



code of ethics  
2018



## Introduction

This Code of Ethics is adopted by C.Matic Spa (hereinafter also referred to as “C.MATIC” or “Company”) pursuant to art. 6, paragraph 2, lett. e) of Legislative Decree 231/2001, as part of the 231 System and therefore it plays an essential role for the implementation of the Organization, Management and Control Model (“Organizational Model”) pursuant to current corporate criminal liability regulation.

In the belief that ethics in business represents a value and a parameter of success, C.Matic aligns its business behavior to ethical principles as well as to values of social responsibility, which translate themselves into a competitive advantage for the Company and which must be observed by all entities and individuals who, for whatever reason, deal with the Company.

All of the Company’s activities are therefore carried out in compliance with the law, in a framework of fair competition and having regard to the interests of employees, shareholders, customers, commercial and financial partners and of the social community where the Company operates.

To this end C.Matic requires that its employees, and those who act on behalf of the Company, comply with the highest standards of conduct in the performance of their duties as set out herein in this Code of Ethics (hereinafter the “Code”), requesting that they:

- comply with the laws in force in each country or context in which they operate;
- act with honesty, integrity, fairness and good faith;
- comply with the principles, objectives and commitments set forth herein.

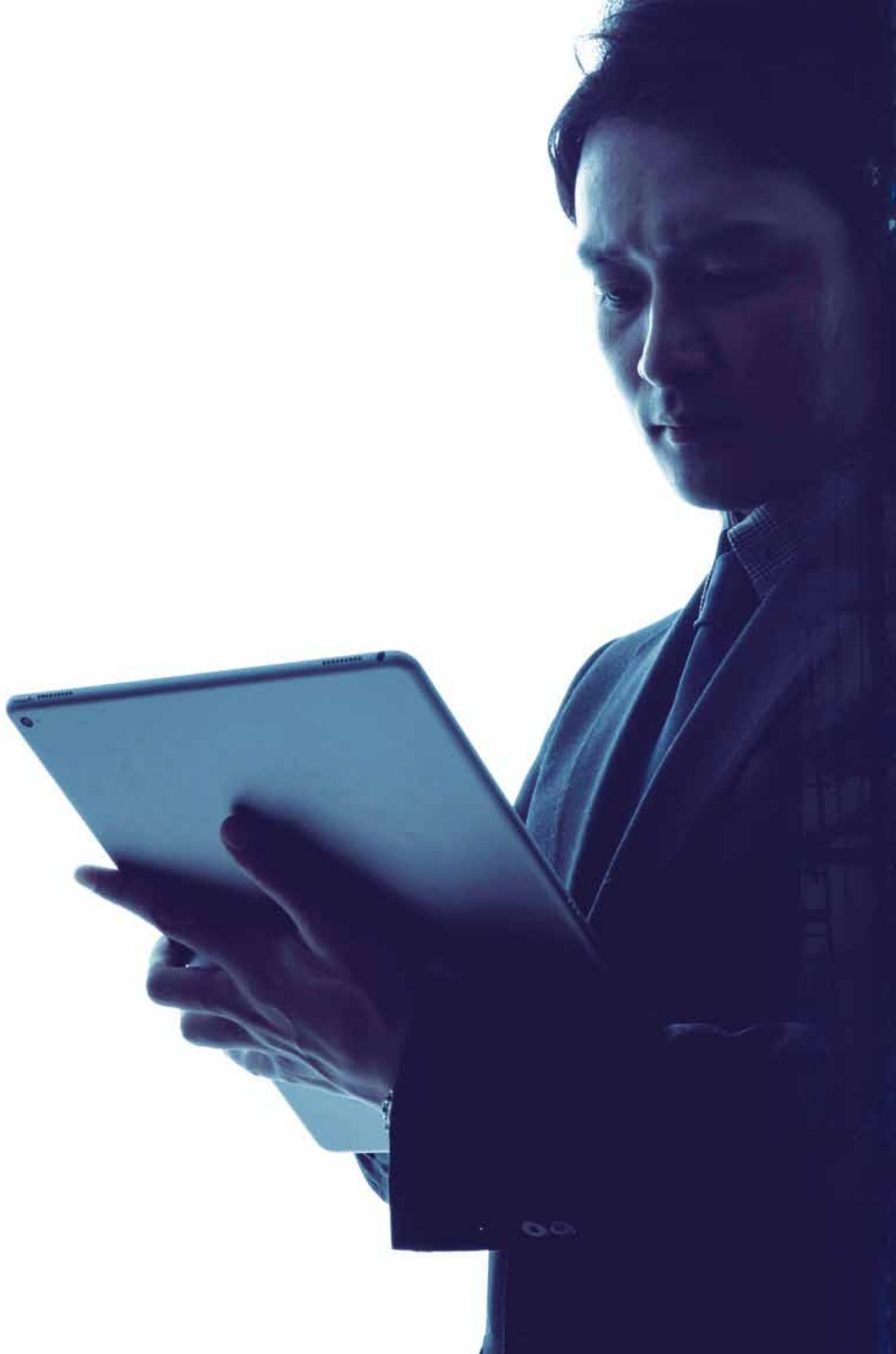
The Code therefore identifies the set of principles, values, rights and obligations, as well as the rules of conduct and responsibilities to which the Company and the recipients of the Code, as below identified, must conform their behavior both within the company and when interacting with third parties.

C.MATIC DOES NOT ESTABLISH NOR CONTINUE BUSINESS RELATIONSHIPS WITH ANYONE WHO REFUSES OR OTHERWISE FAILS TO COMPLY WITH THE PRINCIPLES OF THE CODE OR THE LAW.





- 1. SCOPE OF APPLICATION**
- 2. GENERAL RULES OF CONDUCT**
  - 2.1. Compliance with Rules and Regulations
  - 2.2. General Standards of Contract
- 3. RELATIONS WITH THIRD PARTIES**
  - 3.1. Relations with the Public Administration
  - 3.2. Relations with Clients
  - 3.3. Relations with Suppliers
  - 3.4. Relations with Subcontractors
- 4. ENHANCEMENT OF HUMAN RESOURCES**
  - 4.1. General Principles
  - 4.2. Development of Professionalism
  - 4.3. Employees' Obligations
- 5. PROTECTION OF HEALTH AND SAFETY AT WORKPLACE**
- 6. CONFLICT OF INTERESTS**
- 7. TRANSPARENCY OF ACCOUNTABILITY**
  - 7.1. Accuracy and Transparency of official corporate documents
  - 7.2. Transparency of Accountability
- 8. CONTRACTUAL AND COMMERCIAL TRANSACTIONS**
- 9. MANAGEMENT OF INFORMATION AND IT SYSTEMS**
  - 9.1. Privacy and Data Management
  - 9.2. Use of IT tools and protection of Company's assets
- 10. DIFFUSION, UPDATE AND IMPLEMENTATION OF THE CODE OF ETHICS**



## Scope of application

The Company commits that the principles set forth in the Code are shared and complied with by agents, consultants, suppliers as well as any other entity or individual with whom the Company has a business relationships, even occasional and/or temporary. The Code, therefore, is addressed to the top management, auditors, employees and collaborators, and suppliers as well as all other third parties dealing with the Company.

In particular, the principles and provisions of the Code are binding for each of the following identified parties:

- a)** Individuals within the Company's organization occupying top management positions (including, but not limited to, directors and managers of the Company);
- b)** Individuals within the Company's organization occupying a subordinate position with respect to the former, by virtue of an employment contract or any other appointment (including, but not limited to, employees of the Company, trainees/stagiaires);

If and to the extent they are compatible, the provisions of the Code also apply to:

- c)** Collaborators, in any capacity, of companies who supply goods or services to the Company or subcontractors of the Company, or those who perform directly or indirectly services related to the Company's business (collaborators and external consultants of the Company);
  - d)** Business or operational partners of the Company having a role in certain projects and/or transactions;
- hereafter jointly referred to as "Addressees".

## Scope of application

All Addressees are required to become familiar with the values, rules and guidelines set forth in this Code, and to apply such values in every activity and relationship which they have with the Company, even occasional and/or temporary.

Compliance with the Code forms an integral and substantial part of employees' obligations under their employment relationship; to that end, any Code violation will be considered breach of policy which may result in disciplinary sanctions. As it relates to non-employee Addressees, compliance with this Code represents a mandatory clause in contracts, agreements and any act that regulates their relationship with the Company, which violation will be considered breach of contract that may lead to termination and compensation to C.Matic for damages.

Personnel who find themselves in key roles or who have responsibility for a department or a function, shall grant concrete implementation and updating of the provisions of the Code, while the Supervisory Body shall have the authority and responsibility to supervise the compliance with the Organizational Model, of which the Code forms an integral part.



The Code applies in Italy and in all other countries in which the Company operates.

The Company undertakes to:

- Promote the maximum dissemination of the Code, ensuring that it is updated and implemented, adopting policies and guidelines for each area of activity;
- Fully set up measures to promote dissemination, awareness and application of the Code, and methods of verifying effective compliance with it;
- Provide a training program in connection with the principles set forth in this Code, encouraging continuous awareness about the topics covered by the Code;
- Perform all necessary checks in relation to possible violations, applying adequate penalties if needed;
- Ensure that no one suffers any kind of retaliation for having informed C.Matic, in good faith, of possible violations of the Code, also granting confidentiality on the identity of the whistleblower.





## General rules of conduct

### Compliance with rules and regulations

The Company strives for compliance with Italian law and the internationally accepted principles thereunder, in particular the anti-bribery regulations, as well as the protection of human rights.

C.Matic commits itself, through the adoption of any prevention and control measure deemed necessary, to have full and unconditional compliance with the laws and regulations in force in every geographical and operational context in which the Company operates, at all decision-making and executive levels.

The Addressees of this Code are required, within the respective fields and skills, to become familiar and comply with: a) laws and regulations in force in the countries in which the company operates, being aware that compliance is a required condition for the pursuit of the Company's mission and business objectives; b) this Code of Ethics, which has been constructed upon the spirit of collaboration, transparency, fairness and professionalism; c) the internal policies and procedures, instructions, recommendations and guidelines always available for reference and adopted by C.Matic, all of which regulate from time to time the behavior to be held to in the performance of the business; all the while combining compliance with regulatory constraints and ethical principles with efficiency and effectiveness of the Company's organization; and d) the Organizational Model adopted by the Company.

In particular, Addressees, anytime they act on behalf of the Company and/or pursue the Company's business objectives, must comply with the laws and regulations in force in all countries in which they are resident or domiciled, and/or in which they habitually or occasionally perform their professional service, also refraining from compelling or instigating others, inside or outside the Company, to violate or circumvent the laws and regulations in force in all applicable geographic locations.

Finally, the Addressees of the Code shall also behave in accordance with the fundamental principles of honesty, moral integrity, correctness, transparency, objectivity and respect in all business dealings related to the Company.

Anyone within the Company is subject to restriction from the violation or instigation of violation of any applicable law or Company policy and procedure, and if they become aware of others' violations, shall promptly report same to the Supervisory Body established pursuant to Legislative Decree 231/2001.

Any violation of current regulations, the Code of Ethics and Company's internal procedures, are considered even more serious if they are performed in favor of or in the interest of the Company. Pursuing C.Matic's advantage cannot, under any circumstance, justify a dishonest or improper behavior and any form of non compliance with law or regulation, as well as the Company's internal procedures including this Code.

Should an Addressee be in doubt regarding the conduct to be adopted under this Code he or she should seek guidance from their supervisor within the Company and, in any event, from the Supervisory Body established pursuant to Legislative Decree 231/2001.

## General principles of conduct

The behavior of the Addressees in the pursuit of Company's objectives and in the performance of any business activity, shall be motivated by the principles of honesty, transparency, loyalty, integrity and fairness in compliance with internal policies as well as the laws and regulations in force. In particular, the Company acts in accordance with the following principles:

### **Legality**

The Addressees shall always act in compliance with current legislation.

### **Social responsibility**

Addressees are aware that individual actions have an impact on the community and understand the social dimension of the Company's activity, and by so striving to better reach social welfare.

### **Equality of treatment**

The Addressees are to be in compliance with the principle of equal treatment, and, whenever unequal treatment is observed, ensure that it is justified according to specific factual circumstances. Addressees repudiate any form of discrimination based on nationality, gender, race, skin color, ethnic or social origin, genetic characteristics, language, religion or belief, political or any other opinion, belonging to a national minority, property, birth, handicap, age or sexual orientation.

### **Environmental Protection**

In accordance with the principles set forth in article 9 of the Constitution, the Company takes into consideration the environmental protection in the choice of the technologies, the programs, materials and strategies to be adopted.

The Company takes special care in carrying out operations whilst respecting the environment and public health, in compliance with the standards in force. C.MATIC, in carrying out its activities and at each level of the Company's activity, is committed to safeguard the surrounding environment and contribute to the sustainable development of the territory.

### **Safety at Workplace**

The Company ensures a safe and healthy workplace by taking all the measures provided by law. The Company undertakes to develop and disseminate a culture of safety, thereby raising awareness of the risks and promoting responsible behavior among employees and collaborators.

### **Safe and Prudent Management**

Decisions taken by each employee (including managerial staff and external consultants and partners) must be based on principles of safe and prudent management knowing that such decisions will contribute to the achievement of positive business results.



#### **Proper use of Company's assets**

Addressees shall use Company's assets exclusively for the performance of its business activity and shall refrain from behaviors or acts which may denote or arise from, even if only potentially, a conflict of interests and a personal use of those assets.

#### **Prevention of conflict of interest and fight against corruption**

In their role with C.Matic, Addressees shall only and exclusively pursue business goals and social purposes.

Any situation of conflict of interest which may interfere with the Addressees's capacity to adopt impartial decisions must be avoided and, in any event, reported to the Company. In particular Addressees shall refrain from taking any act addressed at obtaining undue personal benefits in transactions or contracts and relationships with customers, suppliers, institutions or other entities, public or private, and broadly speaking in the day to day management. C.Matic, in compliance with the principles of honesty and transparency, commits to adopt any and all measure necessary to prevent conflict of interests and bribery.

#### **Confidentiality**

The Company guarantees the confidentiality of information acquired by the Addressees in carrying out their assigned duties, which information shall remain strictly confidential and shall not be disseminated within or outside the Company unless done so in compliance with current legislation and the Company's procedures. To this end, the Company shall adjust their computer systems if needed to stay within compliance of applicable legal standards.

#### **Quality and Efficiency**

C.Matic pursues research and technological innovation in the belief that these values are essential to achieve greater efficiency.

#### **Fair Competition**

The Company accepts the values of the free market and fair competition as tools for achieving a lawful profit. C.MATIC operates in the market according to principles of fairness, fair competition and transparency in its relationships with all operators.

THE BELIEF OF ACTING FOR THE BENEFIT OF THE COMPANY IN NO CASE JUSTIFIES BEHAVIORS WHICH ARE IN CONTRAST WITH THE PRINCIPLES SET FORTH IN THIS CODE, WHICH PRINCIPLES ARE OF FUNDAMENTAL IMPORTANCE FOR THE APPROPRIATE OPERATION AND GOOD WILL OF THE COMPANY.

## Relations with third parties

### Relations with the Public Administration

For the purpose of the Code, Public Administration (hereinafter “PA”) identifies public bodies, including entities which perform public services, natural or legal persons acting as public officials, in charge of public service, as well as any member belonging to the European Community, officials of the European Communities, a foreign state official, the judiciary system as a whole, and/or the supervisory authorities.

In its relationships with the PA, all Addressees shall refrain from carrying out any act in violation of the law and the Code of Ethics. In particular, Addressees are forbidden to engage in the following conduct:

- a)** Mislead anyone using artifices or deceptive practices in order to achieve an unlawful profit to the detriment of the State, another public body, or the European Union. In particular, it is necessary to ensure full compliance with the law and proper commercial practice in connection with and in the course of tenders, negotiations, concessions, licenses and requests for funding, grants, subsidies and disbursements of the State or other entities belonging to the PA;
- b)** Use or present to a third party any false declarations or document, or omit to disclose necessary information with the aim of obtaining contributions, loans, subsidized loans, or other similar disbursements from the State, another public body or the European Union;
- c)** Use the amounts received by virtue of a loan from the State, another public body or from the European Union for a different initiative or a purpose not disclosed in connection with the granting of the loan;
- d)** Alter the operation of an IT or electronic system by manipulating the data or programs contained therein for the purpose of obtaining an unfair profit to the detriment of the State or other public body;
- e)** Influence in any improper or illicit manner the decisions of the PA soliciting, accepting or offering to the same directly and/or through third parties, sums of money or other benefits in exchange of favors, fees or other per se advantages or for the benefit of the Company. Acts of commercial courtesy as gifts or other hospitality are allowed if they do not exceed the normal commercial and/or courtesy practices and if they are such as to not compromise the impartiality and independence of judgment of the PA representatives and, in any case, in compliance with Company’s internal policies.



### Relations with Subcontractors

In the case of assignment of work, services or supplies to third parties/subcontractors, C.Matic commits and verifies that subcontractors act in compliance with laws and regulations. To this end, prior to assignment, C.Matic requests and verifies the possession of all authorizations, licenses, certifications, titles and qualifications as well as the documentation certifying the regularity of contributions; and further, requires that the contracting companies guarantee their commitment to the compliance with the standards set forth in the Code.

Furthermore, the Company verifies that the execution of any contracted work is carried out in a workmanlike manner and in compliance with the contractual clauses, requiring timely and accurate accounting, and with a guarantee or transparency and traceability of all correspondence exchanged.

Each type of business relationship with contracting companies must be governed by written agreements, which must expressly refer to the principles of this Code to which the contracting companies are obliged to comply; and whose non-compliance is grounds for contract termination.

### Relations with Competitors

The Company acknowledges the fundamental importance of competition as a driver of quality and success in the free market. For this reason, C.Matic undertakes to strictly comply with the provisions of the law in the field of competition and has and shall refrain from engaging in deceptive, collusive behaviors and, more generally, to take any behavior that can integrate a form of illicit or unfair competition.

### Relations with supervisory and control bodies

The Company ensures maximum cooperation with the bodies in charge of supervision and control, committing itself to promptly executing their instructions and providing truthful, complete and timely information.



## Relations with Suppliers

Relations with suppliers must be conducted with correctness, transparency and impartiality by qualified personnel and in compliance with Company's policies and procedures.

The selection of suppliers must take place exclusively pursuant to objective parameters and principles such as: convenience, quality, efficiency and reliability. In particular, the selection processes are based on the search for the maximum usefulness for the Company's business and reputation. In particular, the Addressees of this Code are required to adopt the following behaviors:

- scrupulously comply with the current legislation and internal procedures regarding the selection of suppliers and the management of relationships with suppliers, verifying that the latter meet all requirements of reliability and integrity;
- adopt, in the selection of any supplier, objective and transparent evaluation criteria, not precluding from the selection process any supplier who meets the technical and legal requirements to provide supply offers;
- collaborate with suppliers in ensuring the satisfaction of customers' needs in terms of quality, costs and delivery terms;
- comply with the applicable provisions of the law and the contractually agreed supply terms and conditions;
- comply with the principles of transparency and completeness of information in correspondence with suppliers;
- act in accordance with the principles of fairness and good faith in all communications with suppliers, in line with the most rigorous commercial practices;
- refrain from soliciting and/or receiving, even through a third party, money or other benefits (for example, commercial job opportunities) from the Company's suppliers, partners or sponsors. The Addressees of this Code who receive gifts, or other forms of utility, shall take every appropriate initiative, rejecting such a benefit or utility and report same to their direct superior and the Supervisory Body.

C.Matic ensures that the procurement phase is managed in such a way that:

- the entire phase of the purchase of goods or services is divided into several sub-phases managed by different operating units, for example through the functional separation between the unit that requires the supply and the unit that negotiates and executes the contract;
- each operation carried out is adequately documented and recorded; said documentation is carefully kept in order to be able, at any time, to carry out checks that identify, step by step, the persons responsible for the operations and compliance with the procedures;
- payments made to suppliers are equally documented and therefore executed through payment methods that can be appropriately verified and tracked, with all other payment methods rejected unless otherwise provided for in the agreement with precise specification of the reasons.

## Relations with third parties

Each type of business relationship must be governed and regulated under a written contract, which must expressly reference the principles of this Code and its compliance by Suppliers.

C.Matic shall disseminate the Code of Ethics to its suppliers, sensitizing them to comply with the principles contained therein and requiring them to refrain from any breach of the Code's provisions.

In the event that the supplier does not undertake to comply with and/or does not comply with the principles set forth in the Code, C.Matic reserves the right to take the initiatives deemed appropriate up to and including, in the most serious cases, the interruption of any commercial negotiation and/or the termination of the supply relationship if already established.

For certain sectors, which are part of the Company's "risk" business areas, or for its "strategic" suppliers, C.Matic encourages the adoption of a Code of Ethics and an Organization, Management and Control Model - similar to those adopted by the Company - in such a way that all of the Company's suppliers have adopted rules to prevent the commission of crimes contemplated by Legislative Decree 231/2001. C.Matic shall therefore consider as a criterion of preferential choice, in the selection of suppliers, the adoption of codes of conduct and models based on by the observance of the law and ethical values.

### Relations with Clients

C.Matic acknowledges that the success of its business is obtained via customers' satisfaction arising from the offer of competitive products and services.

C.Matic promotes relationships with customers based on honesty, transparency, integrity; all employees of the Company are, accordingly, obliged to:

- provide high quality products and services that meet the reasonable expectations of the customer and protect safety and security;
- comply with obligations and commitments contractually entered into with Customers;
- provide accurate, complete and truthful information;
- be consistent with advertising, commercial or any other communications;
- refrain from any discriminatory behavior towards its customers;
- accept and follow up suggestions and any complaints filed by customers.

## Human resources enhancement

### General Principles

In the belief that human resources are an indispensable component of the Company's business existence, growth and success, the Company dedicates particular attention to the enhancement, protection and development of the skills and competencies of their staff.

In the management of human resources, the Company strives to achieve equal opportunity in the selection and hiring of its employees. Similarly, it will not discriminate or engage in any other conduct which may result in being harmful to the dignity and integrity of employees as well as to the principles established by law.

THE COMPANY OFFERS TO ALL OF ITS EMPLOYEES EQUAL EMPLOYMENT OPPORTUNITIES, IN ACCORDANCE WITH THEIR RESPECTIVE PROFESSIONAL SKILLS AND PERFORMANCE CAPACITY.

To this end, the Company, in compliance with all laws, regulations and policies in force and through the competent departments undertakes to:

- a)** select, hire, remunerate, train and evaluate employees based on criteria of merit, competence and professionalism without discrimination of any nature (including but not limited to political, trade union, religious, racial, language or gender nature);
- b)** ensure a peaceful working environment in which working relationships are based on the values of loyalty, correctness, collaboration, mutual respect and trust;
- c)** provide suitable working conditions granting safety and health in the workplace, as well as respect for individuals such as to promote interpersonal relationships free from prejudices;
- d)** react against any behavior which violates the above mentioned standards of conduct;
- e)** fight any form of intimidation, hostility, retaliation, or unlawful interference and/or sexual harassment as well as any discrimination based on sex, race, political opinions, trade union membership, religious or social beliefs;
- f)** comply with all rules governing employment placement and training of employees under the age of 18, along with refraining from any form of exploitation of child labor;
- g)** comply with the immigration rules in the selection of personnel;
- h)** guarantee trade union freedom, ensuring workers' right to form and join representative associations and to perform related trade union activities;
- i)** repudiate any form of exploitation, including so-called "black labor".



Individuals responsible and having a key role within the Company, shall ensure that no acts are performed which are detrimental to the dignity of other workers' rights and shall report any violation of this Code to the top management and to the Supervisory Body. This reporting obligation exists even in connection also in connection with awareness of any retaliation against those employees who have previously reported violations of the Code or the Organizational Model.

#### **Development of professionalism**

In the evolution of the employment relationship, the Company promotes development of potential and professional growth of each staff member by establishing specific training programs focused on individual professional skills, competence and responsibilities where appropriate or necessary.

Employees are required to solicit top management when acquiring new skills, work methods, information and instructions from their own superiors or managers, when appropriate, and shall therefore pursue a goal of constant improvement and specialization within the Company. Top Management is required to pay close attention to the enhancement of the potential and training of the Company's personnel.



COMPLIANCE WITH THE RULES OF THE CODE OF ETHICS SHALL BE CONSIDERED AS A FUNDAMENTAL PART OF THE EMPLOYMENT OBLIGATIONS FOR EACH INDIVIDUAL WHO OPERATES IN THE INTEREST OF THE COMPANY, UNDER APPLICABLE LAWS AND REGULATIONS. ANY VIOLATION OF THE CODE MAY CONSTITUTE BREACH OF EMPLOYMENT AFFILIATION AND ENTAIL DISCIPLINARY SANCTIONS UP TO AND INCLUDING TERMINATION AND DAMAGE COMPENSATION TO C.MATIC, IF ANY.

## Human resources enhancement

### Employees' duties and obligations

Personnel must act with loyalty in order to comply with their obligations under the employment agreement entered into with the Company and under the Code.

The Code forms an integral part of the employment agreement and expresses the essential content of the fiduciary bond between the Company and its employees. In particular, all directors, employees and collaborators of the Company undertake to:

- a)** act and behave in line with the provisions of the Code and in the Organization Model adopted by the Company;
- b)** report all violations of the Code as soon as they occur and/or they become aware of them;
- c)** cooperate in defining and complying with internal procedures, adopted to implement this Code;
- d)** consult their supervisor to seek guidance in connection with any part of the Code which is unclear.

Each employee is required to work diligently to protect the corporate assets, through responsible behavior and in line with the operating procedures set up to regulate their use, including documenting their use accurately.

All Addressees shall remember that the company assets, tangible and intangible assets, are made available to them by the Company so that they are used:

- a)** with the utmost care, and in order to avoid damages to things or people;
- b)** avoiding as far as possible waste, tampering or uses which may compromise its efficiency or accelerate the normal deterioration of the assets;
- c)** exclusively for purposes related and instrumental to the exercise of the business activity;
- d)** refraining from using third parties' assets or allowing third parties to use corporate assets, even temporarily, unless expressly authorized.

All Addressees are responsible for the use and custody of the assets granted to them by the Company. As it relates to computer applications (for example internet tools, e-mail software, etc.), each employee is obliged to:

- use them according to the instructions and for the purposes for which they are made available;
- scrupulously adopt any and all measures provided for in internal policies and procedures, in order not to compromise functionality or protection of the computer systems;
- avoid acquisition, use or transmission of information and content not related to work;
- comply with the internal protocols and procedures for the prevention of computer crimes.

## Protection of health and safety at workplace

C.Matic, aware of the importance of promoting health and safety in the workplace, is committed at promoting responsible behavior among its employees, and to implementing the measures necessary to preserve the health, safety and security of all personnel and third parties who may access the Company's premises.

The culture of health and safety is guaranteed at all of the Company's levels through training courses and widespread communication as well as through a continuous updating of the methods and systems according to the best technologies available, and last, by performing a risk assessment and critical evaluation of all processes in place and resources to be protected.

The employees who perform key and sensitive functions for health or safety purposes shall undertake to fully comply with the rules and obligations set forth in the law and internal protocols, always pursuing goals of constant improvement which go beyond the mere fulfillment of a legal prescription.



## Conflict of interests

Between the Company and its directors and employees, at all levels, exists a relationship which is based on full trust, within which is a primary duty of the director and the employee to use the assets of the Company and their own work skills and capabilities for the achievement of business goals, all in compliance with the principles established by the Code of Ethics, which establishes the values and standards of conduct which C.Matic prescribes.

Therefore, directors and employees and, more broadly, the Addressees of this Code, shall always pursue, in the performance of their activities, Company's objectives and interests, avoiding every situation and refraining from performing any activity which may entail a contrast between a personal interest - direct or indirect - and the Company's interests; or which may otherwise interfere with or limit the ability to adopt impartial decisions on behalf of the Company in full compliance with the Code.

The occurrence of situations of conflict of interest, in fact, in addition to being in contrast with the law and with the principles of the Code, may hurt the Company's reputation and compromises its efficiency on the market towards third parties.

Consequently, Addressees shall:

- a)** prevent any possibility or occasion of conflict between a personal interest (even belonging to a family member) and the duties the employees have to perform on behalf of the Company;
- b)** refrain from engaging in a conduct which, even occasionally, may enter in conflict with the interests of the Company or which may interfere with the ability to adopt impartial decisions, consistent with solely the corporate goals;
- c)** report, without delay, to their supervisors and, in any event, to the Supervisory Body, any interest which they may have and which are in conflict with those of the Company along with any other situation where reporting is appropriate;
- d)** immediately report to their supervisors as well as to the Supervisory Body pursuant to Legislative Decree 231/2001 should they become aware of any conflict of interests of third parties (including top management, employees and consultants or external partners).

## Transparency of accountability

### Accuracy and transparency of official corporate documents

All official documents aimed at illustrating the Company's management results and processes must be drawn up with the utmost care in order to grant their accuracy, truthfulness and verifiability. They must also be written in compliance with applicable laws and regulations.

Drafting false or untruthful corporate documents will never be approved if this conduct is addressed at or results in altering a truthful representation of the Company's financial situation.

C.Matic adopts adequate internal organizational measures to ensure that:

- accounting records are kept in a transparent and truthful manner;
- it is always possible to identify the different levels of responsibility, with respect to the various phases of an entire process;
- human resources involved in the process meet the applicable level of competence and professionalism;
- each accounting record is duly supported by the appropriate documentation;
- a suitable system of traceability of operations and related documentation is set up, such that it is always easy to reconstruct the stages of a process.

No payments should ever be made, in the interest of or on behalf of the Company, in the absence of a documented justification and an express proxy or power of attorney authorizing the performance of such act. Anyone who becomes aware of a possible omission, falsification or irregularities in the keeping of the account records shall immediately notify his/her supervisor and the Supervisory Body pursuant to D. Lgs. 231/2001.

### Accounting Transparency

Each transaction and action performed by the Company must be appropriately recorded and documented such as to render it always verifiable along with the decision-making, authorization and performance processes. Every act or transaction carried out by the staff shall be supported by adequate, clear and complete documentation to be kept in such a way as to allow control and verification at any time of the individuals who carried out the operation, who granted the authorizations and performed the control.

For each accounting entry appropriate records and supporting documentation must be kept in order to identify the ground for the transaction and the related authorization, as well as the related decision making process. The supporting documentation must be in each case kept at the Company's premises and must be readily consultable.

## Contractual and commercial transactions

The Company adopts the principle of maximum transparency in the commercial transactions and grants full compliance with the principles of fairness, transparency and good faith in relations with all third parties. To this end, C.Matic adopts all the appropriate precautions to verify the reliability of these third parties operators and the origin of the capitals and means used by them in the context of outstanding relationships with the Company.



## Management of information and it systems

### Confidentiality and Data management

The Company considers the dissemination of correct, truthful and complete information concerning Company facts, as well as the maintenance of the confidentiality of them and the information, along with the protection of the Company's know-how, all of which is an indispensable prerequisite for guaranteeing competitiveness, maintaining correct relationships with customers and suppliers, and preventing legal problems. The information and data acquired or processed by the Addressees during the performance of business activities belong exclusively to the Company and cannot be used, communicated or disclosed without specific authorization from the Company itself.

The Company guarantees the right to privacy and protection of personal data, through the provision of suitable and preventive measures to ensure the integrity and availability of data and to prevent forms of abusive access in addition to subtraction, destruction or loss, even accidental, of the data themselves.

The Addressees of this Code are required to:

- a)** keep all company documentation in compliance with internal procedures;
- b)** request prior consent for the processing of personal data for the specific purposes;
- c)** evitare un uso improprio o strumentale delle informazioni riservate in loro possesso, né utilizzarle a proprio vantaggio o di quello dei familiari, dei conoscenti o dei terzi in genere;
- d)** avoid an improper or instrumental use of the confidential information in their possession, or use them for a personal advantage;
- e)** not to seek nor obtain from other confidential information if they are not relevant for their area of competence or specific function;
- f)** exchange correct and truthful information within the Company;
- g)** collaborate in the correct preparation of truthful financial statements and relevant Company's communications;
- h)** allow the exercise of periodical verifications and controls by internal and external supervisory bodies providing them with adequate, correct and truthful information;
- i)** reporting to the Supervisory Board relevant information regarding violations of current regulations, the Code, as well as any internal procedure;
- j)** provide any information requested by the judicial authority and refrain from any behavior which may lead third parties not to make statements or to make false statements to the same authority.

## Use of IT tools and protection of Company's assets

The Addressees are required to use the IT tools and devices made available to them exclusively for business purposes in compliance with security measures and procedures.

As it relates to IT/computer applications, the Addressees are required to diligently adopt any measure as provided for in the Company's security policies in order not to compromise the operation and protection of C.Matic's IT systems.

The Addressees of this Code are responsible for the protection of the corporate resources entrusted to them and have the duty to promptly inform their direct supervisor of potential harmful events for the Company. In particular, they are required to adopt the following behaviors:

- a) operate diligently to protect the Company's assets, through responsible behavior and in line with the Company's policies;
- b) avoid improper use of the Company's assets that may cause damage or reduced efficiency, or otherwise contrast with the interest of C.Matic.



## Diffusion, update and implementation of the code of ethics

The Code of Ethics is approved by the C.Matic Board of Directors.

The Supervisory Body is responsible for overseeing the Code's implementation and update, as well as to handle reporting about its violation, current or potential. Any violation must be communicated to the following email address: [odv@cmatic.it](mailto:odv@cmatic.it).

The Board of Directors, through the Supervisory Body, ensures the periodic revision and updating of the Code of Ethics, in order to adapt it to the periodic changes in the corporate structure and to the type of business and organization of the Company.

The Code of Ethics can be downloaded or consulted at the link: [www.cmatic.it](http://www.cmatic.it). It can also be requested from the Head of Human Resources at any time and it is kept in paper format at said office for free consultation. Additionally, a hard copy of the Code of Ethics is given to each employee at the time of employment.

The Company promotes toward all of the Addressees, through adequate means, knowledge and compliance with the Code the Addressees, requesting their respect and providing for appropriate disciplinary or contractual sanctions in the case of non-compliance.

The Company also provides timely information to the Recipients in relation to any changes to the Code.

All Addressees are required to be familiar with the content of the Code and, in case of doubts, to ask and receive guidance from the Supervisory Body, to whom they shall report all deficiencies and violations (or even attempts of violation) they became aware of.

In particular, all Addressees who are aware of situations even only potentially illegal or contrary to the principles expressed by the Code of Ethics which may directly or indirectly benefit the Company or which have otherwise been committed in the interest of the same, must immediately notify in writing the Supervisory Body pursuant to Legislative Decree 231/2001.

The reports and notifications received by the Supervisory Body are examined without delay in accordance with the Organizational Model adopted by the Company pursuant to Legislative Decree 231/2001. Any penalty which may be applicable will be imposed according to the disciplinary system established by the Organizational Model. In any event, relations between employees must be based on standard of loyalty and correctness; any abuse of reporting will be also punished by means of disciplinary action.

The violation of any rule of the Code shall be interpreted as a breach to the primary obligations arising from the employment relationship or as a disciplinary offense subject to all consequences up to and including termination of the employment.

Therefore, in the event of an ascertained violation, the Company shall apply all measures which are found as being proportionate to the gravity of the infringements committed.









[www.cmatic.it](http://www.cmatic.it)

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