



## **CODE OF ETHICS ALMAVIVA GROUP**

**February 2016**



## **ARTICLE 1 - INTRODUCTION**

- This "Code of Ethics" (Code) defines the reference ethical principles and guidelines of conduct adopted by the Group Almaviva companies (Group). in all its activities and locations, both in Italy and abroad.
- This Code is the primary component to which the Organizational Model ex D.Lgs 231/01 (Modello 231) and the internal control system of the Group are based on, in the belief that ethics in business management is a prerequisite of success.
- To comply with this Code are required - within the limits of their respective powers, functions and responsibilities - corporate bodies, management, workers across all Group companies and all those who permanently or temporarily establish relations with the Group both in Italy and abroad (Recipients).
- Almaviva Group joined United Nations Global Compact initiative on human rights, labour, environment and anti-bribery struggle and ensure full implementation to this institutional commitment.

## **ARTICLE 2 - GENERAL PRINCIPLES**

- Recipients should avoid activities, including occasional ones, which may configure a conflict with the Group interests or may interfere with the ability to take decisions consistent with business purposes. Relationships and behaviors at all levels of the company must be based on principles of honesty, confidentiality, care and mutual respect.
- Group Companies:
  - as active and responsible members of the communities in which they operate, are committed to respect and enforce internally the laws applicable in the countries where they make business as well to apply ethical principles of mutual acceptance by international standards in conducting business such as honesty, impartiality, loyalty, transparency;
  - do reject and condemn recourse to unlawful or dishonest conduct (with regard to community, public authorities, customers, employees, investors, suppliers and competitors) to achieve their economic purposes, which are pursued exclusively through excellence performance in terms of quality and convenience of products and services, based on experience, attention to the client and to innovation;
  - do adopt organizational solutions aimed at preventing any violation of the principles of lawfulness, transparency, honesty and fairness among their employees and partners, and do monitor their observance and implementation;
  - do provide to the market, investors and the community in general, full transparency about their actions though preserving competitiveness;
  - are committed to promoting fair competition, this being central to their own interest as well as to that of all market operators', customers and stakeholders in general;



- pursue excellence and competitiveness in the marketplace, offering to their customers products and services of a quality that met effectively their needs;
- are aware of strategic importance of the services provided for welfare and growth of the communities in which they operate;
- protect and empowers human resources they use;
- make a responsible use of their resources, aiming at achieving a sustainable development, in the respect of the environment and the rights of future generations.

### **ARTICLE 3 - INTERNAL CONTROL SYSTEM**

- Efficiency and effectiveness of the internal control system are conditions for a business conduct in line with rules and principles of this Code. All recipients of the Code are therefore required to contribute in order to ensure the best functioning of this system.
- For the internal control system a peculiar importance takes the correct specification of duties and responsibilities, and a coherent setting of operational mandates as well as the reliability of accounting and management data.
- Collection, recording processing, presentation and diffusion of accounting and management data in the manner and within the terms provided by applicable law and in line with company procedures is a priority for the Group companies. The pursuit of this objective - which requires the cooperation of all recipients of the Code - is a key responsibility for managers responsible of each Group Company accounting and management control.

### **ARTICLE 4 - RELATIONSHIPS WITH STAKEHOLDERS**

#### **4.1 Shareholders**

Group companies are committed to ensure equal treatment to all categories of shareholders, avoiding any preferential dealing. The benefits of membership in a group of companies are pursued in accordance with the relevant legislation and the autonomous interests of each company in the profitability of its business and in creating value for its shareholders.

#### **4.2 Customers and Suppliers**

Group companies base the excellence of products and services rendered on attention and readiness to meet clients needs. Pursued aim is to ensure an immediate, qualified and competent response to customer needs by shaping their behavior to fairness, transparency, courtesy and cooperation.

The choice of suppliers and the resulting relationships are based on respect of principles of fairness, impartiality, loyalty, economy, transparency, avoiding any relationship that could lead to personal advantages or conflicts of interest.

#### **4.3 Community and human rights**

- Group companies intend to contribute to economic welfare and growth of the communities in which they operate by providing efficient and technologically advanced services.



- In line with these objectives and through their commitment towards the various stakeholders, Group companies consider research and innovation as essential for growth and success.
- Aware of the importance of the service they provide and consequent responsibility towards community, Group companies maintain with local, national and international public authorities relationships characterized by full and active cooperation and transparency, with respect of their independence and economic targets and the values contained in this Code.
- Group companies are committed to promote and respect universally recognized human rights within their own respective sphere of influence, making sure not to be even indirectly involved in human rights violations.
- Group companies appreciate and, where appropriate, provide support for social, cultural and educational initiatives oriented to personal development and improvement of living conditions.
- Group companies do not offer contributions or other benefits to political parties and to trade unions, nor to their representatives or candidates, in compliance with applicable law.
- Group companies believe in sustainable international growth as common interest of all stakeholders, present and future. Their choices of investment and business decisions reflect therefore respect for the environment and the public health.

#### **4.4 Human Resources**

- Group companies acknowledge the primary role of human resources in the conviction that the key factor of success of any enterprise consists in the professional contribution of people involved, in a context of fairness and mutual trust.
- Group Companies promote safety and health in the workplace in compliance with local law and rules and consider the respect of workers rights an essential issue in taking business.
- The management of working relationship is aimed at guaranteeing equal opportunities and at promoting everyone's professional growth.
- Relationship with employees and collaborators are based on the values of civil coexistence and are held in respect of the rights and freedom of each individual, and of the fundamental principles of free association of equal dignity with no discrimination based on nationality, language, sex, race, religion, health, political and trade union ideas, respecting workers' rights of free association.
- Almaviva Group companies declare furthermore that they don't:
  - promote child labour;
  - actuate or promote forced work;
  - actuate or promote coercive practices, physical and psychological violence on workers.

#### **4.5 Market**

- Group companies are aware of the importance of correct information about their activities to the market, investors and the community in general.



- Without prejudice of their need for confidentiality in running their own businesses, Group companies set therefore transparency as their goal in managing of relationship with all stakeholders. In particular, Group companies communicate with the market and investors in compliance with principles of fairness, transparency and equal access to information.

#### **4.6 Environment**

Group companies take account of environmental issues when making choices, aiming to adopt - even beyond the requirements of the applicable laws and regulations, and when operationally and economically feasible - environmentally friendly technologies and production methods, with the aim of reducing the environmental impact of their activities.

Group companies are committed as well to put in place initiatives to raise the attention and respect to the environment by all Recipients.

In order to exploit all possible synergies, the Group, through an uniform and consistent management:

- Defines environmental and sustainable industrial development policies and implements operational guidelines.
- Identifies indicators and ensures monitoring and control of the corporate's actions progress in terms of environmental impact.
- Put effort into the actuation of behavioral models, organizative interventions and plants and logistic management throughout internally developed new technologies, in order to reduce consumption as well as environmental and energetic impact of the Group business, to limit, utilization of resources, to maximize energy efficiency of product and services provided along the whole their lifecycle.
- Is aware of the development of national and EU environmental legislation, prepares and addresses applications to Group companies.
- Handles relationship with organizations, institutions and agencies in the environmental field; promotes, implements and coordinates agreements and programs with these parties as well as with the institutions.
- Provides for internally professional resources to refer to or operational structures in relation to specific tasks and issues.

#### **ARTICLE 5 - PROTECTION OF COMPANY ASSETS AND INFORMATION PATRIMONY**

Each Recipient is responsible for the protection and preservation of the Company's tangible and intangible assets conferred and for the patrimony of information needed for the execution of his work. It is also responsible for their proper use and in accordance with Company policies.

In compliance with the rules relating to copyright infringement, within the Group software shall be used only after obtaining the relevant user licence or in any case in compliance with copyright legislation. Similar policies of conduct must be adopted and applied in respect of any document, databases or intellectual property protected by the same legislation.

#### **ARTICLE 6 - TRANSACTIONS WITH RELATED PARTIES**



The activities of the Group companies are based on principles of fairness and transparency. To this aim, transactions with related parties, including intercompany transactions, shall comply with criteria of substantial and procedural fairness, in accordance to pre-established standards of conduct for their execution.

## **ARTICLE 7 – PRINCIPLES OF ANTI-BRIBERY CONDUCT**

This article defines the conduct guidelines to avoid events that facilitate the occurrence of bribery crimes included in the Italian Legislative Decree no. 231/2001 and of similar crimes in foreign countries.

The guidelines specify in operational terms what already indicated in the general principles of this Code and outlined in the Modello 231.

Almaviva Group doesn't tolerate any kind of bribery (carried out receiving or giving money in order to obtain any irregular commercial advantage) to public official or international organization delegate, or whatever third party related to a public official, or corporate body or any other subject considered by applicable laws.

No Group companies director, manager, employee, agent or any delegate may directly or indirectly accept, demand, offer or pay money or other utilities whatsoever with regard to performed activity (presents or gifts included, except for modest value commercial objects widespread usually accepted, allowed by applicable laws and in compliance with Group policies), even after illicit pressure.

In particular, it is forbidden to:

- Promise or make any payment of money for purposes other than those institutional and of service.
- Promise or grant "preferred solutions" (such as interest to facilitate the hiring of relatives- in laws, acquaintances, friends, etc.).
- Make unjustified entertainment expenses and for purposes other than the mere promotion of the Company's image
- Promise or offer, also through other companies, jobs/services of personal utility (e.g. reconstruction works of buildings owned or used by them)
- Promise or give direct or indirect gifts or presents of not modest value, or, in any case, that may be read as intended to illegitimately influence relationship between Group companies and the counterpart and/or the entity or the person directly or indirectly by him represented.
- Address contributions, subsidies, public financing to purposes different from those they were obtained for.
- Supply contributions, advantages or other utilities to politic parties as well as to their representatives or candidates.
- Provide or promise to provide classified information or documents.
- Privilege, in purchasing processes, suppliers and sub-suppliers as indicated by representatives as a condition for the subsequent execution of activities (e.g. entrusting commissions, granting soft financing, or franchising).
- As well aren't allowed "facilitation payments", that is unofficial modest value payments in order to accelerate, facilitate or assure execution of an activity in any case due within obligations of public or private subjects obligations the Group companies operate with.



The above indicated prohibitions are intended as extended to indirect relationships with representatives of third parties through trusted third parties.

Furthermore:

- Function responsables that have contacts with third parties shall:
  - provide their subordinates with guidelines regarding rules of conduct to follow in formal and informal contacts with the various public subjects, according to the characteristics of each individual area of activity, sharing their knowledge of rules and their awareness of situations liable for offences;
  - provide for adequate traceability mechanisms with regard to information to outside;
- The appointment to external parties to act on behalf of the group shall be given in a formal way and provided for a specific clause (1) that binds them to observe ethical principles and conduct adopted by the Group.
- It is recommended to employees and contractors to report to the Surveillance Body (Organismo di Vigilanza) any violation or suspected violation of the rules above. Reports shall be made on a strictly non-anonymous form.
- The Company and the Surveillance Body protect employees and contractors from any damaging effects that may result from their report. The Surveillance Body ensures the confidentiality of the identity of the informant, except as required by law.
- On the Group intranet are available the appropriate reporting tools.
- Function managers, with regard to the operational processes of competence, shall report to the Surveillance Body any behavior that could be relevant in respect of D.Lgs 231/01, of which they are informed directly or through information received from their employees.
- In particular, in case of attempted extortion by a public official, or attempted induction undue to give or promise an utility by a public official or representative of a public official to an employee (or other collaborators), the following behaviors shall be adopted:
  - the request must be ignored;
  - the person in charge must be promptly notified;
  - the person in charge must duly and formally notify the Surveillance Body.

<sup>1</sup> Standard clause: "The consultant, in the conduct of activities under this mandate, undertakes to observe, and therefore to sign for acceptance, the rules contained in the" Code of Ethics "and the" Rules of Conduct ", attached to this contract of which they form an integral and important part. "



## **ARTICLE 8 - CONDUCT OF RECIPIENTS OF THE CODE**

The conduct of the corporate bodies, management, workers of all Group companies as well as all those who permanently or temporarily establish a relationship with the Group is oriented - when carrying out their activities and relationships arising - to comply with the legal system in force in countries where they do business, as well as with this Code and with company procedures. Recipients must therefore be aware of laws and regulations and conducts needed to respect them; if in doubt on how to operate, a higher grade responsible should be consulted.

- The following are categorically forbidden:
  - The pursuit of third parties personal interests to the detriment of social interests.
  - Abusive exploitation, for personal or third parties interests, of the name and reputation of the Company and the Group they work for, and of information acquired and business opportunities learned in the execution of their duties.
  - Access, copying, modification, distribution of all or part of Customers and Partners software or documents, unless expressly authorized and in any case included in planned activities and provided by the Group.
  - The production of documents, and in particular those informatized, false, altered, stating untruths or omitting required information.
  - The use of social assets for purposes other than their owns.
  - Exhibit false or forged documents/data.
  - Behave deceptively, astray in the technical/economic assessment of the products and the services that are offered/supplied.
  - Omit due information, so as to unduly orientate the decisions to one's own advantage;
  - Allocate grants, subsidies, public funding for purposes other than those for which they were obtained.
  - Access in an unauthorized way to information systems, in order to obtain or alter information for the benefit of the Group.
  - Abuse of the position of ICT system manager or maintenance in order to obtain or alter information for the benefit of the Group.
  - Abuse one's position as civil servant in order to obtain benefits and advantages for oneself or for the Group.
- Recipients of the Code shall avoid activities (whether paid or not) and behaviours in any way incompatible with the obligations deriving from their relationship with the Company they work for.
- It is mandatory for employees and to collaborators of Group Companies to communicate to their superior or to the contact function the onset of potential conflicts of interests (direct or indirect) between their own and the one of the Company they work for; reporting is also required in cases of doubt.
- Recipients of the Code ensure the total confidentiality of the information they acquire during the performance of their functions. The handling of confidential information, with particular reference to price sensitive information, is regulated, in accordance with the applicable rules, by special internal procedures.
- Recipients as well should not in any way, carrying out their duties, subsidize, facilitate, promote or maintain relations with groups or associations:





- related to any criminal organization;
- with purpose of terrorism, subversion of democracy or subversive;
- aimed at smuggling or trafficking;
- dedicated to promoting the illegal immigration;
- that implement behavior or practices which undermine the individual personality ;
- dedicated to domestic or international money laundering, fencing and use of money, assets or utilities of illicit origin.

In the end, Recipients must not falsify or manipulate coins, public credit cards and revenue stamps.

#### **ARTICLE 9 - RESPECT OF THE CODE**

- Group companies are committed to adopting the procedures, regulations or directives aimed at ensuring that the values affirmed herein are reflected in concrete behavior of each of them and all their employees and partners, providing - where appropriate and in compliance with the applicable regulations - specific systems of sanctions for violations.
- Employees shall promptly report to the Surveillance Body of the Company which they work when aware of:
  - any violation or induction to violation of laws or regulations, of requirements of this Code, of internal procedures;
  - any irregularity or negligence in accounting, in preserving related documentation and in the fulfillment of internal accounting and management reporting.
- The Surveillance Body carries out the necessary checks on such reports in order to establish facts and to promote most appropriate initiatives, including the proposal for imposition of measures against responsables, when applicable and in the manner prescribed by law, collective agreements and contracts.
- There will be no adverse consequences whatever for those who in good faith has issued an alert. It is in any case kept confidentiality about the identity of the informer, except as required by law.

#### **ARTICLE 10 - MONITORING AND UPDATING THE CODE**

This Code is periodically subjected to check and update by the Boards of Directors of Group Companies. The Statutory Auditors may also submit proposals to the Board of Directors.