

# CODE OF ETHICS

of

## CANEPA SPA

(hereinafter "the Company")

### 1. INTRODUCTION

The Code of Ethics is the document of reference which sums up the ethical principles which inspire the Company's activities and the methods by which it intends to apply the ethical principles.

The ethical principles laid down in this Code of Ethics are relevant for the prevention of the offences contemplated by Italian Legislative Decree 231/2001 (hereinafter "Decree 231") and they are an essential element of the preventive control system.

The Code of Ethics represents an essential and complementary element of the Organisational Model (hereinafter "**the Model**") adopted by the Company pursuant to Decree 231 (of which it is an inseparable part) and must be respected by all the "Addressees" of the Code of Ethics, who are also Addressees of the Model, such as (for example but not only):

- the members of the Company Boards, Managers - also those appointed in the future - and employees;
- all third parties which have agreements and relations with the Company and, especially, external collaborators/consultants and those who operator for various reasons in the name of and on behalf of the Company, agents or dealers or intermediaries or business procurers, commercial partners, customers, suppliers - also including contractors - Public Administration subjects, etc.

hereinafter "**Addressees**" or "**Addressee**" of the Code of Ethics

With the adoption of the Code of Ethics, the Company intends:

1. to recognise the importance and binding force of the ethical principles illustrated below also for the prevention of the offences contemplated by Decree 231;

2. to define the ethical principles which must guide the activity and the relations with the Addressees of the Code of Ethics, whether they are subjects within the Company (such as, for example but not only: Company Boards, Managers - also those appointed in the future - and employees) or subjects external to the company (such as, for example but not only: all third parties which have agreements and relations with the Company and, especially, external collaborators/consultants and those who operate for various reasons in the name of and on behalf of the Company, agents or dealers or intermediaries or business procurers, commercial partners, customers, suppliers - also including contractors - and Public Administration subjects);
3. to indicate the ethical principles to which the Addressees of the Code of Ethics must adhere and with which they must comply;
4. to define a specific systems of sanctions (the same as contemplated by the Model) which ensures the effective and concrete implementation of this Code of Ethics.

The Company, within the sphere of its activities and in the execution of its business, adopts as inspiring principles, respect for the various laws and regulations (Italian and foreign, if applicable to the Company's business), in a framework of legality, correctness, transparency, confidentiality and, in pursuit of social responsibility, economic management sustainable over time, respect for personal dignity, the encouragement and appreciation of work, and environmental protection through correct and responsible use of the resources.

The Company's objectives of growth and of reinforcement of its capacity to create value are pursued ensuring that the structures and the processes are guaranteed adequate decisional and operational safety standards in respect of the development of new activities, the efficiency of the mechanisms of activity selection and management, the quality management system and risk assessment.

### **1.1. Adoption**

This Code of Ethics has been adopted by the Company pursuant to specific resolution of the Company's Board of Directors.

### **1.2. Distribution of the Code of Ethics and the Addressees' responsibilities**

This Code of Ethics is distributed inside and outside the Company and, in any case, it is available to the Addressees.

Every Addressee of the Code of Ethics must know and respect the provisions of the Code of Ethics. The Company prepares a training programme on the content of the Code of Ethics (and of the Model).

Every Addressee is personally responsible internally and externally for infringement of the principles laid down in the Code of Ethics:

The Company accurately supervises observance of the Code of Ethics, providing adequate information, prevention and control systems and, when necessary, implementing corrective action.

In the case of the establishment of new agreements, the Company supplies full information on the content of the Code of Ethics and declares the need for respect of the same.

### **1.3. Updating**

The Code of Ethics may be amended and expanded by Board of Directors' resolution.

## **2. OBJECTIVE**

This Code of Ethics has been drawn up to ensure that the Company's ethical principles are clearly defined and represent the basic element of the Company's activity and mentality, as well as the standard of behaviour that all Addressees must adopt in the execution of their own activities and those of the Company.

### **3. STRUCTURE OF THE CODE OF ETHICS AND FIELD OF APPLICATION**

The Code of Ethics is composed of the following parts:

- general Ethical Principles;
- Ethical Principles regarding governance of the Company;
- Ethical Principles in relations with the employees;
- Ethical Principles in relations with third parties;
- respect for the ethical principles and the sanctions-disciplinary system.

**Observance of the ethical principles contemplated in the Code of Ethics takes into account all**

**Addressees** and in particular (for example but not only):

- the members of the Company Boards (especially the Board of Directors);
- the Managers - including those appointed in the future - who must report to the Company Boards and to the Supervisory Body any infringements of the Code of Ethics and who must represent, by their own behaviour, a model of reference for all employees;
- the employees, who must report to the Company Boards and to the Supervisory Body any infringements of the Code of Ethics;
- all third parties which have agreements and relations with the Company and, especially, external collaborators/consultants and those who operator for various reasons in the name of and on behalf of the Company, agents or dealers or intermediaries or business procurers, commercial partners, customers, suppliers - also including contractors - Public Administration subjects, etc.

## **4. GENERAL ETHICAL PRINCIPLES**

### **4.1. Principles of legality**

The Addressees must respect the law and, in general, the standards in force in the countries in which they operate. The Addressees must also respect the Company's internal provisions, in as much as implementation of obligations of law and regulations.

### **4.2. Principles of honesty and correctness**

The principle of honesty and correctness is a fundamental value of the organisational management and implies attention, collaboration, loyalty and reciprocal respect of and with all Addressees.

The Addressees must respect the ethical and professional rules applicable to the operations carried out on behalf of the Company.

The Addressees must also respect the Company's internal provisions, in as much as implementation of ethical and professional obligations.

### **4.3. Principles of transparency, integrity and impartiality**

The Addressees must respect the transparency and integrity, understood as truthfulness, clarity, completeness and pertinence, of information, avoiding misleading situations in the operations carried out on behalf of the Company.

The Addressees must also respect the Company's internal provisions, in as much as implementation of the principles of transparency and integrity.

The principles of transparency and integrity involve the drafting of clear and detailed clauses in the preparation of contracts relative to the activities carried out.

The principle of impartiality excludes the favouritism of interest groups or individuals to the detriment of others.

### **4.4. Principles of confidentiality**

The Addressees must ensure the confidentiality of the information acquired during the operations carried out for the Company.

The Addressees must process Company data and information exclusively within the sphere of and for the purposes of their own work activity and, in any case, they must not disclose (communicate, circulate or publish in any way) sensitive information without the explicit consent of the subjects concerned or confidential information without the Company's authorisation.

#### **4.5. The principle of respect for personal dignity**

The Addressees must respect the fundamental personal rights, protecting the moral integrity of the same and guaranteeing equal opportunities.

In internal and external relations, behaviour involving discrimination based on political opinions, trade union membership, religion, racial or ethnic origin, nationality, age, sex, sexual preference, state of health and, in general, any private feature of the individual.

#### **4.6. Principle of efficiency**

According to the principle of efficiency, every activity must be performed optimising the use of the resources and, without any sacrifice of the quality level of the service offered, economic management must be pursued.

## **5. ETHICAL PRINCIPLES WITHIN THE SPHERE OF THE GOVERNANCE OF THE COMPANY**

The Company's governance system aims to ensure optimum collaboration between its components through equilibrium between the various roles.

It features attention to results in order to ensure the Company the maintenance, over time, of the constant and sustainable creation of value.

### **5.1. Principles relative to the Company Boards**

The members of the Company Boards are appointed by means of transparent procedures.

The Company Boards take independent and informed action and decisions, pursuing the creation of value for the Company in respect of the principles of legality and correctness.

The decisions of the Company Boards must be independent, i.e. based on free assessment, and they must pursue the Company's interests.

Independence of judgement is a requisite of the decisions of the Company Boards and the members must therefore guarantee maximum transparency in the management of the operations in which they have particular interests.

Under such circumstances, the provisions of law and of Company regulations must be respected.

In particular, the members of the Board of Directors must:

- individually perform their duties in a serious, professional, correct, honest and attentive manner to thus allow the Company to benefit from their skills and capacities;
- refrain from acting, within the sphere of their offices, in the case of any conflict of interests;
- adopt behaviour, when interacting in the name of and on behalf of the Company with public institutions and private subjects, based on the principles of autonomy and independence and in respect of the guidelines indicated by the Company Boards;
- participate punctually and with awareness in the Company's activity;
- treat the information they acquire for reasons of their office as confidential and refrain from using their position to obtain direct or indirect personal advantages;
- respect the laws and rules of conduct in all communication activities,
- respect the laws in force and the principles of the Code of Ethics.

### **5.2. Principles relative to relations with shareholders**

The Company promotes transparency and periodic information to shareholders, in respect of the laws and regulations in force.



The interests of all shareholders are promoted and protected refusing any particular interest or bias.

The Company promotes the communication of correct and constant information to shareholders on any action or choice that could have effects or consequences on their investments.

The Company promotes aware and informed participation on the part of the shareholders in the Company's decisions.

The company fosters:

- regular participation of the Board of Directors at Shareholders' Meetings;
- correct functioning of the Shareholders' Meetings in respect of every shareholder's right to obtain further information, express his/her own opinion and present proposals.

The Company promotes maximum confidentiality of the information regarding non-routine operations.

The Addressees involved must keep such information secret and may not make abusive use of the same.

### **5.3. The investment enhancement principle**

The Company protects and increases its own value in pursuit of rewarding the shareholders for placing their capital at risk.

### **5.4. The principle of the transparency of the Company's accounts**

The Company promotes maximum transparency, reliability and integrity of the information relative to its accounts.

The administrative-accounting system must guarantee the reliability of the accounting data, aiming to minimise the possibility of error and, in any case, to allow for immediate detection and correction.

Every operation and transaction must be correctly registered, authorised, checked, legitimate, suitable and congruous.

All Company activities and transactions must be adequately registered and it must be possible to check the decision-making and authorisation processes and the execution.

For every operation there must be documentary evidence in order to allow at any moment for controls which testify to the features of and reasons for the operation and which identify the subjects that have authorised, executed, registered and checked the said operation.

The accounting records must be based on precise and verifiable information; every entry must allow for back tracing to the relative management operation and it must be accompanied by a document which guarantees preparation of the financial statement and by the internal statements, and consequently the updating of the obligatory accounting books, kept in the Company's records for any checks that may be necessary.

In particular, it is forbidden:

- to enter in the accounts false registrations of income or expenditure, and to conceal funds by means of accounting artifices;
- to provide for payments destined entirely or in part to purposes other than those indicated in the supporting documentation.

The processing of the single accounting entries for the purpose of preparing the annual financial statement must take place according to the valuations and classifications of the financial statement items laid down by the Italian civil code, with the additions and interpretations of the accounting standards of reference.

In the case of the valuation of economic-equity items, the relative registration shall respect the criteria of reasonableness and prudence, and the supporting documentation must clearly illustrate the criteria applied in the valuation.

Therefore the complete traceability of the accounts and documentation of every operation must be provided.

In the use of the computerised accounting system, the most suitable control procedures must be implemented.

The Addressees who gain knowledge of omissions, falsifications or negligence must report such facts to the Company Boards and to the Supervisory Body.

## **5.5. Management protocols/procedures and relative principles-rules**

The Company provides its own management protocols/procedures and rules (linked to the Model) aimed at preventing the offences contemplated by Decree 231.

The management protocols/procedures discipline the execution of the main operations relative to the requisites of legitimacy, authorisation, coherence, congruity, correct registration and traceability, also as regards the correct use of the financial resources.

Every operation carried out must be supported by adequate, complete and correctly filed documentation.

The documentation is kept in the Company's archives in order to allow the external supervisory bodies to carry out checks and to identify the subjects who have, respectively, authorised, carried out, registered and verified the operations.

## **5.6. Principles relative to external communications**

Relations with the mass media and, more in general, with external subjects must be conducted only by expressly delegated subjects. External communications must comply with the guiding principles of truth, correctness, transparency and prudence, favouring the awareness of the Company's policies, programmes and projects.

The Addressees must treat the information acquired in the performance of their duties with maximum confidentiality, in compliance with laws and regulations, and according to the circumstances; they must not disclose or unduly request news relative to documents, know-how, training projects, Company operations and, in general, all information acquired due to their own work position.

Information or news relative to users and employees is also considered confidential.

Breach of the obligations of confidentiality on the part of the Addressees will seriously invalidate the relationship of trust and may lead to the application of disciplinary or contractual sanctions.

When contemplated by law or when necessary, the Company will immediately provide full information, clarifications, data and documentation requested by customers, suppliers, the Public Administration, institutions and other parties concerned within the sphere of their respective duties.

## **6. ETHICAL PRINCIPLES IN RELATIONS WITH EMPLOYEES**

### **6.1. Principles concerning the Selection and Hiring of Personnel**

The Addressees must promote respect for the principles of equality, equal opportunities and the verification of professional, behavioural and aptitude requisites in the activities of the selection and hiring of personnel, refusing any form of favouritism or discrimination of any kind whatsoever.

### **6.2. Principles relative to the use of Company property**

The Addressees must take care of all work tools entrusted to them by the Company in the best possible manner (for example: computers, PCs, company telephones, company cars, etc.) and use them solely for purposes strictly connected to the needs of their work activity.

All Company tools must remain in the office/area to which they are dedicated and/or assigned for the work activity, except those, owned by the Company, entrusted to the Collaborator pursuant to written deed.

### **6.3. Principles relative to the formalisation of the labour agreement**

Labour agreements are formalised by regular contract, any form of irregular work being rejected.

The Addressees must give maximum collaboration and adopt maximum transparency towards new recruits, so that the latter may be clearly aware of the tasks assigned to them.

### **6.4. Principles concerning personnel management and assessment**

The Company refuses any form of discrimination towards its own collaborators, favouring decisional and assessment processes based on commonly shared objective criteria.

### **6.5. Principles relative to the safeguard of health and safety at work**

The company guarantees the physical and moral integrity of its employees, work conditions which respect personal dignity, and safe and healthy work environments, in full compliance with the laws in force on the prevention of accidents at work and on the protection of workers.

The Company carries out its business under technical, organisational and economic conditions that allow to ensure adequate accident prevention and a healthy and safe work environment.

The Company undertakes to foster and consolidate among all its employees a mentality aimed at health and safety at work, developing risk awareness and promoting responsible behaviour on the part of all collaborators.

The Company has adopted management protocols/procedures on health and safety at work in compliance with the parameters of the standards in force.

Said management protocols/procedures are formalised in specific documents on the basis of the principles relative to which decisions of all kinds and at all levels, on health and safety at work are taken.

The relative inspiring principles are:

- a)** to avoid risks;
- b)** to assess risks that cannot be avoided;
- c)** to contrast risks at source;
- d)** to adapt the work to man, especially regarding the design of the work post and the choice of the work tools and methods and the production methods, in particular to mitigate monotonous work and repetitive work, and to reduce the effects of the same on health;
- e)** to take into account technological evolution;
- f)** to replace what is dangerous with what is not dangerous or less dangerous;
- g)** to programme prevention, aiming at a coherent complex action which involves technique, work organisation, working conditions, social relations and the influence of other factors on the work environment;
- h)** to give priority to the collective protection measures of individual protection measures;
- i)** to give adequate instructions to employees.

All Addressees must adhere to these principles, both when decisions or choices must be made, and subsequently when said decisions or choices must be implemented during operating activities.

#### **6.6. Principles on professional upgrading and development**

The Company considers professional development and growth important objectives to be pursued, and favours responsible participation in Company life, attributing great importance to communications and dialogue with employees and collaborators.

The Company promotes collaborators' professional growth by suitable tools, training plans and updating.

#### **6.7. Duties of managers (including those appointed in the future) and of employees**

– Company managers and employees are forbidden to place themselves in any situation or activity which could, even potentially, be in conflict with the Company's interests.

In particular, within the sphere of conflicts of interests, managers and employees are forbidden:

1. to own or hold majority or controlling interests in companies or other entities that are in competition with the Company;
  2. to undertake positions of responsibility, collaboration and/or employment with other companies that are in competition with the Company and/or in contrast with the Company's interests;
  3. to use the information acquired during the performance of their duties to their own advantage and/or to that of third parties in contrast with the Company's interests;
  4. to launch, conclude or sign agreements and/or contracts the counterparts of which are their own family members, partners, collaborators or corporate entities;
  5. to stipulate contracts on their own personal behalf, under particularly favourable conditions and with preferential treatment, with subjects with which the Company has agreements;
  6. to accept remuneration from extraneous subjects for activities which, in any case, fall within the scope of the duties of their own offices.
- Company managers and employees must:
1. respect the obligations contemplated by this Code of Ethics, basing their own conduct on the principles of the same;
  2. use in a responsible manner the assets and resources entrusted to them for the performance of their duties;

3. be responsible for the security of the information systems used, complying with the legal provisions in force and the licence contract conditions, and refraining from the use of said systems and equipment for purposes other than those inherent to their work for the Company;
4. follow the professional refresher courses that the Company deems opportune to ensure continuous improvement in individual and overall performance;
5. refrain from donating sums of money to customers and from accepting sums of money from suppliers.

## **7. ETHICAL PRINCIPLES IN RELATIONS WITH THIRD PARTIES**

### **7.1. Principles relative to relations with customers/buyers**

The Company bases its relations with customers/buyers on principles of transparency, objective evaluation, equality, loyalty and competitiveness, as well as operational methods based on maximum collaboration between the parties. In this sphere, the operational choices and informed contractual agreements are fostered, with clarity, simplicity and awareness aimed at encouraging informed choices.

The Company bases its activity on criteria of quality, understood essentially as the aim of fully satisfying the customer/buyer.

In relations with the customer/buyer, the Company ensures correctness and clarity in commercial negotiations and in the assumption of contractual restrictions, as well as diligent fulfilment of the contract.

In the case of participation in calls for tender, the Company carefully assessed the congruity and the feasibility of the work requested, especially as regards the technical and economic conditions, immediately pointing out any anomalies when possible.

Offers will be drafted in a manner which allows for respect for adequate qualitative standards, for congruous remuneration levels for employees, and for the safety measures required by laws and regulations in force.

In the conduction of any negotiation, situations in which the subjects involved in the transactions are, or could be, in a conflict of interests, must always be avoided.

### **7.2. Principles relative to relations with suppliers**

The Company bases its relations with suppliers on principles of transparency, objective evaluation, equality, loyalty and competitiveness, as well as operational methods based on maximum collaboration between the parties. In this sphere, the operational choices and informed contractual agreements are fostered, with clarity, simplicity and awareness aimed at encouraging informed choices.

The supplier selection and choice processes are based on principles of legality, correctness and transparency.



The choice of suppliers is based on objective and impartial criteria in terms of quality, innovative level, cost, extra services in addition to the services/products offered, structuring and attention to services relative to health and safety at work.

The Addressees cannot accept presents, gifts or similar, unless directly ensuing from normal courtesy in such relationships and of modest value (or from common practice of the countries where the Company practises its business).

Breach of the principles of loyalty, correctness, transparency, confidentiality and respect for personal dignity is just cause for the rescission of agreements with suppliers.

Any Addressee who receives proposals of benefits from a supplier in exchange for favouring the business must immediately suspend relations and report the matter to the Company Boards and the Supervisory Body.

### **7.3. Principles relative to relations with third parties and the conduct of these latter**

The selection and choice processes of all third parties which operate with the Company (for example, but not only: suppliers, external collaborators/consultants and third parties which operate for various reasons in the name of and on behalf of the Company, commercial partners - etc. - or present and future agents/distributors/intermediaries/business procurers including) must be based on principles of legality, correctness and transparency.

All third parties which work with the Company (such as, for example: suppliers, external collaborators/consultants and third parties which operate for various reasons in the name of and on behalf of the Company, commercial partners, etc., i.e. present and future agents/distributors/intermediaries/business procurers) are addressees of transparent messages, communications and contracts which avoid expressions that are difficult to understand or foster incorrect business practices.

The contracts with the above-mentioned third parties must contemplate, as far as possible, the obligation to respect the Code of Ethics and the Organisational Model adopted by Decree 231 in respect of any activities involving the risk of offence assigned to the aforesaid third parties on behalf of the Company, as well as clauses contemplating rescission and compensation for damages in the case of breach of said rules of conduct.

The aforesaid third parties, in their capacity as Addressees, must respect the Code of Ethics and the Organisational Model adopted by the Company pursuant to Decree 231.

Breach of the principles of loyalty, correctness, transparency, confidentiality and respect for personal dignity is just cause for the rescission of agreements with the aforesaid third parties.

Any Addressee who receives proposals of benefits from such a third party in exchange for favouring the business must immediately suspend relations and report the matter to the Company Boards and the Supervisory Body.

No form of donation nor any type of benefit or gain in favour of the aforesaid third parties, which may only potentially be understood as exceeding normal business practice and courtesy, is allowed.

Under no circumstances may the aforesaid third parties grant any form of donation, benefit or gain or promise such advantages aimed at acquiring favourable treatment in the execution of any activity that can be linked to the Company.

The said third parties are, in particular, forbidden to make any kind of gift or to offer any type of benefit or gain or to make any promise to auditors, members of the representative bodies, or their family members, with the aim of influencing their independent judgement or of inducing the assurance of any advantage whatsoever.

Any Addressee who gains knowledge of breach, omission, falsification or negligence on the part of the aforesaid third parties within the sphere of the conduct of the relationship must report the fact to the Company Boards and to the Supervisory Body.

#### **7.4. Principles relative to relations with the Public Administration and the Public Institutions**

Relations with Public Administrations subjects must be undertaken and conducted in respect of law and of the provisions in force and of the principles laid down by this Code of Ethics.

In dealings with the Public Administration and the Public Institutions, Addressees must foster licit and correct relations with maximum transparency, and they must refuse any form of promise or offer of payment or goods to promote or favour any interest or advantage whatsoever. If the

Addressees receive requests or proposals of benefits from subjects belonging to the Public Administration, they must immediately suspend relations and report the fact to the Company Boards and to the Supervisory Body.

All Addressees **are forbidden** (in general and regardless of what may be detailed below):

1. to adopt behaviour contrary to law or which could become so;
2. to directly or indirectly make or offer payments or material benefits to subjects belonging to the Public Administration in order to influence or remunerate a deed falling within their duties or to ensure advantages of any kind whatsoever for the Company;
3. to directly or indirectly make or offer payments or material benefits in diverse forms of aid or contributions to subjects belonging to the Public Administration in order to influence or remunerate a deed falling within their duties or to promote or favour the Company's interests;
4. to offer employment or to use the remuneration system to directly or indirectly grant advantages to subjects belonging to the Public Administration;
5. with regard for systems of reward, to assign objectives based on performance targets that are substantially impossible to reach, to subjects with power of expenditure or delegated powers with external relevance.
6. to present false statements to the Public Administration;
7. to allocate sums received from the Public Administration as contributions, subsidies or loans, for purposes other than those for which they have been granted;
8. to issue purchase requests that are not based on a specific and motivated Company need and which have not been authorised pursuant to the delegated powers conferred;
9. to recognise remuneration to consultants and suppliers that are not justified by the type of service to be supplied or that are not in line with market prices.

Institutional relations are conducted exclusively according to the management protocols/procedures contemplated by the Model.

If the Company is represented, in relations with the Public Administration, by a "third party", the same principles of the Company's Code of Ethics shall also apply to said third party.

In the case of participation in calls for tender published by the Public Administration, the Company undertakes to operate with strictest respect for laws and regulations.

The Company insists that its own Company Boards, Managers - including those appointed in the future -, employees and all third parties which have agreements and relations with the Company, and in particular external collaborators/consultants and those who operate on various grounds in the

name of and on behalf of the Company, pay maximum attention and care in operations relative to tender procedures, contracts, authorisations, licences, concessions, requests and or management and/or use of public grants, subsidies or loans, the management of orders, relations with the supervisory bodies or any other independent authority, national insurance institutes, bodies delegated to collect taxes, bodies responsible for bankruptcy, civil, criminal or administrative procedures, etc.

#### **7.5. Criteria governing behaviour in respect of political parties and trade unions**

The Company is completely extraneous to any political party whatsoever and any trade union.

In this sense, the Company may give financial assistance to such organisations or associations in a transparent manner and exclusively in compliance with the applicable laws.

#### **7.6. Criteria governing conduct in respect of the environment**

The Company's activities are carried out in respect of the laws in force regarding the environment. The Company ensures that, among other things, all the investigations necessary to verify possible environmental risks linked to its activity are carried out.

## **8. RESPECT FOR THE CODE OF ETHICS (AND THE ETHICAL PRINCIPLES) AND THE SANCTIONS-DISCIPLINARY SYSTEM**

### **8.1. The Code of Ethics, the Organisational Model and the Supervisory Body**

The Company adopts this Code of Ethics as well as the Model (an Organisational, Management and Control Model pursuant to Decree 231) of which this Code of Ethics must be considered an inseparable part, aimed at preventing the offences contemplated by Decree 231.

The Company (in compliance with Decree 231) appoints a Supervisory Body.

The composition, duties and powers of the Supervisory Body are described in more detail in the Model.

### **8.2. Respect for the Code of Ethics (and the ethical principles contained therein)**

Respect for the Code of Ethics (and the Model) must be considered an essential part of the activities of the Company Boards and of the obligations contemplated by art. 2104 of the Italian Civil code, for Managers, including those appointed in the future, and for employees as well as an essential part of the contractual obligations contemplated for all other Addressees.

#### **8.2.1 Company Boards**

Respect for the Code of Ethics (and the Model) on the part of the members of the Company Boards is complementary to and illustrates the obligations of diligence in the execution of their offices.

##### Sanctions.

Breach of the Code of Ethics therefore represents default on the obligations deriving from the representative relationship with the Company, with consequent application of the sanctions contemplated by the law.

#### **8.2.2 Managers and employees**

For managers, even if appointed in the future, and for employees, breach of the Code of Ethics is prejudicial to the relationship of trust established with the Company and represents default on the obligations deriving from the labour agreement, with every consequence of contract and of law, also regarding the importance of the same in respect of the application of disciplinary measures and/or maintenance of the employment agreement.

##### Sanctions.

In the case of breach of the Code of Ethics, the sanctions contemplated by the disciplinary system of the Model shall be applied, also involving the payment of compensation for damages, respect for the procedures contemplated by art. 7 of the Workers' Statute and by the collective labour

agreements always holding firm for employees (without prejudice for other liability of a criminal, civil or administrative nature that behaviour in contrast with the prescriptions of this Code of Ethics - or of the Model - that may bear on the subjects that have committed the breach).

The sanctions must be applied to every infringement of the prescriptions laid down in the Code of Ethics regardless of whether the fact represents an illicit act and regardless of any external consequences ensuing from the defaulting behaviour.

The Company Board of Directors, pursuant to the powers conferred on the same, is the body which must make the charge, ascertain the infringements, and apply the disciplinary sanctions.

### **8.2.3 Third Parties**

The Third Party Addressees which have agreements with the Company (in particular external collaborators/consultants and those who operator for various reasons in the name of and on behalf of the Company, agents or dealers or intermediaries or business procurers, commercial partners, customers, suppliers - also including contractors - Public Administration subjects, etc.) must respect the Code of Ethics in their relations with the Company.

#### Sanctions.

Breach of the Company's Code of Ethics (or the Model) may represent, depending on the seriousness, just cause for revocation or rescission of the contracts between the Company and the aforesaid Third Parties, with every consequence of law including the payment of compensation for damages.

### **8.3. Reports of breach**

All Addressees and, in any case, all subjects concerned, inside and outside the Company, must report in writing and not anonymously any breach of the Code of Ethics (or any request to breach the same) on the part of any subject whatsoever, to his/her own superior or to the Supervisory Body. The Company protects such reporting subjects against possible reprisals which they could encounter for having reported behaviour in breach of the Code of Ethics.

**9. COMMUNICATION AND CONTROL OF RESPECT FOR THE CODE OF ETHICS**

For effective implementation of the Code of Ethics, all Addressees are informed of the same, including subjects with which the Company has relations.

The Company not only fosters knowledge of the Code of Ethics, but also requires respect on the part of the Addressees, adopting, in the case of failure to observe the same, the opportune measures contemplated by the Code of Ethics and/or by the contracts in force and/or by the law.

– END OF THE CODE OF ETHICS –