



FRATELLI NERI S.P.A.

Code of Ethics

Letter from the Chairman of the Board of Directors presenting the Code of Ethics

Fratelli Neri S.p.A. (hereinafter, also "**Fratelli Neri**" or the "**Company**") is a *leading* company in the business of port towage and ship assistance carried out by ship towage, including maritime salvage and salvage. The Company also carries out marine and land works, marine and land transportation, general port services, cargo handling and storage, *off-shore* services, anti-pollution services, and marine environmental protection activities.

Fratelli Neri considers it essential to express, with clarity and conviction, its values and responsibilities not only within its own organization but also in its relations with the market, local communities, public administrations, and other third parties with which it has relationships.

The values and principles that Fratelli Neri pursues and applies in the performance of its business activities are identified and specified in this Code of Ethics, which forms an integral part of the Company's Organization, Management and Control Model *pursuant to* Legislative Decree No. 231 of June 8, 2001 (hereinafter, also the "**Model**"). In particular, Fratelli Neri disseminates these values and supervises their observance with principles, protocols, appropriate training and information tools and an adequate system of sanctions, regulated in the aforementioned Model.

The Company will also amend the rules and provisions of the aforementioned Model that should prove, over time, to be in conflict with the principles and values that inform our beliefs.

Dr. Francesca Neri

Fratelli Neri S.p.A.

INDEX

Section I

1. General Provisions	6
Foreword	6
2. General Principles	7
2.1 Integrity, honesty and impartiality	7
2.2 Principle of fairness.....	7
2.3 Confidentiality	7
2.4 Enhancement of the investment of the membership.....	8
2.5 Value of human resources.....	8
2.6 Fairness in the exercise of authority	8
2.7 Integrity of the person	8
2.8 Transparency and completeness of information	8
2.9 Diligence and accuracy in the execution of tasks and contracts.....	9
2.10 Fairness and equity in the management and possible renegotiation of contracts	9
2.11 Quality of services.....	9
2.12 Fair competition.....	9
2.13 Responsibility to the community	9
2.14 Environmental protection	9
3. Target Subjects.....	10
4. Dissemination of the Code.....	11
5. Obligations for all employees.....	12
6. Additional obligations for Heads of Functions.....	13
7. "External" effectiveness of the Code of Ethics	14
8. Contractual value of the Code of Ethics.....	15

Section II

Criteria for Top Management Conduct.....	16
1. Generalities	16
2. Conflicts of Interest	16

Section III

Transparency of Accounting Records and Internal Controls.	18
1. Accounting records.....	18
2. Internal Controls	19

Section IV

Ethics of Conduct in Business Relations.	20
1. General Principles	20
2. Relationships with private clients and customers	21
3. Relationships with suppliers, contractors and subcontractors	21
4. Awarding of professional assignments.....	21

Section V

Relations with Public Administrations and Other Public Bodies.	23
1. Relations with Public Administrations and Public Contractors in general	23
2. Relations with Public Institutions and Authorities	24

Section VI

Relations with Other Third Parties	25
1. Relations with political and labor organizations	25
2. Relations with the mass media.....	25

Section VII

Personnel Management	26
Chapter I -The Selection of Personnel	26
1. Prohibition of discrimination and reporting of candidates.....	26
Chapter II -Compliance with laws and regulations	27
1. Health, safety and the working environment	27
2. Smoking in the workplace	27
3. Privacy	27
Chapter III - Internal Relations within the Company	28
1. Prohibition of discrimination or harassment	28
2. Use of alcohol or drugs.....	28
3. Clothing	28
Chapter IV - Loyalty to the Company	29

1. Conflict of interest.....	29
2. Competitive practices	29
3. Confidential and confidential information.....	30
4. The protection of corporate assets	30

Section VIII

Application of the Code and Disciplinary Consequences.....	32
Chapter I - General Provisions	32
1. Application Principles	32
2. Disciplinary Procedure.....	32
3. Reference to the applicable C.C.N.L.....	32
Chapter II - Third parties	33
1. Penalty apparatus.....	33

Section I

General Provisions

1. Foreword

This Code of Ethics, which is an integral part of the Model, defines the corporate values and principles that regulate the rights, duties and responsibilities of all those who, in any capacity, operate in Fratelli Neri, with respect to all interlocutors, internal and/or external, such as shareholders, directors, employees, consultants, business *partners*, the Public Administration and, more generally, all parties linked by a collaborative relationship with the Company.

This Code of Ethics has been prepared in order to ensure that the principles and values, pursued and applied by Fratelli Neri, are respected in the conduct of business activities and that the same constitute a necessary condition and a competitive advantage, in order to pursue the success of the Company and the achievement of the objectives set.

The provisions of this Code of Ethics have been drafted in accordance with the Confindustria Guidelines for the Construction of Organization, Management and Control Models *pursuant to* Legislative Decree 231/2001. The Code of Ethics binds all parties to whom it is intended, at any level of the corporate organization. In this regard, Fratelli Neri is committed to fostering general awareness of this Code of Ethics within its corporate organization, undertaking to take into account all suggestions and observations that may be received.

As far as parties outside the Company are concerned, it will be the responsibility of the person in charge of the corporate function concerned to obtain, from the third party, the assumption of the commitment to comply with this Code of Ethics.

Those who work in the employ of the Company or collaborate with it or, for any reason, have business relations with it, undertake to comply with the principles and provisions contained in this Code of Ethics, as well as in other *policies of* a behavioral nature, however they may be adopted by the Company. Should the provisions of the aforementioned *policies* conflict with the provisions and/or principles contained in this Code of Ethics, the latter shall prevail over the former.

The Company also undertakes to supervise the observance of this Code of Ethics, preparing adequate information, prevention and control tools and procedures and ensuring the transparency of the operations and behaviors implemented, intervening, if necessary, with corrective actions, aimed at repressing any activities not in line with the principles of this Code of Ethics.

The Supervisory Board, referred to in the Model, is assigned the function of guarantor of this Code of Ethics.

2. General Principles

All activities put in place by Fratelli Neri are carried out in the awareness of the moral and social responsibility that the Company has towards its shareholders, employees, consultants, business *partners*, the Public Administration and, more generally, all parties linked by a relationship of collaboration with the Company, in the belief that the achievement of the Company's objectives must be accompanied not only by respect for specific corporate values but also for the regulations in force and the general duties of honesty, integrity, fair competition, fairness and good faith.

2.1. Integrity, honesty and impartiality

In the performance of all activities carried out by its directors, managers, employees and collaborators, the Company is guided by the highest principles of integrity set by professional ethics.

Moral integrity is a constant duty of all those who work for the Company that must characterize the behavior of the entire corporate organization.

Therefore, the Company requires its staff and collaborators, as well as more generally all persons linked by a relationship of collaboration with the Company, to act in compliance with all applicable laws, the Code of Ethics and applicable regulations as well as to know and observe the laws and regulations in force in all the countries in which it operates. This also includes attention to and compliance with regulations governing competition, both domestically and internationally.

In decisions affecting the choice of customers, relations with the corporate structure, personnel management and/or work organization, selection and management of suppliers, relations with the surrounding community and institutions, the Company shall avoid any discrimination on the basis of age, gender, sexuality, state of health, race, nationality, political opinions and religious beliefs of its interlocutors.

2.2. Principle of fairness

All activities, put in place by the Company, shall be carried out in compliance with the principle of fairness, which implies respect for the rights of every person, however involved in their work and professional activities.

2.3. Confidentiality

The Company's databases contain, *inter alia*, personal data protected by the legislation protecting *privacy*, data that by negotiated agreements cannot be made known to the outside world, and data, the untimely or inappropriate disclosure of which could produce damage to the Company's interests. It is the obligation of each employee to ensure the confidentiality required by the circumstances for each piece of information learned by reason of his or her job function.

The Company is committed to protecting information about its employees and third parties, generated or acquired within and in business relationships, and to avoid any

misuse of this information. Information, knowledge and data acquired or processed by employees during their work or through their duties belong to the Company and may not be used, communicated or disclosed without specific authorization.

The Company takes the most appropriate precautions and security measures regarding the processing of personal and/or sensitive data processed, in accordance with applicable legislation.

2.4. *Enhancement of the investment of the Company's membership*

The Company endeavors to ensure that its economic and financial *performance* is such as to safeguard and enhance the value of the company, in order to adequately remunerate the risk that shareholders have assumed by investing their capital.

2.5. *Value of human resources*

The Company's employees are an indispensable factor in its success. For this reason, the Company protects and promotes the value of human resources in order to improve and increase the wealth and competitiveness of the skills possessed by each employee.

2.6. *Fairness in the exercise of authority*

In entering into and managing contractual relationships involving the establishment of hierarchical relations - especially with collaborators - the Company is committed to ensuring that authority is exercised fairly and equitably, avoiding any abuse. In particular, the Company ensures that authority does not turn into the exercise of power detrimental to the dignity and autonomy of the collaborator, and that the choices of work organization safeguard the value of collaborators.

2.7. *Integrity of the person*

The Company guarantees the physical and moral integrity of its collaborators, working conditions that respect individual dignity, and safe and healthy working environments. For these reasons, requests or threats aimed at inducing people to act against the law and/or this Code of Ethics and/or the Model, or to adopt behaviors detrimental to each person's moral and personal beliefs and preferences are not tolerated.

2.8. *Transparency and completeness of information*

The Company's collaborators are required to provide complete, transparent, comprehensible and accurate information, so that, in setting up relations with the Company, they are able to make autonomous decisions aware of the interests involved, alternatives and relevant consequences. In particular, in the formulation of any contracts, the Company takes care to specify to the contractor the conduct to be adopted in all conceivable foreseen circumstances, in a clear and understandable manner.

2.9. *Diligence and accuracy in the execution of tasks and contracts*

Contracts and work assignments must be executed as consciously agreed upon by the parties. The Company undertakes not to exploit conditions of ignorance or incapacity of its counterparts.

2.10. Fairness and equity in the management and possible renegotiation of contracts

It is to be avoided that anyone who, in acting on behalf of the Company, attempts to take advantage of contractual loopholes, or unforeseen events, to renegotiate the contract for the sole purpose of exploiting the position of dependence or weakness in which the counterparty has found itself.

2.11. Quality of services

The Company orients its activities to the satisfaction and protection of its customers, both public and private, by listening to requests that can foster an improvement in the quality of its services. For this reason, the Company directs its business activities to high quality *standards* of its services.

2.12. Fair Competition

The Company intends to protect the value of fair competition by refraining from collusive, predatory behavior and abuse of dominant position.

2.13. Responsibility to the community

The Company is aware of the influence, including indirect influence, that its activities can have on the conditions, economic and social development, and general welfare of the community, as well as the importance of social acceptance of the communities in which it operates. For this reason, the Company intends to conduct its investments in an environmentally sustainable manner, respecting local and national communities, and supporting initiatives of cultural and social value, in order to achieve an improvement in its reputation and social acceptance.

2.14. Environmental protection

The environment is a primary asset that the Company is committed to safeguarding; to this end, it conducts its activities, seeking a balance between economic initiatives and unavoidable environmental needs, in consideration of the rights of future generations.

Therefore, the Company is committed to improving the environmental and landscape impact of its activities, as well as preventing risks to populations and the environment not only in compliance with current regulations but also taking into account, also, the development of scientific research and the best experiences in the field.

3. Target Subjects

The addressees of this Code of Ethics are mainly:

- a) the members of the Board of Directors;
- b) the members of the Board of Statutory Auditors;
- c) *management* and the heads of the company's apical functions (hereinafter collectively referred to as the "**Function Heads**");
- d) the employees;
- e) collaborators, consultants and, in general, self-employed workers - including casual workers - who provide their activities in favor of the Company;
- f) the other third parties with whom the Company has contractual relations in the achievement of the Company's objectives

(hereinafter all, jointly, referred to as the "**Recipients**").

In particular, the Board of Directors, in setting corporate objectives, undertakes to be guided by the principles contained in this Code of Ethics.

The top management of the Company is responsible for the effective implementation of the Code of Ethics and its dissemination within and outside the Company.

The Company's employees, in addition to the compliance per se due to the regulations in force and the provisions provided for by collective bargaining, undertake to adapt the manner in which they perform their work activities to the purposes and provisions set forth in this Code of Ethics; this, both in intra-Company relations and in relations with parties outside the Company and, in particular, with the Public Administrations and other Public Authorities.

An inescapable requirement of any profitable collaborative relationship with the Company is compliance by collaborators and other third parties with the principles and provisions contained in this Code of Ethics.

4. Dissemination of the Code

The Company undertakes to ensure, also through the designation of specific internal functions:

- a) the maximum dissemination of this Code of Ethics, in compliance with the procedures provided for in Article 7 of Law No. 300/1970 for employees;
- b) the preparation of cognitive, explanatory, training and awareness-raising tools with reference to the contents of this Code of Ethics, possibly through *training* tools;
- c) the conduct of periodic audits in order to monitor the degree of compliance with the provisions contained in this Code of Ethics;
- d) the constant updating in relation to the economic, financial, commercial and geographical evolution of the Company's activities, to any changes in its organizational or management structure, as well as with reference to the types of violations found in the context of supervisory activities and to any changes in the regulatory context of reference
- e) the provision of adequate prevention tools, the implementation of appropriate sanctioning measures and the timely application of the same, in case of ascertained violation of the provisions of this Code of Ethics.

Recipients of the provisions contained in this Code of Ethics are required:

- a) to promptly and adequately inform all persons in contact with the Company about the commitments and obligations under this Code of Ethics;
- b) to require suppliers, customers, contractors, subcontractors, consultants and any other person who has contractual relations with the Company to read the Code of Ethics, to comply with its provisions and, in any case, to conduct themselves in line with its general principles
- c) to report to the Supervisory Board, in compliance with the provisions of the Model, any conduct that is, even potentially, in conflict with the provisions of this Code of Ethics.

5. Obligations for all employees

This Code of Ethics is an integral and substantial part of the employment contract of every employee of Fratelli Neri, which must require all employees to have a rigorous knowledge of and comply with the provisions contained in or referred to in the Code of Ethics, as well as with the relevant laws governing the activities carried out within the scope of their function. Any violation of the provisions of this Code of Ethics entails the adoption of appropriate sanctions.

For these reasons, employees of the Company are obliged to:

- Refrain from conduct contrary to the principles of this Code of Ethics, the Model and the regulations referred to therein;
- refer to one's superiors and/or the Supervisory Board for the necessary clarifications on the application methods of this Code of Ethics, the Model and/or the regulations referred to therein; and
- promptly report to their superiors and/or the Supervisory Board any news regarding possible violations of this Code of Ethics and the Model;
- cooperate with the designated structures of the Company, in the event of any investigations aimed at verifying possible violations of the provisions of this Code of Ethics and/or the Model and/or the regulations referred to therein and, if necessary, to sanction possible violations;
- contribute to the maintenance of the work environment while respecting the sensitivities of others;
- use the premises, equipment, electronic equipment, machinery and systems exclusively for the performance of the activity for which they are responsible;
- adopt conduct consistent with this Code of Ethics and refrain from any conduct that could harm Fratelli Neri or compromise its image, honesty, impartiality or reputation.

No employee is authorized to personally conduct investigations regarding alleged misconduct. Instead, each employee is required to report any news he or she has about alleged misconduct only to his or her Function Managers or to the Board of Directors or the Supervisory Board.

6. Additional obligations for Heads of Function

Each Head of Function has the obligation to:

- a) set an example and guide for employees by his or her behavior and demonstrate to them that compliance with this Code of Ethics and the Model is of the utmost importance to the Company;
- b) Take care of the observance of this Code of Ethics and the Model by their subordinates;
- c) ensure that employees understand that the provisions contained in this Code of Ethics and the Model are an integral part of their work performance;
- d) select employees and collaborators who ensure compliance with the principles in the Code of Ethics;
- e) promptly report to the Supervisory Board any reports or requirements from their subordinates;
- f) prevent any form of retaliation within its functions, to the detriment of workers or collaborators, who have cooperated in the observance of this Code of Ethics.

Failure by Function Managers to comply with the obligations set forth in this point may result in the application of disciplinary sanctions, including dismissal in the most serious cases.

7. "External" effectiveness of the Code Ethics

Anyone who, acting in the name or on behalf of the Company, comes into contact with third parties with whom the Company intends to enter into business relations or is obliged to have relations of an institutional, social, political or any other nature with them, is obliged to:

- a) inform such parties of the commitments and obligations imposed by the Code of Ethics;
- b) demand compliance with the obligations concerning their activities;
- c) take the necessary internal initiatives in the event of refusal by third parties to comply with the Code of Ethics or in the event of failure or partial performance of the commitment made to observe the provisions contained in this Code of Ethics.

8. Contractual value of the Code Ethics

The above premises and general principles form an integral part of the Code of Ethics, together with the specific provisions referred to, in greater detail, *below*.

This Code of Ethics, taken as a whole and together with all the specific implementation procedures approved by the Company, must be considered an integral part of existing and to be entered into employment contracts.

Violation of its provisions will, therefore, constitute an offense of a disciplinary nature and, as such, will be prosecuted and sanctioned by the Company and may result in compensation for damages caused to the Company.

As for collaborators, consultants and self-employed workers who perform their activities in favor of the Company and other third parties, the knowledge and acceptance of the contents of this Code of Ethics, or of an excerpt from it, or, in any case, the adherence to the provisions and principles set forth therein, represent a *conditio sine qua non* of the stipulation of contracts of any nature between the Company and such parties; the provisions thus signed or, in any case, approved, even by conclusive facts, constitute an integral part of the contracts themselves.

By reason of the foregoing, any violations by third parties of specific provisions of this Code of Ethics, based on their seriousness, may legitimize the Company's termination of existing contractual relationships with said parties and may also be identified *ex ante* as causes for automatic termination of the contract pursuant to Article 1456 of the Italian Civil Code.

Section II

Criteria for the Conduct of Top Management

1. Generalities

The Board of Directors, the Company's Department Heads as well as the members of the Board of Auditors and the members of the Supervisory Board are required to comply with this Code of Ethics and to carry out their activities in line with the values of honesty, loyalty, fairness and integrity, consciously sharing the Company's mission.

It is the responsibility of the Board of Directors, and in particular the delegated bodies, to give concrete expression to the principles contained in this Code of Ethics, reinforcing the trust, cohesion and mutualistic spirit that inspires company operations. To this end, the Board of Directors shall be inspired, including in setting business objectives, by the values expressed in this Code of Ethics.

2. Conflicts of Interest

A relationship of complete trust exists between the Company and its employees, within the framework of which it is the employee's primary duty to use the company's assets and his or her own working abilities for the realization of the company's interest, in accordance with the principles set forth in this Code of Ethics, which represent the values by which the Company is inspired. With this in mind, directors, the Company's Function Managers, members of the Board of Statutory Auditors, members of the Supervisory Board, employees and collaborators in various capacities of the Company must avoid any situation and refrain from any activity that could set a personal interest against those of the Company or that could interfere with and hinder the ability to take, in an impartial and objective manner, decisions in the interest of the Company.

The occurrence of situations of conflict of interest, in addition to being contrary to the law and the principles set forth in this Code of Ethics, is detrimental to the Company's image and integrity. Directors, Heads of Functions, members of the Board of Statutory Auditors, members of the Supervisory Board, employees and collaborators in various capacities of the Company must, therefore, exclude any possibility of overlapping or in any case crossing, instrumentalizing their functional position, economic activities responding to a logic of personal and/or family interest and the duties they hold within the Company. In case of violation, the Company will take appropriate measures to put an end to the conflict of interest situation.

In order to avoid situations, even potential ones, of conflict of interest, the Company, at the time of entering into a contract of collaboration and/or assignment of office and/or stipulation of a contract of employment, requires its directors, Heads of Department, auditors, members of the Supervisory Board, employees and collaborators in various capacities of the Company to sign a special declaration excluding the presence of conditions of conflict of interest between the individual and the Company. This declaration also requires the individual to undertake to promptly inform the Company-

in the person of his or her superior-if he or she finds himself or herself in actual or potential situations of conflict of interest. The Company requires, moreover, that anyone who becomes aware of situations of conflict of interest shall - through the methods provided for in the specific protocols - promptly notify either his or her Function Head or the Board of Directors or the Supervisory Board.

Section III

Accounting Transparency and Internal Controls.

1. Accounting Records

The Company's accounting records meet the generally accepted principles of truth, accuracy, completeness and transparency of the recorded data.

The Recipients of this Code of Ethics undertake to refrain from any conduct, whether active or omissive, that directly or indirectly violates the regulatory principles and/or any internal procedures pertaining to the formation of accounting records and their external representation.

In particular, the Recipients undertake to cooperate to ensure that every operation and transaction is promptly and correctly recorded in the company accounting system according to the criteria indicated by the law and applicable accounting principles, as well as, where appropriate, duly authorized and verified.

Recipients are also required to keep and make available, for each operation or transaction carried out, adequate supporting documentation in order to enable:

- a) the accurate accounting record;
- b) the immediate identification of the underlying characteristics and motivations;
- c) the easy formal and chronological reconstruction;
- d) the verification of the process of decision-making, authorization and implementation, in terms of legitimacy, consistency and appropriateness, as well as the identification of the various levels of responsibility.

Recipients who become aware of cases of omission, falsification or negligence in accounting records or supporting documentation are required to promptly report them to the Supervisory Board or to their Function Head so that the Board of Directors and the Board of Statutory Auditors can be informed.

Recipients must adhere to criteria of loyalty, fairness and transparency when requesting expense reimbursements; to this end, they undertake to know and comply with any internal Company procedures on the subject.

The Company promotes the initiation of training and updating programs in order to make Recipients aware of the rules (laws or regulations, internal prescriptions, provisions of trade associations) that govern the formation and management of accounting documents.

2. Internal controls

The Company promotes at every level the assumption of a control-oriented mentality. A positive attitude toward controls contributes, significantly, to the improvement of business efficiency.

Internal controls are defined as all the tools adopted by the Company for the purpose of directing, managing and verifying the company's activities with the aim of ensuring compliance with laws and company procedures, protecting the company's assets, efficiently managing activities and providing accurate and complete accounting and financial data.

Every level of the organizational structure is responsible for contributing to the establishment of an effective and efficient internal control system. For this reason, consequently, all employees of the Company, within the scope of their respective functions and duties, are responsible for the proper functioning of the control system.

The Company ensures that the Board of Statutory Auditors, other corporate bodies with control powers, as well as the Supervisory Board, have access to data, documentation and any information useful for the performance of their activities.

Section IV

Ethics of Conduct in Business Relations

1. General Principles

The individual and collective behavior of the Recipients in the conclusion of any transaction - within the scope of the pursuit of the Company's own objectives - must always be in tune with company policies and procedures and must concretely translate into cooperation, social responsibility and respect for national and international laws.

No form of gift that can even be interpreted as exceeding normal business practices or courtesy, or otherwise aimed at acquiring favorable treatment in the conduct of any activity that can be linked to the Company, is allowed. This rule - which does not allow for exceptions even in those countries where offering gifts of value to business *partners* is customary - concerns both gifts promised or offered, and those received, with a gift being understood to be any type of benefit (for example: promise of a job, remission of a debt, provision of services free of charge or at off-market conditions, etc.).

The Company refrains from practices that are not permitted by law, business customs or codes of ethics, if known, of the companies or entities with which it has relations.

The offer of gifts by the Company - except those of modest value - must be made in accordance with the rules set forth in this article, with the exception of an express and reasoned resolution of the administrative body. In particular, the offer of gifts to members of the Public Administration, public officials, persons in charge of public services or public officials may not exceed 150.00 euros.

In any case, the offer of gift must be authorized by the Chairman of the Board of Directors or a Managing Director or the General Manager.

Recipients who, in the performance of their duties, receive, including on holidays, gifts or other benefits of non-modest value, are required, in accordance with established procedures, to promptly notify their Department Head so that the latter can promptly inform the Board of Directors, the Board of Statutory Auditors and/or the Supervisory Board. In case gifts are offered directly to the Function Head, the latter will directly inform the Board of Directors, the Board of Statutory Auditors and the Supervisory Board. The Board of Directors, having also heard the Supervisory Board and the Board of Statutory Auditors, will assess their appropriateness, possibly proceeding to return them and inform the sender of the policy adopted by the Company with reference to gifts, gratuities and benefits.

2. Relations with private clients and customers

The Company pursues the goal of satisfying the needs of its customers in order to establish a solid relationship with them, inspired by fairness, honesty, efficiency and professionalism.

The Company, while not manifesting any preclusions towards any customer or category of customers, does not have any relations, direct or indirect, with individuals whose membership in criminal organizations or otherwise operating outside the lawfulness is known or suspected, such as, by way of example, individuals linked to the world of money laundering, drug trafficking, usury or who have been in any way involved in criminal episodes in relations with the Public Administrations.

3. Relations with suppliers, contractors and subcontractors

The Company imprints its relations with its suppliers, contractors and subcontractors on principles of fairness, professionalism, efficiency, seriousness and reliability.

The procedures for selecting the Company's suppliers, contractors and subcontractors - based on objective benchmarks - will take into consideration, among others, cost-effectiveness, technical capacity, reliability, the quality of the products supplied, the supplier's compliance with the quality procedures adopted by the Company, as well as the credentials of its contractors.

As part of the procedures for choosing suppliers, the Company adopts periodic monitoring mechanisms aimed at verifying the continued existence over time of the aforementioned requirements in the suppliers themselves.

In dealings with suppliers, contractors and subcontractors, Recipients may not accept compensation, gifts or favorable treatment that does not comply with the conditions set forth in point 1 of this section above. Employees must inform their Function Head of offers received in this regard so that the latter will inform the Board of Directors, the General Manager, the Board of Statutory Auditors and the Supervisory Board of the matter. In case the offer is made directly to the Function Head, the latter will directly inform the Board of Directors, the General Manager, the Board of Auditors and the Supervisory Board.

Similarly, it is prohibited to offer or pay gifts or favorable treatment to the aforementioned persons that do not comply with the conditions set forth in point 1 of this section.

4. Conferment of professional assignments

In conferring professional assignments, the Company adopts award criteria inspired by the principles of professionalism, transparency and fairness, as well as specific company *policies*, where existing, also assessing the moral and ethical integrity of the professionals to be involved.

The fees and/or sums in any case paid for any reason to third parties to whom professional assignments have been conferred must in any case be documentable and proportionate to the activity performed, also in consideration of market conditions.

In the awarding of professional assignments, employees may not accept compensation, gifts or favorable treatment, from the consultant, in violation of the provisions of point 1 of this section, and in the event that such an eventuality occurs, the same are required to inform the Head of Function involved so that the latter will inform the Board of Directors, the General Manager, the Board of Statutory Auditors and the Supervisory Board of what happened. In the event that compensation, gifts or favorable treatment is offered directly to the Function Head, the latter shall directly inform the Board of Directors, the General Manager, the Board of Statutory Auditors and the Supervisory Board.

Section V

Relations with Public Administrations and Other Public Bodies.

1. Relations with Public Administrations and Public Purchasing in General

The Company's relations with the Public Administration, public officials, persons in charge of a public service or public officials must be inspired by the strictest compliance with the applicable legal and regulatory provisions, as well as the specific procedures on the subject that may have been approved by the Company and may not, in any way, compromise the integrity and reputation of the same.

The assumption of commitments and the management of relations, of any kind, with the Public Administration, public officials or persons in charge of a public service are reserved exclusively for the company functions in charge thereof and authorized personnel. In any case, these individuals are required to diligently maintain documentation relating to the procedures during which the Company came into contact with the Public Administration.

It is not permitted to offer money or gifts to managers, officials or employees of the Public Administration or their relatives, whether Italian or from other countries, unless they are gifts or utilities of modest value. The Company also prohibits offering or accepting any object, service, benefit or favor of value in order to obtain more favorable treatment, in connection with any relationship entertained with the Public Administration. In those countries where it is customary to offer gifts to clients or others, it is possible to do so when these gifts are of an appropriate nature and of modest value, but always in compliance with the law. However, this should never be interpreted as seeking favors.

Without prejudice to the provisions of point 1 of Section IV above in the case of business negotiations or relations, including those of a noncommercial nature, between the Company and public entities, recipients are required to refrain

- a) from offering, even through intermediaries, business or commercial opportunities in favor of the public official involved in the negotiation or relationship, his family members or persons in any way traceable to him;
- b) from offering to the aforementioned persons gifts, gratuities or benefits, even through third parties contrary to the provisions of point 1 of Section IV above;
- c) from seeking or establishing personal relationships of favor, influence, interference likely to condition, directly or indirectly, the outcome of the relationship.

In the case of conducting a tender with the Public Administration, one must operate in compliance with the law and proper business practice.

If the Company decides to use a consultant or a "third party" to be represented in dealings with the Public Administration, provision must be made that the same

directives that also apply to the Company's employees shall be applied to the consultant and his staff or to the "third party".

In addition, the Company may not be represented in relations with the Public Administration by a consultant or "third party" when conflicts of interest may arise.

2. Relations with Institutions and Public Authorities.

The Recipients undertake to scrupulously observe the provisions issued by the competent Institutions or Public Authorities for compliance with the regulations in force in the sectors related to their respective areas of activity.

The Recipients undertake to ensure that, within the framework of the preliminary inquiries with Institutions and/or Public Authorities, no applications or requests containing untrue statements are submitted in order to obtain public disbursements, contributions or subsidized financing, or to unduly obtain concessions, authorizations, licenses or other administrative acts.

Similarly, in case of participation in public procedures, Recipients are required to operate in compliance with the law and proper business practice, avoiding in particular to induce the Public Administrations to operate unduly in favor of the Company.

The Recipients undertake to verify that any public disbursements, contributions or subsidized financing provided in favor of the Company are used for the performance of the activities or implementation of the initiatives for which they were granted.

The Recipients undertake to comply with any request coming from the above-mentioned Institutions or Authorities within the scope of their respective supervisory functions, providing - where requested - full cooperation and avoiding obstructive behavior.

The provisions of this Code of Ethics regarding conflicts of interest remain unaffected.

Section VI

Relationships with Other Third Parties

1. Relations with political and labor organizations

The Company does not make contributions, whether direct or indirect and in any form, to parties, movements, committees, associations or other bodies of a political or trade union nature, nor to their representatives or candidates, nor to organizations with which a conflict of interest could be identified except for those disbursements made in compliance with special regulations.

The Company may cooperate, including financially, with the organizations referred to in the preceding paragraph exclusively in relation to specific projects and according to the following criteria:

- a) purpose traceable to the Company's objectives;
- b) clear and documentable allocation of resources;
- c) express authorization by the Board of Directors;
- d) disclosure to the Board of Statutory Auditors and the Supervisory Board.

Contributions made pursuant to this point shall be paid in a manner that strictly complies with applicable laws and regulations, as well as with the specific relevant procedures adopted by the Company, and the relevant practices shall be adequately documented.

2. Relations with the mass media

Information to the outside world must be truthful and transparent.

The Company undertakes to pay special attention to communication to the mass media, in order to provide information that conforms to the Company's image and activities.

The Recipients, outside the performance of their specific information duties and always in compliance with the provisions of the preceding paragraphs, may not provide the mass media with information, related to the Company or undertake to provide it without prior authorization from the Board of Directors or at least the Chairman of the Board of Directors or a Managing Director.

Outside of the cases and in the manner set forth in item 1, second paragraph, letter b) of Section IV, Recipients may not offer gifts, payments, or other advantages aimed at influencing the professional activity of the mass media or such as may reasonably be interpreted as such.

Section VII

Chapter I - The Selection of Personal and

1. Prohibition of discrimination and reporting of candidates

The Company in its personnel selection processes does not discriminate, directly or indirectly, on the basis of trade union, political, religious, racial, language or gender grounds.

In addition, the Company undertakes not to favor in any way candidates reported by third parties and, in particular, those who are part of the Public Administrations, or customers of the Company. In the event of reports of candidates to Function Managers, or employees, by individuals who are members of the Public Administrations, the Board of Directors and the Supervisory Board will be immediately notified of the incident. The Board of Directors will decide how to proceed. Any recruitment of candidates reported by the aforementioned individuals, if they are found to be suitable for a position within the Company, must be reported to the Supervisory Board.

Any reports from Function Managers, or employees of the same, may be positively evaluated, subject to verification of the suitability of the candidate presented and, in any case, after verifying that the "internal" report does not represent a mere vehicle for reports received from third parties, and in particular from parties that are part of the Public Administrations, or from customers of the Company. In the latter case, immediate notice must be given to the Supervisory Board, which may request the Company to carry out the investigations deemed appropriate. Any hiring of candidates who are in fact reported by the aforementioned individuals, if they are found to be suitable for a position within the Company, must be reported to the Supervisory Board.

Without prejudice to the foregoing, should candidates for positions within the Company turn out to be related by family ties, with persons who are part of the Public Administrations, the Supervisory Board must be notified, which may request the Company to carry out the investigations deemed appropriate. Any recruitment of such candidates, if they are found to be suitable for a position within the Company, must be communicated to the Supervisory Board.

Chapter II - Compliance with Laws and Regulations.

1. Health, safety and environment workplace

The activities, carried out by Fratelli Neri, must be managed in compliance with current legislation protecting working conditions, and the Company is committed to ensuring an adequate working environment, from the point of view of the safety and health of employees, adopting all the relevant measures necessary as well as to contribute to the development and welfare of the communities in which it operates, reducing the environmental impact of its activities.

Thus, the primary objectives of the Company are the health of employees, external contractors, customers and communities affected by the activities themselves, as well as the protection of the environment and the reduction of environmental impact.

The Company's activities must be conducted in full compliance with current regulations and company directives on worker prevention and protection. In this regard, Recipients undertake to comply with the prevention and safety measures put in place by the Company and to refrain from putting other employees at unnecessary risks that may cause damage to their health or physical safety and/or damage to the environment.

The improvement of occupational health and safety conditions, together with environmental protection, must be a constant point of reference in the operational management of the Company's objectives.

Employees, each within the scope of his or her duties, take part in the process of identifying and preventing risks, safeguarding the environment, and protecting the health and safety of themselves, colleagues and third parties.

2. Privacy

The Company adopts the most appropriate precautions and security measures regarding the processing of personal and/or sensitive data processed, in accordance with applicable legislation.

Chapter III - Internal Relations within the Company

1. Prohibition of discrimination or harassment

The Company believes that differences and diversity represent an added value in human relations and categorically rejects all forms of discrimination based on political and trade union opinions, ethnic or religious affiliation, gender or sexual orientation, marital status, physical or mental disability, nationality, language or economic and social conditions.

In particular, all business decisions and choices affecting employees must be solely based on demonstrated ability in performing assigned tasks and professional qualities. No employee shall receive advantages or endure disadvantages because of factors unrelated to his or her professional abilities and qualities.

The Company also firmly intends to preserve the work environment in which its employees work from harassment of any kind by superiors, colleagues or third parties.

Any behavior that constitutes discrimination or harassment will be deemed intolerable and, therefore, appropriately sanctioned.

2. Use of Alcoholic or Narcotic Substances

On company premises and areas, or otherwise in the performance of work activities, it is strictly forbidden to use, possess, distribute or be under the influence of drugs.

Employees are also strictly forbidden to report to work under the obvious influence of alcoholic substances. Chronic addiction states, when they affect the work environment, will be - for contractual reflexes - equated to the previous cases; the Company undertakes to encourage social actions provided for in this area by labor contracts.

3. Clothing

All employees are required to dress professionally, decently and appropriately for the work performed and to consistently use any prescribed safety equipment.

Chapter IV - Loyalty to the Company

1. Conflict of Interest

Employees and collaborators are required, in compliance with the general principles outlined above regarding the conduct of business relations, to avoid any activity or situation of personal interest that constitutes or may constitute, even if only potentially, a conflict between individual interests and those of the Company and, in any case, they must comply with any specific *policies* adopted by the Company on the subject.

Employees and collaborators must refrain from taking advantage of their position within the Company in order to favor themselves or third parties to the detriment or disadvantage of the Company. Every employee and collaborator is prohibited from taking part, directly or indirectly, in any capacity whatsoever, in business initiatives that place themselves, even if only potentially, in a situation of competition with the Company, unless such participation has been communicated in advance to the Board of Directors and approved by the same, having heard the opinion of the Supervisory Board.

The Company makes its employees and collaborators aware that a potential conflict of interest may exist if a spouse or other member of the immediate family is employed by, or collaborates with, companies competing with the Company. In such situations, employees should pay special attention to strict adherence to the principles of confidentiality and information security. Should such situations arise, it is incumbent upon each employee and collaborator concerned to promptly inform his or her Function Head in writing, who shall report to the Board of Directors, which will examine the matter and notify the persons concerned in writing of the relevant decision taken, after hearing the opinion of the Supervisory Board.

2. Competitive Practices

Any forms of cooperation with the Company's competitors with respect to service pricing, *marketing*, service listings and development, *business* areas and objectives, market studies, and information that is the exclusive property of the Company or, in any case, of a confidential nature, may constitute an unlawful act and a source of liability for the Company under current competitive regulations. Employees are therefore prohibited from establishing relationships with competitors that have not been approved by their supervisor. In any case, it will be the responsibility of apical individuals to inform the Supervisory Board of such relationships.

The Company does not engage in unlawful, or otherwise unfair, conduct for the purpose of taking possession of trade secrets, supplier lists, or information related to infrastructure or other aspects of the economic activity of third parties. In addition, the Company does not hire employees from competing companies in order to obtain information of a confidential nature, nor does it induce personnel or customers of competing companies to disclose information that they cannot disclose.

3. Confidential and confidential information

Employees are bound by a general obligation of confidentiality covering all areas of the Company, its projects and services, and specifically the conditions of purchase, sales and all company information of any nature that they have acquired in the performance of their duties.

The information, knowledge and data, acquired or processed by employees during their work activities, by virtue of their duties or, in any case, as a result of their working relationship with the Company, belong to the Company and may not be used, communicated or disclosed without specific authorization from a superior.

Without prejudice to the prohibition to disclose news pertaining to the organization and methods of the Company or to do so in such a way that could be prejudicial to it, each employee and collaborator of the Company shall:

- a) acquire and process only such data as are necessary and useful for the objectives of their corporate function;
- b) acquire and process such data in accordance with the procedures specifically issued by the Company;
- c) store such data in such a way as to prevent unauthorized parties from gaining knowledge of it;
- d) disclose such data within pre-established procedures and/or upon specific authorization from one's superiors and, in any case, once the possibility of disclosure in the specific case has been ascertained;
- e) ensure that there are no absolute constraints in relation to the possibility of disclosure of information concerning third parties connected in any capacity with the Company and, in that case, use such information only with the consent of such parties;
- f) associate such data in ways that make it possible for anyone authorized to access and deal with them, even at a distance, within as accurate, comprehensive and truthful a framework as possible.

4. The protection of corporate assets

Employees must use company assets, whatever they may be, with care and attention and, exclusively, for the specific purposes for which they were provided.

With reference to the use of computer equipment, company e-mail and the Internet, the Company has a special internal *policy* that is delivered to all employees.

The Company makes, therefore, explicit reference to this internal *policy*, only reminding that computer equipment as well as corporate e-mail are tools of work and any improper use can contribute to inefficiencies, maintenance costs and, above all, threats to the security of sensitive information for the Company's *core business* and public image.

Each employee, therefore, must be responsible for the use and safekeeping of company property received in their possession.

Section VIII

Application of the Code and Disciplinary Consequences

Chapter I - General Provisions

1. Enforcement Principles

Any violations of this Code of Ethics could have serious repercussions for the Company. Each employee must therefore promptly inform his or her Function Head or the Supervisory Board, of any activity and/or circumstance of which he or she is aware that constitutes or may constitute a violation of the rules of conduct or values set forth herein. Any reports will be handled with the utmost confidentiality.

Violations of the rules of conduct of this Code of Ethics by employees may result in the application of disciplinary sanctions, in accordance with the rules of law, the various National Collective Labor Agreements applicable to the business reality of Fratelli Neri (hereinafter, individually or jointly, the "C.C.N.L.") and the Code of Ethics itself. Please note that employees may consult the articles regarding disciplinary sanctions, provided for in the various C.C.N.L. , directly from the dedicated company bulletin boards.

2. Disciplinary procedure

Once a possible violation of this Code of Ethics, or of other *policies* that may have been adopted by the Company, is detected, the Company will open disciplinary proceedings against the employee, in accordance with the procedures and terms set forth in Article 7, L. 300/70 and the provisions of the C.C.N.L. applicable to the different categories of employees of the Company.

3. Recall of the applicable C.C.N.L.

Without prejudice to the provisions of this Chapter, the disciplinary rules contained in the individual C.C.N.L. applicable to the different categories of workers employed by the Company, which we remind you can be consulted directly at the company notice boards, are in any case without prejudice to and to be understood as fully referred to and transcribed herein.

Chapter II - Third parties

1. Sanctions apparatus

Without prejudice to the provisions of point 8 of Section I ("*Contractual value of the Code of Ethics*"), the knowledge and acceptance of the provisions of this Code of Ethics, of an excerpt thereof or, in any case, the adherence, even by conclusive facts, to the provisions and principles it provides for by persons who are not employees of the Company including members of the Board of Directors, if they are not employees, and members of the Board of Statutory Auditors, with whom the Company itself has relationships of collaboration, professional consulting or business *partnership*, represent a *conditio sine qua non* of the stipulation of contracts of any nature between the Company and such persons.

The specific provisions contained in this Code of Ethics, signed by such parties or, in any case, approved even by concluding facts by them, pursuant to the preceding paragraph, constitute an integral part of the contracts entered into by them with the Company.

Any violations by third parties of specific provisions of this Code of Ethics entitle the Company to terminate the existing contractual relationships with such parties and may also be identified *ex ante* as causes for automatic termination of the contract pursuant to Article 1456 of the Civil Code.