



# CODE OF ETHICS

Gruppo Mastrotto S.p.A. has decided to implement activities to promote a corporate policy oriented toward compliance with ethical principles in the management of the business as well as the strict observance of existing legislation.

In this context, Gruppo Mastrotto has developed a Code of Ethics as a tool designed to guide the company within the principles of legality, fairness and transparency: the principles and provisions contained therein represent the framework within which the specific procedures of organization, management and control contained in the "ex Legislative Decree No. 231/2001" organisational model are inserted.

The adoption and implementation of the Code of Ethics and the principles contained therein on one hand facilitates the assimilation of the "231 mechanisms" and on the other aims to positively orient the behaviour of all stakeholders who work with or relate to our company as it pursues the company object. With the implementation of the Code of Ethics all our stakeholders will therefore be called upon to perform their professional and work services in a common direction, always aimed at the development of the business from an increasingly "ethically sustainable" perspective.

For these purposes, this document clearly defines the values and responsibilities that Gruppo Mastrotto recognizes, shares and undertakes, and regulates in advance the behaviours that all our stakeholders are required to observe: the provisions are therefore binding on the directors of the Company, its officers, employees and consultants, as well as anyone who establishes, for any reason, a collaborative relationship with the company.

All stakeholders - employees and others - must be aware that compliance with the Code is a key component of their professional and job performance and therefore, following its delivery, they will be asked to commit to providing due compliance with it for the duration of their relationship with our Company.

The shared commitment of Gruppo Mastrotto and all our collaborators and partners to comply with this Code of Ethics therefore becomes a lever for the sustainable development of our company and a stimulus to continue, after more than 50 years, to do our job well with honesty and professionalism.

The Board of Directors

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# **Part I:**

## **Premises**

## **1.1 The company**

The company **Gruppo Mastrotto S.p.A.** (hereinafter, for brevity, also "Company"), is an industrial group that plays a role of great significance in its sector.

The Company's purpose is the tanning and processing of leather, and the related trade. It operates with competence and professionalism, promoting a corporate policy geared to customer satisfaction, without neglecting the strict observance of existing legislation and respect for ethical business practices.

**The company implements its business - internal and external - based on the principles of this Code**, in the belief that ethics in business significantly contributes to the effectiveness of control systems and policies, affecting conduct that otherwise might escape even the most sophisticated auditing and surveillance mechanisms.

The provisions of the Code of Ethics complement the organizational management and control Model, as well as the whole internal control system.

Thus, the Code of Ethics is a **fundamental tool to ensure integrity and reliability**, as it aims to ethically direct the company's operation. Consequently, the provisions herein are binding for the company's directors, managers, employees, consultants and anyone who establishes a collaborative relationship for any reason with the company. All of the latter are aware that compliance with the Code is a key component of their work within the company.

## **1.2 The recipients**

This Code of Ethics is intended to clearly define the values and responsibilities that Gruppo Mastrotto S.p.A. recognizes, identifies with and undertakes, as well as to preventively regulate the conduct that all recipients are required to observe.

**The recipients of the Code of Ethics are:**

- Members of the Board of Directors and Board of Statutory Auditors;
- Special proxies and all those who actually manage or direct the company or its units or autonomous organizational structures;
- shareholders;
- employees, collaborators, consultants and, in general, all those subject to the direction and control of the persons indicated in the preceding paragraphs;
- employees, collaborators, consultants and, in general, all those acting in the name of and/or on behalf of the Company.

All individuals intended as direct recipients of the provisions contained in this Code are required to adhere to the principles of legality, fairness and transparency during the implementation of their relative tasks.

Employees in particular are required to comply with the rules of the Code in accordance with the due diligence required by the Civil Code in matters regarding employees' responsibilities (Articles 2104 to 2105 of the Civil Code).

### **1.3 The objectives and values of the Company**

The "Company mission" is to provide products with high quality and safety *standards*, conforming to the principles of legality, honesty, fairness, transparency, effectiveness, efficiency and openness to the market and in any case giving absolute priority to the interests of the community.

The Code is intended to guide the conduct of the company towards cooperation and confidence as regards the *stakeholders*, that is, those individuals, groups and institutions whose contribution is necessary for the achievement of the company's mission and/or whose interests are directly or indirectly affected by the company's performance.

The Company pursues these objectives through the continuous improvement of the

organization, of its human and technical resources, the maintenance of the physical structure and machinery, and the management of all business processes.

In particular, the Company:

- undertakes to respect and enforce, internally and in its relationships with subsidiaries and/or affiliates, the laws in force and commonly accepted ethical principles such as transparency, honesty and fairness;
- rejects and condemns the use of illegal or dishonest conduct (towards the community, public authorities, customers, employees, investors, suppliers, licensors of public services and competitors), to achieve the company's economic objectives, which are only pursued by offering high quality products, based on experience, the central focus on the client and the continuous adaptation with respect to scientific and technological developments;
- is aware that a good reputation and credibility are key intangible resources: in fact, a good business reputation and credibility favour investments of shareholders, harmony in relationships with local institutions, customer loyalty, the development of human resources and the fairness and reliability of suppliers;
- adopts organizational measures to prevent violations of the law and the principles of transparency, fairness and honesty by its employees and associates. In addition, it supervises their actual implementation and compliance;
- ensures the full transparency of its activities to the shareholders and the community in general;
- undertakes to maintain relations based on honesty and fairness with licensors of public services;
- is committed to promoting fair competition with competitors;



- offers its customers and consumers in general quality products and services that effectively meet their needs;
- protects and develops its human resources;
- is committed to maintaining a relationship based on cooperation and honesty with suppliers;
- uses resources responsibly, respecting the environment;
- is committed to maintaining an attitude of cooperation and transparency in its relations with public administrations.

In 2003, Gruppo Mastrotto S.p.A. established the non-profit organisation "**Fondazione Arciso Mastrotto**", in order to put the organizational and managerial experience of the Company to work for charitable activities as well to cultural and socially useful initiatives.

The Foundation has already implemented several projects including the construction of a hospital in the Philippines, the renovation of a hospital in Côte d'Ivoire, the organization of an after-school programme in the municipality of Arzignano.

The Foundation intends to continue organizing and promoting new *fund raising* activities even through the involvement of different Gruppo Mastrotto S.p.A. *stakeholders*.

## **1.4 Adoption of the Code of Ethics**

This Code of Ethics is adopted by the Company by resolution of the Board of Directors of October 25, 2010.

With the adoption of the Code, the Company established guidelines with respect to:

- its conduct in dealing with employees, public administrations, external operators at different levels, associates, licensors of public services, competitors, the market and the environment.

The Company implements its internal and external activities under these rules and requires compliance with them by all employees, associates, consultants and, as much as it is able, other external operators related to the Company.

- the organization and management of the Company's business activities.

The Code aims to create an efficient and effective planning, implementation and monitoring system of the business activities such as to ensure full compliance with the rules of conduct and to prevent their violation by any person acting on behalf of the Company or related to it in any way.

## 1.5 Dissemination of the Code of Ethics

This Code of Ethics is **widely distributed** internally to managers, auditors and employees, by posting it in a place accessible to all and by delivering a copy to each of them. The Code itself is made available to any person, internal or external, related to the company.

In addition, each collaborator of the Company is required to know and comply with the requirements set forth herein.

The Company is committed to **enforcing compliance** with the provisions of this Code in all established business relationships, for example, in relations with suppliers.

The Company carefully **supervises** compliance with the Code of Ethics; provides suitable information, prevention and control instruments and resources; if necessary, it applies corrective measures and appropriate sanctions based on the disciplinary system

of the organizational management and control Model adopted.

The Company's Supervisory Board shall be responsible for the enforcement of this Code.

## **1.6 Monitoring and updating the Code of Ethics**

This Code is subject to verification, review and, if necessary, updating by the Company's administrative body, after consulting with and evaluating the proposals by the Board of Statutory Auditors and the Supervisory Board, when it is considered that the Code is no longer suited to the activities and the structure of the Company itself.

## **Part II**

### **Rules of conduct**

## 2.1 General rules of conduct in business management

Each operation implemented in the interest or benefit of the Company (from a management point of view) must be guided by:

- legality in form and substance;
- maximum responsibility, fairness<sup>1</sup>, efficiency<sup>2</sup>, completeness and with transparency of information<sup>3</sup>;
- compliance with this Code of Ethics and the Company's business practices.

The following practices are prohibited:

- the pursuit of personal interests or those of third parties at the expense of the Company's;
- the achievement of the interests or benefit of the Company in violation of the laws in force;
- the abusive exploitation, for personal interests or that of third parties, of the name and reputation of the Company, as well as of information obtained and business opportunities learnt of during the performance of duties;
- the use of corporate assets for purposes other than their own.

In particular, the recipients of this Code must refrain from activities (including those without charge), **conduct and actions inconsistent with the obligations related to the relationship established with the Company.**

Each person is also required to work **diligently to protect the Company's assets**, using

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<sup>1</sup> The principle of fairness implies the respect of the rights, including those in relation to privacy and opportunities, as well as the laws in force aimed at protecting all individuals involved in their work and professional activities. This also calls for the elimination of any discrimination and any possible conflicts of interest between employees and the company.

<sup>2</sup> The principle of efficiency requires that all work is carried out managing resources efficiently and the commitment to offering products suited to the needs of the customer and according to the highest standards.

<sup>3</sup> The principle of transparency is based on the truthfulness, accuracy and completeness of information both inside and outside the company. In the stipulation of contracts, the Company shall prepare terms in a clear and comprehensible manner, always ensuring the maintenance of a state of balance and equal bargaining with customers.

assigned resources with care and responsibility, **avoiding improper use** that could cause damage, reduction of efficiency or that could conflict with the Company's interests.

All Company employees and collaborators must **communicate in writing** to their immediate supervisor and the Supervisory Board the occurrence of **any situations of potential conflict of interest** (direct or indirect) with those of the Company. Even doubtful situations must be reported.

In any case, anyone (among the recipients of this Code) who becomes aware of **illegal situations or conduct of others** must immediately inform his/her supervisor and the Supervisory Body in writing.

Managers and employees **must not donate or promise money or other benefits to third parties** or public officials, even under unlawful pressure, in any form or manner (even indirectly), intended to promote or favour the interests of the Company.

In addition, they **cannot accept**, for themselves or for others, **the aforementioned gifts or the promise of them** to promote or favour the interests of third parties with respect to the Company, except for those of very low value, pertaining to common practice in trade relations and only if they cannot be understood to be directed at obtaining favourable treatment with respect to any of the Company's activities.

Any manager or employee receiving requests or offers (explicit or implicit) of the aforementioned gifts or promises, must **immediately inform the Supervisory Board** in writing.

The manager or employee must also **suspend all relations with the third party involved**, until specific instructions are provided by the Board of Directors, after having discussed the situation with the Supervisory Board.

The provisions relating to employee relations extend to all possible collaborators, consultants, etc. of the Company.

## 2.2 Rules of conduct for the Company management

Managers and employees in any way involved in **activities aimed at preparing the balance sheet** are subject to the provisions ensuring accuracy and transparency of data as well as its proper representation and evaluation.

The accounting records must be based on accurate and verifiable information, and must fully comply with the internal procedures for accounting practice.

Each transaction, such as the submission of tax declarations (VAT, income, *Intrastat* forms, statements of intent, etc.) must be properly **recorded and supported by appropriate documentation**, in order to allow audits able to certify the characteristics and motivations of the operation and to identify who authorized, performed, recorded and checked it.

Managers and employees shall provide full and timely cooperation to the auditing bodies, whether internal or external with respect to the Company, so as to assure the best performance of their duties.

Anyone who becomes aware of any omissions, errors or falsifications shall provide written notice to his/her supervisor and to the Supervisory Board.

## 2.3 Rules of conduct for employee relations

### 2.3.1 Employee relationship management

Gruppo Mastrotto S.p.A. recognizes the **centrality of its human resources** working for the company in a business environment characterized by fairness and mutual trust between employer and employee, as a main factor for the success of the company.

Therefore the company promotes **respect for employees and acknowledges the importance of their participation in the business.**

The **professionalism and dedication** of workers are of fundamental importance to achieve the objectives of the Company.

The Company is therefore oriented towards favouring the **professional growth** of each employee. Toward this end, the Company is committed to developing the skills and stimulating the abilities and potential of employees so that they identify themselves with the achievement of the objectives of the Company.

In this perspective, the Company promotes the continuous improvement of the professionalism of its employees through **training initiatives**.

The Company provides **equal employment opportunities** to all employees on the basis of specific professional qualifications and performance capabilities **without discrimination**.

The Company is committed to ensuring the necessary conditions to maintain a **collaborative and friendly work environment** and to prevent discriminatory conduct of any kind.

Toward this end, the **dissemination of company information** to employees and collaborators must be appropriate, correct and complete.

Everyone is requested to cooperate in maintaining a **climate of mutual respect for the dignity, honour and reputation of all**.

The Company employs and manages the employment relationship on the basis of **criteria of competence and merit**, regardless of race, religious beliefs, gender, age, ancestry, personal disabilities and length of service in conformity with the laws and regulations in force.

All employees shall be hired by the Company with a **regular employment contract**. No other form of employment shall be permitted or in any case never in contrast with the provisions of the laws in force.

The employment relationship is carried out in **compliance with the applicable law and with the agreed upon national contracts for the sector** as well as with the legislation



in matters of social security benefits, taxes and insurance.

Personnel undertake **to fulfil their obligations under this Code and the organizational management and control Model**, as well as to respect the law and the principles of integrity, honesty and loyalty in carrying out their work.

Employees must maintain an autonomous and honest stand to avoid making decisions or perform activities in situations that create a **conflict of interest** with those of the Company, even if just seeming to be in conflict.

Any conflict of interest, real or potential, must be communicated to the supervisor and the Supervisory Board.

Employees **shall use with care and maintain the goods** made available for work. The improper use of the company's goods and resources is not allowed. Each employee is directly and personally responsible for the protection and legitimate use of the goods and resources entrusted to him/her for the performance of his/her functions.

The Company shall take the necessary measures to **prevent the misuse of said goods and resources** in compliance with applicable laws.

With reference to the **use of computer systems**, each employee is responsible for the security of the systems used and is subject to applicable regulations and conditions of licensing agreements.

Except as foreseen by civil and criminal laws, using network connections for purposes other than those relating to the employment relationship (e.g., use of *chat services* and/or *social networks*) or sending offensive messages or messages that may damage the image of the company are considered the improper use of corporate assets and resources.

Every employee is also required to commit to prevent the commission of crimes through the use of IT tools.

Employees **may not ask for or receive gifts or other benefits**, for themselves or for others **or accept** them, except for those with a limited value in accordance with common business and courtesy practices.

Likewise employees **may not offer gifts or other benefits** to obtain favourable treatment with respect to any activity related to the company, excepting those with a limited value in accordance with common business practices and provided they cannot be understood as intended to obtain favourable treatments for the Company.

Gifts and benefits offered or requested but not accepted **exceeding a reasonable value** must be immediately **reported to the supervisor and to the Supervisory Board**, to allow a proper evaluation.

Employees are responsible for ensuring the **confidentiality of the information learnt in the exercise of his/her functions**, in accordance with the laws, regulations and circumstances, even after the termination of the employment relationship.

All employees shall **promptly report to their immediate supervisor and to the Supervisory Board** any information they become aware [ ] of regarding violations of the law, the Code of Ethics or the organizational management and control Model set out in Legislative Decree no. 231/2001 or any other provision that could involve the Company in any way.

All managers and directors of the Company or its units or autonomous organizational structures must supervise the work of employees and inform the Supervisory Board in writing of any possible violation of the aforementioned rules.

### **2.3.2 Safeguarding workers' safety and health**

The Company promotes **health and safety in the workplace** and considers the respect for workers' rights as essential.

The Company guarantees **the physical and moral integrity** of its employees and collaborators.

In particular, the Company ensures **working conditions that respect individual dignity as well as a safe and healthy work environment**, in full compliance with current regulations on the prevention of accidents at work and occupational health and safety.

Toward this end, the Company shall implement **appropriate** technical, organizational and economic **measures**.

The Company is committed to diffusing and strengthening a "**safety culture**" among personnel by developing risk awareness and promoting responsible behaviour by all persons operating within its structure.

All persons designated as **responsible for safety (that is, the employer, directors, managers of individual units and supervisors)** monitor and ensure that the working environment is adequate in terms of health and safety within the limits of their authority.

In addition, they shall monitor and ensure that the **respect for the integrity** of each individual is maintained and that any intimidating behaviour, illegal conditioning or undue discomfort is suppressed.

### **2.3.3 Confidentiality**

The Company shall protect the *privacy* of its employees, including through the appointment of a person responsible for the sensitive data, according to the legislation in force, undertaking not to disclose or disseminate personal information without prior consent unless otherwise specified by the provisions of law.

The acquisition, processing and storage of said information shall take place using specific procedures to ensure the prevention of unauthorized access to it, in accordance with legislation regarding the protection of *privacy*.

## 2.4 Rules of conduct for relations with shareholders

The Company, aware of the importance of the role played by shareholders, undertakes to provide accurate, truthful and timely information, and to improve the conditions of their participation in the making of business decisions within the scope of their rights.

The Company shall protect and enhance the value of its business in response to the commitment shown by the shareholders with their investments through the development of the administration, the pursuit of high *standards* in production activities and the solidity of the Company's assets.

The Company also undertakes to protect and preserve its resources and assets.

## 2.5 General rules of conduct for relations with external entities (public or private)

Relations with third parties must be conducted in accordance with the law and must be based on principles of fairness, honesty, transparency and verifiability.

Loyalty and fairness must likewise be expected by third parties.

**Relations with public employees** must also comply with the principles and provisions of Ministerial Decree 28 November 2000 (Code of conduct for employees of public administrations).

**No gifts, goods or other benefits** shall be offered to representatives, officers or employees of public administrations (not even through proxies) **excepting those gifts with a limited value that do not exceed common business or courtesy practices, and that cannot be understood as intended to obtain favourable treatment towards the Company.**

The information provided to external entities must be truthful, transparent, verifiable and faithfully reflect the Company's policies.

Managers and employees who are called to provide any information concerning the Company and its business, including conferences, public events and publications, generally, must obtain prior authorisation from the Board of Directors of the Company or from the appointed manager, and to agree upon the contents of the statements, in accordance with the Company's policies.

Employees shall **refrain from conduct or statements that could be prejudicial to the Company's image.**

Moreover, they must help to protect said image, including through proper behaviour which they are required to maintain in any case.

**Relations with public institutions** are maintained by Managers or with their authorisation.

The Company does not contribute to the financing of **political parties, movements, committees and political organizations and unions, their representatives or candidates**, excepting those cases provided for by specific rules.

## **2.6 Rules of conduct for relations with public authorities**

For the purposes of this Code of Ethics **Public Administration** means any public body, agency, authority (including those with inspection and supervision powers ) company or institution, howsoever named, or any natural or legal person acting as a public officer or charged with a public service. The definition also includes any public or private body exercising a public function, in order to pursue a general interest for the public.

When dealing with public authorities, the recipients of this Code of Ethics must respect

the following **principles**:

- i) to ensure maximum clarity with public authorities relations must be maintained exclusively by representatives who have received **a clear mandate by the Board of Directors of the Company or by the appointed manager, and that do not fall into situations of conflict of interest** with respect to the representatives of the public authorities themselves;
- ii) the Company (and those who work for it) must always act within **the confines of the law and proper business practice**, with the express prohibition of engaging in acts that, although intended to pursue an interest or to bring about an advantage to the Company, are crimes;
- iii) **it is not allowed** (either directly or indirectly) **to offer money, gifts, payments or other benefits** in any form **or to exert illegal pressures**, or promise any object, service, benefit or favour to representatives, managers, officers or employees of the public administration, or their relatives or partners;
- iv) **only gifts with a very limited value are allowed** (authorized and properly documented) that do not exceed normal business or courtesy practices, and only if they cannot be understood as intended to obtain favourable treatment and, therefore, likely to compromise the integrity, independence and reputation of at least one of the parties;
- v) during business negotiations or transactions with the public administration, **no conduct should be engaged in**, directly or indirectly, **that could imply an employment and/or business opportunity for public administration employees or their relatives or the like, so as to obtain benefits** for oneself or others;

- vi) in the event that the Company is **represented by a "third" party in dealings with public authorities**, the same guidelines and rules which apply to the Company shall apply to the third party and all its personnel;
- vii) it is **strictly forbidden to make false statements** to government agencies, whether national or of the EU, in order to obtain public grants, contributions or loans, or to obtain tax savings or concessions, permits, licenses or other administrative acts;
- viii) **public funding and the procedures** for their request and disbursement in favour of the Company must be **documented and verifiable** in order to reconstruct the characteristics and motivations of the operation anytime, and to identify those involved. In any case, it is mandatory **to verify that**, the funds obtained are actually used for the activities or the realisation of initiatives for which they were granted;
- ix) it is **strictly prohibited to alter the performance of a computer system or electronic communication system** or otherwise manipulate the data it contains, in order to obtain an unfair advantage, resulting in damage to the public administration.

## 2.7 Rules of conduct for relations with customers

The Company bases the quality of its products on its **customer focus** and on the willingness, within the limits of possibility and the law, to satisfy the requests.

The Company shall establish customer relationships characterised by **extreme professionalism** and based on availability, respect, courtesy, research and the offer of the utmost cooperation.

**Contracts and customer communications** must not only meet regulatory requirements

and the directives of the Authorities, but they must also be clear, simple and formulated in language as close as possible to that of the customer.

The Company is committed to achieving the established **quality and safety standards** and to periodically monitor the quality of the products supplied to the customer.

The Company is committed to encouraging interaction with customers through the **management and quick resolution of complaints**, using appropriate communications systems.

The company **rejects litigation** as a tool to obtain undeserved advantages and resorts to it on its own initiative only if its legitimate claims do not satisfy the other party.

The Company shall **protect the privacy** of its customers, according to the current legislation, by undertaking not to communicate or disseminate personal, economic and consumption information excepting those cases required by law.

## **2.8 Rules of conduct in relations with suppliers**

For the purposes of this Code, the concept of "**Suppliers**" will also include financial and banking intermediaries, consultants and service providers in general.

The company only uses "suppliers" operating in accordance with the legislation in force and the rules foreseen in this Code of Ethics.

The Company is committed to promoting the procurement of goods and services, both primary and complementary, in accordance with ethical principles and respecting the environment.

The company shall require of its suppliers a commitment to prevent the commission of crimes, especially against the Public administration, and environmental disasters.



In their dealings with suppliers, the recipients of this Code shall comply with the following **principles**:

- the **selection** of suppliers must comply with the principles of competition and fairness of conditions when submitting tenders, on the basis of objective criteria such as competitiveness, utility, price and quality of service.

When choosing an offer, the Company shall not prevent any supplier meeting its requirements from bidding and winning a contract with it.

The Company must, however, take into account the ability of the supplier to ensure compliance with legislation on occupational health and safety and environmental protection, the implementation of suitable quality systems, the availability of resources and organizational structures as well as the capacity to meet the obligations of confidentiality.

Any selection process must be carried out in accordance with the broadest conditions of competition and any exception to this principle must be authorized and justified;

- The Company shall establish appropriate procedures to ensure **maximum transparency** in the selection of the supplier and purchasing of goods and services.

There may be a rotation system of the persons responsible for purchasing in order to promote greater fairness as well as the functional separation between the request for supplies and the stipulation of the actual contract, and thorough documentation of the entire selection and purchasing process, such as to enable the reconstruction of every transaction;

- the Company and the supplier must operate so as to build a **collaborative relationship based on mutual trust**, consistent with good trade practices.

The Company is committed to timely and properly informing the supplier about the nature of the activity, the manner and timing of payment in compliance with existing legislation, given the circumstances, negotiations and the content of the contract.

The Company must in any event verify that the fulfilment of contractual obligations by the Supplier complies with the principles of fairness, honesty, diligence and good faith in accordance with the contractual terms and provisions of law.

Relations with suppliers, regulated by the rules of this Code, are subject to continuous and careful monitoring by the Company.

## **2.9 Rules of conduct for relations with *competitors***

The Company operates in compliance with the principles of **fairness and free competition**.

The Company pursues its business activities so as to achieve an economically relevant profit and targeted at attaining **competitive results** that reward quality, skills, experience and effectiveness.

Any action, intended to alter the conditions of fair competition (like in public and private tenders) is contrary to the Company's policy and all persons are prohibited from operating in that respect.

## **2.10 Rules of conduct in relations with the community**

The Company intends to contribute to the economic welfare and growth of the communities in which it operates, by providing **quality products and operating with high environmental and toxicological safety standards**.

The company identifies **progress and innovation** as essential conditions for growth and success.

Consistent with the related need for cost-effective management, in making choices the Company takes into account the **wide diffusion of products offered** and the necessary

correspondence of them to the needs of the community.

With the awareness of being a very important player in the market, for the economic and social development of the community, as well as for the welfare of the people who work or collaborate with the Company, and the consequent responsibilities towards the community, the Company maintains relations with local, national and international public authorities aiming for full and **effective collaboration and transparency** while respecting the reciprocal independence, the economic objectives and the values of this Code.

The Company **shall not make contributions or provide advantages or other benefits** whether direct or indirect, to political parties, movements, committees, political organizations or unions, or to their representatives or candidates, or support them in any other way, without prejudice to compliance with applicable regulations.

**Under no circumstances** shall the pursuit of the Company's interests justify any **conduct** by management, employees or other collaborators that does **not comply with the laws in force or the provisions of this Code.**

## **2.11 Rules of conduct as regards environmental protection**

The Company's investment and business choices shall be made so as to safeguard the **environment and public health.**

The Company's **environmental policy** arises from the awareness that protection of the environment is a competitive advantage in a market increasingly attentive to the quality and impact of the services and products delivered by companies.

The Company is committed to managing its activities in **full compliance with current regulations** on protection of the environment.

Therefore the Company shall take into account all environmental issues when making decisions, undertaking to adopt **eco-friendly technologies and production methods,**

even beyond the requirements of the specific legislation, with the aim of reducing the environmental impact of its activities.

## **2.12 Confidentiality and use of information**

Personal information protected by the so-called **Privacy Law** is included among the data collected by the Company.

In accordance with the aforementioned regulation, the Company shall protect the information relating to its employees, customers and third parties in general.

All information not belonging to the public domain about the Company and its activities must be considered "**confidential**" by all managers, employees and collaborators having knowledge of it as a result of his/her duties or relationship with the Company.

The recipients of this Code shall guarantee the confidentiality of the information acquired or processed as a result of the execution of their duties. Said information shall be considered the **exclusive property of the Company**.

The treatment of confidential information is governed by special Company procedures in accordance with the applicable laws.

In any case, this information may be used by managers, employees or collaborators, solely for the performance of work activities and within the limits of their respective assignments, and in any case it may not be used after the termination of the employment relationship.

Managers, employees and collaborators must take great care to **prevent the improper dissemination** of this information.

Managers, employees and collaborators undertake not to use or allow the use by others

of the information not publicly available relating to the Company or in any case relating to entities (individuals, companies, etc.) that have a relationship with it, to promote or favour their own interests or those of third parties.

## **Part III**

### **Methods of implementation**

### **3.1 Prevention system**

In accordance with current regulations and in light of the planning and management of corporate activities, aimed at improving efficiency, fairness, transparency and quality, the Company shall take appropriate **measures for the organization, management and control** of its activities.

These measures are aimed at:

- preventing unlawful conduct (or in any case conduct contrary to the rules of this Code), by any person operating within its structure or howsoever in relation to it;
- identifying and promptly eliminating any risky situation.

Taking into account the complexity of the business activities and the organizational structure, the Company shall adopt a **system for the delegation of powers and functions**.

In particular, said system foresees the explicit and specific assignment of tasks to employees with suitable skills and expertise, ensuring them adequate autonomy in the management of those resources allocated to them without compromising the Company's right to check their performance.

### **3.2 Compliance with the Code of Ethics and internal controls**

The company diffuses a mentality oriented toward activities of control at all levels, given the contribution it makes to improving efficiency.

The term "**internal controls**" refers to the tools needed to check the activities of each department, with the goals of ensuring compliance with the law and company procedures, protecting the resources of the Company, efficiently managing its activities and, lastly, providing accurate and complete accounting data.

Toward this end, the Company undertakes, on one hand, the adoption of appropriate **control procedures** to ensure that the actual conduct of the Company and its employees or collaborators is an expression of the values established in this Code, and on the other hand, to introduce **specific sanction systems** for when violations occur.

The responsibility for implementing an internal control system is shared across all levels of the organizational structure. As a result all recipients of this Code, in the sphere of their respective functions, are responsible for the establishment and proper functioning of the control system.

**Employees** shall promptly report to their supervisors and to the Supervisory Board of the Company, for which they work:

- any violation or inducement to violate laws, regulations, the provisions of this Code or internal procedures;
- any irregularity or negligence in the keeping of accounting records, in the preservation of relevant documents intended to fulfil internal accounting and management reporting obligations.

The Supervisory Board performs the necessary checks regarding the reports received in order to establish the facts and to promote the most appropriate measures and initiatives, including the proposal to apply (when applicable) sanctions against those responsible in the manner provided for by law, collective agreements and contracts.

Anyone reporting misconduct or wrongdoing in good faith shall not suffer adverse effects as a result of that action.

In any case confidentiality is guaranteed for those employees reporting misconduct or wrongdoing in good faith, except for the requirements of the law.



### 3.3 The disciplinary system

The Supervisory Board is responsible for verifying and ascertaining any violations of duties under this Code, and for communicating the results to the Board of Directors and the Board of Auditors.

Failure to comply with the obligations under this Code may result in the imposition of **disciplinary sanctions**, also taking into account what is established in the special section of the organization, management and control model.

All disciplinary sanctions **against the Company's employees**, shall be applied by the Board of Directors or the appointed manager taking into account the seriousness of the offense and in accordance with the provisions of the Civil Code under law no. 300 of 20 May 1970 ("Workers' Statute"), the provisions of the collective agreement of reference and the special section of the organizational management and control Model.

Violations of this Code of Ethics by **members of the Board of Directors** of the Company shall be sanctioned by measures established by the Board of Directors or by the shareholders meeting considering the seriousness of the offense.

The measure shall be decided in the absence of the member or members involved in the violation.

If this Code of Ethics is violated by **members of the Board of Auditors** Art. 2400 of the Civil Code shall be applied if the conditions exist.

If the violation is committed by **collaborators, external consultants and those who provide goods or services to the Company**, the sanction shall be determined by the Board of Directors or by the appointed manager. In the most serious events the sanction may result in the termination of the contract without prejudice to the Company's right to claim for compensation for damages suffered as a result of the misconduct.



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