



# Organization, Management and Control System

## according to Italian Decree no. 231/2001

### 4.CODE OF ETHICS

#### 4.1 Preamble

The company Cabur S.r.l., in its area of activity and in the management of its business, assumes, as guiding principles, the compliance with the laws in force in the countries where the company operates and with its internal regulations according to laws, honesty, transparency and respect of human dignity.

Furthermore, Cabur S.r.l. seeks to compromise the competitiveness with the observance of the competition reference standards and to promote, in view of social responsibility and environmental protection, the correct and responsible use of resources.

The production' and market share's growth objectives and the target of strengthening the capacities of adding value are sought by ensuring to the structures and to the processes appropriate standards relevant to decision and operation self-confidence, prior to the development of new business, to the efficiency of the criteria of selection and management of business, to the quality of the management systems and classification of risks.

This Code of Ethics has been realized for ensuring that the ethical values of Cabur S.r.l. are clearly defined and representing the basis of the company's culture and the standards of attitude of the whole staff of the company when they are managing activities and company business.

The ethical principles stated in this Code of Ethics are pertaining to the prevention of crimes as per Italian Law Decree 231/2001 and they are an essential element of the preliminary control system.

#### 4.2 Purpose and scope

The Code of Ethics of Cabur S.r.l. shows the general principles and the conduct and behavior rules in which the company recognizes ethical value and with which all subjects must comply.

These subjects are all the Directors, the internal Auditors and the external Auditors appointed for the auditing of the company (hereinafter, for the sake of brevity, respectively called "Directors", "Internal Auditors" and "External Auditors"),

their employees, executives included (hereinafter, for the sake of brevity, called “employees”) and all those who, although external subjects, operate, directly or indirectly, for Cabur S.r.l. (i.e. agents, partners for any reason, advisors, suppliers, trade partners, hereinafter called “third parties addressees”).

The addressees must comply with and, as far as they are concerned, must enforce the principles stated in the Organization, Management and Control System and in the Code of Ethics which is part of it.

Furthermore, the body of rules stated in the Code of Ethics, aligning the corporate attitude to high level ethical standards inspired by correctness and transparency, guarantees the possibility of safeguarding stakeholders’ interests and to preserve the image and the reputation of the company, ensuring, at the same time, an ethical approach to the reference market.

#### **4.3 General principles governing the company’s activity**

Indeed, the company felt the need to come to a complete and clear formalization of the principles having a positive, main and unlimited ethical value. Those principles are the main values which the subjects must observe in order to comply with the Code of Ethics. The aim is to pursue the corporate mission and, generally speaking, the management of the corporate activities.

In particular, the main ethical principles implemented by Cabur S.r.l. are relevant to the following values and areas of activity:

- **The responsibility and adherence to the laws, codes and regulations in force;**
- **The correctness:** the addressees must act properly in order to avoid circumstances of conflict of interests, generically meaning all situations where the pursue of one’s interests are in conflict with the interests and the mission of the company. Furthermore it is not allowed to the employees and directors to take advantages and/or undue profits thanks to the development of their corporate activities;
- **The impartiality:** Cabur S.r.l. rejects and repudiates any discrimination based on sex, nationality, religion, personal and political opinions, age, health and economic conditions of the subjects with whom the company has any kind of relationship, suppliers included. People thinking to have been subject to discrimination can report the facts to the Supervisory Board who will check the real violation of the Code of Ethics;
- **Honesty and Transparency:** these are the main principles for all corporate activities of Cabur S.r.l., for its projects, its products, its balance sheets and its communications and they represent an essential element of the management of the corporate activity;
- **The integrity:** Cabur S.r.l. does not approve nor justify any aggressive and/or threatening action aimed to act against the laws in force – legal ethics included – and/or the Code of Ethics;
- **The cost-effectiveness:** cost conscious management and exploitation of company resources must be pursued in the work always in compliance with the highest quality standards;
- **The loyal competition:** Cabur S.r.l. acknowledges the value of competition when it is inspired by the principles of correctness, loyal competition and transparency towards the operators in the market, undertaking not to damage the image of competitors and their products;

- **The Protection of privacy:** Cabur S.r.l. undertakes to safeguard the addressees' privacy, in compliance with the laws in force, in order to avoid the dissemination of personal data, missing the consent of the interested party. Production and protection of personal data and filing of information and personal data of the employees and of the other parties the company may cooperate with, must be in compliance with specific procedures aimed to guarantee that non-authorized people and bodies would not have access to personal data. These procedures are in compliance with the laws and regulations in force;
- **The spirit of service:** the addressees must direct their behavior – within the limits of their competences and responsibilities – to pursue the corporate mission aimed to supply a service of high social value and benefit for the community which must take advantage of the highest quality standards;
- **The value of human resources:** human resources are recognized as main and inalienable value for the corporate development. Cabur S.r.l. safeguards the professional growth and development in order to increase its know-how in full compliance with the laws and regulations in force relevant to the individual's rights, with a particular attention to the moral and physical integrity of the employees. Cabur S.r.l. engages itself not to support any kind of influence peddling and favoritism, and not to establish any relationship with subjects involved in terrorism. The staff is employed only through regular job contracts as no kind of illegal work can be tolerated. The candidate must be aware about all characteristics relevant to the employment relationship. Pay rises or other incentive plans and the access to high-ranking tasks are linked, in addition to the applicable legislation and the collective employment agreement, also to the individual merits of the employees among which the ability to behave and express management competences in line with the ethical principles of the company, shown on this Code of Ethics.
- **The relationship with the community and environment safeguard:** Cabur S.r.l. undertakes to operate respecting the environment and the people's health, aware about its social and ethical responsibilities towards the communities where it operates and from which it profits.
- **The relationship with local authorities and State institutions:** Cabur S.r.l. pursues the objective of maximum integrity and correctness in the relationships, also in contract, with State institutions and, generally speaking, with the public administration, including the request and/or management of public funds, in order to guarantee the maximum clarity in the institutional relations, due consideration being given to the organizational and the management autonomy of any economic operator. The relations with institutional contact persons are carried out exclusively by specifically designated subjects. If Cabur S.r.l. relies on a consultant or a third party representing itself in the relations with the public administration, these subjects must comply with the procedures valid for the employees; moreover, the company cannot be represented by a third party in the relations with the public administration if there are conflicts of interests, also potential;
- **Relations with international operators:** Cabur S.r.l. undertakes to guarantee that all its existing relations – including the commercial ones – with parties operating on international basis take place in full compliance with law and regulations in force, aimed to avoid criminal offences of transnational nature. In this regard, the company undertakes to adopt all needed cautions to check the reliability of these operators together with the legal origin of funds and means used by them in the relationship with the company. Within its responsibilities, furthermore, Cabur S.r.l. undertakes to cooperate, with correctness and transparency, with the Authorities, also the foreign ones, requesting information or having to perform investigations relevant to the relationships between the company and international operators;

- **The rejection of any kind of terrorism:** Cabur S.r.l. rejects any kind of terrorism and intends to adopt – in its business area – proper measures for preventing the risk of being involved in terroristic events, in order to contribute to the achievement of peace among peoples and democracy. With this aim, the company undertakes not to establish any business relation with subjects, companies or individuals involved in terroristic events and not to finance or support their activities;
- **The protection of the individual:** Cabur S.r.l. acknowledges the need to protect any kind of individual freedom and reject any kind of violence, mainly if intended to limit the individual freedom, and any prostitution event and/or juvenile pornography. The company undertakes to promote, within its activity and among the addressees, the sharing of same principles;
- **Health, work safety and environment protection:** Cabur S.r.l. pursues the goal with commitment and dedication to guarantee health and work safety and environment protection. In this regard, the company adopts the most appropriate measures for avoiding the risks connected to its business and, where not possible, it provides an appropriate evaluation of the existing risks, with the aim of overcoming them at source and of guaranteeing their elimination. Cabur S.r.l. undertakes – within its business activity – to adapt the work to the manpower, including the job conception, the choice of the working facilities, the working and production methods, in particular for weakening the monotonous and repetitive work and for limiting the effects of these jobs on the health.

#### **4.4 Behavior principles and rules**

Cabur S.r.l. has set aside a proper section in the Code of Ethics for behavior principles and rules that must be followed within the business activity, by indicating – for each category of addressees – the behavior rules and the principles to be respected. Cabur S.r.l. undertakes to support and guarantee an appropriate knowledge of the Code of Ethics by divulging it c/o associate people through specific and appropriate communication activity.

For ensuring that anyone can align its behavior to the one described in the Code of Ethics, Cabur S.r.l. will provide an appropriate education training schedule in addition to a continuous awareness of ethical values and principles indicated in the Code of Ethics.

##### *a) Behavior principles and rules for the designated institutional bodies*

The corporate bodies, due to their fundamental role, also if not employed by the company, must follow the forecasts of the Organization, Management and Control System and of the Code of Ethics which is part of it. The appointments of the members of the supervisory boards must be carried out through transparent procedures.

The company's bodies act and resolve in the full knowledge with the view to create value for Cabur S.r.l., in compliance with the lawfulness and correctness principles. In particular, within the company's business, their behavior must be inspired to autonomy, independence and correctness in the relations with all counterparts, both public and private. Contemporarily, their behavior must be responsible and loyal towards the company and they must refrain from acting if there is a conflict of interests. Furthermore, the use of information must be closely restricted as they are aware of such information in relation with their job.

In particular the board of Directors must individually perform its tasks with reliability, expertise and attendance, by allowing then the company to benefit from their competences.

*b) Behavior principles and rules for the employees*

Cabur S.r.l. undertakes to guarantee a working environment where both mutual confidence and respect exist, where everybody feels responsible about the company's reputation and results achieved. The company selects, employs and promotes the staff only on the base of their professionalism required by the position, by promoting the compliance with non-discrimination and equal opportunities principles and rejecting every kind of favoritism or nepotism. The employment relationships are formalized through regular contracts, rejecting any kind of illegal work.

The personnel must tune their behavior, both in the internal relations and towards external counterparts, in compliance with the laws in force, with the principles stated in the Code of Ethics and with the regulations properly indicated, in compliance with the Organization, Management and Control System and the corporate procedures in force.

Generally speaking, the staff of Cabur S.r.l. must avoid to implement, enforce or cooperate to realize conducts which could – also potentially – complement the criminal offences stated in the Italian Decree 231/2001.

Furthermore the personnel is expected to cooperate with the Supervisory Board when checking and monitoring, by supplying the information, the data, the news that they ask for.

Furthermore it is expected that possible violations of the Organization, Management and Control System and/or the Code of Ethics as well as violations of the applicable rules related to particular matters and specific business areas will be reported to the Supervisory Board as summarized below:

- Conflict of interests

The Personnel must avoid to implement or facilitate actions which may originate effective or potential conflicts of interests with the company and must avoid activities which could interfere with the ability to take on neutral decisions aimed to the interest of the company and fully complying with the regulations of this Code of Ethics. In particular, the Personnel cannot have financial interests in a supplier, in a competing company or client and cannot develop working activities which could originate some conflicts of interests.

If it happens that the Personnel has to face a conflict of interests' situation, even if potential, they must report the case to their higher level of management, to the board of Directors, to the Statutory Board of Auditors and to the Supervisory Board, by abstaining from carrying out any action.

Especially, the corporate representatives and the other people having the objective possibility to condition the decisions of the company must definitely avoid to use, also implicitly, their position for influencing decisions, in their own favor or in favor of their relatives, friends and acquaintances for exclusive personal advantages, regardless of their nature.

- Relations with Public Administration

All relations with public officials must be carried out in full compliance with laws and regulations in force and with the Organization, Management and Control System and with the Code of Ethics, in order to ensure lawfulness, transparency and integrity of the corporate work performed.

Here below we indicate the limits within which it is forbidden to the Personnel of the Company to accept, offer or promise, also indirectly, money, gifts, goods, services or favors (also in terms of employment opportunities or through activities – also commercial – which are directly or indirectly attributable to the employee) about relations with public officials in order to influence their decisions, in view of more advantageous treatments or illicit services or whatever purpose, including the carrying out of deeds of their office.

The complimentary gifts to public officials – anyhow public employees – are allowed only when, being of moderate value, they do not compromise in any way the integrity and the independence of the parties and they cannot be considered as an instrument for getting advantages in an irregular way.

In case of investigations or requests of the Public Authority, the personnel is expected to ensure the due cooperation.

Cabur S.r.l. disapproves every behavior which could cause bribery acts. Similarly the employees and the co-workers must report to their management every extortion attempt or official misconduct by a public official with whom they deal or share information.

Cabur S.r.l. do not refund any political contribution, personally paid by employees, directors or any other subject representing them.

- Relations with clients and suppliers

The personnel of Cabur S.r.l. must build their relations with clients and suppliers on the base of maximum correctness and transparency, by keeping in mind the laws governing the performance of the activity and the specific ethical principles on which the corporate activity is based on.

- Obligation of professional updating

While performing their activity on behalf of Cabur S.r.l., the personnel is expected to maintain a high professional quality level. All employees, furthermore, within their professional competences, are expected to update their knowledge continuously.

- Confidentiality

The Personnel must treat with absolute confidentiality – also after the termination of the employment relationship – the data, the news and the information in their possession, by avoiding their circulation or use with speculative purposes for their own or third parties.

The information of a confidential nature can be circulated, within the company, only to those having real need to know them for business purposes.

- Diligence in the use of corporate assets

The Staff must protect and safeguard the values and the assets of the company entrusted to them. The Staff must protect the properties of Cabur S.r.l. in general, by avoiding situations which could affect the integrity and safety of these properties.

Anyhow, the personnel must avoid to use to their own benefit or, in any case, for improper purposes, resources, assets or goods owned by Cabur S.r.l.

- Balance sheet and other corporate documents

The Personnel will have to take particular care in the drawing up of the balance sheet and the other corporate documents.

In this regard, the following must be guaranteed:

- an appropriate cooperation with the departments involved with the drawing up of the corporate documents;
- the completeness, the clarity and the accuracy of data and information supplied;
- the compliance with the compilation principles of the accounting documents, supported by appropriate documentary evidences in order to be in the position to make the auditing whenever needed for certifying the characteristics and the justifications for the operation made and for identifying the authorizing, implementing, recording and checking party.

Finally, in order to avoid to make or receive undue payments, the employees and the co-workers, during all their negotiations, must comply with the following principles regarding the documentation and the filing of the records:

- all payments and other transactions made by or in favor of Cabur S.r.l. must be carefully and entirely recorded in the accounting books and records;
- all payments must be made only to the beneficiaries and for the contract services formalized and/or agreed by Cabur S.r.l.;
- the creation of untrue, incomplete or misleading recordings, the establishment of hidden or unrecorded funds and deposit funds into personal accounts not belonging to Cabur S.r.l. are not allowed;
- funds and resources owned by Cabur S.r.l. cannot be used if not authorized in advance.

- Health and Work Safety

Personnel must take care of health and safety of their own and of other people attending the workplace as the effects of their actions or omissions fall back on them in accordance to the education, the instructions and the means supplied by the employer. Furthermore, the personnel must:

- a) contribute, together with the employer, the directors and the appointed people, to comply with the obligations for the protection of health and work safety ;
- b) follow the regulations and the instructions given by the employer, the executives and the appointed people, aiming to the collective and individual protection;
- c) correctly use the corporate facilities, the corporate vehicles and the safety devices;
- d) appropriately use the protection devices put at their disposal;
- e) immediately report to the employer, to the executive or to the appointed people the deficiencies of equipment and facilities as per letter c) and d), and whatever possible dangerous situation of which they become aware, by directly being proactive, in case of urgency, within the limits of their competences and possibilities and

notwithstanding the obligation at following item f) for eliminating or decreasing the high risk situations, by advising the workers' health and safety representative;

- f) not to remove or change, without authorization, the safety or warning or control devices;
- g) take care of the P.P.E. (personal protection equipment) put at their disposal, without making any change under personal initiative and by reporting possible deficiencies or problems to the employer or to the executive or to the appointed people;
- h) not to make under personal initiative any operation not of their competence i.e. operations which could compromise their own safety or the safe-ty of other workers;
- i) attend the education and training courses managed by the employer;
- j) undergo the medical examination as per regulations in force or, anyhow, arranged by the company doctor.

– Environment background

Cabur S.r.l. encourages work conditions protecting the psychological and physical integrity of people, by putting at disposal workplaces complying with the rules and regulations in force as far as health and work safety are concerned.

Furthermore, Cabur S.r.l. undertakes to develop sustainable environment through activities having the aim of:

- a. a continuous care and engagement for improving their own performances through the reduction of emissions in the air, in the water and in the land;
- b. a responsible and conscious use of natural resources looking at the recover/reuse of fuels and energy;
- c. reduction in the production and dangerousness of garbage and the proper management of the operations connected to it;
- d. evaluate in advance the environmental and safety impact on all new activities, processes and products.

– Anti-money laundering/ Fencing

The Personnel will have to adopt all appropriate instruments and cautions for guaranteeing the transparency and the correctness of the commercial transactions.

In particular it is mandatory that:

- a) the appointments empowered to possible company service providers and/or individuals taking care of the economic/financial interests of the company must be drawn up in writing, with indication of the contents and the agreed economic conditions;
- b) the competent corporate functions must ensure the control of the accomplished regularity of the payments towards all counterparts and that there is always a connection between the subject holder of the order and the subject collecting the relevant amounts;
- c) the financial flows regarding relations (payments/intra-group transactions) with the companies owned and or connected with Cabur S.r.l. are regularly monitored;
- d) the minimum requirements established and requested for the selection of the subjects offering goods and/or services that the company intends to purchase are scrupulously respected;
- e) the evaluation criteria of offers received are established;

- f) as far as the commercial/professional reliability of suppliers and partners are concerned, all needed information is requested and got;
- g) in case of termination of agreements/joint-ventures aimed to the realization of investments, the maximum transparency is guaranteed.

*c) Behavior principles and rules for third parties*

As above said, the Organization, Management and Control System and the Code of Ethics can be applied to third parties too. They are external subjects operating, directly or indirectly, for the achievement of corporate objectives (including but not limited to representatives, agents, co-workers for any reason, consultants, suppliers, commercial partners).

These subjects, within the limits of their responsibilities and competences, are obliged to comply with the Organization, Management and Control System and the Code of Ethics which is part of it, including the reference ethical principles and the behavior rules stated for the Personnel.

Missing the pledged commitment to comply with the Organization, Management and Control System and the Code of Ethics which is part of it, Cabur S.r.l. will not sign nor carry on any relationship with the third party involved.

For this purpose, they must include in the trade agreements proper clauses aimed to confirm the obligation of the third party to fully comply with the Code of Ethics and they will serve, in case of violation, a commitment to comply with the Organization, Management and Control System i.e. the application of fines or, in addition, the termination of the contract.

– Behavior criteria towards final customers

The addressees encourage the maximum neutrality and they refuse whatever kind of discrimination in the relationships with customers.

The addressees supply the customers with transparent messages, communications and contracts, by avoiding sentences difficult to be understood and unlawful or unfair commercial initiatives.

The addressees foster the maximum kindness and availability in the management of relationships with the final customers.

The addressees promote the continuous improvement of the quality of services offered to the final customers.

Cabur S.r.l. undertakes to supply products and services having an actual value in terms of usability, quality and price and that are safe for the use they are made for.

The products will be carefully labeled, properly advertised and circulated.

– Behavior criteria towards suppliers

The selection processes and the choice of the suppliers are based on the principles of lawfulness, correctness and transparency.

The selection of the supplier is based on objective and impartial criteria in terms of quality, innovative level, cost, additional services in comparison with offered services/products.

The addressees cannot accept gifts and similar if not directly attributable to normal courtesy relations and which value is moderate.

The violation of lawfulness, transparency, confidentiality and human dignity respect principles are just cause for the termination of the relationship with the suppliers.

If the addressees get from the supplier some proposals to obtain benefits for facilitating their activity, they must immediately stop the relationship and report the event to the Supervisory Board.

- Behavior criteria towards the brokers and vice versa

The selection processes and the choice of the brokers are based on the principles of lawfulness, correctness and transparency.

The brokers are addressees of transparent messages, communications and contracts avoiding sentences difficult to be understood and unlawful or unfair commercial initiatives.

The contracts with brokers must foresee, as far as possible, the obligation to comply with the Code and the Protocols relevant to the possible levels of crime risk to which the same brokers are exposed on account of the company, as well as the termination and refunding clauses in case of violation of the above said behavior.

Brokers, in their quality of addressees, comply with the Code and the Protocols applicable to them.

The violation of lawfulness, correctness, transparency, confidentiality and human dignity respect principles are just cause for the termination of the relations with the brokers.

If the addressees get from the broker some proposals to obtain benefits to facilitate their activity, they must immediately stop the relationship and report the event to the Supervisory Board.

Any kind of gratuities, meaning every kind of benefit in favor of the brokers which could be, also potentially, intended in excess to the normal commercial practices or polite forms, is forbidden.

In any case the brokers cannot give any gift, money, benefit or promise for such advantages, oriented to the acquisition of most favorable treatments in the management of whatever activity connected to Cabur S.r.l..

In particular, the brokers cannot make any kind of present i.e. whatever kind of profit or benefit or promise to auditors, members of representative bodies of authorities or their relatives, with the aim of influencing the independence in evaluating or of persuading to obtain whatever advantage.

The addressees who would learn about violations, omissions, forging or negligence by the brokers or one of their associate, within the business agreement, must report them to the Supervisory Board.

#### **4.5 Principles and obligations of communication to the Supervisory Board and by the Supervisory Board**

Cabur S.r.l. undertakes to comply with the regulations through the appointment of a Supervisory Board having the task of controlling and monitoring the implementation of the Code of Ethics. This Board, in particular, will be involved in:

- constantly monitoring the implementation of the Code of Ethics by the people involved, also through the acceptance of possible reports and suggestions;
- reporting possible important violations of the Code of Ethics;
- expressing binding opinions relevant to the possible review of the Code of Ethics or of the most important corporate policies and procedures, in order to guarantee their consistency with the same Code.

The addressees of the Code of Ethics must comply with precise information obligations towards the Supervisory Board, with particular reference to the possible violations of Laws and Regulations, of the Organization, Management and Control System, of the Code of Ethics, of the internal procedures. The communications to the Supervisory Board can be made both through e-mail or letter.

Anyhow, the Supervisory Board works in order to avoid that the person making the reporting, if identified or identifiable, becomes victim of retaliation, discrimination or, in any case, penalization, ensuring then the confidentiality (without prejudice to law obligations stating different regulations).

The Supervisory Board has the task to report to the appointed corporate representatives for the imposition of the penalties, the violations committed by the corporate officers or by the external consultants of the company and their managers, by suggesting the implementation of appropriate disciplinary measures. It also has the task to report to the managing body and the Board of Auditors the violations committed by the executives of the company.

Cabur S.r.l. provides in establishing appropriate information channels through which the co-interested parties can make their reporting as far as the compliance and the violations of the Code are concerned.

#### **4.6 Implementation and control methods on the compliance to the Code of Ethics**

The control on the implementation and compliance to the Organization, Management and Control System and the Code of Ethics is entrusted to the Supervisory Board, which is bound – furthermore – also to:

- a) monitor the compliance to the Organization, Management and Control System and the Code of Ethics, with the aim of decreasing the risk of offence commitment provided by the Decree;
- b) formulate its remarks relevant to ethical problems which could arise both in the context of corporate decisions and with regard to alleged violations of the Organization, Management and Control System and the Code of Ethics about which it becomes aware;
- c) supply the interested parties with all requested clarifications and explanations, including the ones relevant to the lawfulness of a concrete behavior or conduct, i.e. to the correct interpretation of the Organization, Management and Control System and the Code of Ethics;
- d) follow and coordinate the updating of the Organization, Management and Control System and the Code of Ethics, also through its own adjustment and/or updating suggestions;
- e) promote and monitor the implementation by the company of the communication and education activities stated in the Organization, Management and Control System and, in particular, in the Code of Ethics;
- f) report to the appointed corporate bodies the possible violations of the Organization, Management and Control System or the Code of Ethics, by suggesting the application of a penalty against the identified responsible subject and by checking the real application of the penalties pronounced. As soon as the violation reporting has been

received, the Board of Directors (or the corporate bodies indicated in the Disciplinary System) express its opinion as far as the application and/or change of the sanctions suggested by the Supervisory Board are concerned, by getting the corporate functions appointed from time to time to work in regard to the application of the same. In any case, the notification of penalty stages and the ones relevant to the determination and actual application of the sanctions, are developed in compliance with law rules and regulations in force, as well as in compliance with the collective negotiation and the corporate regulations, where existing and applicable.