

**COFIMCO works in Italy within an international group which recognizes, accepts and upholds ethical principles in business management with the awareness that conduct inspired from diligence, honesty and loyalty which constitute an important "engine" for the economic and social development.**

**This simplified Code of Ethics, thus a general criteria for behavior applied, without exception, even for Cofimco employees and for all those who work with the intentions of achieving their objective.**

**More specifically, those in top positions, such as administrators, auditors, those holding managerial functions, and all employees, collaborators and consultants and in a more general form, all Third parties who have some sort of contact with COFIMCO, are expected to respect the fundamental principles, i.e., honesty, moral integrity, correctness and clarity, with the aim of pursuing corporate objectives.**

**The subjects above mentioned, while conducting their duties, must respect the laws and regulations guiding their actions and their behavior to principles, to objectives and to the commitment of respecting Code of Ethic. The pursuit of company interest cannot justify improper behavior.**

**All forms of discrimination, physical and psychological harassment, and in particular, all forms of discrimination based on race, nationality, sex, age, physical disability, sexual orientation, political opinions, union views, or religious views are prohibited.**

**Everyone, within the context of the responsibilities related to their role, must provide the highest level of professionalism that is at their disposal and earnestly fulfill their assigned tasks, thus contributing to the achievement of company objective.**

**The supervisory board(hereinafter referred as S.B.) has the responsibility to facilitate and promote the existence of the Code of Ethic to the entire internal structure of the company. Any behavior contradicting the essence of the code will be reported to S.B. and will be pursued according to disciplinary system.**

**COFIMCO structure (and in particular, its administrators and directors) promote the development of the company all the while respecting the environment and the needs of local, national and international community, it:**

- i) has as an indispensable principle with respecting the laws, rules and, in general, the regulations in force in Italy and all countries where it operates. Such principle must be respected regarding the activities carried out in Italy and overseas;**
- ii) gives maximum attention, in order to avoid, situations where the subjects could be involved in a conflict of interest. Such situations occur when a collaborator implicates himself in a situation contradicting that of company interest or to gain a personal advantage from company business, and when customer reps, suppliers and public institutions act in a contrary manner to that of fiduciary duties linked to their position;**
- iii) ensure the confidentiality of information in his possession and abstains from seeking out sensitive data, with the exception of explicit authorization and/or with compliance of the legal rules in force. In addition, employees and collaborators are forbidden to use confidential information for purposes unrelated to their professional task;**
- iv) trusts in the high quality of its products and services, in the ability and in the commitment of its employees; recognizes, therefore, the importance of free and fair competition, and shall refrain from any unlawful agreements using oppressive measures and possible abuse of dominant position;**
- v) attaches great importance to physical and moral integrity of its employees, to working conditions which respect individual dignity and safe/secure and healthy workplaces, moreover, encouraging work conditions and work environment where demands or threats aimed at inducing people to act against the law, the**

**Code of Ethics, individual beliefs or personal moral preferences are absolutely intolerated;**

- vi) to find in our employees, consequently, fundamental and irreplaceable heritage for own success, protect and promote the value of human resources in order to improve and enhance their skills;**
- vii) plans its activities by seeking the best possible balance between economic and environmental initiatives.**

**To that end, special procedures have been adopted consistent with the principles of this Code of Ethics.**

## **1. EXTERNAL RELATIONS**

### **1.1 General Provisions**

**The members of the governing bodies, COFIMCO employees and collaborators must behave themselves perfectly, applying maximum integrity in all relations with individuals or institutions outside of COFIMCO.**

**Concerning trade relations with new customers and managing those already in place, on the basis of public information and / or rules/regulations in force, must be avoided to:**

- **maintain relations with individuals involved in illicit activities, in particular involved in trafficking arms and drugs, money laundering and terrorism, moreover, with such individuals who are not serious or unreliable in business;**
- **maintain financial and commercial relationships with individuals who, even indirectly, impede human development and contribute in the violation of the basic human rights (eg. exploiting child labor, encouraging sex tourism, etc.. ..).**

### **1.2 Relations with third parties**

**The professionalism, expertise, honesty and courtesy are the guiding principles that the recipients of the Code of Ethics are obliged to follow in their dealings with third parties and / or companies within the same group.**

**To protect the image and the reputation of the company, it is essential that such reports are characterized:**

- **clearly and honestly**
- **with respect for the law, with particular reference to the provisions on crimes against public administration;**

- **against any form of conditioning, both internally and externally.**

### **1.3 *Relations with suppliers***

**Those responsible in the process of acquiring goods and / or services:**

- **are required to respect the principles of impartiality and independence in the exercise of the duties and functions vested in them;**
- **must not have personal obligations towards suppliers and consultants;**
- **must maintain relationships and conduct negotiations in such a way to create a solid base for relations which are mutually convenient and long-term and in the best interest of the company;**
- **are required to immediately report any attempts or cases of unmotivated alterations of normal trade relations, including intra-group, the SB, i.e., the individual responsible for carrying out all functions necessary to direct, manage and monitor company business activities, directing it to the achievement of the objectives in an honest and clear manner;**
- **must not accept goods or services from external or internal parties with the objective of obtaining confidential information or initiating actions or conduct aimed at favoring these subjects, even if there are no direct implications to company.**

**The buying process is to conciliate the pursuit of maximum company competitiveness, as well as loyalty and impartiality.**

**In particularly, who on behalf of COFIMCO should preside over this process should operate in such a way that anyone in possession of the objective requirements set by company standards must fairly compete in the market.**

**COFIMCO has also business relations with professional third parties. In these business relations, the only selection criteria are linked to high quality and technical expertise.**

**For the particular types of goods / services, in addition to the normal selection criteria, should also consider:**

- **the availability of stated and documented resources, including financial, organizational structures, capabilities and designing resources, know-how, etc.**
- **the actual existence of adequate business quality systems.**

**In the singular contracts, the appropriate termination clauses are predisposed, specifically, in contracts with suppliers deriving from countries "at risk" as defined by acknowledged organizations; clauses in contract are introduced which include:**

- **supplier's declaration, regarding the adherence to specific social obligations (for example, measures that guarantee workers civil rights and the protection against child labor);**
- **the possibility to use control actions at the production units or at the supplier's offices, in order to verify that such requisites are fulfilled, so that they meet the safety requirements on work sites.**

#### ***Relations with the Public Sector***

**COFIMCO ensures clarity and full disclosure of statements and notices directed towards public authorities, suppliers, consultants, employees and collaborators.**

**Each transaction must be properly documented in order to be able to control at any time, and allow (i) verification of the characteristics and motivations and (ii) to identify the individuals who authorized, performed, recorded and verified the transaction.**

- **For the purposes of this Code, Public Administration is to be understood as, in addition to any public body or public companies, including any independent administrative agency, as person or entity, acting as a civil servant or a legal representative or as a member body of the European Community or as an official of the European Community or an official of a foreign state.**
- **It is prohibited to employees, collaborators, whether directly or indirectly, or through a third party, offer or promise money, gifts or compensation of in any way or form, or to perform illegal pressure, or promise any object, favour, to managers, officials and employees of public administration, or to those responsible for public service and to their relatives or partners, in order to induce them to commit an act contrary to the official duties of public**
- **administration(even with the scope of favouring or damaging a part in a tax lawsuit, criminal proceedings, or civil/administrative proceedings triggering a direct or indirect advantage to the group to which COFIMCO belongs to and/or to COFIMCO).**

**The only types of gifts allowed are those of insignificant value, provided that the final objective is not what is expressed above that which to commit acts contrary to the official duties of Public Administration.**

- **Whoever receives explicit or implicit requests of benefits of any kind from individuals belonging to Public Administration, as defined above, shall:**
  - a) **immediately suspend all form of relation with such individual**
  - b) **promptly inform S.B. in writing.;**
- **COFIMCO respects the rules and principles of free competition. Because of antitrust laws, all agreements with third parties or competitors that could affect the freedom of competition are subject to prior verification by legal experts.**
- **It is forbidden to use or submit statements and documents stating untrue facts and untrue information, or omitting information in order to gain benefit or on behalf of COFIMCO, receive grants, loans or other presents awarded, for**

**whatever the reason, from the State, from a Public body or from the European Union.**

- **It is also forbidden to use donations, loans or other payments, however denominated, granted to COFIMCO by the State, by a public body or by the European Union for purposes other than those for which they have been assigned.**

### **1.5 Relations with Public bodies and associations**

#### **COFIMCO:**

- **does not finance political parties, their representatives and candidates and refrains from any improper pressure (direct or indirect) against politicians;**
- **may allow requests for donations from non-profit organizations and associations and with regular statutes and acts of incorporation, which are of high cultural value or benefit and involve a large number of citizens. Sponsorship activities may deal with such social, environmental, sports, entertainment and art themes and are intended only for events that guarantee quality;**
- **may indulge in sponsorship activities which deal with social, environmental, sports, entertainment and art themes and are intended only for events that guarantee quality;**

**Whatever the case with the choice to adhere to the proposals, the company must be careful to prevent and to avoid any possible conflict of interest of personal or business manner.**

### **1.6 Conflict of Interest**

**Employees, managers, members of the governing bodies and, generally, all those who work on behalf of COFIMCO must avoid any conflict of interest that may arise from:**



- **participating in decisions affecting business, from which could gain a personal interest;**
- **propose or accept agreements from which may derive from personal benefits;**
- **acts, agreements and, in general, behaving in such a way that may directly or indirectly cause COFIMCO and / or to COFIMCO group damage, even in terms of image and / or credibility in the market;**
- **conflict with the interests of COFIMCO, influencing decision-making autonomy of another person delegated to establish business relationship with or for the same.**

**Employees who find themselves in a conflict of interest, even just potential ones, must give immediate notice to the S.B. who will evaluate the measures to take.**

**In the conduct of any business activity, the company must avoid situations where the parties involved in the transactions are, or may even just appear to be involved in a conflict of interest.**

## **2. MANAGING FINANCIAL RESOURCES AND CLARITY OF ACCOUNTS**

**The management of financial resources must be in full compliance of the delegated powers, as well as any special permission to carry out specific operations.**

The clarity of accounts is based on the existence, accuracy and complete basic information for accounting records. Each administrator, manager and employee, collaborator and supplier of services is required to operate so that the company transactions are properly and timely represented in the accounting records.

For each transaction, adequate and evidenced documentation must be preserved of the activities carried out, in order to allow:

- a facilitated accounting records;
- an identification of different levels of responsibility;
- an accurate representation of the transaction so as to reduce possible misinterpretation.

All subjects are required to inform their managers of any omissions, falsifications, or negligence in accounting or documentation for which accounting records with appropriate communication channels are based on.

This should also be reported to the S.B.

## **3. INTERNAL RELATIONS**

### ***3.1 Staff rules of Conduct***

**COFIMCO employees, managers, collaborators, and consultants should:**

- protect and keep confidential any information acquired while performing assigned tasks. Such information cannot be used, communicated or divulged

**whether inside or outside of COFIMCO, except in the cases prescribed by existing law and regulated company procedures;**

- **respect and protect company assets and prevent the fraudulent use or misuse of company assets;**
- **use Company tools in a functional way and exclusively for carrying out work activities or for the purposes approved by the internal functions involved;**
- **avoid that personal financial situation should affect proper business conduct;**
- **avoid soliciting or accepting, for oneself or for others, recommendations, preferential treatment, gifts or other gains from subjects with which have a business relationship. If ever one receive gifts or some sort of “hospitality gesture” and not of a symbolic nature, then a direct supervisor must be informed, and then eventually the 'S.B. will assess the possible restitution or another more appropriate action to take;**
- **dedicate oneself in own skills and own professionalism, enriching with experience and with colleagues' collaboration, and adopting a constructive and purposeful behaviour, stimulating collaborators' professional growth;**
  - base own decisions on sound and prudent management principles assessing wisely the potential risks in the knowledge that personal choices contribute to the achievement of positive business results;**
- **be aware that a good reputation is an essential and intangible resource which on the external favors:**
  - a) shareholders' investments**
  - b) clients loyalty;**
  - c) attracting the best human resources;**
  - d) supplier's serenity;**
  - e) reliability towards creditors;**

**on the inside allows:**

- a) to take and implement decisions without resistance;
- b) to organize the work without surpassing bureaucratic controls and authority assignments.

### **3.2 Management of Human Resources**

The company is committed to developing the skills and capacities of each employee so that individual energy and creativity are rewarded with full expression and achieving each one's potentiality.

COFIMCO is committed to providing equal opportunity employment for all employees on the basis of professional qualifications and performance skills, without any discrimination, then selecting, hiring, paying employees on merit and capability criteria abstaining from any political, union, religious, racial, language or sex discrimination, complying with all laws, regulations and directives in force.

### **3.3 Environment and Safety**

COFIMCO manages its business by pursuing excellence in the field of environment protection and of the safety of its employees and third parties, setting as its objective continuous improvement of its performance in this area.

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To this end COFIMCO:

- (i) dedicates in respecting the provisions in force dealing with safety and environment,
- (ii) elaborates and communicates guidelines for environmental protection and safety which must be respected and followed,
- (iii) encourage the participation of employees in the risk prevention process of environmental, health and safety protection towards themselves, their colleagues and third parties.

**To implement environmental and security policy, COFIMCO adopts an environmental management system of safety and of certified quality.**

### **3.4 DISCIPLINARY SYSTEMS**

**The principles set out in this Code play an integral part in the conditions governing work relationships within the company, and any violations will be subject to penalties in accordance with the corporate sanctions in force.**

**Failure to follow the rules contained in this Code may result in a termination of work relationship with third parties based on an explicit contract foresight.**

**4. OBLIGATION TO NOTIFY S.B.**

**All recipients of the code are required to report promptly to the S.B. of any conduct contrary to that expressed in the Code itself, in the Model, in the law and in the internal procedures.**

**The individuals reporting will be protected against any form of retaliation, discrimination or penalization; their confidentiality will be guaranteed but subject to law and to Company rights protection and of individual wrongly accused and / or accused in bad faith.**

## **5. CODE OF ETHICS IMPLEMENTATION**

**COFIMCO, in agreement with the S.B., will communicate to all subjects the values and principles contained in the Code of Ethics, so that they are applied in the social management.**

**All employees, subjects belonging to social organ, auditors, consultants and major suppliers and customers must read the Code and commit to follow the rules and regulations contained therein.**

**This Code, published on the company Web site, aims to stimulate for continuous improvement in every aspect of business performance.**

**Approved by Board of Directors dated 16/09/2009**