

# **ETHICAL CODE**

**Fondalpress S.p.A.**

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## TABLE OF CONTENTS

- 1 . Introduction
- 2 . General ethical principles
  - Legality
  - Honesty
  - Transparency
- 3 . Relations with staff
- 4 . Relations with suppliers
- 5 . Relations with external consultants, agents and other collaborators
- 6 . Relations with customers
- 7 . Protection of fair competition
- 8 . Relations with the public administration
- 9 . Standards of conduct relating to corporate, administrative or financial activities
- 10 . Use of corporate assets and information systems
- 11 . Prohibition of transactions aimed at handling stolen goods, laundering and use of money, goods or assets of illicit origin
- 12 . Protection of health and safety at work
- 13 . Protection of the environment
- 14 . Relations with Trade unions and political parties
- 15 . Compliance with the Ethical code
- 16 . Circulation and updating of the Ethical code

## 1 . Introduction

The Board of Directors of Fondalpress SpA has adopted this Ethical code, which reflects the Company's commitment to:

- keeping the focus on the management of risk areas ;
- providing guidelines to personnel to help them recognize and deal with ethical issues ;
- contributing to maintaining a culture of integrity, honesty and responsibility within the company .

This document, which is part of the Organisational Model pursuant to Legislative Decree 231/01, defines the values and principles of conduct relevant to the smooth operation, reliability, compliance with laws and regulations as well as of the image of Fondalpress.

It contains all the rights, duties and responsibilities of stakeholders that are internal and external to the Company, beyond and independently of the provisions from legislation.

All individuals who work for the achievement of corporate objectives, whether they are individuals in senior positions or employees, are required to comply with this Ethical code in business and corporate activities .

This Code applies, in the points of interest, even to collaborators, external consultants who act in the name and on behalf of Fondalpress.

Recipients must behave based on the respect of the fundamental principles of honesty, moral integrity, fairness, transparency, objectivity and respect for the individual, in the pursuit of business objectives and in all dealings with people and institutions inside and outside the Company.

In no event can the pursuit of the Company justify an action that does not comply with a line of honest conduct .

Therefore Fondalpress reserves the right not to undertake or continue any relationship with any person adopting behaviors other than the ones established in the Ethical code.

## **2 . General ethical principles**

This Ethical code aims at making explicit the ethical values of Fondalpress considered essential for the exercise of any corporate activity :

### **2.1 Legality**

Recipients are required to comply with the law or the acts equivalent to it.

Such principle is also valid with regard to the national law of any country with which the Company does business .

There shall be no violation of this principle, even if its breach is accompanied by an interest or an objective of the Company.

Recipients are also required to comply with company regulations issued by Fondalpress, in view of the fact that they have the express purpose to better enable ongoing compliance with the provisions of law .

### **2.2 Fairness**

Recipients are required to comply with professional rules, with particular reference to the duties of care and skill, applicable to transactions carried out in the name and on behalf of the Company.

Recipients are also required to comply with company rules, which express in detail how to achieve the objectives in respect of the principles of conduct adopted .

### **2.3 Transparency**

All activities carried out in the name and on behalf of Fondalpress are based on the respect for the principles of integrity and transparency and are conducted with honesty and sense of responsibility, fairness and in good faith.

The Company is committed to ensuring fairness, completeness, accuracy, consistency and timeliness in the management and communication of business information, thus avoiding deceptive behaviors from which it would take unfair advantage.

### **3 . Relations with staff**

Fondalpress protects and promotes the value and development of human resources, also as an important success factor for the company, so as to facilitate, on the basis of merit criteria, the full professional realization.

The practices of recruitment, transfer or promotion must not be in any way influenced by offers or promises of money, goods, benefits, facilitations or services of any kind.

In the management of the relationships that involve the establishment of hierarchical relations, Fondalpress requires that the authority is exercised fairly and correctly, by prohibiting any behavior that might be detrimental to the dignity and autonomy of the employee.

All forms of discrimination must be avoided, in particular discrimination based on race, nationality, sex, age, disability, sexual orientation, political or trade union opinions, religious or philosophical orientations towards any person inside and outside the Company.

Sexual harassment or acts of physical or psychological violence shall not be tolerated.

Fondalpress is committed to protecting the moral integrity of employees, guaranteeing the right to working conditions which respect the dignity of the person.  
No form of irregular work shall be tolerated.

The employee privacy is protected pursuant to Law Decree 196/03 .

On establishing a work relation all employees must receive accurate information regarding :

- characteristics of the departmental function, responsibility for their role and tasks to be performed;
- disciplinary rules from legal, contractual or regulatory source;
- regulations and wage data, rules and procedures to be adopted in order to avoid behaviors that are contrary to the law and company policies.

Personnel shall avoid engaging in or facilitating transactions involving conflicts of interest - actual or potential - with the Company, as well as any activity that interferes with the ability to make impartial decisions in the best interest of Fondalpress and in full respect of the principles of this Code.

The personnel in particular must not have any financial interest in the choice of the supplier, in a competitor or customer and cannot perform work-related activities which might give rise to a conflict of interest.

#### **4 . Relations with suppliers**

The relation with suppliers is based on principles of transparency, fairness, integrity, confidentiality, diligence, professionalism and objectivity of judgment.

The selection of suppliers and the purchase of goods and services are carried out by specific business functions based on objective evaluations of legality, competences, competitiveness, quality, fairness, respectability, reputation and price.

Fondalpress suppliers shall not be involved in illegal activities and shall provide their employees with working conditions based on respect for fundamental human rights, international conventions, laws in force.

Fondalpress strongly encourages its suppliers to refrain from offering goods or services to the employees of the Company, in particular in the form of gifts, that exceed the normal standards of courtesy and forbids its employees to offer goods or services to staff from other companies or organizations to obtain confidential information, or direct or indirect relevant benefits, for themselves or for the Company.

In case of violation of the principles of legality, fairness, transparency, confidentiality and respect for the dignity of the person Fondalpress is authorized to take appropriate measures up to the termination of the relation with the supplier.

## **5 . Relations with external consultants, agents and other collaborators**

In its relations with external consultants and other collaborators, Directors and Employees are required to :

- carefully consider the opportunity of resorting to the services of external consultants and collaborators and select counterparts with adequate professional qualifications and reputation;
- establish efficient, transparent and collaborative relations, maintaining an open and frank dialogue in line with the best business practices;
- consistently ensure the most profitable service quality and cost ratio;
- require the application of the contractual conditions;
- operate within the existing legislation and require the strict compliance with it.

The relations with the agents are governed by formalized contractual relationships which must specifically indicate the conditions and the object of the contract and the modalities of money collection and remuneration.

It is not possible to provide services or give payments to collaborators, consultants, agents or other third parties who work on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them or in relation to the type of task to be performed.

The violation of the principles of legality, fairness, transparency, confidentiality and respect for the dignity of the person represent a just cause for termination of the contract .

## **6 . Relations with customers**

Professionalism, competence, availability, respect and fairness are the guiding principles and style of conduct to be followed in dealing with customers.

It is essential, therefore, that the relations with customers are based on full transparency and fairness, respect for the law and independence against every form of conditioning, both internal and external.

Customer contracts and communications must:

- be clear and simple ;
- comply with the regulations in force, without resorting to practices that are elusive or incorrect ;
- comply with the corporate trade policies and parameters defined in them ;
- be complete, so as not to overlook any evidence that could affect the customer's decision .

In the context of business relationships with customers it is forbidden to take actions that could adversely affect consumer confidence, being at the same time prejudicial to the transparency and security of the market.

## **7 . Protection of fair competition**

Fondalpress intends to protect the value of fair competition by refraining from collusive and predatory conducts.

The Company and its collaborators shall respect the principles and rules of free competition and must not violate any applicable laws relating to competition, antitrust and consumer protection .

It is therefore forbidden to engage in any conduct that violates the regular and free exercise of Trade and Industry and that as such may be detrimental to the business confidence and good faith in commercial trade .

In the context of fair competition and consumer protection, the Company and its collaborators undertake not to violate the rights of third parties relating to intellectual property and to comply with the rules for the protection of distinctive signs of intellectual or industrial products (brands , patents) putting in place checks on compliance with the regulations for the protection of industrial property rights .



## 8 . Relations with the Public Administration

Relations with the Public Administration and Public Institutions (e.g., Ministries and their branch offices, Public bodies, Bodies and Companies working in the field of public services, Territorial authorities, Local authorities, Competition and Market Authority, Authority for the Protection of Personal Data) are held by Company Officers or by the Managers authorized to do so or by the persons delegated by them, in accordance with the provisions of this Code, as well as the Articles of Association and the special Laws, taking in particular consideration the principles of fairness, transparency and efficiency.

In particular, but not limited to :

- It is forbidden, either directly or indirectly, or through a third person, to offer or promise money, gifts or compensation, in any form, or exert undue pressure or promise any object, service, or benefit to managers, officers or employees of the Public Administration or to any person responsible for a public service or to their relatives or partners in order to induce them to perform an official act or contrary to official duties.
- It is forbidden to lead a deceptive conduct that deliberately attempt to mislead the Public Administration in error, in particular, it is forbidden to use or present false or incomplete statements or documents proving untrue things, or to omit information in order to obtain, for the benefit or on behalf of the company, contributions, loans or other payments whatever denominated granted by the State, a Public Body or the European Union.
- It is forbidden to use grants, loans, or other funds whatever denominated, granted by the State, a Public Body or the European Union, for purposes other than those for which they have been assigned .
- In case of commercial relations with the Public Administration, including participation in public tenders, it is always necessary to operate within the law and sound business practice.
- It is forbidden to alter in any way the operation of a computer system or data communication of a Public Body or illegally intervene in any manner on the data, information and programs contained therein or relevant thereto, in order to achieve an unjust profit to other people's damage .

The proper functioning of Public Administration, in particular of the Judicial Function, is also guaranteed by forbidding all parties required to comply with this Ethical code, to undertake, directly or indirectly, any illegal actions that may favor or damage one of the parties in the course of civil, criminal or administrative proceedings .

In particular, it is forbidden to engage in undue pressure (offers or promises of money or other benefits) or unlawful coercion (violence or threats) in order to induce a person, being summoned to give judicial authorities statements to be used in a criminal proceeding, not to make statements or to make false statements, when the person has the right to remain silent.

## **9 . Standards of conduct relating to corporate, administrative or financial activities**

In general, recipients are obliged to behave in an ethical, transparent and collaborative manner, in compliance with the law and internal procedures in all activities relating to the preparation of financial statements and other corporate communications, in order to provide shareholders as well as the public true and correct information on the economic and financial position of the Company.

Each operation or transaction must be accurate, verifiable, legitimate .

This means that each action and operation must have an adequate accounting record and must be supported by appropriate documentation, in order to enable the performance of controls, detection of different levels of responsibility and the accurate reconstruction of the operation.

All those who for whatever reason, even as mere data providers, are involved in the preparation of financial statements and similar documents, or of documents that represent the economic, equity or financial position of the Company and in particular the Directors, auditors and those who hold top positions :

- are obliged to provide their full cooperation to the specific aspects and to ensure the completeness and clarity of the information provided and the accuracy of the data and processing ;
- are forbidden to expose facts that are not true, even if subject to evaluation, or omit information or conceal data in direct or indirect violation of regulatory principles and internal procedural rules, so as to mislead the recipients of the above mentioned documents.
- are forbidden to simulate operations or spread false information about the Company and its business.

It is forbidden to prevent or otherwise hinder the performance of control activities legally attributed to shareholders or other corporate bodies .

It is forbidden to engage in a simulated or fraudulent conduct aimed at influencing the assembly in order to procure for oneself or others an unjust profit.

Fondalpress intends to ensure the circulation and compliance with standards of conduct to preserve company's capital, the protection of creditors and third parties who enter into relationships with the company in full compliance with the law .

The Company is committed to providing its shareholders with accurate, truthful and timely information and to improving the conditions of their participation in company decisions, in full compliance with current regulations and the statute .

In its relations with the members of the Board of Auditors and the independent auditors, the persons involved are obliged to maximum transparency, clarity and fairness in order to establish a relationship of utmost professionalism and collaboration; relationships are established and the information provided subject to supervision and monitoring on the part of the responsible corporate functions .

## **10 . Use of corporate assets and information systems**

The documents, tools, equipment and other assets, tangible and intangible (including intellectual rights and trademarks) owned by Fondalpress are used exclusively for the implementation of corporate purposes, in the manner determined by the latter and may not be used for non-legitimate uses, and must be used and kept with the same diligence as one's own asset . Any illicit application is punishable, even in a disciplinary way, whether or not constituting criminal behavior punishable by law .

The Company protects the personal data of all the subjects that are related to it, in accordance with regulations regarding privacy .

The information acquired in the course of their duties, which is also a Company asset, is subject to legal requirements and the duty of confidentiality. These duties must be observed even after the termination of the relationship with the company, according to the requirements of the Regulations.

The computer and information system tools (such as telephones and fax, email, the internet, intranet and in general the hardware and software provided) made available to staff are working tools and, therefore, must be used exclusively for business purposes : this applies both for the use of personal computers and other tools, programs and services.

Each employee is also required to pay the necessary commitment in order to prevent the possible commission of crimes through the use of computer tools.

In particular, the staff are forbidden to:

- access a computer or telecommunications system without authorization;
- detain without authorization and abusively disclose access codes to computer or telecommunications systems ;
- circulate equipment, devices or software programs designed to damage or disrupt a computer or telecommunications system ;
- illegally intercept, prevent or interrupt computer or electronic communication ;
- damage information, data and computer programs and computer and telecommunications systems .

The staff cannot upload on the corporate systems software that has been borrowed, is unauthorized or has no necessary licenses, as well as they are forbidden to make unauthorized copies of licensed programs for personal or corporate use or third parties.

**11 . Prohibition of transactions aimed at handling stolen goods, laundering and use of money , goods or assets of illicit origin**

Fondalpress carries on its activities in full compliance with existing rules on anti-money laundering and the provisions issued by the competent authorities .

The Company has as a guiding principle the utmost transparency in commercial transactions and establishes the most appropriate instruments in order to combat the phenomena of stolen goods, money laundering and use of money, goods or assets of illicit origin.

Staff must not perform or be involved in activities that involve laundering i.e. the acceptance or processing) of proceeds from criminal activities in any form or manner .

The Directors, employees and collaborators shall previously check all the available information (including financial information ) on business counterparts, consultants and suppliers, in order to ascertain their moral integrity, their respectability and legitimacy of their business before establishing with them business relationships; they are also required to strictly observe the laws, policies and corporate procedures in any economic transaction that sees them involved, ensuring full traceability of cash inflows and outflows and full compliance with the laws in anti-money laundering where applicable.

## **12 . Protection of health and safety at work**

Fondalpress is committed to pursuing the objectives of improving the safety and health of workers as an integral part of its business and strategic commitment as regards the more general purposes of the Company.

To this end the Company :

- is committed to promoting and strengthening a culture of safety and health at work developing risk awareness, promoting responsible behavior on the part of all employees;
- carries out formal training, delivered at certain times of the business life of the employee and a recurrent training given to operational personnel;
- promotes and implements all initiatives aimed at minimizing risks and removing the causes that might endanger the safety and health of employees, creating organizational and technical interventions, also by introducing a management system of risks, safety and resources to be protected.

Personnel must take care of their own health and safety and that of other people in the workplace, who are affected by the effects of their actions or omissions, in accordance with the training, instructions and means provided by the employer.

For this reason drug use, abuse of alcohol or taking of illegal drugs shall not be tolerated in the workplace..

### **13 . Protection of the environment**

Fondalpress intends to ensure the full compatibility of its activity with the territory and the surrounding environment.

To this end, it undertakes to conduct business activities with full respect of the environment, understood in the broadest sense, in particular:

- considering the environmental impact of new activities and new production processes;
- using the natural resources in a responsible and conscious way;
- developing a constructive working relationship, based on the maximum transparency and trust, both internally and with the external community and institutions in the management of environmental issues;
- maintaining high levels of safety and environmental protection through the implementation of effective management systems.

### **14. Relations with trade unions and political parties**

Fondalpress does not make donations of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations and their representatives and candidates, except in the forms and manners prescribed by law.

### **15 . Compliance with the Ethical code**

Any violation of this Ethical code damages the relationship of trust with the Company and may lead to disciplinary actions and compensation for damage.

Violation of the single rules of conduct laid down in this Ethical code on the part of the employees of the Company constitutes a disciplinary offense under the relevant current National Collective Agreement of Employment (CCNL).

The observance of this Code on the part of the employees and collaborators and their commitment to comply with the general duties of loyalty, fairness and performance of the employment contract in good faith must be considered an essential part of the contractual obligations including under and for the purposes pursuant to art. 2104 of the Civil Code.

The behaviors of employees in violation of the rules of conduct or procedure contained in this Ethical code must be understood as a disciplinary offense punishable in accordance with the applicable law .

The observance of the Ethical code on the part of third parties (suppliers, consultants, etc.) integrates the obligation to fulfill the duties of diligence and good faith in negotiations and execution of contracts with the Company .

The violations committed by third parties shall be punished in accordance with the provisions in the relevant appointments and contracts .

In case of violation of the Ethical code on the part of one or more members of the Board of Directors of the Company or on the part of the members of the Statutory Auditors, the Supervisory Board will inform the entire Board of Directors and the Statutory Auditors who will take appropriate actions consistent with the seriousness of the misconduct and in accordance with the powers granted by law and / or by the Articles .

## **16 . Circulation and updating of the Ethical code**

Fondalpress is committed to promoting and ensuring adequate knowledge of the Ethical code, circulating it among the Recipients through proper effective and suitable communication and information activities.

This Ethical code is published on the website of the Company.

The Company will also update the content if the requirements dictated by the changes in the context of the relevant legislation, the environment or the corporate organization should make it appropriate and necessary.

The Board of Directors of the Company is responsible for any changes and / or integration of this Ethical code.