

# **CODE OF ETHICS**

## **Everel Group**

Approved by the Board of Directors on 13.12.2013

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## **1. EVEREL GROUP**

This Code of Ethics (hereafter named "Code") is an official document of the company Everel Group SpA (hereafter named "Company"), which shall be adopted by the other plants of Everel Group (hereinafter named "Everel"). It contains a set of principles informing the conduct of Everel affairs, the exercise of Everel activities and managing relationships with people acting on its behalf, for any reason.

This Code sets out ethical principles of conduct relevant for purpose of a reasonable crime prevention, as specified in the national law, laying down rules on administrative liability of juridical persons, companies and associations, including those without legal status. The aim of this Code is to recommend, promote or prohibit certain behaviours, in addition to and independently as required by regulations. Thus, it has to be regarded as an essential element of the "Organization, Management and Control Model", (hereafter named "Model") adopted by Everel.

## **2. GENERAL PRINCIPLES**

The main objective of Everel is to create value for all its stakeholders, such as customers, employees, agents, shareholders, investors, suppliers, government, supervising authority to its function, local communities and civil society in general.

In particular Everel is determined to behave in accordance with the principles of legality, honesty and fairness. All acts done by those working in the name and / or on behalf of Everel shall comply with the company procedures and with applicable laws and regulations.

The Code is intended for members of corporate bodies, employees, customers and suppliers, agents, consultants and all stakeholders of The Company (hereinafter named "Addresses"). The Code has been developed to ensure that ethical values of Everel are clearly defined as basic element of corporate culture and standard of conduct for all employees in the Group's business and activities.

Everel promotes the dissemination of the Code to all Addresses, providing them with a copy and, where necessary, supporting them through training and information, even in case of any doubt concerning its interpretation.

Addresses must adhere to the principles of the Code, inspiring them to conduct their daily business by ensuring the respectability and image of Everel and preserving the integrity of corporate assets. If and when necessary, Addresses are also required to recall the principles of the Code in their daily dealings with other stakeholders.

In their dealings with third parties stakeholders are committed to act in a fair and transparent way and to avoid misleading information and behaviours that directly or indirectly take undue advantage of others' positions of weakness or lack of knowledge.

In the context of fair competition the Company does not intentionally infringe third party's intellectual or industrial property.

It is forbidden to induce those, who are called to make statements in criminal proceedings, not to make statements or to make false statements, especially when they can legitimately refuse to answer questions posed by a court.

## **3. ETHICAL RULES FOR RELATIONS WITH STAKEHOLDERS**

### **3.1 HUMAN RESOURCES**

Everel assigns great importance to people employed in the Group, who are considered as human capital, who can breed and develop a corporate culture with important values such as:

- contribution to the success of the business;

- broadmindedness to change;
- spirit of enterprise;
- creativity / innovation;
- talent development.

Therefore Everel places utmost importance in:

- research / identification of resources, having not only the technical expertise necessary to cover a position, but also the adequate managerial skills;
- respect for the dignity of each human resource;
- prevention of discrimination and abuse of all kinds (i.e.: race, religious creed, political affiliation or union, language, gender, etc.);
- management of good industrial relations and trade unions;
- definition of roles and responsibilities, providing the resources with necessary information to take competent decisions in the interests of Everel;
- a precise and transparent Group internal communication policy and strategy;
- a precise and transparent Group internal communication in relation to the recognition of incentives and rewards to employees;
- a proper use and confidentiality of personal data;
- correct relationships between functional foreman and subordinates and among colleagues, based on principles of civil coexistence and spirit of collaboration;
- avoiding situations and decisions that may create conflicts of interest, real or apparent, within the Group. Any situation that may lead to a conflict of interest shall be promptly disclosed to the functional foreman.

### **3.2 CUSTOMERS**

Everel aims to satisfy its customers by providing them with quality products at reasonable prices and conditions, in full compliance with rules and regulations of the market.

High standards of performance are assured through certification of third party on quality process.

Everel undertakes to courtesy, attention, accuracy and clarity of communication and to respect laws (even in relation to rules on money laundering, data protection, transparency and anti-usury practice), regulations, Code and internal procedures as a distinguishing mark when dealings with its customers.

Everel undertakes to avoid business relationships with customers or potential customers involved or suspected to be involved in illegal activities. Evaluation of clients will consider their ability to effectively fulfil payment obligations.

In relationships with clients Addresses shall not offer or accept gifts or other form of benefits and / or utilities, that can be interpreted as a means to obtain favourable treatment for any activity linked to Everel and which can not be considered as a normal business or courtesy relation.

### **3.3 AGENTS AND DISTRIBUTORS**

Agents and distributors are key players involved in the distribution of products. Everel selects agents and distributors by criteria of professionalism, integrity, transparency and impartiality, taking part in their preparation and the one of their sales resources, by organizing regular opportunities to meet them in order to better ensure adequate flow of information to the distribution network.

Through their behaviour, agents and distributors are required to:

- protect the reputation and image of Everel;
- preserve the integrity of Everel;
- fulfil customer satisfaction by ensuring expected standards of quality;
- be guided always by principles of fair and responsible sales.

Everel recommends in any case agents and distributors to use the principles of this Code even in their relations among stakeholders.

### **3.4 SUPPLIERS**

Everel purchasing policy aims at buying products, materials, and services at the most favourable conditions in terms of value for money. This target has to be however combined with the need to enter into relations with suppliers, who can ensure operating procedures in compliance with the respect of human rights, workers and environment. Thus, Everel requires that its suppliers refrain from making discrimination, abuse or coercion against workers and that they comply with environmental regulations, by adopting corporate policies to reduce consumption of raw materials, waste and pollution emissions and limiting their environmental impact of production.

Everel subjects suppliers to periodic audits to streamline and increase supply cost efficiency and has no preclusion to prospective suppliers with necessary requirements and ability to compete in product offer and services.

Every supply, including consultancy contracts, has to be reasonably and properly formalized and proved by documents, where the reasons and considerations leading to acceptance of quoted price, as determined by provisions and / or business practices. Buyers can not accept any gift or other benefit that might be embarrassing, conditioning their choices or arising any doubt on their behaviour that could be not transparent or fair. Only limited free benefits under the value of Euro 50,00 are admitted in the uses and with observance of the company instructions.

### **3.5 PUBLIC ADMINISTRATION**

In full respect of their roles and functions and with a spirit of full cooperation, Everel maintains or could maintain relations with government departments, supervisory authorities, public bodies, local government authorities, public law organizations, public work or service concessionaires and private bodies undergoing public law. In particular relations with supervision and inspection authorities are based on clarity, fairness and transparency, professionalism, recognition of relevant roles and organizational structures, including for the purpose of a positive comparison to meet substantial compliance with applicable regulations. Everel:

- condemns any behaviour aiming to promise or offer directly or indirectly money or other benefits to Public Officers of States and / or Italian or foreign Public Service Officers, to obtain any interest or advantage for the Group;
- prohibits from promising and/or offering of any object or valuable service to get more favourable treatment, in connection with any transactions with Italian or foreign Public Administration;
- prohibits from promising and/or offering of any object or valuable service to induce Italian or foreign public or public service officers, to convince them to use their influence on other members of Italian or foreign Public Administration;
- prohibits from contributing or funding for charitable or political reasons not within limits allowed by the law, that have to be approved in advance by the Board of Directors or corporate functions appointed to this purpose.
- prohibits from offering any object, valuable service, in favour of Public Officers of States and/or Italian or foreign Public Service Officers, or their relatives by the second degree of relationship, directly or through a third party, except for gifts or other goods of low value, and anyway falling within legal usages and customs;
- prohibits from the acceptance of any request by Public Officer / Public Service Officer, improper induction to give or receive for the same or for other money or other benefits in exchange for the services required.
- prohibits from allocating contribution, loans or grants received from the State or other Public or European Community Body, for different purposes from what granted, even if of very low value and/or amount;
- condemns any behaviour intended to achieve by the State, European Community or other

Public Body, any kind of contribution, funding, easy mortgage or other financial aid obtained by means of false, altered declarations or documents, or omitted information, or, more generically, by means of trickery or deception, including those made through Information or telematic systems to mislead the supplying Body.

In this regard Everel shall take the necessary measures to prevent behaviours of persons acting on behalf of the Company which may make out a form of corruption of Public or Public Service Officer.

**IT IS FORBIDDEN TO INFLUENCE ILLEGALLY PEOPLE HOLDING A POSITION OF WITNESS IN CIVIL, CRIMINAL, ADMINISTRATIVE AND FISCAL PROCEEDINGS.**

### **3.6 POLITICAL ORGANIZATIONS, TRADE UNIONS AND ASSOCIATIONS**

Everel does not grant direct or indirect contributions, in any form, to any parties, movements, committees, political organizations, unions, or to their representatives and candidates, except the ones due under specific legislation.

Everel prohibits from paying sums of money, grant natural goods or other benefits to a person in order to promote or support the interest of one or more Group companies.

Everel prohibits from eluding the requirements described above by using forms of forbidden aid or contributions under the guise of sponsorship, assignment, consulting and advertising.

Everel Group Chairman and Managing Director can, at their discretion, evaluate the possibility of granting funds under sponsorship for the purpose of brand recognition, brand connection to interesting marketing areas, to enter markets otherwise precluded or for a good cause.

### **3.7 SUPERVISORY BODY AND AUDITING BODIES**

Everel undertakes to fully comply with rules dictated by the Supervisory Authority for compliance with local regulations relating to its business area and to conduct relations with authorities and auditing bodies in accordance with the principles of maximum cooperation and prompt execution of their requirements. In particular Everel shall:

- operate in the strictest observance of laws and regulations;
- provide information that are accurate, clear, correct, complete and truthful;
- get in touch with authorities only by duly appointed or delegated persons who are not in conflict of interest;
- adopt an efficient and cooperative attitude towards Supervisory and Auditing Bodies, complying with every request in their inspection and investigative procedures.

### **3.8 SHAREHOLDERS**

In accordance with laws and regulations, Everel shall ensure each investor the right to receive the same information in order to make sound investment decisions.

Everel shall maintain a corporate governance system to comply with provisions in force and shall provides adequate information to shareholders on its website. Everel is no more listed on the Stock Exchange, i.e. no press releases are requested.

Everel shall assure shareholders availability of documents prepared for the Assembly and the smooth running of Assemblies in respect of each shareholder's right to request clarification on various subjects under discussion and to express their opinions.

### **3.9 COMPETITION AND MARKET**

By dealing with customers and suppliers, Everel undertakes to comply with European Community and national laws protecting competition and to market solely on the basis of the quality of own products.

Everel will prevent from agreement or from conduct taken in their name and / or on its behalf, that could constitute an unlawful restriction of competition.

Everel will pay great attention to quality and safety of production processes and products through systematic checks on quality and safety of marketed products.

In particular the Company, recognizing the importance of the proper use of media, shall characterize any activity to promote own brands and products building on a concept of transparency of their characteristics.

### **3.10 MASS MEDIA**

Any information given outside shall be clear, accurate, truthful and transparent.

Everel will present accurate and homogeneous communications with the media. Relations with the media are reserved exclusively to the functional foremen appointed to do so and are previously agreed with the Management of the holding company.

Everel employees can not provide information to media representatives, nor undertake to provide them without permission of the Management by the holding company.

## **4. ETHICAL PRINCIPLES OF BEHAVIOUR**

### **4.1 FAIRNESS, EQUALITY, PROTECTION OF THE PERSON, IMPARTIALITY AND MORAL LEGITIMACY**

#### *4.1.1 Introduction of human resources and professional development*

Everel undertakes to develop skills and ability of each employee so that individual energy and creativity can have full expression for the fulfilment of their potential.

Everel offers all employees the same job opportunities, so that everyone can enjoy equal treatment based on merit and without discrimination. Competent functions are required:

- to adopt criteria of merit, ability and strictly professional competence in all decisions concerning employees;
- to select, hire, train, compensate and manage employees without discrimination;
- to create a working environment where personal characteristics do not lead to discrimination.

#### *4.1.2 Physical and moral protection of workers*

Everel managing role is to safeguard working conditions, to protect both psychological and physical health of its employees, avoiding any unlawful conditioning and undeserved inconvenience. For this reason will be noticed any outside working behaviour, which is particularly offensive to public sensitivity and causing fairly painful interpersonal relationship at work.

Everel expects employees at all levels to cooperate in maintaining a climate of mutual respect for dignity, honour and reputation. Everel shall prevent attitudes that can be considered offensive.

Everel shall require that any internal and external work relation does not give rise to any harassment, that means:

- creating a work environment intimidating, hostile or isolating individuals or groups of employees;
- unjustified meddling in work performed by others;
- obstacle to individual prospect of work for reasons of merely personal rivalry.

Everel shall not tolerate sexual harassment, that is:

- acceptance of sexual subordination for decisions relevant to the working life of the recipient;
- proposals for private interpersonal relations, conducted despite a clear distaste expressed, that, depending on specific situation, could disturb the serenity of the recipient with implications for working expression.

#### *4.1.3 Protection of individual personality*

Under current regulations, Everel shall condemn any behaviour aimed at committing crimes against the individual and shall undertake to take the most supervisory measures in order to prevent the commission of crimes.

Behaviours aimed at the commission of sexual harassment are prohibited. Any behaviour or

speech that might offend the person shall be avoided.

The Company condemns any forms of person exploitation, particularly child labour and will carefully evaluate any business partnership with institutions operating in geographic areas considered "at exploitation risk".

## **4.2 CORRECT COMPANY ADMINISTRATION, ACCOUNT TRANSPARENCY AND INTERNAL AUDITS**

### *4.2.1 Company Administration*

Everel condemns any behaviour intended to encourage, facilitate and induce Addresses in the conduct of their activities and responsibilities, the breach of these principles and behaviour rules:

- full cooperation, transparency, fairness in dealings with independent auditors, board of auditors, at request of members, as well as dealing with public regulatory authorities;
- diligence, expertise, fairness and accuracy in data preparation and verification and in information to be included in financial statements, reports or other company documents and balance sheet provided by law or regulation or to the general public or bodies;
- prohibition of undermining the integrity of the assets in any form or by any means. In particular, it is forbidden, apart from cases or conditions other than those expressly permitted by law, to: (i) repay in any form duty or obligation to make clear the shareholder, (ii) distribute profits not actually been made or intended by law to reserve, or non-distributable reserves by law, (iii) purchase or subscribe for shares of the Company or its controlling companies; (iv) make capital reductions, mergers or splits in violation of the rules for the protection of creditors, (v) form or falsely increase the share capital, (vi) meet, in the event of liquidation, shareholder's claims to detriment of company payees;
- prohibition of any action, simulated or fraudulent, aimed at influencing the will of Assembly members to get irregular formation of a majority and / or influence a decision.

### *4.2.2 Account transparency*

Accounting transparency is based on truth, accuracy and completeness of accounting records. Each employee is required to work together to ensure that company's transactions are properly and timely accounted.

For each transaction appropriate documentation in support of the activity is stored in order to:

- facilitate book entries;
- identify different levels of responsibility;
- accurate reconstruction of any transaction so as to reduce the likelihood of misinterpretation.

Each record must reflect exactly what is shown by documents. It is responsibility of every employee to ensure that documentation can be easily traced according to logical criteria.

Everel employees who become aware of any omissions, falsifications or negligence in accounting or documentation on which the accounting is based, are required to report the facts to their senior executive.

### *4.2.3 Transparency of Internal Audit*

It is Everel policy to spread at all levels a culture characterized by awareness of the existence of controls and by a control oriented mentality. This attitude toward control is to be positive for contributions that can be given to improve corporate efficiency.

Internal audits are all necessary or useful tools for addressing, running and checking activities with the objective of ensuring compliance with laws and company procedures, protecting corporate assets, efficiently managing assets and for providing accurate and complete accounting and financial data. Responsibility for implementing an internal control system is shared at all organizational structure levels. Therefore all Everel's employees, in their respective functions, are responsible for the control system establishment and proper functioning.



The Board of Directors has the responsibility of internal control system by setting guidelines and periodical audit to check adequacy and effective operation, ensuring that the main business risks are identified and managed appropriately.

The Managing Director shall identify the main risks facing the company, submitting them to the Board of Directors and shall implements the council line through planning, management and monitoring of the internal control system.

### **4.3 DATA AND INFORMATION PROCESS - PRIVACY**

#### *4.3.1. Privacy of data and information*

Everel activities constantly require acquisition, preservation, processing, communication and dissemination of information, documents and other data relevant to negotiations, administrative proceedings, financial transactions, know how (contracts, deeds, reports, drawings, software).

Everel data bank may contain, among other things, personal data protected by legislation, data of negotiated agreements that can not be disclosed to outside parties and data whose disclosure could result in inappropriate or untimely damage to the company interests. It is obligation of every employee to ensure confidentiality required by the circumstances for all information acquired during their working activity.

Everel is committed to protecting information relating to its employees and third parties, generated or acquired inside and during business relationships and to avoid any misuse of these information.

Information, knowledge and data acquired and processed by employees during their work or because of their function, belong to Everel and can not be used, communicated or disclosed without specific authorization from relevant senior executive.

Everel employees are forbidden to disclose information concerning organization, methods of production or to use them to cause a prejudice to the company. Moreover each Everel employee shall:

- acquire and process only data necessary and appropriate for the purposes of relevant area and directly relating functions;
- obtain and process data only within specified procedures;
- store data avoiding that unauthorized third parties can see it;
- communicate data pursuant to specific procedures and/or at the express permission of the functional foreman and, in any case, after checking their possible disclosure;
- ensure that there is no absolute or relative constraints to the discoverability of information concerning third parties connected to Everel from a relationship of any kind and, if necessary, obtain their consent;
- associate data in a way so that any person authorized to have access to them can easily get an accurate exhaustive and true picture.

Failure to comply with these provisions is punishable under law provisions.

### **4.4 HONESTY AND DILIGENCE**

#### *4.4.1 Conflict of interest*

All employees shall ensure that any business decision is taken for Everel interests and shall avoid any conflict of interest between personal and family economic activities and role covered in Everel, that could undermine their choice and judgment independence.

Any conflict of interest shall be promptly reported to the functional foreman, who shall inform the Managing Director, or directly the Board of Directors for conflicts relating to the Managing Director, so that evaluations and appropriate actions are taken. In any case the Supervisory Body must be informed by a formal communication issued from the Managing Director.

Examples of conflicts of interest:

- to have economic and financial interests (ownership, professional services, etc..) even through family members, with customers, suppliers or competitors;
- to accept money, gifts or favours of any kind from individuals, companies or institutions

wishing to enter into business relationships with Everel;

- to work by clients, suppliers or competitors, even through family members.

#### *4.4.2. Proper use of corporate properties*

Each employee is responsible for protecting the assigned resources and has the duty to inform promptly the functional foreman of any heavy damage for Everel. In particular, the employee has to:

- work diligently to protect company assets through a responsible behaviour;
- avoid improper use of corporate assets that may cause damage or a reduction in efficiency;
- obtain the necessary permits in the event of use of the property outside the company.

The increasing dependence on information technology requires to ensure availability, security, integrity and maximum efficiency of this particular category of goods. In particular, the employee is required to:

- do not send e-mail messages threatening, insulting, using a low level language, inappropriate comments, that might offend the person or damage Everel image;
- avoid spam causing traffic of data / information / communication network within the business processes, reducing significantly the network efficiency with negative impacts on productivity;
- do not surf on indecent and offensive Internet web sites;
- avoid loading unauthorized or borrowed softwares on corporate systems or arrange for unauthorized copies of licensed programs for personal, corporate or third party use.

When submitting a bill of costs, declared expenses have to be actual and authorized in accordance with provisions defined in specific company procedure available to all employees on the Intranet area. In any case, each employee is requested to separate personal expenses from work ones.

In the management of corporate assets, the Company is committed to the protection of its own data and information systems, as well as of others. Compliance with legislation concerning copyright protection applicable is guaranteed. In this respect it is strictly forbidden to stakeholders to act contrary to these principles, by altering company property received or abusively accessing to information system.

Everel has adopted a "company car policy", published on the intranet, to be observed by all employees with assigned cars.

#### *4.4.3 Associative Crimes, money laundering and forgery of banknotes and coins*

Everel condemns any behaviour that could even indirectly facilitate the implementation of criminal cases such as criminal association aimed at illicit traffic in narcotic drugs and psychotropic substances.

Everel employees shall never be involved in transactions that may implicate laundering of proceeds from criminal activities or illegal, in any form or manner. Everel applies always anti-money laundering legislation in any operating jurisdiction.

Everel employees shall in no way and under no circumstances:

- receive or accept (even promise to accept and receive) cash payments;
- run the risk, for lack of inquiries, to be involved in events relating to money laundering from illegal or criminal activities;
- falsify and / or circulate (buy and / or sell) banknotes, coins, credit cards, stamps and watermarked paper.

Addresses who receive counterfeit or stolen banknotes and coins shall inform their supervisor and the Supervisory Body to ensure appropriate complaints.

#### *4.4.4 Activities against terrorism and supervision of democratic order*

Everel condemns the use of its resources to finance and carry out any activity aiming to terrorism or democracy subversion.

## **4.5 ENVIRONMENTAL PROTECTION AND HEALTH CARE**

As part of its activities, Everel is committed to contributing to the development and welfare of the communities where operating, to ensuring safety and health of employees, external partners, customers and communities affected by its activities and to reducing environmental impact.

Everel industrial activities shall be managed in full compliance with current regulations on prevention and protection. The operational management shall refer to advanced environmental protection and energy efficiency criteria, pursuing improvement of health and safety at work.

Research and technological development shall be particularly devoted to the promotion of more environmentally friendly products and processes, which are characterized by an increasing focus on safety and health of employees.

When operating, all Everel employees are involved in risk prevention process, environmental protection, as well as protection of health and safety for themselves, their colleagues and third parties.

With reference to the national law which came into force on January 10th, 2005, the Company prohibits Italian Everel companies from smoking in business premises. Smoking is allowed only in outdoor marked areas, properly identified according to law requirements.

Everel requires that each employee contributes to maintain a working environment respecting the feelings of others. To this end, it is prohibited to:

- work under the effects of alcohol abuse, drugs or substances with similar effect;
- use or sell drugs for any reason during working hours.

#### **4.6 SAFETY, HEALTH AND PERSONNEL WELLBEING**

Prominent aspects of Everel business are: (i) suitability of working conditions, facilities, machinery and work equipment, (ii) psychological and physical integrity of employees, (iii) security of all existing and future business operations, (iv) full compliance with current regulations on prevention and protection in workplace.

In particular, the Company undertakes to:

- comply with existing legislation on safety, hygiene and health of employees as priority object;
- reduce any risk by choosing more appropriate and less dangerous materials, machinery and processes made available by the modern technique evolution;
- properly evaluate unavoidable risks and mitigated them through appropriate individual and group safety measures;
- widespread information and training of employees and other addressees and to update it constantly according to specific task performed;
- ensure consultation of workers on health and safety in the workplace;
- treat in a quick and effective way any need or non-compliance on safety measure arisen from working activities or audits;
- fulfil work organization and operational aspects to safeguard workers health, third parties and the whole community in which Everel is working.

To achieve the purposes set out above, Everel allocates organizational, instrumental and economic resources, in order to ensure full compliance with national regulations in force on accident prevention and constant improvement of workers health and safety at work and any relevant preventive measure.

Everel employees and other collaborators, within their jurisdiction, are required to ensure full compliance with the law, the principles of this Code, business procedures and any other rule or procedure provided for the protection of security, health and hygiene in the workplace.

#### **4.7 USE OF INFORMATION TECHNOLOGY**

Information Technology (IT) and telematic resources are an essential tool for a proper and competitive company activity. They ensure speed, breadth and accuracy of information flow, necessary for effective management and business operation control. All information residing in information and telematic systems, including e-mail, are property of Everel and have to be

used exclusively to conduct business in the manner and within limits set by the company. Everel pursues a lawful use of IT and telematic communications. The use of IT system in the company is monitored and subjected to verification, in order to prevent any abuse against laws and stated regulations.

Everel employees shall not engage in, cause or contribute to any behaviour leading to crime through the use of information systems.

Therefore it is prohibited during the conduct of activities within Everel:

- to enter illegally an information or telematic system protected by security measures, including circumvention of any access barriers/impediments, as well as remain against the wishes of those who have the right of exclusion;
- obtain, reproduce, disseminate, disclose or give improper codes, passwords or other means of access to an information or telematic system protected by security measures or provide information or instructions to that effect;
- damage unlawfully an information or telematic system, its information, data or programs contained in or to facilitate breaks, total or partial alteration of its operation;
- intercept communications relating to an information or telematic system or between multiple systems, prevent or block them, i.e. install equipment communication designed to intercept, prevent or disrupt communications;
- destroy, damage, delete, alter or cancel information, data or programs of others;
- destroy, damage, delete, alter or cancel information, data or programs used by governments or other public entities;
- introduce or transmit data, information or programs in order to destroy, damage, render, in whole or in part, useless information or telematic system of others or seriously hinder their operation;
- alter or falsify a computer processed document with probative value.

The Company shall take appropriate security measures to protect its data and data processing systems from access of unauthorized persons and any kind of damages and to prevent any abuse on information systems of third parties accessed by its employees to perform their duties.

## **5. IMPLEMENTING RULES**

### **5.1 CIRCULATION AND IMPLEMENTATION OF THE CODE**

#### *5.1.1 Value of the Code*

Compliance with the provisions of Everel Code is an essential part of contractual obligations of employees and Addresses, in accordance with national Civil Code and Collective Agreement in force. Any violation may constitute failure of employment primary obligations or disciplinary infraction and cause legal consequences, including termination of work or actions for damages caused by that breach.

The violation of the principles ratified in this Code may require application of sanctions contained in the Company's disciplinary system adopted pursuant to the national law, as part of the Model adopted by the Company, available on the Internet web site of the Group and on the Internet Journal of Everel, so called "Intranet" established for use of employees.

#### *5.1.2 Role of Management*

All functional foremen have a primary responsibility in relation to this Code of Ethics. To this end they shall:

- behave in line with the requirements of this Code and be a good example for their employees;
- direct employees so that they become aware of compliance with this Code as an essential part of the quality of their work;
- select carefully, to the extent of their competence, internal and external partners including

those with greater expectations regarding compliance with this Code;  
- take appropriate corrective action for any conduct not complying with the principles of this Code;  
- report to their senior executive and the Supervisory Body, established under the Model of the national law, of any conduct not complying with the principles contained in this Code.

### *5.1.3 Role of the Supervisory Body*

The Company has entrusted the function of monitoring the implementation and compliance with this Code to a Supervisory Body, appointed pursuant to the national law, which also promotes awareness and understanding by the Addressees, taking dissemination, through appropriate communication activities, highlighting where necessary its binding value.

In particular, this Code will be:

- adopted by the subsidiaries and / or affiliates;
- broadcasted - via e-mail or fax or mail and / or hand-delivered - to Addressees, members of the governing bodies and the independent auditors of the Company's accounts, which will undersign a receipt declaration;
- published in special sections on the intranet and / or the corporate web site with free download;
- made available in paper form at the Human Resources Department; new recruited employee will be given and will acknowledge receipt.

Furthermore the Supervisory Body shall and will be able to do as follows:

- organize meetings aimed to illustrate any important news in the context of ethical principles and Code values;
- ensure the inclusion in contracts drawn up by the Company of clauses (i) to notify third parties of the existence of this Code, (ii) to bind them to adapt to values and standards set out therein, (iii) to provide for resolution of the contract for default in case of violation of this Code of particular gravity, subject to compensation of further damages;
- ensure that updating and changes to this Code are promptly brought to the attention of the Addressees;
- raise awareness and promote knowledge of the principles and ethical norms, preparing and submitting to the Company Board of Directors a training plan taking into account role and responsibility of consignees. A special training programme dedicated to new employees and temporary workers shall be scheduled to outline the contents of this Code for their compliance.

Any update, amendment or supplement to this Code shall be approved by the Company Board of Directors.

## **5.2 CODE VIOLATION**

### *5.2.1 Role of Company Bodies*

- The Supervisory Body, in case of any violation reported by stakeholders or following audit activities, shall check the truth of reported information and after a careful analysis, shall inform the Board of Directors of Company about the violation and the proposed measures.
- The Board of Directors will evaluate the proposals issued by the Supervisory Body and will take the necessary decisions on sanction.
- Functional foremen, upon information by the Board of Directors, shall ensure the implementation of the measure in the time and manner fixed by the Board of Directors and shall report their findings to the Supervisory Body of the Company, which will provide a report on the outcome of the decision to the Board of Directors.

### *5.2.2 Role of Stakeholders*

Anyone who becomes aware of violations of the principles or standards of this Code shall promptly report them to the Supervisory Body. Any form of retort, against those who have reported in good faith possible violations of this Code, shall be considered as a breach of this

Code.

Everel stakeholder may report in writing and not anonymously any breach or suspected breach of this Code to the Supervisory Body of the Company, which shall analyze the report. The Supervisory Body will assure stakeholders reporting from any retaliation intended as an act that could even rise suspicion of being a form of discrimination or penalization (example for suppliers: interruption of business relations; for employees: lack of promotion). Confidentiality of reporting identity is guaranteed except for law requirements.

Reports can be sent in the following way:

- via fax: +39 045 6372287

- in writing to: Everel Group S.p.A., Via Cavour 9, 37067 Valeggio sul Mincio, (VR), Italy - to the attention of the Supervisory Body.

- per E-mail: [organismo.vigilanza@everelgroup.com](mailto:organismo.vigilanza@everelgroup.com)

## **6. DISCIPLINARY MEASURES**

The violation of the principles ratified in this Code may require application of punitive measures, which will differ depending on the seriousness of the misconduct and on the role of the workers affected (from a written reprimand to a dismissal for cause) and are contained in the Company's disciplinary system adopted pursuant to the national law, as part of the Model adopted by the Company and available on the download area of the Group website.

In case of very negative behaviours it may be required to defaulting employees compensation for any damage caused.

Employees must also comply with the duties of diligence, honesty and loyalty in the execution of the employment contract, as required by applicable law.

Violations of members of corporate bodies can lead to adoption of the most appropriate measures envisaged and permitted by the law decided by the competent company bodies.

For violations committed by agents and / or distributors measures or sanctions are adopted as per respective offices and / or contracts, including collective contracts, compared with seriousness of the violations and objective/subjective circumstances.

Violations committed by consultants will be applied sanctions in accordance with the provisions stated in respective contracts and assignments.