressees of the Code, with the Company's Managing Director being empowered to make any ensuing formal changes to this paragraph.

Reports are to be submitted to the Supervisory Body in the manner set out in the Organisational Model adopted pursuant to Legislative Decree No. 231/2001 and in accordance with internal procedures.

In such cases the Supervisory Body acts in accordance with the rules set forth in the General Part of the Organisational Model adopted pursuant to Legislative Decree No. 231/2001.

In particular, the Supervisory Body collects and assesses all of the above mentioned reports, including those coming from third parties that entertain relations with the Company. At its discretion the Supervisory Body considers what the best course of action is based on the reports received. All correspondence and reports are kept by the Supervisory Body in a special purpose database, which only it has access to. The Supervisory Body acts in a way that protects the whistleblowers against any form of retaliation, discrimination or penalisation, without prejudice to statutory obligations and protection of the rights of the Company and third parties, guaranteeing their anonymity and the confidentiality of the reported matters and interviewing the whistleblowers themselves if deemed appropriate.

In the event of malicious unfounded reports, the person responsible for making them may have disciplinary action taken against them under the Organisational Model.

### **Article 22 Sanctions**

Violation of the principles and provisions contained in Code by executives and employees of the Company, if also a matter for disciplinary action, will lead to the immediate commencement of disciplinary proceedings irrespective of whether criminal proceedings are brought in cases where the behaviour also constitutes a crime.

Should the Board of Directors, acting on a report from the Supervisory Body, maintain that any Directors, attorneys-in-fact or General Managers, if any, have breached the rules of conduct contained in the Code, the Board of Directors, after consulting with the Supervisory Body, shall take the most appropriate steps, including taking over, modifying or revoking the powers delegated to the individuals concerned, and convene the relevant organs for the purposes of possibly adopting, in the most serious cases, the action referred to in articles 2383, 2393 and 2396 of the Civil Code.

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Consultancy agreements and ones for the supply of goods, services and works shall contain specific clauses permitting termination on grounds of behaviour that proves to be contrary to the principles and provisions of the Code.

**Article 23      Violations of the Code of Ethics Linked to Legislative Decree No. 231/2001**

Adoption and observance of the principles and provisions contained in the Code that are relevant for crime prevention purposes under Legislative Decree No. 231/2001 constitute an essential element of the system of preventative controls and the Organisational Model as a whole.

To that end the Company appoints the Supervisory Body for the Organisational Model adopted pursuant to Legislative Decree No. 231/2001 to ensure the implementation, observance and adequacy of the Code. The Supervisory Body exercises the functions vested in it in relation to the Organisational Model, including the Code of Ethics, which is an integral and substantive part of the Organisational Model itself.

Violation of the principles and provisions contained in the Code that are relevant for crime prevention purposes under Legislative Decree No. 231/2001 will lead to the immediate application of the disciplinary system under the General Part of the Organisational Model adopted pursuant to Legislative Decree No. 231/2001 irrespective of whether criminal proceedings are brought in cases where the behaviour also constitutes a crime.

In any case, the Supervisory Body is not granted any functions or decision-making or injunctive powers in relation to the carrying out of the respective activities by the addressees of the Organisational Model, including with reference to what is provided in the Code of Ethics.