

**SELCOM GROUP S.P.A.**  
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 40013 Castel Maggiore (BO)



## Code of Ethics

in accordance to Legislative Decree no. 231/01

*The Code of Ethics was drafted according to the Guidelines for the Construction of Organization, Management and Control Models issued by Confindustria approved on March 07, 2002 and updated to March 2014.*

### INDEX OF REVISIONS\*

REVISION	DATE	REASON	TYPE OF CHANGE
<b>00</b>	<b>04/30/2018</b>	<b>New edition</b>	<b>Establishment of the new corporate structure.</b>

*\*\*"SYSTEM 231" documents are available on the Company's server.*

*It should be noted that any hard copy may, therefore, not have been submitted for updating.*

*It is, thus, recommended to check the revision status.*

<b>RESOLUTION OF APPROVAL          BY THE BOARD OF          DIRECTORS OF THE          DOCUMENTS FORMING          PART OF THE "231 SYSTEM."</b>	<b>Minutes of the          Board of Directors meeting held on          05/30/2018.</b>  <b>DATE.....05/30/2018.....</b>
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## *1. INTRODUCTION*

### *1.1 PURPOSES AND RECIPIENTS*

This Code of Ethics contains the Basic Guidelines applied to the Company.

The implementation of ethical principles relevant to the prevention of crimes under Legislative Decree No. 231/2001 is an essential element of the "preventive control" system. These principles are included in this Code of Ethics.

In general terms, Codes of Ethics are official documents that contain the Company's set of rights, duties, and responsibilities towards its "stakeholders" (employees, suppliers, customers, Public Administration, shareholders, financial markets, etc.).

Such Codes are intended to recommend, promote, or prohibit specific behaviour, beyond and regardless of what is provided for at the regulatory level, and may provide for sanctions proportional to the severity of any violation committed.

Codes of Ethics are documents requested and approved by the senior management of the Company.

### *1.2 MISSION STATEMENT AND CORPORATE VALUES*

Within its operations, the Company has identified several reference values that guide the conduct of all persons acting on its behalf, to ensure integrity in the conduct of business and corporate activities, to protect the assets and image of the Company, and the expectations of all stakeholders.

Honesty, fairness, integrity, transparency, impartiality, confidentiality, respect and safeguarding of the environment, occupational health and safety are the values that define the Company's actions and represent essential values for the achievement of its economic, productive, and social objectives.

The consistent implementation of corporate values implies a committed cultural, technical, operational, and ethical contribution from each individual. This consists in the practice of responsibilities and powers conferred by the organisation, both in the individual and collective conduct.

The first area includes activities that require exclusively a personal commitment in applying ethical principles; the second area frames the same behaviour in the range of relations with stakeholders involving individuals.

### *1.3 THE RELATIONSHIP WITH STAKEHOLDERS*

The Code is specifically intended to direct the Company's conduct towards cooperation and trust with stakeholders, i.e., those categories of individuals, groups, and institutions whose contribution is necessary for the achievement of the Company's mission and/or whose interests are directly or indirectly influenced by the Company's operations.

### *1.4 THE VALUE OF CORPORATE REPUTATION AND CREDIBILITY*



Reputation and credibility are key intangible assets. Good corporate reputation and credibility foster investment, relations with local institutions, customer loyalty, human resources development, fairness, and supplier reliability.

In the performance of any business activity, unethical conduct compromises the relationship of trust between the Company and its stakeholders. Accordingly, the conduct and behaviour of any individual or organisation, whether belonging to the Company or cooperating externally with it, that seeks to obtain an undue advantage or interest (either personally, for the Company or for a subsidiary or affiliate of the Company or one that is subject to the same control) are unethical and encourage hostile and untruthful behaviour towards the Company.

Unethical conduct comprises both conduct that violates legal regulations and conduct which contrasts internal regulations and procedures.

## 1.5 THE CONTENTS OF THE CODE OF ETHICS

The Code of Ethics consists of:

-  Ethics Policy (Annex 1)
-  Charter of Values (Annex 2)

## 2. MINIMUM CONTENTS

For a better understanding of what will be covered below, it is useful to examine **the minimum contents of the Code of Ethics (or Code of Conduct) in relation to intentional and negligent offences under Legislative Decree no. 231/2001.**

### 2.1 INTENTIONAL OFFENCES:

- The Company has as an unconditional principle to comply with the laws and regulations in force in every country in which it operates.***

Every employee of the Company must be committed to compliance with the laws and regulations in force in every country in which the Company operates.

This commitment shall also apply to consultants, suppliers, customers, and anyone who has relations with the Company. The Company will not initiate or extend any business agreement with anyone who does not intend to abide by this principle.

Employees must be aware of the laws and the corresponding behaviour; in case of doubt as to how to proceed, the Company must provide adequate information to its employees.

The Company shall ensure an appropriate ongoing training and awareness programme on issues related to the Code of Ethics.

- ***Every operation and transaction must be correctly recorded, authorised, auditable, legitimate, consistent, and congruous.***

All the Company's activities and operations must have an adequate record, as well as the possibility of verifying the decision-making, authorisation, and execution process.

Each activity must have adequate documentation to enable verification, at any time, of the specifics and reasons for the operation and to identify the persons who authorised, performed, recorded, and verified the operation.

- ***Basic principles regarding relations with the Company's counterparts: Public Administration, public employees, and private business counterparts, in case of public service providers.***

Both illicit payments/gratuities of benefits made directly by Italian entities or their employees as well as illicit payments/gratuities made through persons acting on behalf of such entities, whether in Italy or abroad, are considered acts of corruption.

Offering money or gifts to directors, officers or employees of Public Administration or their relatives, whether Italian or from other countries is not permitted, except in the case of gifts or utilities of moderate value (Euros 100.00).

Many public entities have adopted their own self-regulatory codes, in which they often provide for a ban on receiving gifts or accepting gratuities beyond a defined economic value for all staff. The Company can examine the documents issued by the public entities with which it has business relations, to raise awareness among its employees to comply with any stricter and/or different rules that the public entity has adopted.

Offering or accepting any object, service, benefit, or favour of value to obtain more favourable treatment in relations with Public Administration is prohibited.

In countries where it is customary to offer gifts to clients or others, this can be done provided such gifts are of appropriate type and of moderate value and that compliance with the law is observed. This must, however, never be interpreted as seeking favours.

When any business negotiation, request or relation with Public Administration is underway, staff involved must not attempt to improperly influence the decisions of the counterpart, including officials who negotiate or make decisions on behalf of Public Administration.

When conducting a tender with Public Administration, compliance with the law and proper business practice must be observed.

If the Company uses a consultant or a "third party" to represent it in its dealings with Public Administration, the same guidelines that apply to the Company's employees must be applied to the consultant and his staff or to the "third party".

Moreover, the latter must not be represented in relations with Public Administration by a consultant or a "third party" when conflicts of interest may occur.

The following actions (direct or indirect) are not allowed during a business negotiation, request, or business relationship with the Public Administration:

- examining or offering employment and/or business opportunities that may benefit Public Administration employees personally
- offering or in any way providing gifts
- requesting or obtaining confidential information that may compromise the integrity or reputation of either party.

In addition, prohibitions may be imposed on the employment by the Company of former Public Administration employees (or their relatives), who have personally and actively participated in previous negotiations or business relations. Any violation (actual or potential) committed by the Company or by third parties must be promptly reported to the competent internal office.

## 2.2 NEGLIGENT OFFENCES:

The company clearly outlines and presents, by means of a formal document, the basic principles and criteria that guide all types of decisions in terms of occupational health and safety.

Such principles can be identified as follows:

- a) eliminating risks and, where this is not possible, minimising them according to the evidence of technological developments
- b) assessing all risks that cannot be avoided
- c) reducing risks at origin
- d) observing ergonomic and health principles in the workplace, in the organisation of workflow, in the design of workplaces, in choosing work equipment, in defining work and production methods in order to reduce the health impact of monotonous and repetitive work
- e) considering the extent of technical development
- f) replacing dangerous items with non-dangerous or less dangerous ones
- g) planning the prevention and protection measures regarded as appropriate to ensure the long-term improvement of safety levels, also by adopting codes of conduct and good practices
- h) giving collective safeguarding measures priority over individual safeguarding measures
- i) giving appropriate instructions to workers.

The Company uses these principles to implement measures to protect the safety and health of workers, including occupational risk prevention, information and training activities, as well as setting up the necessary organisation and resources.

The entire Company, at both senior and operational levels, must adhere to these principles, particularly when decisions or choices must be made and when they later must be implemented (see Article 6, paragraph 2(b) of Legislative Decree No. 231/2001).

### 3. DISCIPLINARY SYSTEM

Failure to comply with the Code of Ethics and with all the terms of the Organisational Model (including the Protocols and reports), imposes the obligation to provide for an adequate system of sanctions for violations. It also imposes specified procedures, since violations damage the relationship of trust established with the Company and are consequently liable to disciplinary action, regardless of whether penal proceedings are undertaken if the conduct entails a criminal offence.

Regarding the type of sanctions that can be imposed in case of an employment agreement, as a preliminary measure, any sanctioning provision must comply with the procedures contained in Article 7 of the Workers' Statute and/or special regulations, if applicable.

For violations of the Code of Ethics and its specified procedures that may lead to technical and organisational problems, the employee may be assigned to another department of the company, provided this does not entail their demotion.

As regards a possible transfer of the employee (meaning a move from one business unit to another), this is conceivable as a disciplinary measure, provided it is expressly defined by the Collective Labour Agreement and the disciplinary codes adopted by the Company. Otherwise, it can only be legitimately applied when the technical, organisational or production conditions stated in Article 2103 of the Civil Code are met.

***Because of their disciplinary value, the provisions related to non-compliance with the Code of Ethics and the Protocols, must be specifically included in the Company's disciplinary rules or, in any case, officially declared as binding for all the recipients of the Organisational Model (e.g., by means of an internal memorandum or a formal communication). They must also be displayed, as stated in Article 7(1) of Law no. 300/1970, "by affixing in a place accessible to all" and explicitly outlining the disciplinary sanctions connected to each violation.***

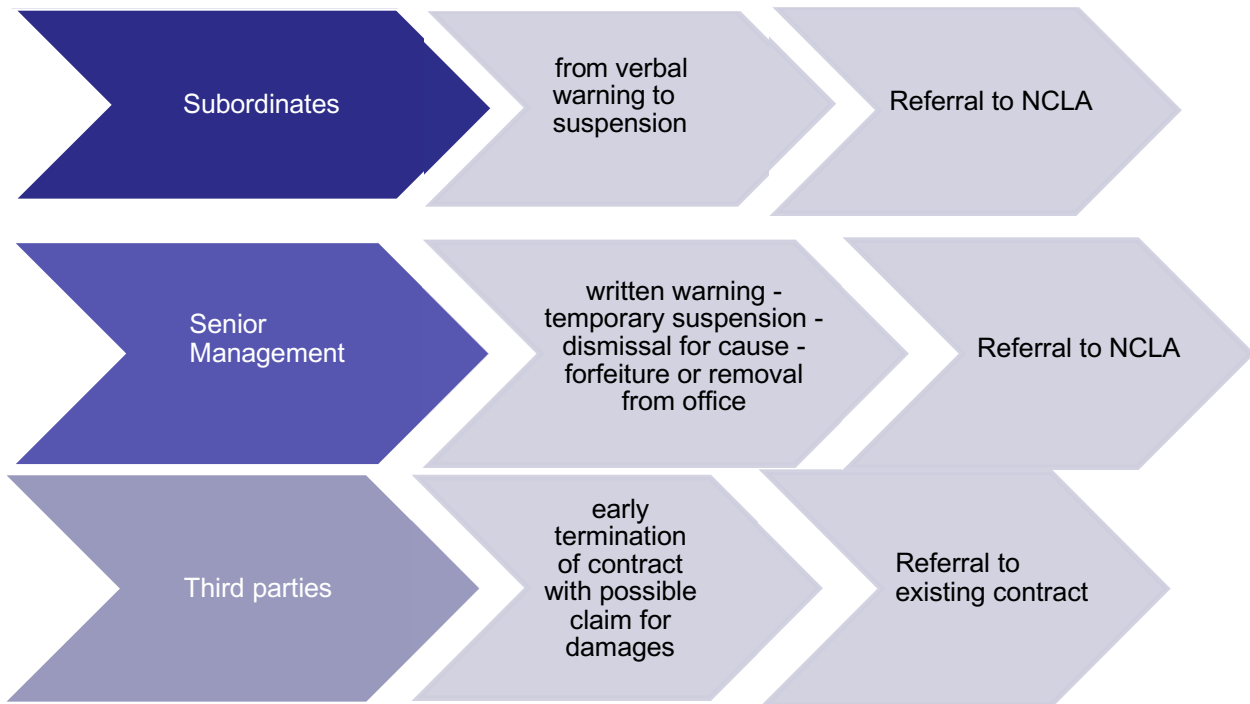
Should the violation of ethical standards be committed by a self-employed worker, supplier or other party having contractual relations with the Company, the termination of the contract may be envisaged as a sanction.

An effective tool for this purpose is the inclusion of specific termination clauses in supply or collaboration contracts (agency, partnership, contractor, etc.) that explicitly refer to compliance with the provisions of the Code of Ethics.

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<sup>1</sup> See Articles 2104 and 2105 of the Civil Code: obligations of diligence and loyalty of the employee towards his employer.

**Example of Possible Diversified Sanctions Based on Roles<sup>2</sup>:**



The general principles of the Company's Code of Ethics reflect the values in which the Management firmly believes and are referred to in the Ethics Policy released to all the Company's stakeholders.

Both the Ethics Policy and the Charter of Values, provided as an annex to this document, form an integrated part of the Organisational Model.

<sup>2</sup> For Senior Executives (Chairman of the Board of Directors, CEO, Managers, Auditors, etc.), a case-by-case assessment will be made according to the extent of the proven infringement. The effective implementation of the Model requires, in addition, the adoption of a 'disciplinary system to sanction non-compliance with the measures indicated in the Model', both regarding persons in Senior Management positions (Article 6(2)(e)), and to persons subject to the direction of others (Article 7(4)(b)).



## ANNEX 1

### Foreword

Case law <sup>(3)</sup> has denied exonerating effect to Organisational Models without specific reference to disciplinary sanctions towards persons in Senior Management positions.



Confirming the above, with reference to the **Organisational Model**, and pursuant to Legislative Decree no. 231/01 and Article 2392 of the Civil Code "Responsibilities towards the company", it should be noted that the Legal Representative of the company is required to adhere to it and ensure that it is **effectively implemented** <sup>(4)</sup>.

As for the involvement of the Senior Management of the company, it is important note the Supreme Court's ruling No. 38991/2010, in which the entire Board of Directors of a company was found liable following the death of 11 workers who had inhaled asbestos dust and contracted asbestosis.

After the acquittal in the first instance, in fact, both the Court of Appeal and the Supreme Court ordered 14 convictions: the entire Board of Directors, the CEO, the Plant Manager, and the Executives, based on violations of occupational health and safety provisions regarded as serious, repeated, and structural for the production plant located in Verbania due to exposure to asbestos from 1972 to 1996.

According to the Supreme Court, "even in the presence of a mandate of functions to one or more directors, with specific responsibilities in the field of occupational safety", the status of guarantee by the other members of the Board of Directors is not diminished. The employer's area of responsibility affects the highest levels of the Company, despite a specific department responsible for the organisation of operations. The judges further specified that 'in several rulings, the Supreme Court has determined that in companies managed by corporations, the requirements related to the prevention of accidents and occupational safety imposed by law on the Employer, weigh **indistinctly** on all members of the Board of Directors'.

Furthermore, the Supreme Court declared the right to receive compensation for pecuniary and moral damage:

-  for trade unions
-  for associations which have repeatedly supported workers exposed to health risks.

The Court of Cassation, in fact, justified that: the trade union may have suffered 'economic damage due to the reduction in the number of workers registered as a result of the loss of confidence in its representative ability'.

<sup>3</sup> See, among others, Trib. Milan, 20 September 2004.

<sup>4</sup> As confirmed by the judgment of the Court of Milan Civil Section VIII of 13 February 2008 no. 1774

## *ETHICS POLICY*

Company Management has prepared the Organisational Model to allow its employees and collaborators to acknowledge their rights and for the correct allocation of tasks based on their experience, competence, suitability.

It has also drafted Protocols that have been provided to all managers and stakeholders to ensure compliance with the principles stated, through the practical observance of simple but effective rules. These are intended to provide adequate proof of compliance with specific rules in all circumstances.

The Ethics Policy promotes, within and outside the Company, behaviour inspired by the guiding values that are summarised in the Charter of Values on the last page of this document.

The Ethics Policy contains the rules of conduct that each employee, at any level, is required to observe and enforce towards and for the benefit of all those who interact with the Company: colleagues, customers, suppliers, contractors, shareholders, authorities, community members, financial markets, etc.

The provisions contained in the Ethics Policy aim to recommend, promote, or prohibit specific conduct, in full compliance with the legal regulations in force.

The Board of Directors, the Chief Executive Officer, the external Supervisory Board and all the Management Functions of the Company shall take all appropriate initiatives to fully implement the rules of conduct contained in this Ethics Policy.

## **Principles**

The company believes that ethical principles must be respected by each of its members. These principles are represented by the highest respect for:

- human dignity in all its forms as well as racial, ethnic, national, or religious equality
- safeguarding the health, the physical and moral well-being of its workers and collaborators
- fairness in business dealings with suppliers and customers
- transparency in relations with Public Administrations and/or supervisory and control entities

The Company, with reference to the above mentioned racial, ethnic, national, or religious equality, rejects and repudiates any kind of expression of racism and xenophobia, and any form of participation in organisations, associations, movements, or groups whose aims include incitement to discrimination or violence on racial, ethnic, nationality, or religious grounds, as well as propaganda or incitement and instigation.

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<sup>5</sup> It should be noted that on 27 November 2017 (enforced on 12 December 2017), Law no. 167 of 20 November 2017 was published in the Official Journal, no. 167 concerning "Provisions for the fulfilment of obligations arising from Italy's membership into the European Union - European Law 2017". The measure expands the list of offences covered by Legislative Decree 231/2001, inserting Article 25-terdecies labelled 'racism and xenophobia'.

Based on the general principles summarised below, the company management has prepared the Organisational Model and all the documentation required by Legislative Decree No. 231/2001; this Model allows all employees and collaborators to acknowledge their rights and for the correct allocation of tasks based on their experience, competence, and skills.

It has also drafted individual Protocols, which have been provided to all managers to ensure compliance with these principles stated, through the application of simple but effective rules. These are intended to provide adequate demonstration of how the specific rules of each specific area are correctly applied and verified.

### **Validity, enforceability, and publicity of the Ethics Policy**

The Ethics Policy applies to the Company's directors and employees. In addition, the Company shall ensure that its customers, suppliers, and all external collaborators adopt behaviour guided by the same standards of conduct it represents.

The Ethics Policy, as defined in this document, is valid both in Italy and abroad; the implementation of the principles contained therein will ensure respect for the cultural, social, and economic diversity of the countries in which the Company operates.

The Ethics Policy is provided to internal and external stakeholders in the most appropriate manner, in accordance with local regulations and the customs of each country.

These methods of communication require, for all employees, the delivery of this document (and its future updates) and an acknowledgement of receipt

This method is equivalent to affixing the Ethics Policy in the Company Register in accordance with current labour law.

For employees of the Company, the Ethics Policy is available on the company intranet and for all those interested, it is freely available on the company website.

The rules of conduct contained in the Ethics Policy are complementary to the provisions of laws, regulations, organisational communications valid in different legal systems.

### **Rules of conduct**

#### **Compliance with laws, regulations, and company procedures**

In conducting its business and in managing its internal and external relations, the Company adopts as an indispensable principle the observance of the laws, regulations, and any other legal provisions in force in the countries in which it operates - including the "231 System".

Every employee is required to respect the principles contained in the Ethics Policy, as well as strictly observing all the rules, regulations and internal procedures adopted by the Company and brought to their attention.

Under no circumstances shall deviating conduct and/or violations of the above-mentioned rules by employees or third parties acting in the name of and/or on behalf of the Company be permitted - nor shall they be justified by the pursuit of the Company's interest.

The Company considers essential the full compliance with the provisions of Legislative Decree no. 231 of 8 June 2001 "Rules governing the administrative liability of legal persons, companies and associations, including those without legal status, pursuant to Article 11 of Law no. 300 of 29 September 2000" and its subsequent amendments and additions.

For this purpose, the Company has prepared and adopted an 'Organisation, Management and Control Model' consistent with the provisions of Legislative Decree No. 231/01.

With the principle of 'whistleblowing', the Organisational Model guarantees the right for each worker and without retaliation, to report to the Supervisory Board any unlawful conduct of colleagues or superiors through precise and circumstantial knowledge, to protect the greater interest of the company's activities.

## **Relations between Companies of Group**

Relations between the companies of the Group must be fully transparent and comply with the regulations applicable in different countries and/or legal systems.

The Companies of the Group, through their institutional entities and in compliance with their regulatory frameworks, shall take all appropriate measures to fully implement the principles established by this Ethics Policy and consider the activities carried out by the Company in foreign countries. Accordingly, Senior Executives and subordinates who carry out activities involving contacts with foreign countries must also receive adequate training on the regulations in force in those countries.

## **Internal Relations - Protection of the Rights and Dignity of Workers**

The Company considers the respect for human rights in general, the protection of working conditions and the safeguarding of the physical and moral integrity of its employees and collaborators to be of primary importance.

Relations between colleagues operating at any hierarchical level, in every context of the Company (national and international) must be based on mutual respect, transparency, fairness and good faith, without discrimination on grounds of gender, nationality, religion, customs and traditions.

Within the company, relations between colleagues must aim at building a climate of professional cooperation and mutual cordiality. Managers are entrusted with the role of setting an example for their employees.

Each manager must aim at enhancing the human resources assigned to him or her and ensure that the professional activity is carried out in a climate of motivation, participation, and responsibility; evaluations must be made solely based on the principles of individual meritocracy and under no circumstances will behaviour aimed at obtaining personal benefits through professional activity be tolerated.

The application of the above-mentioned principles is particularly entrusted to the highest hierarchical levels, which must implement every initiative aimed at encouraging the involvement of all employees in the achievement of the company's objectives and in the fulfilment of their specific tasks.

Conduct that does not comply with the principles adopted in this Ethics Policy must be promptly detected and will be sanctioned in accordance with the applicable employment laws and regulations.

## Confidentiality of Information - Privacy



The Company guarantees, in accordance with the relevant legal provisions, the confidentiality of the information it holds or acquires.

The right to Privacy is an undeniable right for each collaborator and employee and, as such, must always be respected and aligned<sup>6</sup> with corporate provisions that protect and safeguard the Company's assets, know-how and image.

## Loyalty and Conflict of Interest

Each employee and collaborator of the Company at any level and in any role is bound to behave loyally and fairly towards the Company and commits to operating without any conflict of interest in the performance of their duties and in the management of operations and/or activities for which they are responsible.




A conflict of interest, actual or potential, occurs when an employee or collaborator of the Company engages in activities or conduct within or outside the Company that:

-  may in any way harm the interests of the Company
-  involve obtaining benefits, direct and/or indirect, in favour of the employee, the collaborator, their family members or third parties by using or misusing the assets, resources, know-how and position held within the Company.



## Property of the Company:

### Company assets:

All tangible assets of which the Company has ownership, possession, or rights of use and which are made available to employees for the performance of their work (by way of example: hardware tools, software licences, electronic mail, telephone devices, motor vehicles, machinery, equipment, etc.) amount to company assets and as such:

-  may be used by employees and collaborators only with specific authorisation
-  must be used correctly and for their intended purpose
-  if carried or moved off the company premises, they must be properly stored to avoid theft, loss and/or damage resulting from negligence, carelessness, etc.

Company owned property, unless otherwise specified, must be used exclusively for business and non-personal purposes, with absolute prohibition of:

-  use for profit and/or gain for oneself or third parties
-  use for leisure and non-professional purposes (with reference to IT tools and the Internet), especially when it can be harmful to the decorum and ethics of the Company and its employees.

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<sup>6</sup> The European Regulation 2016/679 was published in the OJEU (Official Journal of the European Union) on 4 May 2016 on the protection of individuals regarding the processing and free movement of personal data.

This Regulation, was enforced on 25 May 2016 and applies to all Member States, with the obligation to comply with its provisions by 25 May 2018.

## **Industrial Property**

The exclusive Industrial (or Intellectual) Property over which the Company has extensive rights of use, consists of all technical information, know-how, patents, trademarks, writings, and other items created by the Company and/or its employees within the scope of their professional activity in the Company or on behalf of the Company.

The Company may implement any appropriate initiative, in compliance with the relevant provisions of law, aimed at preserving the Industrial Property as well as verifying that employees and collaborators do not undertake actions aimed at violating or infringing in any way the rights deriving from the Industrial Property itself.

## **Gifts and Gratuities**

Gifts are not permitted in any form that may be considered as exceeding normal business practices or courtesy (and in any case not exceeding the established amount of Euros 100.00) or interpreted as seeking favourable treatment in the conduct of any activity linked to the interests of the Company and its **Stakeholders**.

## **External relations:**

### **Customers/Contractors**

Relations with customers/contractors must aim at excellence in the execution of work, service, and quality. They must be guided by principles of transparency, fairness, and good faith and respect the rules of market competition.

### **Suppliers**

The choice of suppliers and the negotiation of contracts must be transparent, in accordance with the regulations applied in each country, and must comply with strict parameters of competitiveness, objectivity, fairness, price, quality of goods and services.

## Public Administration

Relations with Public Administration may only be managed by specifically delegated and authorised corporate bodies. Such relations must:

- be based on transparency, fairness, independence, and impartiality
- comply with the regulations applicable in each country
- ensure certainty of the communication methods to avoid incorrect interpretations in the reconstruction of the procedures used.



The same principles must be followed by all those entrusted with the responsibility for corporate and company communication.

## Occupational Health, Safety and Environment Policy

Observance of health, individual and collective safety, as well as safeguarding the environment are fundamental and inviolable principles of the Company and its Management as a whole. The achievement of these objectives must guide all Company decisions and direct the individual conduct of all employees and collaborators.

The industrial development must be 'sustainable', balanced, responsible and appreciated by the community.

The company is committed to achieving this goal through two main areas of intervention:

-  using the best available technologies
-  engaging all people through targeted training actions that encourage responsible behaviour in all those who work and deal with the company.

In relation to activities with possible **environmental impact**, the Code of Ethics states the commitment of Senior Management to comply with current environmental legislation and to implement preventive measures to avoid or try to minimise the environmental impact.

These shared values must also be extended to other parties, who are connected to the Company by agreements, by means of specific contract clauses.

Specifically, in the Code of Ethics, the Company may suggest to:

- take measures to limit and, if possible, eliminate the negative impact of the business activity on the environment not only when the risk of harmful or dangerous events is proven (principle of preventive action), but also when there is uncertainty as to whether and to what extent the business activity exposes the environment to risks (precautionary principle)
- prioritise adopting measures to prevent environmental damage, rather than repairing previously caused damage
- plan accurate and constant monitoring of scientific advances and regulatory developments in the environmental field
- promote the importance of training and sharing the principles of the Code among all staff members, whether senior or subordinate, so that they observe the established ethical principles, particularly when taking decisions and, subsequently, when implementing them.

## **Relationship with Shareholders**

Aware of the importance of the Shareholders' role, the Company is committed to providing accurate, truthful, and timely information and to improving the conditions of the Shareholders' participation in corporate decision-making within their distinctive framework.

Based on the commitment made by the Shareholders through their investments, the Company pledges to protect and increase the value of its business by enhancing the management, pursuing high standards in the production process and the solidity of its assets. The company is also committed to safeguarding and preserving the Company's resources and property.

In particular, the Company commits to ensuring the regular participation of the Board of Directors in the Shareholders' Meetings and the orderly and functional conduct of the meetings, in compliance with the fundamental right of each Shareholder to request clarifications on the topics under discussion and state opinions.

## **Contract value of the Ethics Policy**

Compliance with the rules contained in the Ethics Policy must be considered an essential part of the contractual obligations of all employees, according to and for the purposes of the relevant regulations. Violation of the principles and contents of the Ethical Policy may represent an infringement of the main obligations of the employment agreement or a disciplinary offence, with all legal consequences, regarding continuation of the employment relation, and may entail compensation for caused damage. It may also provide grounds for the application of the system of sanctions expressly indicated in Legislative Decree no. 231/01.



**ANNEX 2 CHARTER OF VALUES**

INTERNAL TARGET VALUES	MEANING OF THE VALUE (EXPECTED BEHAVIOUR)	
	POSITIVE	NEGATIVE
<b>Determination and commitment</b>	Being an inspiration and example in supporting the company mission/vision when facing difficulties.	Accepting compromises for peace of mind and/or carelessness.
<b>Respect and trust</b>	Bearing in mind differences in opinions and character, placing oneself on the same human level. The only difference lies in the difference in responsibilities.	Believing one always knows better than others.
<b>Truthfulness and honesty</b>	Speaking honestly and without deception to people, not about people.	Doing the opposite of what is claimed.
<b>Drive for constant improvement</b>	Finding motivation from achievements and from working with colleagues.	Merely doing 'what is required'.
<b>Reliability and coherence</b>	Keeping commitments even when they require effort.	Failing to meet commitments.
<b>Commitment and dedication</b>	Putting effort and heart in performing one's job.	Focusing only on one's task.
<b>Simplicity and concreteness</b>	Thinking, being simple, aiming for consistency and results.	Focusing on the task and not on the result.
<b>Attitude towards challenges</b>	Betting that ordinary people, together, can do remarkable things.	Saying 'impossible' before thinking it through.
<b>Taking responsibility</b>	Filling company shortcomings and/or dysfunctions through personal initiative.	Doing nothing, sticking strictly to one's task.
<b>Equality</b>	Respecting any kind of diversity (i.e., religious, racial, ethnic, linguistic, sexual, etc.), human dignity and ensuring equal rights and opportunities.	Discrimination, instigation and incitement to racism or xenophobia.

Date ..... For acknowledgement and acceptance \_\_\_\_\_