

# Code of Ethics

## BNC+ELBIS SRL

## Premise

This Code of Ethics has been drawn up to ensure that the fundamental ethical values of BNC+ELBIS are clearly defined and form the basic component of the corporate culture, as well as setting the standard of conduct for all Company Employees and Associates in the conduct of their business and activities.

The principles that BNC+ELBIS undertakes to observe are characterised by fair and impartial conduct. All business relationships must be marked by integrity and loyalty and conducted without any conflict between corporate and personal interests.

The Code of Ethics is a guide and support for all Employees and Associates, enabling them to pursue the principles and values of BNC+ELBIS in the most effective way.

The Code also represents a fundamental aspect of the organisational model for internal control that BNC+ELBIS is committed to continuously strengthening and developing.

In view of the above, BNC+ELBIS:

- Guarantees the timely dissemination of the Code of Ethics to its Employees and Associates;
- Ensures that all updates and amendments are promptly brought to the attention of all those to whom the Code of Ethics is addressed;
- Provides adequate educational and informational support, making appropriate back up available in the event of any doubts in interpretation;
- Ensures that Employees who report violations of the Code of Ethics are not subject to any form of retaliation;
- Adopts sanctions that are fair and commensurate with the type of breach of the Code of Ethics and ensures indiscriminate application to all categories of Employees, with reference to the provisions of the law, contracts and internal regulations in force in the jurisdictions in which they operate;
- Carries out periodic checks to ascertain compliance with the Code of Ethics.

BNC+ELBIS welcomes and encourages constructive contributions from both Employees and third parties regarding that contained in the Code of Ethics.

BNC+ELBIS shall endeavour to ensure that the principles of the Code of Ethics are shared by consultants, suppliers and all other parties with ongoing business relations with BNC+ELBIS.

BNC+ELBIS does not establish or pursue business relations with anyone who expressly refuses to comply with the principles of the Code of Ethics.

## 1. Structure of the Code of Ethics and Scope of Application

The Code of Ethics consists of three parts:

- Ethical Principles;
- The Rules of Conduct;
- The Implementation Regulations.

The Code is binding on the conduct of all Associates.

By means of appropriate organisational provisions, the Company undertakes to identify the means by which all those (investee or associated companies, partners, customers, suppliers and external associates) with whom it comes into periodic or continuous contact in regards to the achievement of its objectives are called upon to observe the principles of this Code.

## 2. BNC+ELBIS' commitments regarding the dissemination, application and updating of the Code of Ethics

The Company is committed, vis-à-vis all those involved in the application of the Code, to:

- Ensuring its timely dissemination, both by making the text available to all and by implementing appropriate training programmes;
- Ensuring its periodic review and updating in order to adapt the Code to evolving civil awareness, environmental conditions and regulations;
- Preparing appropriate support tools to provide clarification on the interpretation and implementation of the provisions of the Code of Ethics;
- Adopting an appropriate system of sanctions to target possible violations;
- Adopting adequate procedures for the reporting, investigation and handling of possible violations;
- Ensuring the confidentiality of the identity of any whistleblowers and their professional protection, without prejudice to legal obligations;
- Periodically verifying the respect and observance of the Code of Ethics.

## 3. Associates' commitments to the Code of Ethics

The Code of Ethics forms an integral part of the employment relationship.

All Associates must therefore commit to:

- Acting and behaving in line with the Code of Ethics;
- Reporting any violations of the Code of Ethics as soon as they become aware of such;
- Cooperating in defining and complying with the internal procedures set up to implement the Code of Ethics;
- Consulting with their Manager or relevant bodies in relation to any parts of the Code of Ethics that require interpretation or guidance.
- Understanding Associates as being defined as Directors, Employees and those who, by virtue of specific mandates or proxies, represent the Company vis-à-vis third parties.

## 4. Ethical Principles

The Ethical Principles of BNC+ELBIS are:

- a) Ethics in the conduct of company business and activities;
- b) Work ethics and the protection and enhancement of Associates;
- c) Commitment to sustainable development and responsibility towards the community.

### a. Ethics in the conduct of company business and activities

#### **Legality**

All Associates are required to comply with the laws and regulations in force in the countries in which they operate, with the Code of Ethics and the Company's internal rules, applying such with rectitude and fairness.

#### **Integrity**

In its relations with third parties, the Company undertakes to act in a correct and transparent manner, avoiding misleading information and conduct such as to take undue advantage of others' positions of weakness or lack of knowledge.

In its quest to maximise its economic and financial results, the Company is committed to establishing proper business relations with third parties, lasting rapports with customers and suppliers, along with adequate recognition of the contribution of its Associates.

### ***Loyalty***

Relationships with the outside world, dealings with its Associates and those between the latter, must be marked by the utmost loyalty, which consists in faithfulness to one's word, promises and pacts, acting with a sense of responsibility, valuing and safeguarding the Company's assets and applying an attitude of complete good faith in all activities or decisions.

### ***Transparency***

All of BNC+ELBIS' actions and relations with its Stakeholders and Shareholders must be conducted with a view to guaranteeing correctness, completeness, uniformity and timeliness of information, along the lines dictated by the law, market best practices, as well as within the limits of protecting the Company's know-how and assets.

### ***Respect for people's dignity***

BNC+ELBIS respects people's fundamental rights by protecting their moral integrity and guaranteeing equal opportunities. Behaviour with discriminatory content based on political and trade union opinions, religion, race, nationality, age, gender, sexual orientation, state of health and generally any personal characteristic of the human person is not permitted in either internal or external relations. The Company endeavours to ensure that, within the scope of its activities, the rights set out in the Universal Declaration of Human Rights are guaranteed in the various countries in which the Company operates.

## **b. Work ethics and the protection and enhancement of Associates**

### ***Commitment to improvement***

Associates commit themselves to BNC+ELBIS in giving the best of their professional skills and continuously improving such with the tools offered by the Company.

### ***Confidentiality***

The Associates undertake to treat all information obtained in connection with the performance of their work as confidential and thus not to disclose any details except within the limits of the use of such information for the performance of the activities, all in compliance with the principle of Transparency. External communication of confidential and price-sensitive information for BNC+ELBIS Shareholders is conducted under the control of the relevant functions.

### ***Absence of any conflict of interest***

Associates are to ensure that all business decisions are made in the interests of the Company and must therefore avoid any situation of conflict of interest between personal or family economic activities and the duties held within the Company that could affect their independence of judgement and choice.

### ***Safety, health protection and conditions in the workplace***

BNC+ELBIS considers motivated and professionally exceptional people as the key strategic lever to compete and develop in their business. To this end, the Company promotes working conditions and environments that protect the psychophysical integrity of people whilst fostering proactiveness, creativity, active participation, the ability to work in a team and the assumption of responsibility.

### ***Equal opportunities***

The professional development and management of Associates are based on the principle of equal opportunities, with recognition of the results achieved, professional potential and skills expressed by individuals constituting the essential criteria for career and salary advancement, in continuous and systematic comparison with the market, guaranteeing transparency on the evaluation and communication methods.

### ***Professional development***

BNC+ELBIS is committed to providing Associates with adequate tools and opportunities for professional growth.

## **c. Commitment to sustainable development and responsibility towards the community**

### ***Promoting sustainable development***

BNC+ELBIS considers environmental protection to be a fundamental value of the community, convinced of the compatibility between business development and respect for the environment.

To this end, the Company undertakes to operate in compliance with current regulations, applying the best available technologies, to promote and plan the development of its activities aimed at enhancing natural resources, preserving the environment for future generations and promoting initiatives for wide-reaching environmental protection.

### ***Responsibility towards the community***

The Company operates by taking into account the needs of the communities in which it carries out its activities and contributes to their economic, social and civil development.

## **5. The Rules of Conduct**

Without prejudice to the Ethical Principles set out in the first part, the rules illustrated below are intended to outline the conduct to be maintained in the performance of the various corporate activities, so as to comply with the contents of the Ethical Principles. They are structured both according to the subjects with whom relations are established and in respect of the specific objects and divided into the following chapters:

- a) Ethics in business management and corporate activities;
- b) Work ethics and the protection and enhancement of Associates;
- c) Ethics in communication and external relations.

Whenever an Associate becomes aware of any situation that actually or potentially represents a breach of the Code of Ethics, they are to immediately report such to the Legal Representative of the Company, as well as to their direct Manager, if appointed.

### **a. Ethics in business management and corporate activities**

The Company manages its business by applying the Ethical Principles identified in this Code and requires its Associates and business partners to comply with this approach in all circumstances, regardless of the significance of the business or market conditions.

### ***Relations with Shareholders***

BNC+ELBIS maintains an ongoing dialogue with the Shareholder community, in particular respecting the laws and regulations requiring all investors and potential investors to have the right to receive the same information in order to make informed investment choices. BNC+ELBIS protects and gives precedence to the interests of the Company (and the Shareholders as a whole) over the particular interest of individual Shareholders or groups thereof.

Thus, BNC+ELBIS undertakes to promptly inform Shareholders and potential Shareholders of any action or decision that may have a material effect on their investment.

In particular, BNC+ELBIS undertakes to:

- Maintain a Company Management System that complies with the provisions in force;
- Ensure that relations between the Company's Associates, Statutory Auditors and/or Auditors are always marked by the principles of this Code;
- Confirm that the Shareholders are provided, reasonably in advance, with the documents prepared for the Shareholders' Meeting;
- Guarantee the regular participation of the Directors in the proceedings of the Shareholders' Meeting;
- Safeguard the orderly and functional proceedings of the Meetings, respecting the fundamental right of each Shareholder to request clarification on the various topics under discussion and to express their opinion.

### ***Internal Control System***

BNC+ELBIS considers an adequate control environment to be a fundamental component of the culture of its organisation, one that contributes to the improvement of the efficiency and effectiveness of corporate operations and in relation to which the Company's Associates are adequately sensitised.

The Internal Control System consists in the set of instruments and processes necessary or useful for directing, managing and verifying corporate activities and being capable of ensuring with reasonable certainty:

- The achievement of corporate objectives;
- The safeguarding of corporate assets;
- The adoption of behaviours and processes to ensure compliance with current legislation and which are in accordance with internal directives;
- The efficiency, effectiveness and economy of the Company's activities;
- The reliability and accuracy of information, including accounting and financial information, circulating within the Company or disclosed to third parties and to the market;
- The confidentiality of proprietary information that has not been disclosed to the public.

The Board of Directors or the Sole Director is responsible for the Internal Control System, setting the guidelines and periodically verifying its adequacy and effective functioning, also through the Managing Director, if appointed.

Responsibility for the proper functioning of the Internal Control System lies with each organisational structure for all processes over which it has management responsibility. Consequently, responsibility ultimately lies with the Company's associates as a whole, within the scope of the functions performed by each of them.

In order to ensure an adequate level of the Internal Control System, BNC+ELBIS undertakes to:

- Maintain a management structure that ensures compliance with the provisions in force;
- Monitor the Internal Control System.

### **Accounting Transparency**

The Company is aware of the importance of transparency, accuracy and completeness of accounting information and strives to have an administrative and accounting system that is reliable in correctly representing management events and in providing the tools to identify, prevent and manage – as far as possible – risks of a financial and operational nature, as well as any fraud to the detriment of the Company or third parties, including in relation to the use of public funds.

The accounting records and documents derived therefrom must be based on accurate, exhaustive and verifiable information, must reflect the nature of the transaction to which they refer, in compliance with external constraints (legal provisions, accounting principles) as well as with the policies, plans, regulations and internal procedures. Moreover, they must be accompanied by the relevant supporting documentation necessary to permit objective analysis and verification.

Accounting records must render it possible to:

- Produce accurate and timely economic, asset and financial situations destined both internally (such as reports for planning and control, reports analysing specific factors requested by management, etcetera) and externally to the Company (financial statements, information documents, etcetera);
- Provide the tools to identify, prevent and manage – as far as possible – financial and operational risks and fraud to the detriment of the Company or third parties, including in relation to the use of public funds;
- Perform controls that reasonably ensure that the value of all assets is maintained and protected against losses.

All Associates are required to ensure that management events are correctly and promptly represented, so that the administrative-accounting system can achieve all the purposes described above, as well as to ensure that the information and documents provided to the Statutory Auditors and/or Auditors are promptly prepared in accordance with the principles of this Code.

### **Relations with customers**

BNC+ELBIS aspires to meet the best and legitimate expectations of its customers by providing them with quality products and services on competitive terms, all in compliance with the regulations on competition and market protection.

In the field of customer relations, all BNC+ELBIS Associates are committed to:

- Applying internal procedures for managing customer relations so as to achieve the objective of developing and maintaining favourable and lasting customer relations;
- Not arbitrarily discriminating against customers or seeking to unduly exploit positions of strength to the disadvantage of customers;
- Operating within the framework of applicable laws and regulations;
- Always respecting commitments and obligations undertaken towards customers;
- Adopting a style of conduct towards customers marked by efficiency, cooperation and courtesy;



- Providing accurate, complete and truthful information to enable the customer to make an informed decision;
- Adhering to the truth in advertising or other communications;
- Requiring customers to abide by the principles of this Code and include in contracts – when foreseen by the procedures in place – an express obligation to abide by the principles of this Code;
- Promptly reporting to one's superior any client conduct that appears contrary to the Ethical Principles of the Code.

### ***Relations with suppliers***

Suppliers play a key role in improving the overall competitiveness of the company. We therefore select suppliers that offer the very best in terms of quality, innovation, cost, service, constancy and ethical conduct.

Company Associates are required to select suppliers on the basis of the Ethical Principles developed in this Code, being encouraged to create and maintain stable, transparent, collaborative relationships with suppliers and to always act in the best interests of the Company.

In particular, Company Associates – especially those involved in these processes – must:

- Observe internal procedures for selecting and managing relations with suppliers;
- Not discriminate between suppliers, allowing all those who are eligible to compete for the award of contracts through the selection shortlisted candidates based on objective, stated, transparent and documentable criteria;
- Obtain the cooperation of suppliers in consistently ensuring the most convenient relationship between quality, cost and delivery time;
- Operating within the framework of applicable laws and regulations;
- Enforce contractual conditions, maintaining a frank and open dialogue with suppliers, in line with best business practice;
- Avoid situations of excessive dependence for both BNC+ELBIS and the supplier;
- Require suppliers to abide by the principles of this Code and include in contracts – when foreseen by procedures – an express obligation to abide by the principles of this Code;
- Promptly report to one's superior any supplier behaviour that appears contrary to the Ethical Principles of the Code.

### ***Relations with external Associates***

External Associates (consultants, agents, representatives, intermediaries, etcetera) are required to observe the principles contained in this Code.

All Company Associates, in relation to their duties, must:

- Observe internal procedures for selecting and managing relations with external associates;
- Carefully consider the use of external associates;
- Only select counterparties of appropriate professional qualification and reputation;
- Obtain from external associates the assurance of a constant fulfilment of the most convenient ratio of performance level, quality, cost and time;
- Operating within the framework of applicable laws and regulations;
- Apply the contractually agreed upon terms and conditions – in particular, remuneration must be exclusively commensurate with the performance specified in the contract and payments may not be made to



any party other than the counterparty to the contract or in a country other than that of the parties or of the execution of the contract;

- Maintain a frank and open dialogue with external associates, in line with the best business practices;
- Require external associates to adhere to the principles of this Code and include in contracts – whenever required by the procedures – an express obligation to adhere to the principles of this Code;
- Promptly report to one's superior any conduct of external associates that appears contrary to the Ethical Principles of the Code.

### ***Relations with Partners***

The complexity of business increasingly requires joint participation in initiatives with others subjects. This is achieved either by setting up joint ventures together with one or more partners or by acquiring stakes in companies with other partners.

In developing such initiatives, all BNC+ELBIS Associates must comply with the Ethical Principles expressed in this Code.

In particular, they must:

- Establish relations only with partners or other Associates with a respectable reputation, who are engaged only in lawful activities and are guided by ethical principles comparable to those of the Company;
- Ensure that the joint venture or investee company operates in line with the Code of Ethics;
- Ensure that no partner is guaranteed any disproportionately favourable treatment in relation to their contribution;
- Ensure the transparency of agreements and avoid the signing of secret pacts or agreements contrary to the law;
- Maintain frank, open and cooperative relations with partners;
- Promptly report to one's superior any conduct by the investee company, joint venture, partner or Associate that appears contrary to the Code's Ethical Principles.

### ***Relations with public officials***

For the purposes of this Code, public officials are understood to mean: bodies, representatives, agents, members, employees, consultants, appointees of public functions or services of supervisory bodies or public institutions, public administrations and public bodies at an international, state or local level.

No Company Associate may promise or pay sums of money, promise or grant goods in kind or other benefits to public officials in a personal capacity for the purpose of promoting or favouring the interests of the Company, including as a result of unlawful pressure.

No Associate of the Company may circumvent the aforesaid requirements by resorting to various forms of aid or contributions which, in the guise of sponsorships, appointments, consultancies, advertising, etcetera, have the same purposes as those prohibited above.

### ***Relations with representatives of political forces and interest groups***

Representatives of political forces are defined as natural persons holding institutional positions or offices within political parties and movements.

Representatives of interest-bearing associations are natural persons who hold institutional positions or offices within organisations such as trade associations, trade unions, environmental organisations and so on.

In relations with such categories of persons, no Associate shall promise or pay sums of money, promise or grant goods in kind or any other benefits in a personal capacity to promote or favour the interests of the Company, including as a result of unlawful pressure.

No Associate of the Company may circumvent the aforesaid requirements by resorting to various forms of aid or contributions which, in the guise of sponsorships, appointments, consultancies, advertising, etcetera, have the same purposes as those prohibited above.

On the other hand, strictly institutional forms of collaboration are possible, aimed at contributing to the realisation of events or activities such as being involved in studies, research, conferences, seminars and the like.

### ***Relations with competitors***

It is of paramount importance that the market is based on fair competition. The Company and its Associates are thus committed to the utmost compliance with competition and market protection laws in any jurisdiction, as well as to cooperating with market regulators.

No Employee may be involved in initiatives or contacts with competitors (by way of non-exhaustive example, price or quantity agreements, market sharing, production limitations, link-up agreements, etcetera), which may appear to violate competition and market protection regulations.

### ***Processing confidential information***

Confidential information is deemed to be knowledge of: a project, a proposal, an initiative, negotiations, an understanding, a commitment, an agreement, a fact or an event – even if future and uncertain – pertaining to the sphere of BNC+ELBIS' activities and the Company's Shareholders, not being in the public domain and which, if made public, might prejudice the Company or its Shareholders or constitute a "relevant factor" pursuant to Article 114 of the Consolidated Law on Finance and Article 66 of Consob Resolution no. 11971 dated 14th May 1999, as amended.

The Company's provisional and final accounting data, including consolidated data, is also considered as confidential until being disclosed to the public following a communication made in accordance with the rules set forth below, in compliance with the procedure outlined in the aforementioned Consob Resolution.

Price-sensitive news concerns information on a relevant factor or on forecast or actual accounting data that may significantly influence the share price for BNC+ELBIS Shareholders. The persons responsible for handling confidential information and the dissemination of price-sensitive news are identified on a case-by-case basis or, in general, by special organisational arrangement.

Company Employees who, for official reasons, become aware of confidential information must not disclose such to third parties except for official or professional reasons. Communication to third parties must state the confidential nature of the information transmitted and the third party's obligation to maintain confidentiality.

The internal and third-party circulation of documents pertaining to confidential information must be subject to special care to avoid prejudice to the Company and undue disclosure. In instances of particular sensitivity, the person responsible for handling such information may require that documents be classified as "confidential" and

that copies be numbered. The transmission of documents via telematic means must be protected with access keys communicated only to the persons concerned for official reasons, being registered in a special list.

BNC+ELBIS' Directors, Statutory Auditors and/or Auditors are bound by confidentiality with regard to information and documents acquired in the course of their duties.

The disclosure of confidential information is decided by those responsible for the information itself.

If it is reasonable to assume that the disclosure of confidential information may result in price-sensitive news for the Company's Shareholders, public disclosure must be made in compliance with the legal and regulatory provisions concerning the disclosure of the relevant factors.

Once the disclosure of confidential information has been decided upon, price-sensitive news for the Company's Shareholders must be disseminated promptly, ensuring complete and adequate information to avoid informative asymmetries. No individual communication or interview shall be made or given before (if not immediately prior to or at the same time as) dissemination to the market and the press agencies in the manner prescribed by law and indicated in the preceding paragraph. Following public dissemination, the same communication is made available to all interested parties through the communication channels activated by the Company (transmission to institutional investors, inclusion on the website and so on).

### ***Protection of Personal Data***

Personal Data is considered as any information pertaining to a natural or legal person, body or association, identified or identifiable – even indirectly – by reference to any other information, including a personal identification number.

In conducting its activities, BNC+ELBIS acquires such information essentially for:

- Obtaining or providing services;
- Entrepreneurial risk assessment;
- Identifying potential market brackets or segments.

In order to guarantee the protection of Personal Data, through its Associates, BNC+ELBIS undertakes to process such data in compliance with the regulations of reference and in particular according to the following criteria:

- Transparency vis-à-vis the persons to whom the data pertains, being entitled to know what personal information is collected, for what reasons and whether it is disclosed;
- The lawfulness and fairness of processing;
- Relevance of the processing in respect of the stated and pursued purposes, in the sense that Personal Data will not be utilised for secondary purposes without the Data Subject's consent (unless required by the law);
- Data may not be disclosed to third parties without the Data Subject's consent (unless required by law);
- A guarantee of the quality and correctness of data;
- The right of the Data Subject to inspect the data and request its correction, if necessary.

### ***Environment and Safety***

BNC+ELBIS manages its activities by pursuing excellence in the field of environmental protection and the safety of its staff and third parties, aiming to continuously improve performance in this area.

This end, BNC+ELBIS:

- Undertakes to comply with current safety and environmental regulations;

- Promotes the participation of Employees in the process of risk prevention, environmental protection and safeguarding the health and safety of themselves, their colleagues and third parties.

To implement the environmental and safety policy, BNC+ELBIS:

- Provides continuous training and awareness-raising for its Management and all personnel on environmental and safety issues;
- Utilises pre-qualified suppliers for safety aspects and make them aware of environmental and occupational health and safety issues;
- Asks its Associates and third parties present within the Company's workplaces to avoid subjecting others to the discomfort caused by passive smoking, in line with the directions of the World Health Organisation and the initiatives of the competent Authorities, without prejudice to the prohibition of smoking in places in which it is dangerous or expressly forbidden.

## **b. Work ethics and the protection and enhancement of Associates**

### ***Recruitment and on-boarding of personnel***

Recruitment responds both to the need to acquire skills and professionalism on the market that are not present in the Company, as well as to the need to recruit young people in whom to invest to ensure the Company's growth and development.

The search for and selection of staff to be recruited is assigned to the responsibility of the Management and, if necessary, delegated to the Functional Managers and is carried out, in respect of the privacy of the candidates, solely on the basis of objective and transparent criteria, guaranteeing equal opportunities and avoiding any favouritism.

All staff are employed under a legal employment contract in compliance with the legislation applicable at the place of recruitment – no form of unofficial or undeclared work shall be tolerated.

Upon hiring, and during the initial period of induction into the Company, each Associate is to receive accurate information with particular reference to the rules governing their employment relationship, the rules and prevention procedures relating to occupational health and safety, corporate policies and the rules of the Company's Code of Ethics in order to ensure immediate and accelerated knowledge and foster faster integration into the life and culture of the Company.

### ***Professional development***

BNC+ELBIS is fully aware that the collaboration of highly motivated people with excellent professionalism is a strategic factor of paramount importance.

Consequently, it intends to enact a coherent integrated human resources management and development system such as to permit all its Associates being offered, on equal terms, the same opportunities for professional growth and improvement.

The central component of the human resources management and development system is the assessment of the skills expressed and the potential skills possessed in close and consistent correlation with the current and future needs of the business, along with the identification of key positions for strategic development. This constitutes an essential prerequisite for the assignment of positions of responsibility within the corporate organisation as well as for planned and progressive professional and career growth.

The Management is responsible for defining investments in training and ensuring the implementation thereof, either by engaging personally as an internal trainer in specific initiatives or as a constant point of reference for the transfer of know-how and experience to their Associates.

### **Remuneration**

BNC+ELBIS remunerates its Associates on the basis of their professionalism, role and results achieved, with the aim of ensuring and maintaining an overall salary structure of absolute competitiveness, in continuous and systematic comparison with the markets of reference in which the Company operates.

The definition and updating of remuneration in compliance with its own Ethical Principles and the applicable legal and contractual regulations is determined through clear and fair methods and instruments.

Depending on the significance of the role held, annual remuneration may be supplemented by certain company benefits also in order to maintain an adequate level of overall competitiveness with the external market.

### **Internal communications**

BNC+ELBIS considers internal communications to be an essential structural component for the effective functioning of business processes, due to promoting the sharing of values, strategies and objectives by the Associates, as well as the exchange of information and experience.

Internal communications are effectuated through the use of tools differentiated in terms of objectives, recipients and content, such as corporate communications, Intranet, conventions, socialisation events and so on. Internal communications are promoted or in any case coordinated by the Management.

Internal communications are also the primary and direct responsibility of each Function Manager within the framework of a correct and constant management of interpersonal relations with their Associates. This takes place throughout time dedicated to the exchange of information, through listening and dialogue in individual and group relationships.

### **Conflict of interest**

All Associates must ensure that every business decision is made in the interest of the Company. They must thus avoid any situation of conflict of interest, between personal or family economic activities and the duties held in the Company, which may affect their independence of judgement and choice.

If an Associate finds themselves in a situation that, even potentially, may constitute or determine a conflict of interest, they must promptly report this to their superior, who, according to the established procedures, shall inform the Management so that its actual presence may be assessed and any possible intervention defined.

By way of non-exhaustive example, the following situations may give rise to conflicts of interest:

- Having economic and financial interests (significant ownership of shares, professional appointments, etcetera), including through family members, with customers, suppliers or competitors;
- Work being performed, including by family members, for customers, suppliers or competitors;
- Accepting money, gifts or favours of any kind from persons, companies or entities that have or intend to enter into business relations with the Company;
- Use one's position in the Company or information acquired in the course of one's work in such a way as to create a conflict between personal interests and those of the Company.

### **Proper use of company assets**

Each Associate is responsible for the protection of the resources entrusted to them and has the duty to promptly inform the relevant structures of any threats or events that are detrimental to the Company.

In particular, Associates must:

- Work diligently to protect corporate assets, through conduct that is not only responsible but also in line with the operating procedures established to regulate their use;
- Avoid improper use of company assets that may result in damage or a reduction in efficiency, or in any case which is contrary to the interests of the Company;
- Obtain the necessary authorisations in the event of use of any asset outside the Company.

The increasing dependence on Information Technology necessitates ensuring the availability, security, integrity and maximum efficiency of this particular asset class.

Each Associate must:

- Not send threatening or insulting email messages, not use inappropriate language nor make inappropriate or undesirable comments with respect to the Company's Rules of Conduct, which may cause offence to the person and/or damage the corporate image;
- Avoid spamming or sending "chain letters" that could generate data/information/process traffic within the Company's telematics network that could significantly reduce network efficiency, with negative impacts on productivity;
- Scrupulously adopt the Company's security policies so as not to compromise the functionality and protection of IT systems;
- Avoid loading borrowed or unauthorised software onto corporate systems and never make unauthorised copies of licensed programmes for personal, Company or third-party use.

The use – even whereby unintentional – of these assets for any purpose outside the Company's business may cause serious damage (economic, image, competitiveness, etcetera) to the Company, with the aggravating circumstance that improper use may entail potential criminal and administrative sanctions for the same and the need to take disciplinary measures against Associates.

When an expense report is submitted, reasonable, actual and authorised expenses shall be reimbursed in accordance with the rules contained in the specific procedures.

Receipts should always be requested and personal and business expenses should be itemised under all circumstances.

### **Gifts**

No money, gifts or benefits of any kind may be offered directly or indirectly in a personal capacity to Directors, Officers or Employees of customers, suppliers, Public Administration bodies, Public Institutions or other organisations for the purpose of gaining undue advantage. Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted provided they are of modest value and in any case such as not to compromise the integrity and reputation of either party and without influence over the recipient's independent judgement.

In any event, this type of expenditure must always be authorised by the position defined in the procedures and duly documented.



Similarly, Associates may not receive gifts or favourable treatment, except within the limits of normal courteous relations and provided they are of modest value. Should an Associate receive gifts in excess of the aforementioned limits, they are to immediately inform their superior, who shall promptly arrange for the return or the most appropriate use of that received, along with informing the donor of BNC+ELBIS' policy on the matter. This rule, concerning both gifts promised or offered and those received, also applies in countries where offering gifts of value to business partners is customary.

### ***Anti-money laundering***

The Company and all its Associates must never be implicated or involved in operations that may involve the laundering of proceeds from criminal or illegal activities, in any form or manner.

The Company always enforces anti-money laundering regulations in all jurisdictions in which it operates.

## **c. Ethics in communication and external relations**

### ***Dealings with public institutions***

BNC+ELBIS maintains constant relations with local, regional, national and international institutions as well as with regulatory and supervisory authorities in order to represent its position on issues of interest to BNC+ELBIS, with a view to assessing the implications of legislative and administrative activities on its operations, to respond to specific requests (such as parliamentary hearings).

Contacts with officials of public institutions are limited to the functions in charge or to those who have been explicitly mandated by the upper management of BNC+ELBIS.

Such contact must take place in a spirit of loyalty, transparency and constructive cooperation with public institutions, with the aim of promoting and protecting the interests of the Company.

### ***Relations with representatives of political forces***

BNC+ELBIS maintains relations with representatives of political forces for the sole purpose of deepening their knowledge of issues of interest to the Company and promoting its positions in a transparent manner.

The Company neither finances nor supports political parties or their representatives and remains strictly neutral, as regards deployments in the field, during election campaigns or events involving political parties.

### ***Dealings with interest groups***

BNC+ELBIS maintains relations with interest-bearing associations (such as Confindustria) in order to develop its activities, to establish mutually-beneficial forms of cooperation and to present its positions on topics of common interest.

The presentation of specific positions of the Company within associations must take place with the consent of the upper management or the relevant functions.

### ***Media Relations***

All contact with the media is to be maintained exclusively by the relevant functions.

Relations with the media are characterised by respect for the right to information.

Information to the mass media must be accurate, coordinated and consistent with the Company's principles and policies. Such information must comply with the laws, rules and practices of professional conduct, conducted with clarity and transparency. It is absolutely forbidden to spread false news.



Price-sensitive news for BNC+ELBIS Shareholders is disclosed only in the manner set out under “Handling Confidential Information”.

### ***Institutional communications***

Information regarding BNC+ELBIS (company profile, audio-visual presentations, etcetera) is based on the utmost transparency and truthfulness of the data provided. In the event of participation in conventions, congresses and seminars, drafting of articles, essays and publications in general, as well as participation in public speeches, the information provided on the Company’s activities, results, positions and strategies may be disclosed (unless already in the public domain) in compliance with the procedures established for the “Handling Confidential Information”.

### ***Sponsorships and contributions***

BNC+ELBIS may provide contributions and sponsorships to support initiatives proposed by public and private entities or non-profit associations, duly constituted in accordance with the law and promoting the Company’s Ethical Principles.

Sponsorships and contributions may relate to events and initiatives of a social, political, cultural, sporting and artistic nature or even aimed at carrying out studies, research, conferences and seminars on topics of interest to the Company. Where possible, BNC+ELBIS collaborates in the preparation of such events and activities to ensure their level of quality.

In selecting the initiatives to be supported, BNC+ELBIS takes great care to avoid any possible conflict of interest on a personal or corporate level.

## **6. Implementation Regulations**

### ***Training and communication***

Company management is responsible for preparing and implementing appropriate internal communications and plans for training, dissemination and knowledge regarding the Code of Ethics.

Similar communication plans are put in place so that the contents of the Code of Ethics can be known outside the Company and to ensure those concerned are aware of how to report any violations.

### ***Management***

All Managers (Heads of Organisational Units/Functions) have a primary responsibility in relation to the Code of Ethics. To this end, they must:

- Behave in line with the dictates of the Code of Ethics such as to set an example for all Associates;
- Direct Associates in such a way that they perceive compliance with the Code as an essential part of the quality of the work carried out;
- Encourage Associates to analyse together the aspects related to the application and interpretation of the Code of Ethics;
- Carefully select, to the extent of their competence, internal and external Associates from amongst those who are most reliable in relation to compliance with the Code of Ethics;
- Promptly report any cases of possible violations to their superior;
- Take appropriate corrective measures;
- Impede any kind of retaliation.

### ***Value of the Code of Ethics***

Observing the principles and rules of the Code of Ethics along with their consistent dissemination and operational application within the scope of the assigned responsibilities forms an essential and integral part of the contractual obligations of each Associate.

## Index

1. Structure of the Code of Ethics and Scope of Application
2. BNC+ELBIS' commitments regarding the dissemination, application and updating of the Code of Ethics
3. Associates' commitments to the Code of Ethics
4. Ethical Principles
  - a. Ethics in the conduct of company business and activities
  - b. Work ethics and the protection and enhancement of Associates
  - c. Commitment to sustainable development and responsibility towards the community
5. Rules of Conduct
  - a. Ethics in business management and corporate activities
    - Relations with Shareholders*
    - Internal Control System*
    - Accounting Transparency*
    - Relations with customers*
    - Relations with suppliers*
    - Relations with external associates*
    - Relations with partners*
    - Relations with public officials*
    - Relations with representatives of political forces and interest groups*
    - Relations with competitors*
    - Processing confidential information*
    - Protection of Personal Data*
    - Environment and Safety*
  - b) Work ethics and the protection and enhancement of Associates
    - Recruitment and on-boarding of personnel*
    - Professional development*
    - Remuneration*
    - Internal communications*
    - Conflict of interest*
    - Proper use of company assets*
    - Gifts*
    - Anti-money laundering*
  - c. Ethics in communication and external relations
    - Dealings with public institutions*
    - Relations with representatives of political forces*
    - Dealings with interest groups*
    - Media Relations*
    - Institutional communications*
    - Sponsorships and contributions*

## 6. Implementation Regulations

Training and communication

Management

Value of the Code of Ethics