

CODE OF ETHICS
INSO SISTEMI PER LE
INFRASTRUTTURE SOCIALI S.P.A.

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1 BACKGROUND

1.1 Italian Legislative Decree 231/01 and the relevant legislation

Italian Legislative Decree No 231 of 8 June 2011, which introduced the “Framework for the administrative liability of legal persons, companies and associations, without or without legal personality”, brought into Italian law the entirely new concept of **administrative liability** (substantially equivalent to criminal liability) of companies for crimes committed by their directors/employees in the exercise of their activities, without prejudice to any personal liability for the offence.

Administrative liability adds to the liability of the natural person who has materially committed the crime(s) and aims to involve, in their punishment, the bodies in whose interests or to whose benefit the crimes were committed.

The involvement of the legal entity means, therefore, that the company has a strong interest in carefully monitoring the regularity and legality of the conduct of its personnel.

The liability provided for by Legislative Decree 231/2001 also includes crimes committed abroad, if the state in which the crime has been committed does not initiate its own proceedings.

The key points of the Decree concern:

- a) Identification of the **persons** who, by committing a crime in the interests of or for the benefit of the entity, give rise to administrative liability, that is:
 1. natural persons in top management (“apical”) positions (legal representatives, administrators or directors of the entity or of another organisational unit or persons who exercise de facto management and control);
 2. natural persons subject to the direction or supervision of one of the above.
- b) The list of **crimes** coming within the scope of Legislative Decree 231/2001.

1.2 Actions exempt from Administrative Liability

Articles 6 and 7 of the legislative decree provide that companies, in the case of a criminal proceeding against them, may benefit from an exemption if they can demonstrate that they have put in place a series of actions designed to avoid crimes being committed by directors, employees and consultants.

In order to benefit from this exemption the company must demonstrate that:

- a) the board of directors or governing body has adopted and effectively implemented, before the crime was limited, an appropriate **organisation and management model** to prevent crimes of the type which occurred (hereinafter the “Model”);
- b) the task of overseeing the operation and observance of the Model as well as of proposing updates has been entrusted to a company **Supervisory Body** (hereinafter SB) vested with autonomous powers of initiative and control;
- c) the persons who have committed the crime have **fraudulently eluded** the said Model;
- d) there has been no lack of supervision or **insufficient oversight** by the Supervisory Body;
- e) it has implemented an adequate **system of sanctions** against employees who infringe the standards provided for in the procedures making up the Model and the Code of Ethics;

- f) it has **trained and informed** its personnel regarding the liabilities resulting from their behaviour during the exercise of their functions;
- g) it has adopted a **Code of Ethics**.

1.3 Main requirements of Legislative Decree 231/2001

Legislative Decree 231/2001 requires in particular:

- that an internal supervisory body is attributed the task of promoting the effective and full **implementation of the Model**, also through monitoring of company conduct and the right to be continuously informed of any activities relevant for the purposes of Legislative Decree No 231/2001;
- **audit** of the operation of the Model and the consequent periodic updating thereof (ex post control)
- raising of **awareness** and dissemination at all company levels of the rules of conduct and procedures provided for in the Code of Ethics;
- general principles of an **adequate system of internal control**, in particular:
 - I. verifiability and traceability/documentation of each operation relevant for the purposes of Legislative Decree 231/2001;
 - II. observance of the principle of separation of duties based on which no one person can independently manage an entire process;
 - III. defined authorisation powers consistent with the responsibilities assigned;
 - IV. communication to the supervisory body of all relevant information.

1.4 The sanctions provided for by Legislative Decree 231/2001

As provided by Article 9, the company may be subject to the following types of sanction:

- **Pecuniary sanctions** apply in all cases in which company liability is recognized.
- **Interdictory sanctions** (ban on undertaking business activity, suspension or revocation of authorisations and permits, prohibition on contracting with the public administration, etc.) apply for some crimes and can also be used as a precautionary measure.
- **Confiscation** of the price or profits from the crime; if a guilty sentence is reached, confiscation and the pecuniary sanction are always applied.
- **Publication of the sentence**.

If found guilty, confiscation and the pecuniary sanction are always applied.

2 TERMS AND DEFINITIONS

For the purposes of this document, the following definitions apply:

- A. **“Recipients”**: all the persons, categories of person and entities to which this document is - directly or indirectly - addressed;
- B. **“Managers”**: all the management grade staff in the company establishment with the function of Director or Area Manager (AM) and/or Project Manager (PM);
- C. **“Customers”**: understood as the following;
 - 1. **“Final Customer”**: natural and/or legal person that acquires a service or product resulting from the activities pursued by the company;
 - 2. **“Public Administration”**: all the authorities to which the Italian State or, in the case of business carried out abroad, the foreign state, gives responsibility for overseeing the public interest, as well as allocating public goods and services, such as regional, national and EC public bodies, public officials, holders of public office and those in charge of public functions or services. The “Public Administration” includes the employees of local health units, public companies, pharmacists, vets, doctors, representatives of political institutions, regional directors, etc. The said Public Administration can, in accordance with current legislation, invite tenders for, purchase or award contracts for (outsource) one or more services or parts thereof.
- D. **“Regulatory package”** means the entire documentary apparatus composed of the Code of Ethics, the Code of Conduct and the Corporate Governance Model adopted by INSO S.p.A.

3 CODE OF CONDUCT

In the light of the provisions of Legislative Decree 231/01 and with the intention of fully and efficiently implementing the “ratio” (spirit) of the above law, INSO S.p.A., for itself and its subsidiaries, undertakes to pursue high levels of quality and ethics in the conduct of its business, in order to win the maximum faith of the other players in the sectors in which it operates, but above all to achieve high standards in terms of results for the final user/citizen.

With this in mind, INSO S.p.A. has developed a Code of Ethics and related Code of Conduct, which contain the guidelines and the fundamental aspects of the model established in accordance with Legislative Decree 231/01.

It is designed to help all those that, for professional and/or other reasons, come into contact with the company (e.g. employees, associates, consultants, suppliers - already defined as **Recipients**) to understand the content and practical consequences of the Italian legislation. As such it represents a reference point for the Company’s business activities.

In particular INSO encourages and promotes a **culture of legality** not only with its workers and associates, but also with its suppliers and customers. To this end, the Company adopts suitable **organisational, management and control measures** to prevent any type of behaviour contrary to law and these rules by its workers and associates. Therefore any infringement of the rules of conduct could give rise to one of the crimes codified in Legislative Decree 231/01 (e.g. company crimes, crimes against the individual, corruption, fraud, misappropriation, abuse of privileged information) with consequent application of sanctions both to the individual committing the crime and the Company. In order to avoid such a situation, this Code of Conduct will be widely distributed within the Company and available for consultation on the internal network and all the Company’s workers and associates will be required to be familiar with the contents of this Code and to observe and respect it. Non observance or failure by workers and/or associates to comply with this Code of Conduct will moreover result in the application of disciplinary sanctions, where the same behaviour constitutes a violation of current contract norms.

INSO will continuously monitor, with the utmost attention, respect for the Code through the Supervisory Body.

This Body, vested with autonomous powers of decision making and control, has been regularly appointed from within the Company in accordance with the provisions of **Article 6** of Legislative Decree 231/01.

The Recipients have an obligation to cooperate with this Body and/or with areas and persons delegated by it to check on possible infringements, both during the inspections and at the specific request of the same body.

Employees who have responsibility for groups or functions within the Company must oversee respect for the Code within their own area of responsibility. Accordingly any failure to observe the Code may result in disciplinary action being taken by the Company.

Specifically, in the case of employees, the sanction can go so far as termination of the work contract, in line with the provisions of employment law and the national collective labour agreement.

In the case of non employees operating within the Company, it is possible to proceed with immediate termination of the contract.

The Code of Conduct is distributed and made available:

- to employees, associates and temporary employees of the company at the time of recruitment - or in any case on their operational introduction within the company - and at the time of any subsequent updating of the document;
- to persons outside the company (e.g. suppliers, consultants, customers, etc.) before - where possible - the start of the contract.

4 GENERAL PRINCIPLES OF CONDUCT

4.1 Adherence to and respect for the law

Lawful conduct is a must for all recipients.

Each recipient must undertake to observe the laws and regulations in force, including respect for the principles of **good faith, personal honesty, impartiality and transparency of administrative activities**.

Workers' conduct must be characterized by pursuit of the efficiency and effectiveness of the services to which each worker is dedicated and no personal and/or Company objective may be pursued and realized in violation of the law.

The Recipient must therefore be aware of the appropriate behaviour and its implications for his/her activities.

In case of doubt, he/she must ask for advice from his/her manager or point of contact within the Company, who will provide him/her with any additional training required.

If the Recipient becomes aware of any violation of the legislation or regulations which could risk involving the Company, he/she must immediately report this to the Supervisory Body.

4.2 Impartiality

In decisions which have an impact on its relations with its stakeholders (relations with customers, shareholders, personnel management or work organisation, supplier selection and management, relations with the local community and the institutions which represent it) the Company will avoid all discrimination based on the age, sex, sexual inclinations, state of health, race, nationality, political opinions and religious beliefs of its stakeholders.

4.3 Honesty

Recipients must be fully aware of the ethical significance of their actions and must not pursue personal or company profit in violation of the laws in force and the rules in this Code of Ethics.

When formulating contractual agreements with any third parties, they must ensure that the clauses are written clearly and comprehensibly.

4.4 Integrity

The Company does not approve of or justify any violent action or threat designed to obtain behaviour contrary to the legislation and regulations in force, including ethical standards and/or the Code of Ethics.

4.5 Efficiency

Economic management and use of company resources must be pursued in all working activities in accordance with the highest quality standards.

The Company also undertakes to safeguard and take care of company resources and assets as well as to manage its financial resources and capital, adopting all the necessary measures to ensure full observance of current laws and regulations.

4.6 Correctness

When conducting any type of activity, workers must always avoid situations where those involved in the transactions are or may even appear to be in conflict of interest.

The Recipient must therefore avoid situations which could create an actual or potential conflict of interest or appear to do so.

This means both cases where the Recipient pursues an interest different from the company mission or extracts personal advantage from company business opportunities and those where, in their relations with the Company, representatives of customers, suppliers or public bodies act in conflict with the duties entrusted to them as a result of their position.

4.7 Confidentiality: use and protection of company information

The Recipient is required to ensure the **confidentiality** of company information which he/she becomes aware of, as this information belongs to the Company. Similarly he/she must abstain from searching for confidential data relating to or traceable to the Company or other Recipients.

If the Recipient becomes aware of confidential information not in the public domain he/she must refrain from divulging it (including to friends and family members) unless formally authorised to do so.

The Recipient undertakes to keep company information secret, as well any information belonging to other entities in accordance with rules set out in Article 24 of Law No 241 of 7 August 1990 as well as the requirements of Legislative Decree 196/2003.

Personal and sensitive data must be processed in observance of the Privacy Code (Legislative Decree 196/2003, including the technical framework contained in Annex B and the guidelines and prescriptions issued by the Guarantee Authority for Privacy).

In relation to the above topic, the company requires the Recipient to give special attention to conduct in accordance with Legislative Decree 196/2003 with regard to health data.

The electronic processing of such data must be subject to appropriate security controls, in order to safeguard the company from undue intrusion, tampering or unlawful use.

4.8 Transparent management of financial resources

Accounting information must be based on the **principles of correctness, accuracy, completeness, transparency and relevance** of the basic information and subsequent recording.

The Recipient must observe the current legislation and the applicable national and international accounting principles.

Every operation and transaction must be legitimate, accurate, coherent, consistent, correctly recorded, authorized and documented.

It must be possible to check the decision making process, authorization, execution and reason for each operation/transaction.

Adequate supporting documentation must be kept for all operations to enable:

- easy audit and accounting reconstruction;
- accurate reconstruction of the operation;

- identification of the various levels of responsibility.

Therefore, each Recipient is required to:

- a) collaborate to show operations in a correct, accurate, complete and true and fair manner in the accounts;
- b) immediately report to the Supervisory Body any omission, imprecision or falsification in the accounting records and/or supporting documents that he/she becomes aware of.

It is prohibited to carry out simulated accounting operations, act fraudulently, hide, omit, delete or destroy accounting records or documents or to obstruct the exercise of audit or supervisory functions.

4.9 Competition

The Company supports the principle of fair competition, behaving lawfully, transparently and fairly when competing with the other operators present in the market. The same fair approach is required of all workers also in terms of ensuring equal work opportunities, should the case arise, between social and for profit enterprises (see Article 52 of Legislative Decree 163/2006).

4.10 Repudiation of terrorism

The Company supports and applies the democratic principles on which the Italian state is founded.

Any conduct which could constitute or be linked to terrorist activity or contrary to the democratic order is therefore prohibited and rejected by the Company.

4.11 Personal integrity and individual protection

The Company's workers and associates are crucial for its success. Accordingly, INSO Spa protects and promotes the value of its human resources in order to improve and enhance the value and competitiveness of skills possessed by its workers.

The company ensures the physical and mental wellbeing of its workers, guaranteeing working conditions which respect individual dignity and safe and healthy working environments.

The company promotes freedom and individual rights which it regards as indispensable.

It repudiates any activity which could result in people's exploitation or subjection.

The company also attributes primary importance to the protection of minors and to identifying and sanctioning any type of exploitation thereof.

In order to guarantee full respect for people, the company undertakes to observe and ensure that the Recipient observes the current labour laws, with particular attention to child labour.

Any Recipient that becomes aware of actions or behaviour that could constitute a violation of this commitment must, subject to legal obligations, communicate this immediately to his/her superiors and the Supervisory Body.

4.12 Social responsibility

The Company is aware of the direct and indirect influence that its activities can have on the conditions and general wellbeing of the wider community, as well as the importance of the social acceptance of the community in which it operates. Accordingly, the Company intends to conduct its business with respect for the local and national community, and to support initiatives with social and cultural value in order to obtain an improvement in its reputation and level of social acceptance.

4.13 Repudiation of organized crime

The Company is aware of the risk that locally established organized crime groups may influence company activities, using them to pursue unlawful advantage, and is committed to preventing and combating the risk of criminal infiltration inside its organization.

Accordingly, all the recipients of this Code are required to observe the rules set by the Company for assessing the reliability of the various entities and persons which have relations with the Company (personnel, suppliers of goods and services, customers).

Payments and other financial transactions must be made through authorized intermediaries, so that traceability is guaranteed, on the basis of appropriate documentation.

Except for well-grounded exceptions, the transfer of credits or liabilities to third parties is not allowed.

Factoring agreements, assignments or advances of an equivalent nature signed with banks or other companies specializing in credit management and collection are excluded from the above prohibition.

All the recipients of this Code are prohibited from responding to extortion of any type and from any source; each recipient is in any case required to inform the Supervisory Body and the Police Authorities of any such requests.

4.14 Repudiation of Transnational Crime

The Company condemns any behaviour, both by persons in top management roles and lower level employees, which may even indirectly facilitate crimes such as criminal association, mafia type association and obstruction of justice; accordingly the Company is committed to implementing all types of preventive and subsequent controls required for this purpose.

4.15 Prevention of money laundering and similar

The Company absolutely prohibits all recipients of the Code from obtaining, replacing or transferring money, goods or other valuable items which they know to be the proceeds of crime and from carrying out other operations in relation to such items in order to obstruct identification of their criminal origin.

The Company prohibits the use in economic or financial activities of money, goods or other valuable items which are known to be the proceeds of crime.

In addition, the Company prohibits:

- receipt of cash sums (except for very small payments which must be kept account of)
- receipt of payments from numbered accounts or unidentifiable persons;
- making payments in cash or using methods that cannot be traced (except for small amounts which must however be kept account of);

- making payments to numbered accounts;
- making payments to countries other than the country of residence of the supplier or the place where the service/work was carried out.

4.16 Proper use of the IT system and protection of copyright

Recipients' use of IT and telecommunications resources should be based on the principles of diligence, correctness and compliance with the internal security rules.

Recipients must abstain from activities designed to cause unlawful damage to the IT or telecommunications systems of the Company, other companies, the state or public bodies and public services.

In no case can the belief that an employee is acting in the interests of the company justify damaging the information, data or IT programmes of the Company or third parties.

The Company undertakes not to copy, use, keep or disseminate original works in violation of the intellectual property rights of the legitimate owners and to reject any change or update to the operating system or applications that violates the conditions of the usage license contractually agreed with the suppliers.

4.17 Respect for quality and company organisation

The Company pursues quality management in carrying out its company business, paying particular attention to company organisation and relations with third parties.

4.18 Respect for health and safety at work

The Company undertakes to protect, disseminate and consolidate a culture based on health and safety at work, developing risk awareness and encouraging responsible conduct by all employees and associates.

The Company promotes the culture of safety at work, also through information sessions and training for personnel.

The Company also undertakes, in accordance with the Confindustria guidelines, to clearly outline and make known the fundamental criteria on the basis of which decisions are taken and implemented, at every level and for each type of decision, on health and safety at work (also as regards risk prevention activities, information and training and preparation of the necessary equipment) in line with the following principles:

- risk avoidance;
- assessment of risks that cannot be avoided;
- combating risk at source;
- adapting work to human needs, especially as concerns the design of work places and the choice of work equipment and work and production methods, in particular to alleviate monotonous and repetitive work and to reduce the effects of this on workers' health;
- taking into account the degree of technical development;
- replacing dangerous with safe or less dangerous items;
- programming prevention, aiming at a consistent overall system which integrates technical aspects, work organisation, work conditions, social relations and the influence of the work environment;

- giving priority to collective protection measures as opposed to individual protection measures;
- giving adequate instructions to workers.

4.19 Environmental protection

The environment is a primary asset that INSO Spa undertakes to safeguard, ensuring full respect for current environmental legislation; accordingly the company plans its activities seeking a balance between economic initiatives and indispensable environmental needs, in consideration of the rights of future generations. INSO Spa therefore undertakes to improve the impact of its business on the environment and the landscape, as well as to prevent risks for the population and the environment not only in observance of current legislation, but taking into account the development of scientific research and relevant best practice.

When it promotes, plans or awards contracts for the design and planning and/or execution of building works, the Company carries out, or ensures that others carry out, all the necessary investigations to verify the possible environmental risks, pursuing all necessary actions to avoid such risks.

The Company promotes, among its workers and associates, a culture of respect for and protection of the natural environment when carrying out work activities and favours research and development into **ecologically compatible and sustainable technologies and techniques**.

4.20 Collaboration with investigating authorities

The Company recognizes the value of the judicial and administrative function and aims for the highest degree of integrity and regularity in its relations with the relevant authorities.

Accordingly, it prohibits any behaviour designed or likely to interfere with the investigations or checks carried out by the competent authorities and, in particular, any conduct designed to obstruct the search for the truth, including inducing people summoned by the judicial authorities either not to make statements or to make untruthful statements.

The Company undertakes to adopt all the necessary measures to provide the cooperation requested by the authorities, within the limits of observance of current legislation.

5 SPECIFIC PRINCIPLES OF CONDUCT

5.1 Company management

The Company pursues the corporate purpose in observance of the law and the articles of association, ensuring the **correct operation of company bodies** and the complete formalisation of their acts.

The Company considers its mission to be the achievement of **positive economic results**. It therefore pursues the **safeguarding of company capital**, avoiding excessively risky or costly choices.

With particular reference to obtaining financing from government investors, the Company pursues adequate **development of the resources** which it has available.

As a **taxpayer**, the Company seeks to promptly and fully meet all its obligations under current laws.

The Company intends that all its actions in respect of directors, shareholders and third parties be based on the **principle of transparency**. Accordingly the Company:

- guarantees its directors and auditors full knowledge of the matters under discussion, by providing full and accurate information and access to company documentation, and respects and guarantees their autonomy of judgement and opinion;
- ensures that shareholders are kept informed of the general progress and most significant events concerning company management and the development of the business;
- appreciates the fact that the control and supervisory bodies exercise their function rigorously and ensures that they have the necessary cooperation for this purpose.

5.1.1 Corporate Governance

INSO S.p. A. adopts a corporate governance system in line with that provided for by law and national and international best practices.

This system of corporate governance is oriented:

- to maximise value for the shareholders;
- to the quality of work carried out;
- to the control of corporate risk;
- to market transparency;
- to acting in the interest of the shareholders.

5.1.2 Shareholders' Meeting

The shareholders' meeting provides a special opportunity to establish a fruitful dialogue between the shareholders and the board of directors.

Accordingly the regular participation of the directors and auditors at meetings is ensured.

5.1.3 Board of Directors

The Board of Directors is responsible for strategic and organisational direction and functions, as well as checking the existence of the necessary controls to monitor the progress of company operations.

The Board of Directors shall exercise its functions with diligence and regularity and ensure that all its members are adequately informed about the issues on the agenda.

In this context, the Board of Directors:

- grants and revokes the powers of the managing director, if appointed, defining the limits and method of exercise thereof;
- periodically receives, at the same time as the board of statutory auditors, an exhaustive report from the managing director, if appointed, on the activities performed in the exercise of his/her powers, particularly as concerns any atypical or unusual operations or transactions with related parties, whose approval is not reserved for the board of directors;
- determines, after consulting the board of statutory auditors, the remuneration of the managing director, if appointed, and of the other directors who hold special offices;
- defines the general organizational structure and the company structure of INSO Spa, checking its adequacy with respect to the most general objectives of the company;
- examines and approves the strategic, industrial and financial plans;
- examines and approves operations with a significant economic and financial impact or impact on the balance sheet, especially if these are carried out with related parties or involve a potential conflict of interest;
- makes provisions about the exercise of voting rights in the shareholders' meetings of subsidiaries, in particular as concerns approval of the financial statements, the appointment of members of the board of directors and the board of statutory auditors, changes to the articles of association and extraordinary company operations;
- monitors the general trend in company operations, with particular regard to conflicts of interest, using the information received from the managing director and periodically verifying achievement of the planned results;
- reports to the shareholders at the shareholders' meeting.

The directors of INSO S.p.A. are required:

- to all play an active role with regard to their office, thus permitting the Company to draw benefit from their skills;
- to participate in a continuous manner in the meetings of the Board of Directors;
- to report any situation in which they have a personal interest or an interest on behalf of third parties, abstaining in such situations from taking part in the decision making processes of the Board of Directors;
- to keep confidential the documents and information obtained as a consequence of pursuit of their duties and to observe the procedure for their communication outside the company;
- to ensure that the interests of INSO always prevail over the interests of individual shareholders.

5.1.4 Chairman of the Board of Directors

The Chairman of the Board of Directors:

- calls the meetings, ensuring that the members of the board are provided suitably in advance with the documentation and information required to allow the board to express itself knowledgeably on the matters submitted for its examination and approval, except in cases of necessity and urgency;

- coordinates the activities of the Board of Directors and oversees the conduct of the relevant meetings;
- contributes to the formulation of company strategies, in agreement with the managing director, if appointed, without prejudice to the latter's prerogative in matters delegated to him by the board of directors;
- overseeing audit activities, without prejudice to the role of internal audit.

5.1.5 Managing Director

The Managing Director has, for example, responsibility for:

- Overseeing and managing the organisational structure of the company, coordinating all the departments and company functions and putting in place all the measures required to ensure in the most efficient possible manner the technical, economic, commercial and financial management and coordination of all company activities.
- Prepares the strategic, industrial and financial plans and budgets of the company for submission to the Board of Directors.
- Enters into, amends, extinguishes, assigns, ensures the novation of and terminates every type of contract and/or relationship, including trading relationships and any act involving registered movable and immovable goods, within the spending limits conferred.
- Sets up, extinguishes and makes transactions on current accounts and any relation of a financial nature within predefined limits.
- Confers mandates
- Exercises all the activities relating to participation in tenders, auctions, bids, project financing and other public procedures
- Anything else delegated to him/her by the Board of Directors.

5.1.6 Board of Statutory Auditors

The appointment of the Board of Statutory Auditors must be based on the maximum transparency, seeking to appoint candidates with the highest professional qualifications.

5.1.7 External Auditors

The audit of the financial statements of INSO S.p.A. is incompatible with consultancy work for INSO or any of its subsidiaries; this incompatibility extends to the entire network of the auditing firm, including any associated company or professional firm, partner or other related party.

The audit of the financial statements of any of the subsidiaries of INSO is not incompatible with consultancy; nevertheless, in order to guarantee the full independence of judgement of the company responsible for the audit of the financial statements, the internal Board of Directors from time to time authorizes consultancy appointments to be awarded to the same audit firm or related network (as previously identified).

5.2 Monitoring of customer satisfaction

5.2.1 Relations with customers

The Company competes fairly on the market, respecting the **competition rules**.

The Company neither offers nor accepts money or equivalent value to promote or favour the conclusion of business affairs to its own advantage; free gifts are allowed where these are of modest value and cannot be interpreted as a tool to obtain favours or privileges.

The company **undertakes to guarantee adequate standards of quality of the goods produced based on predefined levels and to periodically monitor their perceived quality**.

The Company is committed to ensuring the quality of its business, mainly understood as **customer satisfaction**; ensuring correctness and clarity in all negotiations as well as faithful and **diligent fulfilment** of the commitments assumed. Accordingly it resorts to litigation only when its rightful claims cannot be satisfied in any other way.

Relations with customers are governed by the laws in force and this Code of Conduct.

Recipients who have relations with customers must maintain ethical, correct, transparent and reserved behaviour.

The Recipient must not, either for his/her own interests, or for company ones:

- make unethical compromises of any nature;
- offer/accept money and/or other benefits to obtain favours and/or real, potential and/or perceived advantages of any kind and/or establish tacit agreements to do so;
- offer/accept free gifts, unless of modest value.

These rules of conduct may not be eluded by using third parties for whose work the Recipient is responsible.

The Recipient may immediately end any relationship/negotiations with a customer that does not intend to keep to the Code of Conduct, following communication of this to his/her direct line manager.

5.2.2 Relations with suppliers of goods and services

The Company considers its **suppliers** a competitive factor and active part of the production process; it selects and identifies them exclusively based on Company need and quality of supply; it acts **correctly** towards them; encourages their **qualification**; where necessary, checks their **compliance with laws and regulations**; and takes action to ensure that they adopt adequate codes of ethics and conduct.

The Recipient must maintain honest, transparent and reserved behaviour towards suppliers, in observance of the laws in force and this Code of Conduct, in order to build a relationship based on mutual cooperation and trust.

The Recipient must avoid any improper situation which puts at risk the integrity of the Company name, just as he/she must not in any way:

- accept gifts, free goods (unless of modest value and consistent with company procedures), services or promises of any kind from suppliers,
- offer gifts, free goods (unless of modest value and consistent with company procedures), services or promises of any kind to suppliers,

The Company delegates the choice of suppliers to the relevant functions and ensures that such choices are made according to objective criteria of competitiveness, quality, cost and integrity.

Any exception must be adequately justified and documented.

The Recipient must communicate any cases where a supplier does not intend to observe the Code of Conduct so that the Company can take appropriate measures, which can extend to ending the relationship.

5.3 Relations with Shareholders

Shareholders are not just a source of financing, but people with opinions and ethical preferences of various types. To help them with investment decisions and company resolutions, they therefore need to have all the relevant information available. INSO Spa creates conditions that ensure that shareholder participation in relevant decisions is full and knowledgeable, promotes parity of information and in addition, protects its own interests and those of all shareholders from individual shareholders intent on making their own special interests prevail.

INSO SpA pursues its mission ensuring, at the same time, full transparency of the choices made; therefore having adopted organisational and management models to ensure correctness and truthfulness in corporate communications (financial statements, periodic reports, information prospectuses, etc.) and to prevent company crimes being committed such as falsification of accounts, stock manipulation, false communications to supervisory bodies, etc.)

All the financial communications of INSO SpA are characterized not only by mere respect for legislative provisions, but also by comprehensible language, exhaustiveness, timeliness and informational symmetry for all investors.

5.4 Valuing shareholder investment

INSO Spa ensures that its economic and financial performance is such as to safeguard and increase the value of the company, in order to adequately remunerate the risk that shareholders take on with the investment of their capital.

5.5 Relations with employees

The Company considers **labour the main factor in its success** and ensures that workers and associates share in the aims and plans of the company.

The Company respects **work contracts** and pensions and social security regulations; it pursues the objective of **stable employment**; and encourages the **continuous improvement of professional skills** through planning of training activities.

The Company puts in place all the initiatives and measures necessary to ensure the psychological and physical wellbeing of its workers, as well as the **healthiness and decorum** of work environments, not only observing the relevant regulations, but promoting a **safety culture**, providing adequate work organisation and strengthening **prevention measures**.

The Company ensures **gender equality** in its professional and managerial positions, salary levels and opportunities for development and promotion of employees and associates.

The Company pursues **full respect for human rights** in the work environment; it considers any behaviour or conduct designed to humiliate and offend the dignity and sensibility of work colleagues and particularly subordinates, as well as all types of sexual harassment, to be worthy of censure; such behaviour will give rise to disciplinary measures.

The Company considers the **Trade Union** an important instrument for the representation of employees and the promotion of their working and living conditions; it rejects any type of union discrimination; recognizes the **elected representatives**; guarantees the free and independent exercise of **trade union activity** in the work place, in full compliance with current agreements.

Relations with employees are governed both by appropriate contracts, drawn up in accordance with current legislation, and by specific national collective labour agreements.

The Company encourages equal opportunities.

Any type of discrimination based on race, sex, nationality, religion, age, status, physical condition, language, union membership, politics and every form of favouritism in recruitment, pay, promotion and dismissal is prohibited.

The general criteria above are developed further in the following specific criteria described below.

5.5.1 Selection of personnel

The assessment of personnel to be recruited is made by comparing the profiles of the candidates with models based on company expectations and needs, ensuring equal opportunities for all those concerned.

The information requested is strictly related to checking of the required aspects of the professional profile and psychological attitudes, respecting the privacy and opinions of the candidate.

The personnel function, within the limits of the information available, adopts appropriate measures to avoid favouritism, nepotism or any form of patronage at the selection and recruitment stage (for example, avoiding use of selectors who are related to candidates)

5.5.2 Work contracts

Personnel are employed with a regular employment contract; no form of irregular work is tolerated.

When the work contract is set up each associate and employee receives accurate information on:

- the characteristics of the function and role to be performed;
- salary and social security arrangements, as governed by the national collective bargaining agreement;
- rules and procedures to be adopted to avoid any possible health risks associated with the work.

This information is presented to the employee/associate in such a way as to ensure that acceptance of the role is based on an effective understanding of the information.

5.5.3 Personnel management

INSO Spa avoids any form of discrimination towards its employees.

Within the personnel management and development processes, as already described for the selection phase, the decisions taken are based on the correspondence between the expected profile and the profiles possessed by employees (for example in the case of promotion or transfer) and/or on considerations of merit (for example allocation of incentives based on results achieved).

Access to roles and offices is also based on skills and competencies; moreover, where compatible with general work efficiency, flexible work organisation is encouraged to facilitate the management of maternity and in general childcare.

Employee assessment is carried out in a broad manner, involving managers, the personnel function and, as far as possible, the people who work with or have relations with the person being assessed.

Within the limits of the information available and the requirements of privacy protection, the personnel function works to prevent any form of nepotism (for example, excluding hierarchical employment relations between employees who are relatives).

5.5.4 Dissemination of personnel policies

The personnel management policies are made available to all workers through company communication tools (intranet, company web, organisational documents and managerial communications).

5.5.5 Development and training of human resources

Managers make use of and give full value to all the professional skills present within the company organisation by using the tools available to promote the development and growth of their employees and associates.

In this area, particular importance is given to communication by managers of the strengths and weaknesses of the employee, so that the latter can improve his/her skills, also via targeted training.

INSO Spa makes information and training tools available to all its employees with the aim of enhancing their specific skills and maintaining the professional value of its personnel.

5.5.6 Management of employee work time

Each manager is required to make the best use of employee work time, requiring performance consistent with the exercise of their role and the work organisation plans.

Demanding, as a hierarchical superior, services, personal favours or any conduct which could constitute a violation of this code of ethics and conduct will be regarded as an abuse of office/position of authority.

5.5.7 Employee involvement

Employee involvement in the work carried out is ensured by providing opportunities for discussion and participation in decisions on the realization of company objectives.

Workers must take part in such opportunities with a spirit of cooperation and independent judgement.

Listening to the various points of view, where compatible with company needs, enables managers to put together final decisions; workers must, however, always contribute to the implementation of the activities decided on.

5.5.8 Health and safety

INSO Spa undertakes to disseminate and consolidate a safety culture, developing risk awareness and encouraging responsible conduct by all employees and associates; in addition it works to protect, above all with preventive measures, the health and safety of workers as well as the interests of other stakeholders.

INSO Spa aims to protect its human resources, assets and financial resources, constantly seeking the required synergies not only within the company, but also with suppliers, other companies and customers involved in its business.

Accordingly, it aims to have a broad based internal structure, carefully monitoring the evolution of the reference scenarios and the resulting changes in risk, making interventions of a technical and organisational nature by:

- introducing an integrated risk and safety management system;
- continuous analysis of risk and critical areas in processes and resources to be protected;
- the adoption of the best technologies;
- checking and updating of work procedures;
- training and communication initiatives.

5.5.9 Privacy protection

Workers' privacy is protected by adopting standards which specify the information that the company can ask for from workers and the relevant methods of processing and storage.

Any investigation into the ideas, preferences, personal tastes and, in general, private life of the worker is ruled out. These standards also include a prohibition, except in cases where this is required by law, on communicating/disseminating personal data within the consent of the person concerned, and establish the rules for the checking, by each worker, of the privacy protection standards.

5.5.10 Personal integrity and individual protection

INSO Spa undertakes to protect the psychological wellbeing of its workers, guaranteeing the right to working conditions that respect personal dignity. For this reason it safeguards workers from psychological abuse and combats any type of discriminatory or damaging behaviour towards people, their opinions and their preferences (for example, insults, threats, isolation or excessive pressure, professional limitations).

Sexual harassment is not permitted and behaviour and topics of conversation which could upset people must be avoided (for example, the display of images with explicit sexual references, insistent and continued allusions).

Any employee of INSO Spa who considers that he/she has been the object of harassment or has been discriminated against for reasons linked to age, sex, sexuality, race, state of health, nationality, political opinions or religious beliefs, etc. may report this to the company which will evaluate whether there has been an infringement of this Code of Ethics and Conduct. Inequalities and differences are not however considered discrimination if justified or justifiable on the basis of objective criteria.

5.5.11 Duties of employees and associates

Employees and/or associates must act in good faith in order to fulfil the obligations signed up to in the work contract and provided for by the Code of Ethics and Conduct, ensuring the required performance. They are in any case required to report through the specific channels provided any infringement of the rules of conduct established by internal procedures.

In particular employees and associates must avoid any situation of conflict of interest.

Employees/associates of the company therefore have a duty to:

- inform their managers of the existence of any family relationships, both with third parties that could have relations with the company and with other workers within the company;
- avoid any situations which could create conflicts or overlaps between the company responsibilities of the Recipient and his/her personal interests;

- avoid negotiating and/or having relations with third parties who have a potential conflict of interest with the Public Administration;
- In each of these cases, or when a possible conflict of interests emerges, the Recipient is responsible for reporting it immediately to their Manager and to the Supervisory Body for the appropriate assessment.

5.6 Relations with external associates/consultants

The company may immediately end any work contract concluded with external associates/consultants that do not agree to keep to this Code of Ethics and conduct.

Any Recipient who identifies conduct by an external associate/consultant that does not conform to this Code is required to immediately communicate this to the Supervisory Body.

5.7 Relations with the Public Administration

Only the Functions delegated and authorized to do so by direct order of the Company may maintain relations with the Public Administration in accordance with ethical principles, with correctness, honesty and transparency.

The Recipient must avoid behaviour contrary to the law and the Code of Conduct and abstain from creating, encouraging or allowing situations that involve conflicts of interest.

The Company, in its relations with the government and the public administration, makes declarations and provides **truthful** documentation, certification and information and its activities are characterized by the principles of **correctness, transparency and verifiability**.

The Company does not allow any practice which could even appear as designed to influence, directly or indirectly, the conduct of public officials or to result in undue/unlawful advantage or profit.

In the case of **participation in public tenders or private negotiations** with the state or the public administration, the Company strictly observes the standards governing individual procedures.

It is therefore severely forbidden to:

- a) make to persons belonging to the Italian and foreign Public Administration (or in any case working in the public sector) as well as their relations or family members, whether Italian or foreign and/or people identified by these in order to receive interests or benefits:
 - promises of money and/or benefits of any kind;
 - gifts or free goods with more than a modest value or which are not covered by company rules or are liable to compromise the integrity and reputation of the parties or to be perceived as designed to obtain improper advantages for oneself, other people or the company;
- b) seek to corrupt and/or influence the public counterparty;
- c) defraud the Public Administration for personal and/or company gain;
- d) make improper or illegal use of connections and, in general, privileged routes to achieve personal professional objectives within the company;
- e) accept money, gifts, free goods (unless of modest value and in accordance with internal procedures), promises, pressure, recommendations, services or work (unless it involves normal and legitimate contractual activity) or conditions contrary to the values and principles described in the Code from people belonging to the Public Administration;

- f) solicit or obtain confidential information which could compromise the integrity or reputation of the parties.

The company, area or branch of the company which, by formally codified role, interacts with the Public Administration or with the personnel forming part of it must:

- a) Observe points (a) to (f) above;
- b) Document as far as possible in writing their relations with the Public Administration;
- c) Draw up in written form all the contracts and agreements made;
- d) Offer/accept gifts, free goods and services only if they are of modest value, lawful and consistent with all the applicable laws, as well as ensuring that these are accurately disclosed in the accounts;
- e) Not delegate relations with the Public Administration to a consultant or “third party” when this could create conflicts of interest;
- f) Immediately report to his/her Manager and/or the Supervisory Body any unethical and/or illegitimate behaviour by the Public Administration.

Subsidies or financing obtained from the State, a public body or the European Union may not be used for purposes other than those for which the funding was granted.

The recipient must not use or present false or untruthful declarations and/or documents or omit required information.

In general no type of artifice or trick may be used to receive payments or any type of undue profit to the detriment of the state or any other public body.

5.8 Relations with the Supervisory, Regulatory and Guarantee Authorities and Government Bodies

In its relations with the Supervisory, Regulatory and Guarantee Authorities and Government Bodies, the Company bases its actions on the principles of integrity and professionalism, avoiding influencing their decisions or requesting favourable treatment by promising, offering or making payments or granting other benefits.

The Company maintains with the above entities relations characterized by full and active cooperation, making available, in a timely manner, any information requested by the bodies to carry out their investigative activities and implementing any orders or measures prescribed by them.

In order to guarantee the maximum transparency, the Company also undertakes to avoid extracting any form of undue advantage from any personal or family relationships with officers in the Authorities.

The Company, in its relations with State, Regional and Local government bodies as well as international government bodies, designed to allow the Company to evaluate legislative and administrative activities in the sectors of interest, adopts, in each case, correct and transparent conduct, avoiding any conduct of a collusive or coercive nature.

5.9 Relations with the political world

The Company may make, if requested, contributions or give advantages or other benefits to political parties and to workers' trade union organisations, excluding their individual representatives, and only in compliance with current legislation.

5.10 Relations with the press and media

Recipients responsible for communicating data and information on INSO Spa outside the company must act with honesty, transparency and equity, guaranteeing equal access to data/information to all those involved.

The other Recipients must never issue declarations, comments or interviews about the company, including by electronic means such as email or the Internet.

Each request for information coming from outside or within the company must be forwarded to the relevant Recipient.

6 METHOD OF DISSEMINATION

6.1 Communication and information

INSO S.p.A. and its managers shall take action to spread knowledge of the Code and its contents to all Recipients and ensure its maximum dissemination among Recipients and guarantee its periodic updating.

The Supervisory Body is responsible for drawing up and keeping up to date the list of the main Recipients of the provisions contained in this Code and the related documents.

Each Recipient is required to sign this list attributing qualifications and responsibilities.

The company and its managers shall ensure adequate training on the Code of Ethics and Conduct for all internal and external Recipients, and be willing to illustrate the relevant company procedures to Recipients based upon their contract with the company.

INSO and its managers will ensure widespread knowledge of the Code and its contents throughout Group companies, with particular reference to the subsidiaries over which INSO exercises control.

6.2 Responsibilities

Managers, duly vested with this duty by the Supervisory Body, will check adherence to this Code in terms of Recipients' behaviour and will clarify and respond to any doubts, questions or uncertainties expressed by the Recipients.

The Recipient is required to report any infringement of the Code of which he/she becomes aware to the Supervisory Body.

The workers of INSO S.p.A. have a duty to report to the Supervisory Body any occurrence which seems to be in conflict with the Code of Conduct.

The Supervisory Body will maintain the maximum confidentiality surrounding the infringements and the identity of the Recipients who reported them.

7 THE DISCIPLINARY SYSTEM

7.1 Sanctions

Violation of the principles and behaviour set out in the Code undermines the relationship of trust established between the Company and the Recipient.

INSO Spa may protect its interests by taking any measure required, that is by deciding for its own employees appropriate disciplinary measures, including dismissal, while for third party Recipients the work contract may be immediately ended in accordance with Article 1456 of the Italian Civil Code.

7.2 Sanctions Framework

In observance of the principle of gradualness and proportionality of sanctions in relation to the seriousness of the infringement identified, the type and scale of any sanctions will be determined in relation to the following general criteria:

- a) subjective aspects of conduct (fraud or negligence, the latter due to lack of caution, negligence or incapacity also considering the predictability or otherwise of the event);
- b) importance of the obligations breached;
- c) seriousness of any risk/danger created;
- d) scale of any damage/loss created for the Company by any eventual application of the sanctions provided for in the Decree and subsequent amendments and additions;
- e) level of hierarchical and/or technical responsibility;
- f) presence of aggravating or extenuating circumstances with particular regard to previous working performance and disciplinary records for the past two years;
- g) any sharing of responsibility with other workers who have contributed to the shortcoming.

8 PUBLICITY AND COMING INTO FORCE

8.1 Disclosure

This Code must be given the maximum publicity using every appropriate tool, accessible and visible to all. In particular it will be published on the company intranet and distributed to each Recipient and will be illustrated in the induction training given to each new resource on recruitment.

8.2 Dissemination within Group Companies

INSO undertakes to ensure that the principles, approach and methodologies described in this Code are disseminated to and adopted by the Company's subsidiaries and associated companies too.

8.3 Implementation

The provisions of this Code will come into force on the fifteenth day following its approval by resolution of the Board of Directors of INSO S.p.A.

With the same resolution the Board of Directors will propose to the Shareholders' Meeting the members of the Supervisory Body and the amount of their remuneration.