

# Conbipel

## **Code of Conduct and Corporate Responsibility**

# Conbipel

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# Conbipel

## **1 Foreword**

Conbipel S.p.A. ("Conbipel" or the "Company") is one of the leading companies in Italy in the retail sale of clothing and clothing accessories.

Quality, attention to customer needs, meticulous research and value of people are the values that inspire the culture of Conbipel and characterise how it operates.

The Company therefore feels the need to reaffirm its corporate culture and to underline the values in which it has always believed, recognised and wishes to share both internally and externally. It is with this in mind that the Conbipel "Code of Conduct" is drawn up and distributed.

## **2 Introduction**

The Code of Conduct expresses the Company's ethical principles and the rules of conduct aimed at preventing the commission of offences and, more generally, the adoption of behaviours contrary to the values that Conbipel wishes to promote.

The Code of Conduct forms an essential and functional part of the Organisational Model that the Company has adopted, pursuant to Legislative Decree 231/2001 and in accordance with Confindustria Guidelines, in order to prevent the commission of the offences set out in that Decree.

The principles and rules contained herein supplement the laws, regulations, statutes and contractual provisions that govern the operation of corporate bodies and the rights and duties of the persons to whom the Code applies.

## **3 General principles**

Conbipel recognises the importance of ethical/social responsibility in the conduct of company affairs and activities and is committed to respecting the legitimate interests of its Stakeholders and of the community in which it operates.

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Stakeholders are those who make investments connected with the Company's activities, i.e. shareholders and, therefore, directors, employees, colleagues, customers, suppliers and business partners.

In a broader sense, Stakeholders are also individuals or groups whose interests are affected directly and indirectly by Conbipel's activities.

At the same time, the Company expects its colleagues to comply with the company rules, with the principles laid down in the Code of Conduct and with the highest ethical standards as well as with all applicable laws.

The Code of Conduct is published to prevent the commission of unlawful acts and to promote:

1. honest and ethical conduct on the part of colleagues (including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships);
2. conformity with laws, rules and regulations in force;
3. the immediate internal reporting of any breaches of laws, rules and regulations as well as of the Code of Conduct itself;
4. responsibility for compliance with the Code of Conduct.

The rules set out in the Code of Conduct, which in some cases may be stricter than the legal requirements, are designed to protect the Company's integrity and to ensure that Persons to whom the Copy applies conduct themselves in accordance with the laws and regulations of any country in which Conbipel operates (or with which it interacts).

## **4 Scope of application**

This Code of Conduct applies to Conbipel and is binding with respect to the behaviours of its colleagues, whether they be directors, employees or those who work with the Company on the basis of a permanent or temporary contractual relationship and at any level of the organisation. The above persons are hereinafter defined as "Persons to whom the Code applies".

Furthermore, the Company requires all associate or subsidiary companies and major suppliers to conduct themselves in line with the general principles laid down in the Code of Conduct.

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Members of the Company's Board of Directors are required to observe the principles of the Code of Conduct (i) in setting the Company's objectives, (ii) in proposing investments and (iii) in carrying out projects as well as (iv) in any decision or action relating to the management of the Company.

Managers must, in carrying out management activities, abide by the same principles, both internally within the Company, thus strengthening cohesion and a spirit of mutual cooperation, and externally towards third parties who come into contact with the Company.

## **5 Ethical criteria and declaration of intent**

A description is given below of the key ethical criteria regarded by the Company as being essential to the correct operation of Conbipel and to protecting its reliability and reputation.

### *a. Legality*

In carrying out its activities and in relationships of any kind and nature, Conbipel acts in accordance with the applicable laws and regulations in force and with the Code of Conduct and with internal procedures.

Under no circumstances can the alleged pursuit of the Company's interest or benefit justify actions not in line with a policy of honest and lawful conduct. Conbipel affirms that the violation of the law cannot under any circumstances and for any reason constitute a personal interest or a means of achieving a personal benefit.

### *b. Impartiality*

The Company avoids any form of discrimination based on sex, race, class, nationality, language, religion, political and philosophical opinions, political or union affiliation or association, state of health and disability and age, except as provided by the laws in force.

### *c. Propriety*

Without prejudice to any laws and contractual provisions, Persons to whom this Code applies must act with maximum propriety and avoid all situations in which they may, actually or potentially, find themselves in a conflict of interests with the Company.

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## *d. Confidentiality*

Conbipel ensures that information in its possession will remain confidential and will not process confidential information, except where express and informed consent is given, in accordance with current laws.

Persons to whom the Code applies must not use or disclose confidential information for purposes unconnected with the performance of their own work-related duties.

## *e. Relationships with supervisory bodies*

Relationships with supervisory bodies are based on principles of transparency, completeness, truthfulness and correctness of information.

Information which must be reported to the supervisory bodies in accordance with current legislation must not be concealed or distorted.

## *f. Relationships with shareholders*

Shareholders need all the relevant information available in order to guide them in their investment decisions and in the making of company resolutions.

Conbipel creates the conditions so that there is widespread and informed participation of shareholders in decisions within their remit. It promotes equality of information and also protects the interests of the Company and of all shareholders from actions brought by coalitions of shareholders aimed at exerting their own private interests.

## *g. Growth in shareholder investment*

Conbipel works hard to ensure that the economic/financial performance of the Company is such that its value is safeguarded and increased, in order to adequately remunerate the risk that shareholders assume in investing their capital.

## *h. Value of colleagues*

Conbipel's colleagues are a vital factor in securing the success of the Company. For this reason, the Company protects and promotes the value of its colleagues, in order to maximise their level of satisfaction and to increase their set of skills possessed.

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Therefore, in managing connections which require the establishment of legal relationships, the Company requires that authority must be exercised fairly and correctly, prohibiting any behaviour that may in any way harm the colleague's personal dignity and professionalism.

## *i. Personal integrity*

The Company guarantees the physical and moral integrity of its colleagues as well as working conditions that are respectful of individual dignity and healthy and safe working environments.

To that end, the Company will not tolerate any demands or threats aimed at encouraging colleagues to act in a manner contrary to the law and to the Code of Conduct or to behave in a way that is harmful to the moral and personal beliefs and preferences of each person.

## *l. Transparency and completeness of information*

The Company's colleagues are required to provide complete, transparent, understandable and accurate information so that, in building relations with the Company, Stakeholders are able to take independent decisions with full knowledge of the interests involved, the alternatives and the major consequences.

## *m. Quality of services*

The Company works to achieve customer satisfaction and customer protection in all of its activities and also seeks the appreciation of the community in which it operates. For this reason, Conbipel carries out its activities according to high quality standards.

## *n. Community responsibility*

Conbipel is aware of the influence, both directly and indirectly, that its activities can have on community conditions, on economic and social development and on the general well-being of the community, as well as the importance of the social acceptance of the community in which it operates.

For this reason, the Company intends to carry out its activities with respect for the universal rights of man, in an eco-sustainable manner, with respect for local and national communities, and to support cultural and social initiatives in order to improve its social reputation and acceptance.

## *o. Environmental protection*

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Conbipel has always considered the environment to be a vitally important asset and is committed to protecting the environment. To that end, the Company plans its activities by seeking a balance between economic initiatives and important ecological concerns, so as to consider the rights of future generations.

The Company is therefore committed to improving eco-sustainable mobility and to preventing risks to the population and to the environment not only in accordance with current legislation but also taking into account developments in scientific research and best experiences.

## *p. Fair competition*

Conbipel believes in safeguarding the principles of competition and market freedom and conducts company activities in line with those principles.

## **6 Principles and criteria of conduct**

### **6.1 Compliance with laws**

Conbipel considers compliance with national and international laws to be a compulsory and essential requirement for its actions.

In carrying out their respective activities, Persons to whom the Code applies must abide by the principles of legality, fairness, propriety and transparency laid down in Italian law, with regard to the aim of preventing the offences set out in Legislative Decree 231/2001. They must therefore act in strict compliance with the law, with the articles of association and with internal procedures.

In particular, the Company carries out its company activities both fairly and with full respect for the principles of competition law.

Under no circumstances can the pursuit of an interest or benefit, either directly or indirectly, for the Company justify conduct in breach of those principles, rules and procedures.

### **6.2 Conflict of interest**

A conflict of interests arises when there is a potential interference between personal interests and the ability to exercise an objective judgement and to carry out work in the Company's interest.

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Persons to whom the Code applies are required to avoid conflicts of interests and to remove themselves from situations that present a potential conflict of interest.

Conflicts of interest include, but are not limited to, the following situations:

1. open or concealed interest of a colleague in activities of suppliers, customers and competitors;
2. the exploitation of one's functional position to achieve interests that conflict with those of the Company;
3. the use of information acquired in carrying out work-related activities for one's own benefit or for that of third parties and nonetheless in conflict with the Company's interests;
4. the carrying out of work-related activities of any kind - labour or intellectual tasks - for customers, suppliers, competitors and/or third parties in conflict with the Company's interests.

Without prejudice to any laws and contractual provisions, Persons to whom the Code applies must avoid all situations in which they could, actually or potentially, find themselves in a conflict of interest with the Company. They must disclose, in their respective operational areas, any personal or third party interest that they have in a specific operation of the Company, by notifying the Supervisory Body and must refrain from obtaining personal benefits in carrying out their respective activities.

## **6.3 Confidentiality**

The Company safeguards the principle of confidentiality of any data, information and details about its activities and ensures that this principle is also respected and observed by its colleagues.

In order to safeguard the technical, financial, legal, administrative and managerial know-how of staff, Persons to whom the Code applies are required, without prejudice to any laws and contractual provisions, not to disclose information "not in the public domain" which they come to learn about and are required to use such information exclusively for purposes strictly connected to the performance of their duties.

In that regard, all colleagues must:

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1. only acquire and process data which are necessary and directly related to their duties;
2. keep data in such a way as to prevent external parties from learning about such data;
3. communicate and disclose data in accordance with the identified procedures or with prior authorisation from the appointed person;
4. determine the confidential and restricted nature of information, in accordance with the specifications laid down in the respective procedures, including computer procedures;
5. ensure that there are no confidentiality restrictions arising from relations of any kind with third parties.

The Company requires the third parties with which it wishes to communicate confidential information to sign specific non-disclosure agreements.

## **6.4 Rules of fair competition**

In line with its strategy, the Company competes actively, independently and fairly in accordance with all applicable anti-trust and competition laws and without any anti-competitive agreements or contracts with other companies.

Persons to whom the Code applies must not therefore enter into formal or informal agreements with competitors to fix prices, manipulate or divide the market or customers, boycott customers or try to unfairly monopolise the relevant (geographic or product) market or assume commitments under other documents or agreements that limit or place restrictions on competition.

## **6.5 Financial reporting**

All transactions and operations carried out must be reflected in adequate accounting entries and it must be possible to verify the respective decision-making, authorisation and execution process.

For each operation, there must also be adequate documentary support so that it is at all times possible to carry out checks on the characteristics and motivations for that operation and to identify who authorised, carried out, recorded and checked the operation in question.

It is not permitted to make false or misleading records in company books or registers for any reason nor it is permitted to conceal or omit to record any fund or asset belonging to Conbipel.

## **6.6 Money laundering**

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Persons to whom the Code applies are prohibited from carrying out or from being in any way involved in activities involving the laundering (i.e. the acceptance and handling) of proceeds of criminal activities in any way or form.

Persons to whom the Code applies must make prior checks on commercial partners and suppliers, based on the information available, including financial information, in order to verify their respectability and the legitimacy of their activities before entering into any business relationship with the latter.

## **6.7 Insider Trading**

If non-public information is known about the Company or any other company, including contractors, suppliers or commercial partners, it is prohibited to sell (directly or indirectly) or to suggest that others sell securities of that company.

Examples of material non-public information include:

- annual or quarterly financial results
- financial forecasts
- significant financial or commercial developments
- possible mergers, joint ventures or cases of asset stripping
- significant product developments

These prohibitions remain in place for the entire period of time in which the known information remains material and non-public.

## **6.8 Terrorism and financing of subversion**

In relation to the activities of its employees, colleagues and external consultants, Conbipel:

1. prohibits the promotion, establishment, organisation, management, financing, directly or indirectly, of associations aimed at creating internal terrorist organisations or organisations seeking to commit acts of violence on people or property for terrorist purposes;
2. prohibits the granting of refuge or the provision of hospitality, means of transport and/or communication tools to individuals who participate in associations promoting terrorism or subversion of public order.

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## **6.9 Corporate Governance**

Conbipel creates the conditions for widespread and informed participation of shareholders in decisions within their remit.

The system of corporate governance adopted by Conbipel is compliant with law and is aimed at:

- ensuring the legality of management activities;
- monitoring risks;
- achieving maximum transparency in dealings with Stakeholders;
- meeting the legitimate expectations of shareholders;
- avoiding any kind of operation that is harmful to creditors and other Stakeholders.

## **7 Human resources**

### **7.1 Protection of human resources**

Human resources are vitally important for the existence and development of Conbipel, which considers the professionalism and commitment of employees and colleagues to be essential values in achieving its objectives.

Conbipel respects and protects the dignity, health, safety and privacy of its employees and colleagues and informs them, at the time of recruitment and following changes in production processes, about their rights as well as the risks that they may face in carrying out their work-related duties.

The Company protects, in particular, the physical and moral integrity of its employees and colleagues, by ensuring working conditions that are respectful of individual dignity, in accordance with current laws on the health and safety of workers.

Conbipel checks to ensure the absence of acts of violence or of psychological coercion as well as any attitude or behaviour that is harmful to individual dignity.

### **7.2 Impartiality and equal opportunities**

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One of the fundamental principles in creating a positive working environment is cooperation between those who work at (and with) the Company.

Conbipel is committed to ensuring a constructive and dynamic working environment that supports the heterogeneous mix of people and their talents, opinions and viewpoints, guaranteeing equal opportunity for all on the basis of principles of impartiality.

The Company is committed to avoiding any form of discrimination based on sexual gender, race, class, nationality, language, religion, political and philosophical opinions, political or union affiliation and association, state of health and disability and age.

This commitment applies to all aspects of the employment relationship, including recruitment, training, allocation of work, promotion, transfers and termination of the employment relationship.

## **7.3 Positive working environment**

Conbipel is committed to ensuring a positive and productive working environment for all colleagues and to ensuring equal treatment and equal dignity and respect for all employees.

The Company supports and respects the rights of the person in accordance with the UN's Universal Declaration of Human Rights.

The Company will not tolerate demands or threats aimed at encouraging colleagues to disregard current laws, rules and regulations as well as the articles of association, internal procedures and the Code of Conduct. Any behaviour that threatens the safety of people or property or which is potentially violent must be reported immediately.

The behaviour of each Person to whom the Code applies conforms to the principles of legality, fairness, propriety, transparency and professionalism laid down in Italian law and is based on compliance with the rules of the Code of Conduct, the laws and contractual provisions governing the employment relationship with the Company as well as company procedures.

Persons to whom the Code applies must not adopt behaviours or make statements that may harm Conbipel's image or identity.

## **7.4 Practices for a healthy and safe environment**

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Conbipel guarantees a healthy and safe working environment for its colleagues, one which is respectful to the environment and which is compliant with the laws governing the protection of worker safety and environmental protection.

Persons to whom the Code applies must pay maximum attention to the prevention of hazards in order to avoid personal injuries and accidents.

Persons to whom the Code applies are responsible for observing all health and safety rules and practices relevant to their work. They are also responsible for taking all the necessary precautions to protect themselves and their colleagues, including appropriate clothing and protective equipment - where necessary - as well as reporting immediately any accidents, personal injuries and unsafe working practices to the person responsible for safety, prevention and protection.

In addition, Conbipel is committed to avoiding any adverse impact on the environment and on the communities in which it operates, by promoting ecological sustainability in all its activities, so as to respect the rights of future generations.

The Company constantly assesses the environmental consequences of its activities and pays continual attention to ensuring that these activities are carried out not only in accordance with the relevant national and international directives but also with respect for the environment and public health.

## **7.5 Relationships with employees and colleagues**

In selecting employees and colleagues, Conbipel must not adopt discriminatory behaviours and must assess candidates on their merits, skills and professionalism, taking into account actual company needs, including those relating to company safety and the fiduciary relationship with its employees and colleagues.

Conbipel protects and promotes the training of its employees and colleagues, in order to enrich their experience and their professional and cultural knowledge. Staff development and training is based on the principle of equal opportunities and on the recognition of each person's professional capabilities, skills and achievements.

In entering into contracts with employees and colleagues, Conbipel abides by the rules laid down by applicable laws and in current collective bargaining agreements.

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In terms of managing relations with employees and colleagues, the Company recognises and protects all the rights that they enjoy, taking account of their position of subordination with respect to managerial, organisational and hierarchical power.

Conbipel also checks to ensure that nobody behaves in such a way as to induce or force employees and colleagues, directly or indirectly, to act in a manner contrary to the law, the articles of association, the Code of Conduct or company procedures.

## **8 Asset protection**

### **8.1 Company resources**

The effective use of company resources is a critical factor for the Company's well-being. Conbipel uses resources and technologies for legitimate commercial activities and in order to support a professional and positive climate.

Persons to whom the Code applies are required to use company assets, vehicles and resources in accordance with their intended use and in order to ensure that they remain in good condition and working order.

In using company assets, vehicles and resources, Persons to whom the Code applies are required to adopt responsible behaviours in line with the operating procedures established to govern the use thereof.

Persons to whom the Code applies are responsible for the assets, vehicles and resources entrusted to them and are required to inform their superiors immediately if they are used in a manner contrary to their intended purpose.

### **8.2 Intellectual property**

Persons to whom the Code applies are required to safeguard the Company's intellectual property by only using it in the manner provided for in the relevant laws and preventing the use or distribution thereof to third parties without the prior authorisation of their superior.

Ideas and artistic creations developed by Persons to whom the Code applies in connection with commercial, research, development, design or production activities are understood to be the property of Conbipel.

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## **8.3 Confidential information**

The Company's confidential information is vitally important for the success of Conbipel. This includes financial, corporate and technical information, both oral and written, about the Company, its products, suppliers and customers which is: a. classified as secret or confidential; b. not known to the public or to competitors and which provide the Company with a competitive advantage.

Persons to whom the Code applies are not permitted to use or disclose confidential information about the Company or its customers, offices, finances, commercial negotiations, projects and products. This obviously excludes cases where such disclosure is required by law or is expressly provided for by specific contractual agreements.

Persons to whom the Code applies must take great care with documents containing confidential information. They must not leave them visible on desks or dispose of them without previously shredding them and, more generally, must not discuss confidential information in public places.

## **8.4 Misappropriation of Company property**

It is not permitted to appropriate property belonging to the Company (or to third parties working with the latter) for personal use. It is likewise prohibited to charge personal expenses to the Company, with the exception of the expenses permitted under approved fringe benefit rules.

All Conbipel property, including material produced by Persons to whom the Code applies and confidential information, must be returned at the same time as the employment relationship terminates.

## **8.5 Use of Conbipel software**

It is not permitted to acquire, copy or make unauthorised use of Conbipel or third party software. Software must only be used on the basis of the terms of the respective license agreement.

Unless otherwise specified in the license, Persons to whom the Code cannot make or distribute copies of software or documentation to be used internally in the Company or for other purposes or for their personal use or the use of others, including customers and family members.

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Software used by or on behalf of the Company or otherwise present on computers owned by the Company must be acquired through the channels defined by approved company procedures. It is not permitted to introduce into the Company software that comes from unauthorised sources, including software downloaded from the Internet or which is not distributed under license.

## **8.6 Use of electronic devices**

Electronic devices belonging to the Company and electronic services supplied must be used for work-related activities only. All users of personal computers are required to use the resources in a responsible, professional, ethical and lawful manner.

Systems must not be used so as to interrupt or damage the Company's activities or to breach the applicable rules or laws. Furthermore, data, programs, documents, correspondence (and other files saved or transmitted via electronic devices) are the property of Conbipel and must be safeguarded with the same care and attention as paper documents.

The conditions, limits and terms of use of the Company's computer resources and software are laid down in special organisational provisions by which Persons to whom the Code applies are bound.

## **9 Quality and safety at work**

Conbipel's success depends on customer confidence and satisfaction. Conbipel is committed to providing products that offer value and to maintain customer confidence in its products on the basis of their quality, reliability and safety.

The Company's commitment to quality, value and safety is essential for its continued growth and success.

Conbipel clearly explains and makes known, through internal regulations on safety at work and through training and publication of existing procedures, the principles and basic criteria on the basis of which decisions, of any kind and at any level, about health and safety at work are taken.

To that end the Company makes every effort to ensure that it can:

1. avoid or, at least, combat risks;
2. evaluate the risks which cannot be avoided;

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3. adapt the work to the individual, especially as regards the tailoring of jobs and the choice of working and production methods, with a view to alleviating monotonous and repetitive work and reducing their effects on health;
4. adapt to technical progress;
5. replace the dangerous by the non-dangerous or the less dangerous;
6. take prevention measures in a way that considers technical factors, the organisation of work, working conditions and the importance of interpersonal relationships;
7. give collective protective measures priority over individual protective measures;
8. give appropriate instructions to employees.

These principles are used by the Company to evaluate the measures necessary to protect the health and safety of workers, including activities for the prevention of occupational hazards, information and training activities, and the preparation of the necessary organisational structure and means.

## **10 Relationships with third parties**

### **10.1 Bribery and extortion**

Conbipel is committed to implementing the necessary measures to prevent and combat bribery and extortion.

In accordance with the principles of legality, fairness, propriety and transparency laid down in Italian law, it is prohibited for Persons to whom the Code applies to make or promise gifts of money or other benefit, directly or indirectly, to third parties in order to unfairly promote or favour the interests of the Company or of third parties and to accept for themselves or for others the promise or the giving of sums of money or other benefit in order to unfairly promote or favour the interests of third parties.

It is only permitted to give or accept gifts in kind and/or of a modest value, not aimed at obtaining favourable treatment, corresponding to promotional activities or to acts of hospitality and courtesy, in accordance with internal procedures.

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## **10.2 Relationships with Public Authorities and other significant parties**

Relationships between corporate office holders, employees and colleagues, on the one hand, and, on the other hand, Public Authorities, both Italian and from another State, Community Institutions, International Organisations, Bodies and Agencies and, in general, public officials and public service officers must always be based on the principles of legality, fairness, propriety and transparency laid down in Italian law, with a view to the prevention of the offences set out in Legislative Decree 231/2001.

In order to guarantee maximum transparency, Conbipel also undertakes to avoid gaining any form of unfair advantage from any personal or family relationship with Public Authority officials and other significant parties.

It is prohibited for Persons to whom the Code applies to make or promise gifts of money or other benefit to Public Authority officials or employees and to other significant parties, directly or indirectly, in order to unfairly promote or favour the interests of the Company. It is only permitted to make gifts of a symbolic nature or of a modest value, corresponding to promotional activities or to acts of courtesy, in accordance with internal procedures.

In particular, it is forbidden for Persons to whom the Code applies to:

1. promise or give money or other benefit or present untruthful statements or certificates of requirements or engage in tricks or schemes in order to unfairly obtain the granting of concessions, licences, authorisations, grants, payments, loans, contribution, social security or welfare allowances or other measures on the part of the Public Authorities or other significant parties;
2. prevent or obstruct the performance of inspections and supervisory duties on the part of the Public Authorities or other significant parties;
3. engage in fraudulent, misleading or unfair behaviours that may mislead the Public Authorities or other significant parties, during or after public and open tendering procedures and other negotiating activities.

As regards the production of laws, regulations and administrative provisions, in the areas of interest to the Company, Conbipel will, in each case, act correctly and transparently, avoiding

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any collusion or coercion in dealing with the bodies, organs and individuals appointed to carry out those activities.

The Company's relationships with all Authorities that carry out inspection, supervisory, regulatory and guarantee functions are on full and active cooperation and the Company agrees to provide, in a timely manner, any information requested by the latter in the course of their investigatory activities and to comply with the measures issued.

## **10.3 Relationships with Political Parties, Trade Unions, Associations and other representative bodies**

Conbipel will not make contributions, directly or indirectly, to political parties, committees and movements or their representatives or candidates. It will also not exert any form of pressure aimed at obtaining unjust favours or preferential treatment.

In the same way, the Company prohibits the making of contributions, directly or indirectly, to trade unions or to associations and other representative bodies of community or popular interests, in order to influence their conduct (as part of judicial proceedings against it or to prevent any challenges to its initiatives and activities).

It is permitted for the Company to contribute to the activity of political parties, organisations and associations and other representative bodies, including by means of granting financial resources, exclusively (i) in the cases and under the conditions laid down by law and (ii) under specific and clearly identified projects and initiatives, (iii) in observance of precise criteria of conduct, such as (a) the clear and documentable allocation of resources and (b) the express authorisation of the administrative body.

## **10.4 Relationships with the media**

The Company recognises that the media have an important role in the process of information transfer. For that reason it manages relations with its stakeholders on the basis of the principle of transparency.

Conbipel undertakes to constantly inform the parties involved, directly or indirectly, in its activities.

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As well as regularly publishing the financial statements as required by law, the Company undertakes to make public, either using its own tools or by distributing information to the media, any information that may be useful in gaining an understanding of the activities carried out and future programmes.

Due to the delicate nature of this task, the communication and dissemination of information about the Company's activities is reserved exclusively for the competent units.

It is therefore prohibited for all other people to disseminate information about the Company without prior consent. All staff must also refrain from disseminating false or misleading information that may mislead the outside community.

## **10.5 Sponsorships and patronages. Conferences, exhibitions, fairs and other events**

Sponsorship and patronage activities may relate to meetings, events and initiatives of a sporting, cultural, social, humanitarian or environmental nature or other areas of general interest, provided that they offer a guarantee of seriousness and good quality.

When entering into sponsorship or patronage agreements, Conbipel must at all times act correctly and transparently, avoiding any pressure on the parties concerned.

Arrangements for taking part in conferences, fairs, exhibitions and other events, for or on behalf of the Company, are managed exclusively by the competent company units. The Company checks, in each case, so that the information distributed during such events is truthful, transparent and coherent with company policies.

## **11 Customers, suppliers and consultants**

### **11.1 Customers and clients**

The Company's main objective is to fully satisfy the needs of its customers and clients and to build relationships based on the principles of legality, propriety, fairness and transparency. Relationships with customers and clients are governed by specific contracts, built on maximum clarity and comprehensibility.

Conbipel checks that negotiations and dealings with customers and clients are based on maximum propriety and are conducted in accordance with current laws. It also checks that there

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is constant compliance with the principles and policies of multi-annual framework agreements with customers and clients.

In accordance with the principles of impartiality and equal opportunity, the Company undertakes not to discriminate arbitrarily between its customers, to provide high quality products and services that meet the customer's reasonable expectations and which preserve safety and security, and to abide by the truth in advertising, commercial or other communications

## **11.2 Suppliers and contractors**

In the management of relationships with suppliers and contractors, Conbipel carries out continual analyses and prior assessments of market trends, of the development of current and potential suppliers and contractors, of technical advancements and of the risk of product obsolescence, as well as of the rules and regulations governing the sale of the products concerned.

In selecting and in relationships with suppliers and contractors, Conbipel evaluates, both objectively and consistently with internal procedures and company planning, whether the operation is economically advantageous for the Company, particularly with regard to profitability and liquidity targets, as well as market position, technical expertise and the overall reliability of its partners.

In particular, Conbipel takes account of factors such as:

1. financial strength;
2. experience gained in the sector;
3. proven reliability in relationships with the Company;
4. technical and project resources and capabilities, including on the basis of specific testing of the respective products;
5. production capacity;

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6. the adoption of company systems for monitoring product quality and safety consistent with those required by the Company
7. respect for human rights, in particular children's rights.

Conbipel's main objective is to establish relationships with suppliers and contractors based on the principles of legality, propriety, fairness and transparency.

The Company checks that negotiations and dealings with suppliers and contractors are properly and seriously conducted in accordance with current laws.

Relationships with suppliers and contractors, including financial and other relationships, are governed by specific agreements, which are built on maximum clarity and comprehensibility.

## **11.3 Consultants and intermediaries**

The Company's main objective is to establish relationships with consultants, intermediaries and other suppliers, based on the principles of legality, propriety, fairness and transparency.

In selecting its consultants, intermediaries and other suppliers, the Company adopts criteria of merit, reliability, expertise and professionalism.

Relationships with consultants, intermediaries and other suppliers are governed by specific agreements, built on maximum clarity and comprehensibility.

## **12 Implementation and supervision of compliance with the Code of Conduct**

### **12.1 Duties of the Supervisory Body**

Conbipel adopts specific tools and procedures in order to implement the Code of Conduct and ensure compliance therewith. To that end, the Company entrusts supervisory duties to a Supervisory Body, as identified in the Organisation Model adopted pursuant to Legislative Decree 231/2001.

The following duties, in particular, are assigned to the Supervisory Body:

1. check the application of and compliance with the Code of Conduct, including via the managers of individual company units;

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2. promote and monitor initiatives aimed at disseminating and promoting a correct understanding and knowledge of the Code of Conduct;
3. receive and analyse reported breaches of the Code of Conduct;
4. take decisions about significant breaches of the Code of Conduct and carry out the duties reserved to it under the sanction system;
5. carry out periodic reviews of the Code of Conduct.

For the purposes of this article, managers of individual company units and corporate bodies must provide the Supervisory Body with the necessary cooperation and, where necessary, provide any necessary information.

The Supervisory Body is not given operational duties with respect to company activities or powers of enforcement in relation to those activities.

## **12.2 Communication and training**

The Company recognises the vital importance of clear and effective communication in internal and external relations, insofar as these directly and indirectly influence company development.

The Code of Conduct is brought to the attention of internal and external Stakeholders by means of appropriate communication activities (for example, handing over a copy of the Code of Conduct to all colleagues, dedicated sections on the company intranet, inserting a memo regarding the adoption of the Code of Conduct in all contracts, etc.).

In order to ensure that all colleagues have a correct understanding of the Code of Conduct, the personnel unit prepares and draws up, including on the basis of instructions from the head of the Company's Supervisory Body, a training plan aimed at encouraging an understanding of ethical principles and rules.

Training initiatives may be differentiated according to the role and responsibility of colleagues. In addition, for new recruits, a special initial training programmes is offered.

Conbipel is also responsible for the widespread distribution of the Code of Conduct both internally and externally, providing any necessary support with regard to the interpretation of the provisions contained herein, in order to fully inform clients, suppliers and contractors and all

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other stakeholders, both private and institutional, about the values that it wishes to promote and, in general, the company policy on which this is based.

## **12.3 Reporting by Stakeholders**

All Company Stakeholders may report any breach or suspected breach of the Code of Conduct, in writing or electronically and anonymously, to the Supervisory Body, which will examine the report and possibly listen to the complainant and the person accused of that breach.

The Supervisory Body acts so as to guarantee that anyone reporting a breach will be protected from any kind of retaliation, discrimination or penalisation. The confidentiality of the reporting person's identity is also ensured, without prejudice to legal obligations.

## **12.4 Breaches of the Code of Conduct**

Compliance with the provisions contained in the Code of Conduct are to be regarded as an essential part of the contractual obligations laid down for Company employees, pursuant to Article 2104 and 2106 of the Civil Code and, more generally, for all Persons to whom the Code applies under the contractual relationship in effect.

The Company agrees to lay down and impose, in a consistent, impartial and uniform manner, sanctions proportionate to the respective breaches of the Code of Conduct and consistent with the current provisions governing the regulation of working relationships.

Conbipel also sets up communication channels through which colleagues can report breaches. Alternatively, Persons to whom the Code applies may report, in writing and anonymously, any breach or suspected breach of the Code of Conduct to the Supervisory Body, which will take the appropriate measures, while guaranteeing the necessary confidentiality of that person's identity, without prejudice to legal obligations.

In the event of an established breach of the Code of Conduct, the Supervisory Body will report the breach and any suggestions and/or sanctions deemed necessary to the Chief Executive Officer and, in more serious cases, to the Board of Directors.

In particular, in the event of breaches of the Code of Conduct committed by Persons to whom the Code applies, the relative measures will be adopted and the respective sanctions will be imposed in full compliance with Art. 7 of Law 300 of 20 May 1970, with current legislation and with current collective bargaining agreements.

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Individual breaches subject to sanction and the respective sanctions imposable will be set out in a specific document to be affixed in a place accessible to all, as provided for in the national collective bargaining agreement applied.

Disciplinary action under this Code of Conduct is mandatory in the event of non-compliance with the behavioural rules defined herein.

Breach of the provisions of the Code of Conduct constitutes a breach of the fiduciary duty inherent in the mandate of corporate office holders, with every legal consequence.

Pursuant to Legislative Decree 231/01, the Supervisory Body must be informed about any measure adopted as a consequence of established breaches of this Code of Conduct.

## **13 Entry into force**

This Code of Conduct was adopted by the Board of Directors of Conbipel on 19 November 2010.