

Organisation and Management Model
ex-Legislative Decree
8th June 2001 no. 231

Special Section A – Code of Ethics



Index

Information about the document	4
1. Introduction.....	5
1.1 Preface	5
1.2 Area of application of the Code of Ethics	5
2. General Principles	6
2.1 Respect for the law.....	6
2.2 Honesty and correctness	6
2.3 Impartiality and equal opportunity	6
2.4 Transparency and integrity of information	6
2.5 Confidentiality of information	6
3. Criteria of conduct in relationships with collaborators.....	8
3.1 Human Resources.....	8
3.2 Recruitment.....	8
3.3 Employment contract	8
3.4 Personnel Management	8
3.5 Health and Safety.....	9
3.6 Safeguarding of <i>privacy</i>	9
3.7 Integrity, safeguarding of equal opportunity	10
3.8 Prevention of conflicts of interest.....	10
3.9 Obligations of employees.....	11
4. Criteria of conduct in relationships with clients.....	12
4.1 Sales contracts	12
4.2 Behaviour towards clients and customer satisfaction.....	12
4.3 Quality of the product and the services.....	12
5. Criteria of conduct in relationships with suppliers	13
5.1 Respect of the law	13
5.2 Choice of supplier	13
5.3 Safeguarding of the ethics of supply.....	13
6. Criteria of conduct in relationships with shareholders and banks.....	14
6.1 <i>Corporate Governance</i>	14
6.2 Shareholders' Assembly	14
6.3 Board of Directors	14
6.4 The President of the Board of Directors.....	15
6.5 Board of Auditors	15
6.6 The Auditing Company	15
6.7 Financial Communication.....	15
6.8 Valorisation of the shareholder investment.....	16
7. Criteria of conduct towards the environment.....	17
8. Criteria of conduct towards other parties.....	18
8.1 Collectivity	18
8.2 Public Administration, Institutions and Authorities	18
8.3 Political Parties, union bodies and associations.....	19

8.4 Contributions and sponsorship.....	19
8.5 Gifts, presents and benefits	19
9. Communication and training.....	20
10. Violation of the Code of Ethics	21
11. Final Considerations	22

Information about the document

Creation

Date	Name	Department
	Bergamaschi Davide	Administration, Finance and Control

Auditors

Date	Name	Department
	Mezzogori Andrea	Head of Administration, Finance and Control
	Gianoglio Giuseppe	Head Internal Audit CIR
	Gentili Alessandra	Personnel Administration

Approval

Date	Name	Department
		Board of Directors

Co-related Documents

The documentation relative to the Organisation and Management Model ex Legislative Decree 8th June 2001 no. 231 is composed of the present "General Section" and separate "Special Sections".

The documents have been laid out in this way in order to guarantee a more efficient and streamlined update of the said documents. In fact, whereas the "General section" contains the formulation of the principles of rights which remain largely unchanged, the different "Special Sections" due to their particular content, are susceptible to frequent amendment.

Document	File Name
General Section	
Special Section B – Company Structure	
Special Section C – System of Delegation and Power	
Special Section D – Sanctions	
Special Section E - Crimes versus Public Administration	
Special Section F - Company Crimes	
Special Section G – Rules for the Supervisory Body	

1. Introduction

1.1 Preface

The Company, in order to clearly and precisely define the gamut of values which it aims to uphold to reach its objectives, has drafted the Code of Ethics present herein, the observance of which is imperative for the trust, reliability and reputation, the image and correct operation of the Company itself. The Company requires all employees and all those who work with the subsidiaries of the Group to commit to the observance of and to have observed within the bounds their duties and responsibilities, the Company regulations and the provisions established in the current Code of Ethics.

In no instance will the conviction of acting in the best interests of the Company justify the adoption of behaviour that is in contrast with the principles of the current Code of Ethics.

1.2 Area of application of the Code of Ethics

The Directors, employees, collaborators, even if periodic, agents and business procurers must uphold the principles and regulations of the Code of Ethics, safeguarding through their own behaviour, the respect and image of the Company and preserving the integrity of the Company equity.

In particular, the members of the Board of Directors of the Company are obliged to uphold the principles of the Code of Ethics when determining the goals for the Company, in their proposal of investments to make and projects to undertake, in addition to any decision or action relative to the management of the Company itself.

In the same way, the managers, when putting the directives of the Board into practice, must uphold the same principles, both inside the Company and thereby strengthening the cohesion and reciprocal team spirit, and in relationships with third parties that do business with the Company.

The employees and collaborators not subordinated to the Company, plus business *partners* and all those who have a contractual bond with the Company, are obliged to adequate their behaviour to suit the current Code of Ethics.

The Company undertakes to divulge and favour the knowledge of the principles and norms contained in the Code of Ethics to those concerned via the suitable mode of information.

In order to favour the complete application of the Code of Ethics, the Supervisory Body, within the bounds of the responsibility foreseen by legislation in force, will undertake to:

- constantly monitor the application of the Code of Ethics by the parties involved, also by means of notification received;
- report to the Managing Director, or where opportune, the Board of Directors, the violations of the Code of Ethics ascertained;
- foresee, where necessary, the revision of the Code of Ethics;
- propose or apply suitable measures in the case of violation.

In the case of a definite violation of the Code of Ethics, the Supervisory Body will report the notification and possible suggestions and/or sanctions deemed necessary to the Managing Director and in the more serious cases, to the Board of Directors.

2. General Principles

2.1 Respect for the law

The Company places absolute necessity on the principles of respect for the law and the regulations in force in all countries in which it does business.

In the area of their professional activity, the directors, employees, collaborators, even if periodic, agents, business procurers and any other subject that deals with or acts for the Company are obliged to diligently respect the laws in force, the Code of Ethics and the internal regulations.

2.2 Honesty and correctness

The relationships with the *stakeholders* in the Company are based on criteria and correct behaviour, collaboration, loyalty and reciprocal respect. The honesty represents the fundamental principle for all of the business activity of the Company and constitutes an essential element of the Company management. In no instance can the pursuit of personal interests or of those of the Company justify dishonest conduct.

2.3 Impartiality and equal opportunity

The Company undertakes to avoid discrimination based on age, sex, sexuality, state of health, race or nationality, political opinion and religious beliefs, in all decisions that influence the relationships with the *stakeholders*.

2.4 Transparency and integrity of information

The Company undertakes to inform all *stakeholders* clearly and precisely about the situation of the Company and the trends, without favouring the interests of any group or private individual, by means of the functions upon requested.

The communication by the Company towards its own *stakeholders* (also through the media, conferences, seminars and round tables) is governed by the respect for the right to information. In no instance is it permitted to divulge news or false or manipulative comments.

All communication activity respects the laws, regulations, practices of professional conduct, and is realised in a clear, precise and prompt fashion, safeguarding among other things, *price sensitive* information and industrial secrets.

All press releases and other information, including the Code of Ethics, are available on the website www.sorgenia.it, for consultation.

2.5 Confidentiality of information

The Company guarantees the confidentiality of the information in its possession and the observance of the normative regarding the data protection act.

All information available to the Company is dealt with in total confidentiality and privacy towards the subject in question.

For this reason, every employee must:

- acquire and handle solely the data directly connected and necessary for his/her job;
- keep said data in a way as to impede unconnected third parties from coming into their possession;

- communicate and divulge the data within the bounds of the established procedure, or upon authorisation by the person delegated and within the respect for the D.lgs. 30 June 2003 no. 196 regarding personal data protection;
- determine the confidential and private nature of the information as is described in the relative procedure;
- guarantee that there are no limits of confidentiality in virtue of relationships of any nature with third parties.

In addition, the collaborators of the Company are obliged to not use confidential information for aims that are not connected to the business of the Company or its activity, as in the case of *insider trading*.

3. Criteria of conduct in relationships with collaborators

3.1 Human Resources

The Company recognises the centrality of the human resources and the importance of establishing and maintaining relationships with it based on the loyalty and reciprocal trust.

By human resources one intends the directors, the employees, collaborators, even if periodic, agents and business procurers.

For this reason, the management of the employee contracts and the contracts for collaboration are aimed at upholding the respect for the rights of the worker and the complete valorisation of their worth aimed at favouring their professional development and growth.

All employees and collaborators of the Company are required to undertake to act loyally in order to perform the obligations assumed under the employment contract and the provisions of the current Code of Ethics, ensuring the correct execution and respect for the commitments undertaken with the Company and to avoid situations or decisions that can be construed as a conflict of interest either real or apparent with the Company.

3.2 Recruitment

The assessment of the personnel for recruitment is carried out on the basis of the candidate profile corresponding to that desired and to the needs of the Company, in complete respect for the equal opportunities of all the interested parties.

The information requested is closely tied to the verification of the aspect foreseen by the professional and psycho-behavioural profile, in respect of the privacy and opinions of the candidate.

Persons called for recruitment, whether internal to the Company or external suppliers of services, within the limits of the available information, adopt opportune measures to avoid favouritism, nepotism or forms of clientele-ism in the selection and hiring phase (for example, to avoid the selector being related to the candidate).

The Company does not stipulate freelance employment contracts or subordinated contracts with managers of the Company that carry out obligatory account auditing for the twelve months following:

- the termination of the contract with the Company and the said auditing company, or
- upon termination of the contractual relationship between the manager and the auditing company.

3.3 Employment contract

The personnel is hired with a standard contract of employment; no form of non-standard employment contracts are tolerated.

Upon constitution of an employment contract, every collaborator receives accurate information relative to:

- the characteristics of the department and the duties to be performed;
- the normative and minimum salary levels, as governed by the national collective employment contract;
- norms and procedures to be adopted for avoiding health risks associated to the type of work.

Such information is presented to the collaborator in a way that the acceptance of the position is based on an effective comprehension of the same.

3.4 Personnel Management

The Company avoids any form of discrimination towards its own collaborators.

The decision making process in the area of the management and development of personnel, as in the selection phase, is based on the profile of the collaborator corresponding to that desired (for example, in the case of promotion or transfer) and/or on the consideration of the merit (for example, assignment of incentives for targets reached).

Access to roles or positions is also established on the basis of the competence and capacity; besides, compatibly with the general efficiency of the work, flexibility of organisation is favoured which aids the management of the state of parenthood and the care for ones' children .

The assessment of collaborators is carried out in a large scale mode involving managers, and wherever possible, the persons that have been in contact with the person assessed.

Within the bounds of available information and the safeguarding of privacy, in the management of personnel all forms of nepotism are forbidden (for example, excluding the possibility of a dependent relationship of hierarchy existing among collaborators and relatives).

The managers utilise and assess all the professionalism existing in the structure by means of the activation of available levers for favouring the development and growth of their own staff.

In this area, particular importance is given to the communication by the manager of the strong points and weak points of a member of his own staff, so that the latter can seek to improve his competence also using specialised training.

Training is assigned to groups or individual collaborators on the basis of specific requirements for professional development.

Every manager is held responsible for the valorisation of the working hours of the employee, requesting a performance coherent with that required from his/her job description.

An abuse of power is constituted in the case where, upon order from a superior, services, personal favours or other behaviour which enters into the bounds of a violation of the Code of Ethics are requested.

The involvement of staff in the elaboration of the work is assured, taking into account also instances where they are involved in discussion and departmental decisions which aim at the attainment of the Company objectives. Listening to various points of view, compatible with the needs of the Company, allows the manager to formulate the final decision; the employee must, however, take part in the actuation of the activity established.

Any employee of the Group that becomes aware of circumstances which constitute behaviour not compatible to the principles within the current Code of Ethics, or that however violate the obligations set out in the Model, must inform his superior promptly of the existence of such.

3.5 Health and Safety

The policy HSE (*Health, Safety and Environment*) of the Company is based on a strategy of careful attention to the use of natural resources and is linked to the daily commitment to a project to reduce the environmental impact and maximise the safety in the construction phases, management and maintenance of plant and machinery.

The Company undertakes to spread and consolidate a culture of safety by developing an awareness of the risks, promoting responsible personal behaviour by all staff; in addition, it operates to preserve, above all, with preventative action, the health, and safety of its workers and the interests of other *stakeholders*.

The goal of the Company is to protect its own human resources, patrimony, and finances by constantly looking for the necessary synergies, not only within the Company, but also with suppliers, companies and clients involved in its business activity.

3.6 Safeguarding of *privacy*

Any investigation into ideas, preferences, personal tastes, and in general, the private life of the worker is forbidden.

The Company undertakes to safeguard personal data acquired, stored, and handled in the area of company management, fully compliant with the law in force and according to the directives imparted by the company representatives selected for this purpose.

All suitable measures are adopted for avoiding the risk of access by undesirable non-authorized third parties or for unauthorized storage or not conforming to the use for which they were acquired and successively identified.

In particular, employees not expressly authorized, in the form and terms of D.lgs. 30th June 2003 no. 196, of the data protection act, are forbidden to know, record, handle or divulge personal data of other employees or third parties.

The management of personal data must, however, (ex art 23 D.lgs. 196/03), and except in the case foreseen by the law, always be preceded by the expressed consent of the interested party, released following a specific notification as under art. 13 D.lgs. 196/03.

Transgressors will face administrative sanctions disciplined under D.lgs. 196/03 art. 161 and modif. and penal sanctions under art. 167 and modif. plus disciplinary sanctions foreseen by CCNL and the regulations for the safeguarding of the Company patrimony.

3.7 Integrity, safeguarding of equal opportunity

The Company promotes the respect for the integrity, whether physical, cultural or moral, of its employees. It guarantees working conditions that respect the dignity of the individual. For this reason, safeguarding the workers from psychological acts of violence and opposing any form of behaviour or discriminatory position or damage to the person (for example, in the case of insults, threats, isolation or excessive bother, professional limitations).

Sexual harassment is forbidden and behaviour or conversation that can disturb or upset a person's sensitivity must be avoided (for example, showing sexually explicit pictures, making repeated or insistent allusions).

The employee of the Company who considers him/herself the victim of sexual harassment or discrimination for reasons connected to age, sex, sexuality, race, state of health, nationality political opinion or religious beliefs etc, file a complaint with the Supervisory Body which will assess the effective violation of the Code of Ethics. Disparity, however, is not considered as discrimination if justified or justifiable on the basis of objective criteria. Finally, the Company sustains and respects Human rights as conforms to the Universal Declaration of Human Rights of UN Organisation.

3.8 Prevention of conflicts of interest

All employees of the Company must avoid situations where there can be a manifest conflict of interest and abstain from personally availing themselves of advantageous opportunities for business which they have become aware of in the course of the performance of their duties.

For example, some situations that can determine conflicts of interest are:

- the combined interest, obvious and secretive, of the employee with suppliers, clients, or competitors;
- the manipulation of one's own position for the attainment of interests contrasting those of the Company;
- the utilisation of information acquired in the performance of one's work for one's own benefit or for the benefit of third parties and however in contrast with the interests of the Company;
- execution of a director's role (managing director, counsellor, departmental manager) while having an economic interest with suppliers, clients, or competitors (possession of shares, professional positions etc.) also through relatives;
- the development of working activities of any sort (physical services, intellectual services) with clients, suppliers, competitors and/or third parties in contrast with the interests of the Company.

In the instance where there is the apparent manifestation of a conflict of interest, the employee must inform his/her superior who will, based on the mode foreseen, inform the Supervisory Body which will assess the case of an effective existence of the same.

3.9 Obligations of employees

The employee must behave in a way that upholds loyalty and correctness in the performance of the obligations of the employment contract and must ethically operate as foreseen by the current Code of Ethics, besides being legally and professionally correct, ensuring the performance requested, and is obliged to report through the correct channels, violation of the rules of conduct established by the internal procedures.

The employee must be aware of and put into practice the company policy foreseen in terms of confidentiality of information to guarantee the integrity and privacy.

Documents drafted by the employee must be clear comprehensible, objective and exhaustive, allowing them to be checked by colleagues, managers or external parties authorised to request copies or originals.

Every employee must act with diligence to protect the assets of the Company, by means of a responsible behaviour in line with the operative procedure set out for the regulation of their use, documenting precisely their employment. In particular, every employee must utilise scrupulously and parsimoniously the assets given to him/her and avoid usage that is not proper and can cause damage to or reduction of the efficiency, or that is in contrast with the company interests. Every employee is responsible for the protection of the resources entrusted to him/her. The Company reserves the right to impede the improper use of its own assets and infrastructure by means of accounting systems, financial control *reporting* and analysis and prevention of risks, as foreseen under the law in force (law on privacy, statute of workers, etc.).

As regards computer software, every employee must scrupulously adopt the regulations foreseen by the company policy for safe use, so that the operation of the functions and protection of computer system is not jeopardised.

4. Criteria of conduct in relationships with clients

4.1 Sales contracts

The contracts and communication to clients of the Company (including advertising) are drafted in complete form, precision and seriousness. The contracts, in addition, conform to the laws in force and include each and every relevant point for the client's decision.

4.2 Behaviour towards clients and customer satisfaction

The behaviour of the Company towards its clientele is based on willingness, respect and courtesy to instil a business relationship of top level professionalism.

Coherently with the principles of impartiality and equal opportunity, the Company undertakes to not discriminate arbitrarily among its own clients.

The Company undertakes to not utilise advertising instruments which are misleading or not truthful and to uphold the truth in its advertising campaigns, commercial communications or other.

The Company undertakes to listen to suggestions and claims by clients and associations under their safeguarding, availing itself of suitable and efficient communication systems (i.e., *call center* services, e-mail, etc).

4.3 Quality of the product and the services

The Company undertakes to provide a service that satisfies the reasonable expectations of the client and safeguards the safety and risks, guaranteeing an adequate standard of quality and service/product offered on the basis of pre-set levels.

5. Criteria of conduct in relationships with suppliers

5.1 Respect of the law

The Company expressly requires all suppliers to interact with the same contractual conditions required for human rights, worker's rights and environmental protection.

As an example, the Company requires suppliers to abstain from using child labour and from discriminating, abusing or coercing thereby causing damage to the worker, and that they respect environmental norms, adopting a company policy for the containment of the consumption of raw materials, the reduction of waste and polluting emission and in general to limit the environmental impact of their production.

5.2 Choice of supplier

The relationships with the supplier are governed by the current Code of Ethics and the internal purchasing procedure.

The process of purchasing is targeted at obtaining the best possible competitive advantage for the Company and to the equal opportunity for every supplier. In addition, the process is founded on reciprocal loyalty, honesty and collaboration.

In particular, the collaborators of the Company assigned to such a task are obliged to:

- not preclude any supplier, in possession of the required requisites, from the possibility of competing and stipulating an offer, adopting objective and documentable criteria for choosing a short list of candidates;
- Guaranteeing every tender has the sufficient competition, for example considering at least three companies in the selection of a supplier.

The selection of the supplier and the determination of the purchasing conditions are based on an objective evaluation of the quality, price and capacity to supply and guarantee of a service at the correct level. More precisely, the employee, the collaborator, the agent, the business procurer, or any other party that can act in name and on behalf of the Company cannot:

- receive any form of payment from anybody for the execution of an act of their own office or contrary to the duties of the office;
- accept any form of conditioner from third parties not connected to the Company, and unauthorised by the former, for the taking of decisions relative to the choice of supplier.

5.3 Safeguarding of the ethics of supply

The Company – should it come to light that the supplier, in the execution of its own activity for the Company, has adopted behaviour not in line with the general principles of the current Code of Ethics, – is legitimately entitled to take the suitable steps to preclude the possible future repetition of collaboration.

To guarantee maximum transparency and efficiency in the purchase process, the Company predisposes:

- the separation of the roles of the unit requesting the supply and the unit stipulating the contracts;
- an adequate pathway leading to the choice made by means of the conservation of the information and official documents of the tender and contract for the period established by the laws in force and required by the internal purchasing procedure.

The stipulation of a contract with a supplier must always be based on a relationship of utmost clarity, avoiding where possible any form of dependence. Thus, as an example, projects linked to long term period are to be avoided, by stipulating short term contracts that must be continually renewed and prices continually revised, or consultancy contracts which do not adequately transfer *know-how*, etc.

6. Criteria of conduct in relationships with shareholders and banks

6.1 Corporate Governance

The Company operates so that the participation by shareholders in the decisions to be made is widespread and knowledgeable, promotes parity and the completeness of information and safeguard of their interests. The system of *corporate governance* adopted by the Company conforms to the provisions of the law and is fundamentally aimed at:

- responding to the legitimate expectations of all the members of the shareholding, with particular attention to the minority shareholders;
- control of the risks;
- ensuring the correctness of the management operations;
- informing with maximum transparency, the *stakeholders* in the company;
- avoiding any form of operation which might prejudice creditors and other *stakeholders*.

6.2 Shareholders' Assembly

The Shareholders' Assembly is a privileged moment for the instilling of a profitable contact between the shareholders and the Board of Directors.

For this reason:

- the correct participation of the directors to the tasks of assembly is assured;
- specific dispositions aimed at facilitating the collection of voting delegations from the employee shareholders of the Company is foreseen, favouring in such a way, their relative involvement in the decision making process of the assembly;
- a rule is adopted aimed at guaranteeing the ordinate and functional proceedings of the assembly, respecting the fundamental rights of each shareholder to request clarification about any argument in discussion, to express their own opinion and formulate proposals.

6.3 Board of Directors

The strategic functions and organisational structure are the responsibility of the Board of Directors, including the verification of the existence of necessary controls for monitoring the management performance.

The directors of the Company must:

- take an active role in their positions, allowing the Company to benefit from their competence;
- continually participate in the meetings of the Board of Directors;
- denounce any situation in which they might act out of their own interest or for third parties that involve them, abstaining in the presence of such instances from taking part in the deliberation process of the Board of Directors;
- keep secret documents and information acquired during the execution of their duties;
- always put the interests of the Company first before those of the shareholder.

The Board of Directors is composed of members such as to guarantee that, in number and authority, their judgement has a significant effect on the taking of board decisions.

The directors bring their specific experience and knowledge to the board discussions, in a way that favours an examination of the arguments debated according to different points of view, and the subsequent decision has been much meditated upon, and is knowledgeably aligned with the Company's interests.

6.4 The President of the Board of Directors

The President of the Board of Directors:

- foresees the convocation of the meetings, guaranteeing that the members of the Board of Directors are supplied with the correct documentation and information with the just anticipation necessary for the Board of Directors to be able to knowledgeably express its views on the matters submitted to them for their examination and approval , except in cases of necessity and urgency;
- co-ordinates the activity of the Board of Directors and chairs the meetings;
- verifies the enactment of the board decisions;
- presides over the shareholder Assembly and has legal powers of representation for the Company;
- takes part in the formulation of the Company strategy, agreed with the Managing Director and in conformity with the prerogatives recognised on the matter by the latter by the Board of Directors.

6.5 Board of Auditors

The procedure for the nomination of the board of auditors is completely transparent. In particular, the lists of candidates are available in the headquarters of the Company (accompanied by exhaustive information regarding the personal and professional characteristics and the positions held) and are published in the national press and on the website at least ten days before the date fixed for the assembly.

6.6 The Auditing Company

In order to guarantee the complete independence of judgement by the company encharged to carry out the audit of the balance sheet, possible consultancy commissions to be entrusted to the same auditing company or relating network must be authorised each time by the Managing Director.

6.7 Financial Communication

The Company pursue its own mission ensuring, at the same time, complete transparency in the choices taken; for this reason, it has retained the adoption of a Model of Organisation and Management ex D. Lgs. 231/01 opportune to guarantee the correctness and truthfulness of the company communications (balance sheets, periodic reports, informative prospectuses, etc.) and to prevent the committing of company crime such as balance sheet fraud, stock manipulation, false information etc.

In addition, the Company provides all the necessary information so that the decisions of the investors can be taken in full awareness of the situation.

All financial communication by the Company is characterised not only by the respect of the laws in force, but also for its comprehensibility, exhaustive nature, promptness and symmetry of information towards all investors and financial analysts. For this reason, via internet one can view the balance sheet, the obligatory periodical reports, presentations and press releases.

The collaborators of the Company avoid behaviour that can constitute *insider trading*, also by third parties.

The members of the Board of Directors, the auditors, the department managers, the department heads, the members of the auditing company, and – more generally – all those who have access to information that is not available to the public and that could influence the share price cannot use said information for the purchase and sale of Company shares or for companies quoted and whose business trend could be influenced by the Company.

6.8 Valorisation of the shareholder investment

The Company operates so that the economic/financial performance is such as to safeguard and increase the value of the company, aiming at adequately remunerating the risk that the shareholder assumes by investing his/her own capital.

7. Criteria of conduct towards the environment

The Company contributes in a constructive manner to the protection of the environment in all its activities, in consideration of the rights of future generations.

The strategy and operative management of the Company is directed towards principles of sustainable development, with continual attention so that the development of its activities is effected in respect of the environment and public health, in conformity with the national and international directives on the matter. The environment is a primary asset that the Company undertakes to safeguard; for this reason, it programmes its activity based on a balance between economical concerns and essential environmental considerations. The Company therefore undertakes to improve the environmental impact and effect on the landscape of its activity, besides avoiding the risks for the population and the environment not only in respect of the laws in force, but also taking into account the development of scientific research and the most knowledgeable experience in the field.

The Company is aware of the fact that the environment represents a competitive advantage in an ever widening and ever more demanding market in the field of quality and behaviour.

The Company strategy is aimed at investment and business activity that satisfies the principles of sustainable development; in particular:

- to destine a significant share of the investments in the production of recyclable energy;
- in the field of authoritative organs and national and international programmes, to promote activity and behaviour that regard the variable environment as strategic;
- The Company promotes the following initiatives on environmental policy:
 - Voluntary Agreements with environmental institutions and associations and those of this category;
 - Activity of increasing the awareness and environmental training for its collaborators, aimed at the divulging internally of the initiative and at increasing the competence and professionalism of the employees;
 - programmes for the clients concerning the rational use of energy .

8. Criteria of conduct towards other parties

8.1 Collectivity

The Company is aware of the effects, even indirect, that its activity can have on the economic and social development and on the general wellbeing of the collective group, in addition to the importance of being socially accepted by the community in which it operates. For this reason, its objective is to carry out every activity in respect of the local and national community and to sustain initiatives with a cultural and social value in order to improve its own reputation and be socially acceptable.

8.2 Public Administration, Institutions and Authorities

The undertaking of commitments with Public Administration, Institutions and Authorities (es. Authority for Electrical Energy and Gas, Antitrust, Guarantors for Privacy, etc.) is reserved exclusively to the company department encharged and authorised as such, respecting very rigorous observance of the provisions of law and the regulations applicable and in no way compromising the integrity and the reputation of the Company. For this reason it is necessary that documentation relative to contracts with Public Administration is kept and stored.

The relationships with the control bodies of the free market for energy are designed to be transparent and collaborate constructively. Based on these principles, the Company neither denies, nor hides, nor manipulates or delays any information required by the Authorities and other control bodies to execute their investigative audits, and co-operates actively in the course of the investigative procedure.

The employees or representatives of the Company must offer no promises to public officials, employees in general of the Public Administration or of other Public institutions, of the offer of money, goods or other utilities of a varying kind in order to obtain and favour their own interests or those of the Company, or also to compensate or repay an act of office, neither for the execution of an act contrary to the duties of the office.

In the course of a business deal, request or commercial relationship with the Public Administration, there must not be the examination nor the proposed opportunity of employment and/or commercial gain that can advantage the employee of the Public Administration personally; neither must confidential information be solicited or obtained which can compromise the integrity or reputation of either party.

Acts of commercial courtesy, such as gifts or forms of hospitality or any other form of benefit, are permitted only if they are of modest value and are such as to not compromise the integrity and reputation of the parties concerned and cannot be construed, by an impartial third party observer, as an act designed to obtain an advantage or favour in an improper way. In any case, such acts must always be authorised and suitably documented.

Any direct activity or activity through another person, aimed at influencing the independent judgement or ensuring any advantage for the Company is forbidden.

Any employee who directly or indirectly receives a proposal of benefiting form a public functionary, employee in general of the Public Administration or other Public Institution, must immediately inform the fact to the Supervisory Body, in the case of an employee, or to the proper organ of company reference in the case of a third party.

In the instances where the Company voluntarily aims to stipulate agreements with local Administration, compensated and/or in the area of concessions, it undertakes to determine the amount payable based on the principles of equity.

8.3 Political Parties, union bodies and associations

The manager of the department has the faculty to forward contributions to political parties, commissions, public organisations or political candidates as long as they are in conformity to the laws in force, and for this reason, it is their duty to keep the relative documentation. Any direct or indirect influence on the political representative is to be abstained from (for example, by means of concessions made by the Company, acceptance of recommendations for hire, consultancy contracts etc).

8.4 Contributions and sponsorship

The activity of sponsorship which can regard social initiatives, the environment, sport, theatre and art, are only performed for the events of a certain nature and quality which are organised nationally, or involve a notable number of citizens and for which The Company can co-operate on the planning, so as to guarantee their originality and efficiency.

In any case, when choosing those events for sponsoring, The Company pays particular attention to any possible conflict of interest whether to a person or the Company itself.

The Company favours and in certain cases, offers support to social and cultural initiatives also through contributions made to foundations which work in the field of the promotion of the individual and the improvement of the quality of life. Said contributions must be issued in a way that rigorously conforms to the law and the regulations in force and must be suitably documented.

8.5 Gifts, presents and benefits

No form of gift that can constitute an excess of normal business practice or courtesy is permitted, or one which is however aimed at acquiring preferential treatment in dealing with the Company in any connected activity. In particular, all forms of gift to Italian or foreign public functionaries, auditors, counsellors to the Company and its subsidiaries, mayors or their families, that can influence the independent judgement or lead to the guarantee of an advantage are forbidden.

It is to be noted that for "gift" one intends any type of benefit (free participation at a convention, promises of a job offer, etc).

The gift should be characterised by the fact that it aims to promote the *brand image* of the Company.

The gifts offered – except those of a modest value – must be adequately documented in order to permit their control and must be authorised by the department head, whose duty it is to inform the Supervisory Body of such existence.

Said norm, which foresees no other interpretation neither in those countries where it is common practice to offer valuable gifts to commercial partners, concerns both gifts promised or proposed as well as those actually received.

The Company collaborators that receive gifts or benefits that are not within the bounds of what is permitted, are obliged according to the established procedure, to inform the Supervisory Body of the fact, which will in turn, assess the suitability of such gift and inform the recipient of the decision of the Company on the matter.

9. Communication and training

Internal and external *stakeholders* are made aware of The Code of Ethics by means of a purposely structured communication activity (for example, the consignment of a copy of the Code of Ethics to all collaborators, sections published on the website, insertion of an informative note regarding the adoption of the Code of Ethics in all contracts, etc).

In order to ensure the correct comprehension of the Code of Ethics by all Company collaborators, and based also on the indications of the Supervisory Body, a training programme will be planned aimed at improving the knowledge of the principles and ethical norms (for further information, see the chapter Training and Information in the General Section).

10. Violation of the Code of Ethics

The observance of the Code of Ethics must be considered as an essential part of the contractual obligations that the employees undertake as in the provisions of art. 2104 of the Civil Code. Violations of the norms of the Code of Ethics will be deemed as non-compliance with the primary obligations of the employment contract or an act of disciplinary misconduct, as under the procedure foreseen by art. 7 of the Employment Statute, and will incur the consequences of the Law, also with regards to the retention of the employment, and will and will include compensation for damages as foreseen by the said laws.

For all other *stakeholders* with which the Company has contractual relationships, the violation of the norms of the Code of Ethics will be deemed as non-compliance with the contractual obligations and will be forfeit to the legal consequences, also in terms of termination of the contract and/or commission, and will be subject to the laws governing the compensation of damages as foreseen.

The Company undertakes to provide and issue, coherently, impartially and uniformly, sanctions proportioned to the respective violation of the Code of Ethics and in conformity with the laws in force on the matter of the regulation of the employment contract.

11. Final Considerations

The current Code of Ethics is a fundamental part of the Model of Organisation and Management ex D.Lgs. 231/01, and as such the process for its approval and updating is governed by the regulations as in paragraph 2.3 of the "General Section" of said model.