



*Code of Ethics and Conduct of the DBA Group SpA – Annex to the Model drawn up pursuant to Legislative Decree no. 231/01*

**DBA Group SpA**

**Code of Ethics and Conduct**

**Annex and integral part of the Organizational Model drawn up pursuant to  
Legislative Decree 231/01, approved by Board resolution of 22 February 2019**

**Table of contents**

Introduction .....	4
Section I. Safeguarding the value of the DBA GROUP .....	7
<i>Conflict of interests</i> .....	7
<i>Gifts</i> .....	8
<i>Trips and receptions</i> .....	8
<i>Donations of money and/or goods</i> .....	9
<i>Selection of suppliers, contractors and professional service providers</i> .....	9
<i>Use of personnel of suppliers, contractors and professional service providers</i> .....	10
<i>Economic interest with third parties</i> .....	10
<i>Relationships with Entities and Associations</i> .....	11
<i>Loans</i> .....	11
<i>Ethics of communication and external public relations</i> .....	11
<i>External commercial activities</i> .....	12
<i>Unfair competition</i> .....	12
<i>Fraud</i> .....	13
<i>Anti-bribery provisions</i> .....	13
<i>Provisions against handling of stolen goods, money-laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering, unlawful trading in influences</i> .....	14
<i>Confidential Information</i> .....	15
<i>Insider Trading</i> .....	15
<i>Personal use of goods</i> .....	15
Section II. <i>Management of financial resources and accounting transparency</i> .....	16
Section III. <i>Fair competition</i> .....	17
<i>Open competition</i> .....	17
<i>Correct conduct</i> .....	17
<i>Information on competitors</i> .....	17
Section IV. <i>Relationships with the Public Administration</i> .....	17
<i>Relationships with public administration officers</i> .....	17
<i>Political funding</i> .....	18
Section V. <i>Creation of a productive work environment</i> .....	19
<i>Employees' code of conduct</i> .....	19
<i>Management of human resources and discrimination</i> .....	19
<i>Sexual harassment</i> .....	19
<i>Abuse of drugs and alcohol</i> .....	20
Section VI. <i>Environment and safety</i> .....	20
Section VII. <i>Violations and penalty system</i> .....	21
Section VIII. <i>Departures and Authorisations</i> .....	21
Section IX. <i>Disclosure obligations</i> .....	21
Section X. <i>Implementation of the Code of Ethics</i> .....	21
<i>Dissemination and disclosure of the Code of Ethics</i> .....	21
<i>Verification</i> .....	22



**DBA** GROUP

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***The main principle of the Code of Ethics is that employees of any level carry out their tasks in the interest of the Companies belonging to the DBA GROUP and in line with the highest legal and ethical principles.***

## **Introduction**

The DBA Group S.p.a (hereinafter the “Company”) is aware of the importance of the role it plays within the Community in which it operates as well as of the consequent ethical and social responsibilities vis-à-vis all its stakeholders, therefore, it has decided to express the system of Values underpinning its way of being and acting and disclose it to third parties.

In an increasingly more complex and rapidly changing environment, the Company therefore has deemed it necessary to specify the values and rules of conduct that, over time, have led the DBA Group to give utmost priority to the quality and correctness of the relationships with all its stakeholders, developing appropriate tools to manage quality, safety at work, environment and ethics, by adopting an Organizational Model pursuant to Legislative Decree 231/2001.

Through this Code of Ethics, also adopted by the other companies of the Group, the Company has therefore definitively expressed the fundamentals of its own style, to further strengthen the relationships established, so that any future challenge can be faced yet always meeting the commitments and transparency of decisions, to continue to promote sustainable development attentive to all dimensions of doing business.

## **Mission**

The DBA Group operates to identify new services, through the exploration of potential national and international markets, it manages networks of knowledge and relationships, defines the setting up of strategic marketing activities and commercial actions aimed at accelerating the expansion and internationalisation of the Group. As a result, focus was placed on the development and evolution of subsidiaries, guaranteeing complementarity, synergy of action and operating optimisation.

The Group is characterised by the synergy of various strategic areas – Engineering & Architecture, TLC and ICT – that have enabled the Group to freely move and grow in the national and international market, autonomously pursuing the business opportunities identified by the Management.

The coexistence, within the Group, of different entities though characterised by high technical know-how contents that complement each other, allows for a virtuous exchange of ideas, concepts and technologies that can generate high benefits for all its companies and the clients.

## **General principles**

In the performance of their activities, the Company and the companies controlled by it pursuant to art. 2359, first and second paragraph of the Italian Civil Code, as well as the other subsidiaries pursuant to art. 26 of Legislative Decree no. 127 of 9/4/1991 (hereinafter, the “**Subsidiaries**”), comply with mandatory principles such as legality, legitimacy, honesty, correctness and transparency, in the belief that conduct that is characterised by strict adherence to such principles represents a fundamental point of reference for economic and social development.

The Company as well as the Parent companies and/or subsidiaries, are hereinafter referred to as the “**DBA GROUP**” or the “**GROUP**”.

This Code of Ethics (hereinafter the “Code of Ethics” or the “Code”) therefore contains the general code of conduct that is expected of all those that, either directly or indirectly, establish relationships with the Company and the DBA GROUP whether on a permanent or temporary basis. More precisely, top-level subjects, such as directors, managers, attorneys, internal auditors or other subjects in charge of management, as well as all employees, collaborators and consultants and, more generally, all third parties that entertain relationships with the Company and/or the DBA GROUP (hereinafter the “Recipients”), must pursue the company’s objectives never departing from the fundamental principles such as honesty, moral integrity, legality, correctness, transparency and objectivity.

However, the Code cannot provide a solution to any ethical issue that may arise in the workplace; for this reason, the Company, along with the other subsidiaries, have adopted specific procedures dealing with some of the topics referred to in the Code and also quoted in the Organizational Model. In those cases, the expected conduct should be in line with both, the Code and the procedures.

If an employee has doubts about the interpretation of a Company’s internal rule or a situation that cannot be specifically foreseen in the Code, he must always feel free to speak with the related company contact or Top management.

Compliance with the contents of the Code by all those who operate for the DBA GROUP is of crucial importance for the proper operation, reliability and reputation of the Group.

Each Recipient of this document, as part of its responsibilities associated with the position held, must provide the utmost level of professionalism and carry out the activities assigned to him with commitment, contributing to pursuing the Company's objectives.

Under no circumstances can the pursuit of the Company's interests justify incorrect behaviour and, therefore, Recipients cannot in any case believe that they are authorized to act to obtain an advantage, or to favour an interest of the Company, in violation of the specific rules dictated by this Code.

Should a Recipient behave in a way that is at odds with the Code of Ethics, such a Recipient shall be held as the sole responsible for the violation, holding the Company harmless against any liability.

This Code is an integral part of the Organizational Model pursuant to Legislative Decree 231/01 adopted by the Company. The main content of this Law, that introduced the principle of the liability of Entities for crimes committed in their interest by employees and other subjects, as specified in art. 5 of the same Law, are specifically indicated in the general and introductory part of the Organizational Model, which is fully referred to.

The Supervisory Body pursuant to Legislative Decree 231/01 has the onus of facilitating and promoting knowledge of the Code with all its Recipients. Any behaviour at odds with the provisions of the Code must be the subject of a report to the Supervisory Body pursuant to Legislative Decree 231/01 and will be prosecuted according to the provisions of the penalty system.

### **Section I. Safeguarding the value of the DBA GROUP**

In the performance of their duties, the Recipients of this Code must comply with applicable laws and regulations, and ensure that other do the same, also in carrying out activities overseas, acting and behaving in line with the principles, objectives and requirements set out in the Code that they are expected to know, comply with and apply, reporting any deficiencies or non-compliance.

To safeguard the image and reputation of the Company it is imperative that the relationships with both internal and external subjects of the Group are inspired by:

- professionalism, transparency, correctness, courtesy and integrity;
- compliance with the law, especially as regards any provision governing crimes against the Public Administration and with private individuals
- independence from any kind of conditioning, both internal and external.

#### **Conflict of interests**

There is conflict of interests if the opinion and discretion of employees of the companies of the DBA GROUP and the Recipients of the Code in general, can be influenced by considerations of personal benefit or advantage. The employee or Recipient of the Code must verify that his decisions (i) always reflect his autonomous opinion and discretion and (ii) are based on the best interests of the DBA GROUP.

Situations where personal interest is or seems to be in conflict with the interest of the Company and/or the DBA GROUP must be avoided.

A conflict of interest can occur also as a consequence of the actions and the recruitment of a relative. In fact, all the decisions taken on behalf of the Company must be taken in the best interest of the GROUP.

Therefore, the employees or the Recipients of the Code must avoid any possible conflict of interest (or even the mere hypothesis of a potential conflict of interest) especially as regards personal, financial or family interests.

By way of an example, the following are typical cases of conflict of interest:

- participating to decisions that concern business from which personal interest may arise; accepting agreements from which personal interest may arise; accepting gifts, benefits, and advantages of any kind and value from third parties that are consequent to/in relation with one's own working positions/responsibility. conflicting with the interest of the Company and/or the DBA

GROUP, influencing the decision-making autonomy of another subject in charge of defining the commercial relationships with it or on its behalf.

Any situation that may give rise to a potential conflict of interest must be promptly reported to the Company's officer in charge with total transparency.

In particular, as regards family ties, Top Management reserves the right to assess the actual existence of a conflict of interest, in the event of a proposal to hire candidates that are related to directors, managers and employees, by granting or denying the recruitment.

Under no circumstances can the recruits be assigned to positions where they can influence, control or affect the career, remuneration or, in general, the work or working conditions of their relatives.

The DBA GROUP does not believe to be appropriate, in principle, that employees with family ties work in the same office/department and in any case these circumstances must be immediately reported to the Top Management that can also decide to reassign the relative to another activity.

### **Gifts**

Small gifts and donations can contribute to establish relationships with business partners, but it is important to pay attention in order to avoid offering or receiving gifts, services or donations with the aim of influencing opinions or creating obligations. It is not allowed to accept cash or cash equivalents from people or organizations that carry out or attempt at carrying out business with the Company and/or the DBA GROUP. Occasionally it is possible to accept a gift of symbolic monetary value, such as a gift hamper for the festive season or a commemorative object.

### **Trips and receptions**

It is allowed to take part to receptions and activities linked to the job, with valid working objectives, that are normal for our activity and that have no particular meaning. Participation in these events should not be excessive in terms of costs or frequency. For example, it is allowed to occasionally accept an invitation to attend a sports event. Reimbursing the cost of the tickets to the person hosting the employee is good practice and avoids any appearance of conflict of interest, even if the Code does not require it. If the employee attends an event entailing travelling or accommodation expenses as it takes place away from the Company's premises, the employee must incur those costs autonomously, unless (i) the participation is clearly for working purposes and (ii) both the employee and his company reference contact agree on the fact that, in line with the Company's policies, the costs should be borne by the Company.

The general policy provides that travelling and accommodation expenses, while carrying out activity on behalf of the Company, should be paid by the company that is part of the GROUP for which the employee

has incurred those costs. However, in a restricted number of cases and subject to prior written authorization of the Managing Director, the Code allows for travelling and accommodation expenses to be borne by a supplier.

### **Donations of money and/or goods**

It is not possible to offer, directly or indirectly, money, gifts, or benefits of any kind on a personal basis to managers, officers or employees of customers, suppliers, Public Administration entities, Public Institutions or other Organizations in order to gain undue advantages. Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted provided they are of small value and in any case such as not to compromise the integrity and reputation of one of the parties and such as not to influence the autonomous judgment of the recipient. In any case, this kind of expenses must be always authorized by the position defined in the procedures and always supported by appropriate documentation.

### **Selection of suppliers, contractors and professional service providers**

The managers in charge of the process for the purchase of goods and/or services:

- must comply with the principles of impartiality and independence in the performance of their duties and the functions entrusted with them;
- must be free from personal commitments towards suppliers and consultants;
- must maintain relationships and hold negotiations so as to create a sound basis for long-term and mutually beneficial relationships that are in the interest of the Company;
- must immediately report to the Supervisory Body any attempt or circumstance of unfounded alteration of normal commercial relationships, also intragroup, pursuant to Legislative Decree 231/01 (using the dedicated email channel specified in the company website), that is to the subjects in charge of carrying out all the functions deemed necessary to guide, manage and verify the activities of the companies of the DBA GROUP, guiding the latter in the attainment of the objectives in a correct and transparent manner;
- must not accept goods or services from external or internal subjects to obtain confidential information or start actions or behaviours aimed at favouring such subjects, also in the event that there are no direct effects on the Company and/or the DBA GROUP.

The selection of suppliers, contractors and of professional service providers must be based on merit and commercial criteria through the use of adequate and objective methods that take account not only of quality, innovation, costs and services offered, but also of the social and environmental performance and the values outlined by the Code.

The purchasing process must reconcile both the quest for the utmost competitive edge of the Company and the DBA GROUP as well as loyalty and impartiality.

The payment of the commissions related to the products and services (i) must be supported by complete and accurate documentation and (ii) must comply with the rates normally applied for similar services.

**Use of personnel of suppliers, contractors and professional service providers**

Obtaining a personal advantage of any kind from one's own job or qualification within the Company must be avoided. Therefore, particular attention must be paid when one makes personal use of services or purchases goods from a person or entity that entertains commercial relationships with the Company and/or the DBA GROUP or intends to do so: To avoid any appearance of a conflict of interest, it is necessary to pay a fair price for such goods or services. "Fair price" refers to the price that would be generally charged to the public for such goods or services. If the fair price of the goods or services exceeds €5,000.00, before acquiring the goods or using the services one should obtain the written authorization of the Managing Director, except for special powers of attorney, and within the limits specified therein.

**Economic interest with third parties**

Utmost attention should be paid to making investments in entities that entertain commercial relationships with the Company and the DBA GROUP, and that are in other ways allowed according to this policy. First of all, one should ensure that there are no grounds for the decision taken, or action taken on behalf of the Company and/or the DBA GROUP to be questioned due to a conflict of interest deriving from one's own investment. The first factor to consider in this assessment concerns the extent of the investment both with regard to its net value and the possibility of affecting the value of the investment in question through one's own actions carried out on behalf of the Company or the DBA GROUP. Secondly, it is worth noting that generally the purchase or sale, by a single person, of equity stakes of a company, when one is aware of important and confidential information about that company, is a violation of security regulations. Therefore, if one decides to invest in shares of companies listed on the Stock Exchange, with which the Company and /or the DBA GROUP entertains commercial relationships, one should take account of the confidential information he has become aware of during the performance of his work. In the event of doubt, it is advisable to ask the Managing Director for an opinion.

### **Relationships with Entities and Associations**

The Company

- can approve the payment of contributions requested by non-profit making Entities and Associations that have regular Memoranda and Articles of Association, and that are of high cultural or charitable value and that involve a high number of citizens;
- sponsorships can concern topics linked to the activities carried out by the Company and/or the DBA GROUP, social, environmental, sports, entertainment and art activities and are solely aimed at events that offer quality guarantee. In any case, in choosing the proposals to sponsor, the Company pays attention to preventing and avoiding any possible conflict of interest, whether personal or corporate.

### **Loans**

It is forbidden to accept loans from people or entities that entertain commercial relationships with the Company and/or the DBA GROUP or that attempt at doing so, unless the loan is granted by a well-known financial institution, in line with its normal lending terms and conditions, and charging interest rates generally available to the public.

### **Ethics of communication and external public relations**

#### **Relationships with public institutions**

The Company entertains constant relationships with local, regional, national and international institutions in order to represent its mission, its projects and its development programs.

Contacts with officials of public institutions are limited to the functions in charge, or to those who have received an explicit mandate, within the scope of the powers conferred, by the Management of the Company.

These contacts must take place in a spirit of loyalty, transparency and constructive collaboration with public institutions, and aiming at promoting and safeguarding the interest of the Company and the DBA Group.

The Company represents and promotes its own interests in a transparent, strict and coherent manner, avoiding any collusive behaviour.

### **Relationships with mass media**

All contacts with mass media must be kept solely by the positions in charge of it and in compliance with appropriate company procedures. The relationships with mass media are based on respect for the right to information.

Any information provided to mass media must be accurate, coordinated and coherent with the principles and policies of the Company; it must comply with the laws, regulations, and professional practices; it must be prepared with clarity and transparency. It is absolutely forbidden to disclose false, and/or incomplete, and/or misleading information.

### **Institutional communications**

Information on the Company and the DBA GROUP (company profiles, audio-visual presentations, etc.) are based on utmost transparency and truthfulness of the data provided.

In the case of participation in conferences, congresses and seminars, the writing of articles, essays and publications in general, as well as participation in public events, the information provided regarding the activities, results, positions and strategies of the Company may be disclosed only in compliance with the rules governing confidentiality of company information.

### **External commercial activities**

It is assumed that employees devote all of their time and working energies to the activities of the Company and of the DBA GROUP. External activities can give rise to situations of conflict of interest or interfere with productivity at work. As conflicts of interest are not always obvious, if employees intend to devote themselves to a possible external activity, it is necessary to obtain the authorization of Top Management. This provision is not intended to be an attempt at interfering with the employees' power to manage their personal investments, provided that the investment activities carried out give not rise to a conflict of interest and do not affect the employees' service to the Company and/or the DBA GROUP.

### **Unfair competition**

Any conduct that may lead to unfair competition vis-à-vis the Company and/or the DBA GROUP is not permitted. It is required to reveal any significant economic interest of the employees or one of their family members vis-à-vis any person or organization that is a competitor of the Company and/or the DBA GROUP.

### **Fraud**

No fraudulent behaviour is allowed under any circumstances. Examples include the following: (i) forgery or alteration of cheques or any other document; (ii) misappropriation of funds or other assets; (iii) misconduct in the management or reporting of capital or financial transactions; (iv) theft or dishonesty; (v) destruction or theft of documents, furnishings, systems or equipment.

### **Anti-bribery provisions**

In compliance with anti-bribery provisions, any form of corruption is prohibited, both against public officials, civil servants and private individuals.

It is not allowed to deliver, or promise to deliver, money, gifts, donations and courtesies (where permitted by applicable law), or other benefits to managers, officers, representatives or employees, or their relatives, or collaborators, of public institutions and/or companies and/or private entities, both Italian and from other countries, unless they are of small value and proportionate to the case and, in any case, such that they cannot be considered as ways to obtain undue advantages for the company.

Promises, and/or the provision of other possible advantages, or the provision, to subjects belonging to the Public Administration, to people in charge of a public service and/or to any natural person/legal person/entity are also prohibited.

No one must offer, promise or grant, also through its own employees, members of the Board of Directors, or third parties, benefits or other advantages (money, gifts and/or invitations to events that are not strictly associated with the achievement of the Company's objectives) to employees or members of the Board of Directors of the Company, and of the other companies of the DBA GROUP, including their relatives or collaborators.

Employees and collaborators of companies belonging to the Company and/or the DBA GROUP, including anyone acting on their behalf, may not receive money, gifts or other benefits from any person with whom they have business relationships, unless they are of small value and are not accepted in any case to obtain benefits/favours/other inappropriate advantages.

It is also forbidden to offer, or accept, any object, service, or favour of value to obtain or grant a more preferential treatment in relation to any relationship entertained with the Public Administration, as well as any relationship entertained with private stakeholders.

It is forbidden to indulge, participate in a competition, or otherwise follow up the public official or public service officer who, by abusing his position or powers, induces someone to unduly give or promise money or other benefit to him or a third party.

In the event of participation in tenders, bids, competitions with the Public Administration, the Company and the companies of the DBA GROUP must operate in compliance with the sector regulations and correct trade practices.

All of the aforesaid rules of conduct to be complied with as regards relationships with the Public Administration must be followed also by reference to the bodies of the certifying entities of the officers of the European Community and/or any other public entity.

**Provisions against handling of stolen goods, money-laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering, unlawful trading in influences**

It is forbidden for managers, directors, attorneys, employees, collaborators and/or any other person acting on behalf of the company to behave, and/or simply attempt and/or organize and/or plan, and/or even take part to carry out the following crimes:

**Handling of stolen goods.** It is forbidden for anyone who wishes to obtain a profit for oneself or others, to buy, receive or conceal money or things deriving from any crime, or in any case interfere to make people buy, receive or conceal (Criminal Code art. 648)

**Money-laundering.** It is forbidden to replace or transfer money, goods or other benefits deriving from a crime committed without criminal intent, that is carry out other transactions in relation to these, so as to hinder the identification of their criminal origin (Criminal Code art 648-bis).

Use of money, goods or benefits of unlawful origin. It is forbidden to employ money, goods or other benefits deriving from a crime in economic or financial activities (Criminal Code art. 648-ter).

**Self-laundering.** It is forbidden to use, replace, transfer, in economic, financial, entrepreneurial or speculative activities, money, goods or other benefits deriving from the commission of such a crime, in order to effectively hinder the identification of their criminal origin (Criminal Code art. 648-ter.1).

**Unlawful trading in influences.** It is forbidden, exploiting existing relationships with a public official or with a person in charge of a public service, to unduly give or promise, to himself or others, money or other financial advantage, as the price of one's own unlawful mediation vis-à-vis a public official or a person in charge of a public service or to remunerate such people, in relation to the performance of an act contrary to the duties of the office or to the omission or delay of an act of his office. Punishment is also envisaged for the subject who unduly gives or promises money or other financial benefit.

### **Confidential Information**

Confidential information on commercial strategies, projects, products and services of the Company and the DBA GROUP represent a very valuable asset. All confidential information on the company and the companies of the DBA GROUP must be kept fully confidential. It is strictly prohibited to disclose confidential information without the related authorization. This policy concerns the disclosure of information in any manner: for example, through reports, copies of reports, any form of written excerpts, conversations, images, or through chat rooms on Internet. In addition, any health information that can be traced back to Company's employees must be kept as strictly confidential.

The Company's documents, reports and archives of the Company are its sole ownership. As such, it is not allowed to transport or keep such data outside the Group's premises and it is necessary to return it to the Company when the latter requests it, or at the end of the employment relationship.

Please refer to the policy of the DBA GROUP for information security, to obtain more accurate information on the management of confidential information.

### **Insider Trading**

During one's work, a person may be exposed to important "confidential information" about an organization with which he has business relationships, or about an organization that tries to do business with him. In general, it is unlawful to devote one's time to any transaction in shares or other securities of a company when one is aware of important confidential/sensitive information about that company. "Important information" means information that might significantly affect the price of the company's shares, or might be considered as important by a reasonable investor in relation to the latter's decision to purchase, hold or sell the Company's shares. "Confidential information" means any information that is not available to the public.

Examples of important confidential information include:

- ✓ sales data that are considerably higher or lower than forecasted; the acquisition or pending disposal of a significant activity; earnings data; increase or decrease in dividends, stock dividend or stock split

In order to regulate the correct use of this information, both by Company personnel and third parties, we invite you to follow the instructions contained in the procedures drawn up on the subject of Confidential Information and Insider Trading, published on the Company's website.

### **Personal use of goods**

All assets, services, premises and equipment owned or leased by the Company must be solely used for work purposes. However, we understand that in some circumstances limited personal use of cell phone,

fax, computer, email or photocopier may occur. In these cases, it is assumed that such use is made based on one's own common sense. The ultimate definition of what common sense is lies with the company's contact person and Top Management.

**Section II. Management of financial resources and accounting transparency**

The management of financial resources must take place in strict compliance with delegated powers, as well as with any specific authorizations for the performance of particular operations, and specific company procedures.

It is essential, to ensure accuracy of financial reports, that the Company's books and archives reflect all transactions accurately and honestly. The results of company transactions must be recorded in accordance with legal requirements and generally accepted accounting principles. All items must be supported by appropriate documentations. Examples of corporate documents include financial reports, reports on travelling & accommodation and expenses, purchase and sales documentation and internal management reports.

It is forbidden to falsify or omit possible transactions that may give rise to an asset, liability, income or expense incorrectly recorded. Furthermore, it is forbidden to act in such a way as to allow for funds to be granted or received at a place other than the registered office for tax purposes.

The Company as well as the other companies of the DBA GROUP have adopted specific internal written procedures to foresee and regulate the correct execution of administrative and accounting activities referred to in the Model 231.

All subjects must promptly inform their reporting officer of any omissions, forgeries, negligence of the accounting department they might notice or of the documentation used to make accounting entries through adequate communication channels.

The aforesaid must be also be reported to the Supervisory Board pursuant to Legislative Decree 231/01.

### **Section III. Fair competition**

#### **Open competition**

It is NOT allowed to enter into agreements with actual or potential competitors or suppliers to:

- ✓ set the prices of goods or services that the Company must purchase or sell; set other terms or other sales conditions, such as discounts or promotions; share or assign clients, markets or territories of products, services or competing suppliers; boycott goods or services; give up competition. Trade associations represent a suitable place to discuss the trends of the sector. As being a member of those association often implies meetings and discussions with competitors, it is important to pay attention to avoid, at meetings of trade associations, any conduct that may amount to or appear to be a violation of antitrust regulations.

#### **Correct conduct**

Employees must have behave properly with suppliers, competitors and clients. They must always present the products and services offered with sincerity, and avoid providing false or misleading information thereon. Furthermore, it is forbidden to incorrectly discredit or compromise the products or services of a competitor. This practice relates to the single interactions with clients, employees and trade partners.

#### **Information on competitors**

It is allowed to collect information on competitors through public sources, including articles, advertisements, brochures, analyst reports, press releases and public documents. It is not appropriate to try to obtain confidential information on a competitor from the latter's employees or third parties that, based on our knowledge, must fulfil confidentiality obligations towards the competitor.

### **Section IV. Relationships with the Public Administration**

#### **Relationships with public administration officers**

Regardless of local customs, it is not allowed to provide or offer to provide an official or public employee, either directly or indirectly, with anything of value to influence him in the performance of his duties. Any form of hospitality must be lawful and reasonable in terms of value and frequency, and must always have valid commercial purposes.

Even if customs and commercial practices change in the foreign countries where the Company and/or the DBA GROUP operate, it is not allowed to depart from the policies set out in the Code, to carry out activities in any country.

**Political funding**

It is not allowed to grant funding (hereinafter “political funding”), in the name of the Company and/or the DBA GROUP, to political parties, political committees, political candidates, or to people who hold public offices in any country, even if this may be considered lawful by legal regulations.

The only exception to the aforesaid policy is represented by financings that may be granted to organizations the main goal of which is to support issues of legislative, regulatory policy or the like, and not direct support to a political party. These financings cannot be granted without the prior written authorization of the Board of Directors.

Neither employees nor suppliers can ask the members of the Board for political funding. It is forbidden to allow people or external organizations to ask for political funding during working hours or inside premises owned by Group companies or let to the latter. Moreover, it is not allowed to carry out any activity on behalf of political parties, political committees, political candidates or people who hold public administration offices during working hours. The use of assets, services, premises or equipment owned by the Company, or leased to the latter, on behalf of such persons or organizations is not permitted.

## **Section V. Creation of a productive work environment**

### **Employees' code of conduct**

Employees, managers, collaborators and ongoing consultants of the Company must:

- commit to take care of their skills and professionalism, improving them with the experience and collaboration gained with their colleagues, acting in a constructive and proactive manner, stimulating the professional growth of their collaborators; contribute, through constant professional commitment and correct personal behaviour, to achieve and maintain the objectives of excellence that distinguish the DBA GROUP in providing their services; autonomously learn new applicable legal regulations, as concerns their tasks; strictly comply with the provisions of the Code of Ethics inasmuch that it applies to their work; avoid soliciting or accepting, for oneself or others, recommendations, preferential treatment, gifts or other benefits from the parties with whom a relationship is entertained. Where gifts or hospitality, that are not of a symbolic nature, are received, the direct superior acting as company contact and, possibly, the Supervisory Body pursuant to Legislative Decree 231/01, must be informed to assess the need for restitution or for any other more appropriate action.
- avoid that the personal financial situation may affect the proper performance of one's own working activity;

### **Management of human resources and discrimination**

The company undertakes to develop the skills and abilities of each employee.

The company is also committed to offering equal employment opportunities for all employees, based on professional qualifications and performance abilities, without any discrimination, selecting, hiring, remunerating employees based on merit and competence criteria, without any political, trade union, religious, racial, language or sex discrimination, in compliance with all laws, regulations and directives in force.

### **Sexual harassment**

Sexual harassment is not tolerated under any circumstances. Sexual harassment occurs when:

- ✓ requests for invitations, demands for sexual favours or other verbal or physical conduct of a sexual nature become conditions of employment or are used as a principle for employment decisions; or sexual advances, unwanted comments and actions, sexual teasing, jokes, insults or other offensive verbal or physical conduct create an intimidating, hostile or offensive work environment. Any conduct that creates, promotes or allows an intimidating or otherwise offensive or hostile work

environment will not be tolerated. This includes sexual advances, comments and actions besides denigration or jokes.

### **Abuse of drugs and alcohol**

Every employee must contribute to preserve the work environment from the abuse of drugs and/or alcohol. The use, possession, production or distribution of unlawful drugs at the premises of the Company and/or of the DBA GROUP, whether owned or rented property, or inside company vehicles is not allowed. It is forbidden to abuse of illegal substances or to be under the influence of alcohol or drugs during working hours. Utmost attention must be paid when serving alcoholic drinks during any of the events sponsored by the DBA GROUP:

When taking part to events sponsored by the Company and/or the DBA GROUP or others, where alcoholic drinks are served, employees must use common sense and remember that, as employees, they represent the highest values and principles.

It is not acceptable to consume excessive quantities of alcoholic drinks at any event where the employee represents the Company and/or the DBA GROUP.

### **Section VI. Environment and safety**

The Company manages its activities pursuing excellence in the field of environmental protection and the safety of its employees and third parties, with the aim of continuously improving its performance in this regard and, to this end:

- (i)** undertakes to comply with environmental and safety regulations currently in force;
- (ii)** elaborates and communicates the guidelines for safety and environmental protection that must be complied with;
- (iii)** promotes the participation of employees in the process for the prevention of risks, the protection of the environment as well as of the health and safety of themselves, colleagues and third parties.

### **Section VII. Violations and penalty system**

It is mandatory to comply with the policies of this Code. In the event of a violation of any policy of the Company and/or the DBA GROUP, or of an authorisation where a violation is known, the employee may be subjected to disciplinary action, including dismissal and compensation to the Group for any losses deriving from his actions. Moreover, where applicable, a violation of any of these policies may result in a legal action against the employee by the Group, or being reported to the competent state authorities.

### **Section VIII. Departures and Authorisations.**

Any departure must be obtained in writing from the Managing Director. All departures from the Code in favour of functional managers must be approved by the Board of Directors.

### **Section IX. Disclosure obligations**

All Recipients of the Code are required to promptly report to the Supervisory Body pursuant to Legislative Decree 231/01 any behaviour that is at odds with the provisions of the code, the Model, the law and internal procedures.

The company has activated the appropriate dedicated communication channels; in particular, a special e-mail box has been created where any notifications regarding non-compliance with the provisions of this Code can be sent.

Whistle-blowers will be guaranteed against any form of retaliation, discrimination or penalization; the confidentiality of the identity of the informant will also be guaranteed without prejudice to the legal obligations and the protection of the rights of the company or of the people accused wrongly and/or in bad faith.

### **Section X. Implementation of the Code of Ethics**

#### **Dissemination and disclosure of the Code of Ethics**

The Company undertakes to communicate the values and principles contained in the Code to all recipients, and to guarantee their internal and external dissemination, by:

- distributing them to all the members of the Company Bodies and employees; posting them in an accessible place and publishing them on the Company website; making them available to third parties and any other stakeholders on the Company website. All employees, managers, internal auditors,

*Code of Ethics and Conduct of the DBA Group SpA – Annex to the Model drawn up pursuant to Legislative Decree no. 231/01*

external auditors, consultants and the main suppliers, clients, must read the Code and undertake to follow the provisions and the rules contained therein.

In addition, the Supervisory Body pursuant to Legislative Decree 231/01 arranges regular training activities on the principles provided in the Code.

**Verification**

The Supervisory Body pursuant to Legislative Decree 231/01 is responsible for overseeing compliance with this Code, reporting annually to the Board of Directors and the Board of Statutory Auditors.