

NOMINATION S.r.l.

Ethics Code

INDEX

1. Foreword.....	3
2. Subjects.....	3
3. Application of the Ethics Code.....	3
4. Nomination S.r.l.'s Ethical Principles.....	4
5. General Obligations of the Subjects.....	4
6. Respect for persons and their fundamental rights.....	5
7. Conduct in business and in relations with third parties.....	5
8. Relations with the Public Administration.....	6
9. Relations with tribunals, law enforcement agencies and the authorities with powers of inspection and control.....	7
10. Relations with political organisations and trade unions.....	8
11. Transparency in accounting and internal controls.....	8
12. Legal protection of industry, commerce and industrial and intellectual proprietary rights.....	9
13. Access, use and privacy of data, information, documents and systems.....	9
14. Relations with personnel.....	10
15. Implementation and enforcement of the Ethics Code.....	12

1. Foreword

The Ethics Code is a document which sets out the general principles to which all Subjects must conform in their relations with Nomination S.r.l. In addition it calls for specific rules of behaviour which will be considered as binding for the Subjects, over, above and independently from that laid down by law.

Nomination S.r.l. has as its basic principle respect and adherence to law and all regulations currently in force, and the present Ethics Code constitutes the essential element of a system of prevention adopted for the purpose of preventing crimes which may be committed in the course of activity, and in particular those crimes covered by D. lgs. n.231/2001 which states the rules and regulations of a company's legal liability.

2. Subjects

The Ethics Code is binding and applies to the directors and members of other agencies, to the management and to the employees of Nomination S.r.l. wherever they operate as well as to external collaborators and consultants who work in the name of or for the company, independently from the contracts which bind them to the company, to the suppliers and to whoever else has dealings or relations with Nomination S.r.l.

Nomination S.r.l. will circulate the present Ethics Code to the above mentioned Subjects with the request to the same to make the commitment to respect and implement the principles contained within it and it guarantees not to undertake or proceed in any relations with Subjects which manifestly do not share the content and the spirit of the present Ethics Code.

3. Application of the Ethics Code

The observance of the regulations in the present Ethics Code is an essential part of the contractual obligations of the employees and consequently of their provision of work, in compliance with article 2104¹ and/or 2105² of the Civil Code. The violation of the regulations of the Ethics Code may therefore constitute the non-fulfilment of the obligations of the employment contract and a disciplinary offence.

The observance of the regulations of the present Ethics Code is also an essential component of the relations with other Subjects who will be obliged to follow the relative observance by means of specific clauses in their contracts. In that case the non observance of the Ethics Code may constitute the non-fulfilment of the contractual obligations with the Subject and may entail the termination of the contract due to the act and fault of the party in breach, in this instance Nomination S.r.l. has a right to compensation for any damages caused as the consequence of non-fulfilment.

¹ art 2104 c.c. Entitled "Diligence of the provider of work": *"The provider of work must use due diligence for the nature of the work in question, for the interests of the company and for the overriding interest of national production. In addition he/she must observe the instructions for the execution and the discipline of the work given by the Contractor and by the collaborators on whom he depends"*.

² art. 2105 c.c., entitled "Obligation of loyalty": *"The provider of work must not make deals for him/herself or for third parties in competition with the company. Nor must he/she divulge information concerning the organisation and production methods of the company, or make use of such information in a way which could damage the company itself"*.

4. Ethical Principles of Nomination S.r.l.

Subjects are obliged to conform their conduct to the fundamental ethical principles which guide all the activities of Nomination s.r.l. and these are diligence, honesty, transparency, competence, legality, good faith, the greatest propriety and integrity.

In pursuance of their objectives Nomination S.r.l. applies the following general principles of behaviour:

- ☒ as an active and responsible part of the community in which it operates, it is committed to respect and to make everyone respect inside the company and in external relations the laws in force in the States in which it operates as well as the commonly accepted ethical principles in the conduct of business; transparency, honesty and fairness;
- ☒ it refuses and condemns recourse to illegal or in any way dishonest acts (towards the community, public authorities, customers, workforce and competitors) in order to reach its economic objectives, for the attainment of which it relies exclusively on work and products which are the result of professionalism, experience, respect for the client and innovation;
- ☒ it applies organisational methods suited to the prevention of the violation of the principles of legality, transparency, honesty and fairness on the part of its employees and collaborators and watches over the respect of these methods and the updating of the same;
- ☒ it pursues excellence and competition in the market by offering quality products to its clients, thus attaining their complete satisfaction;
- ☒ it safeguards and values the human resources which it uses, guaranteeing the professional development of its staff who take part in specialised training courses;
- ☒ it promotes the implementation of safe and secure work places as well as conditions which respect the dignity of the individual such as elements which favour the physical and moral integrity of its employees and/or collaborators;
- ☒ it uses resources responsibly, taking as its target sustainable development, in respect of the environment and of the rights of future generations.

5. General obligations of the subjects.

In any business dealings and especially when their actions refer to Nomination S.r.l. or are likely to have an impact on the same, the Subjects of the present Ethics Code are bound to a behaviour which is honest, impartial, fair and transparent and to know and to act in respect of the laws and regulations currently in force.

6. Respect for persons and their fundamental rights

Nomination S.r.l. and its Subjects are committed to respecting the fundamental human rights and the dignity of every person. In particular Nomination S.r.l. and its Subjects are committed to the prevention of every form of exploitation of minors, of situations of need, or of the physical and mental disabilities of workers, of forced labour or of work carried out in conditions of slavery or servitude.

Nomination S.r.l. does not employ foreign workers without a residence permit or with said permit revoked, annulled or expired and of which the renewal has not been requested.

Nomination S.r.l. requires that its suppliers and third parties in general respect the above principles.

Nomination S.r.l. recognises the primary role of human resources in the conviction that one of the principal factors in the success of any company is constituted by the professional contribution of the people who work for it, in a framework of fairness and reciprocal trust.

On their part the employees of Nomination S.r.l. commit to following the company rules illustrated in the "internal rules of conduct for the employee".

7. Conduct of business and relations with third parties

In the conduct of any activity situations where those involved in the deals (including consultants and third parties appointed by Nomination S.r.l.) are or could be in conflict of interest with the same are to be avoided. Conflict of interest can be constituted by, for example but not exhaustively:

- ☒ personal economic and financial interests with suppliers or competitors of Nomination S.r.l.;
- ☒ the execution of any work (unconnected with the assignments for Nomination S.r.l.) compatible with the duties of one's office, with the nature and the object of the particular contract with Nomination S.r.l., for suppliers or competitors of the same;
- ☒ acceptance of money or favours from persons or companies which are, or intend to enter into, business dealings with Nomination S.r.l.

The conflict of interest as stated above naturally does not refer to the pursuance of legitimate objectives on the part of a supplier, of a collaborator or any other commercial partner, as long as there is fairness, honesty and transparency in all dealings with Nomination S.r.l.

Whoever finds that he/she is operating in a situation of conflict of interest is bound to communicate this immediately with his/her superior and /or the administrative body (in the case of consultants and external collaborators).

In dealings with suppliers of products and services it is necessary to:

- ☒ verify preventively the available information about every possible supplier (including economic information and that relative to reputation) in order to avoid entering into business dealings with suppliers of whom illegal activities are known or suspected;
- ☒ select suppliers on the basis of objective criteria, as specified in the relative procedure;
- ☒ do not deny any supplier in possession of the stated requirements the possibility of competing to win a supply contract, adopting criteria of objective evaluation for the choice according to declared and transparent procedures;

- ☒ obtain the co-operation of the suppliers to ensure the continuing fulfilment of the requirements in terms of quality, costs and delivery dates in a measure which is at least equal to their expectations;
- ☒ observe the conditions set forth in the contract;
- ☒ operate within the law and the regulations in force;
- ☒ maintain a frank and open dialogue with the suppliers in line with good business practice;
- ☒ inform a senior staff member and/or the administrative body immediately if the conduct of a supplier appears to contravene the principles of the **Ethics Code**;
- ☒ the present **Ethics Code** must be made available to suppliers and collaborators for their acknowledgement. Clauses for termination with reference to the possibility of serious violations of the precepts of the present Ethics code are inserted into the contracts.

Every anomaly – including requests from third parties which do not conform to normal business practice – or suspicion of irregularity must be reported immediately to a senior staff member and/or the administrative body. In dealings with suppliers, clients and third parties in general, it is forbidden to offer or promise money or other benefits in any form or way to promote or favour the interests of Nomination S.r.l. and/or obtain wrongful advantages.

It is moreover forbidden, in dealings with competitor companies and third parties in general, to act in violation of the principles of fairness, honesty, transparency and legality with the aim of promoting or favouring the interests of Nomination S.r.l. and/or obtain wrongful benefits.

Nomination S.r.l. practises its activity in respect of the antirecycling laws and the regulations issued by the competent Authority and to that end it is committed to refuse to implement operations which may be suspect from the point of view of honesty and transparency. The Subjects of the present Ethics Code commit to operate in such a way as to avoid any implication in operations designed to favour the recycling of money deriving from illegal or criminal activities, acting in full respect of the antirecycling regulations and of the internal control procedures.

When developing commercial dealings with new clients and when managing existing ones, it is necessary, taking into account the available information, to avoid engaging in relations with subjects implicated in activities connected with the traffic of arms or illegal substances and terrorism and in every case, with persons who are without the necessary requisites of honesty and commercial reliability.

8. Relations with the Public Administration

It is essential to avoid any conduct which might exercise illicit pressures or in some way improperly influence the activities, independence of judgement and decisions of third parties, in the same way that any conduct directed at acquiring favourable treatment in the dealings of any activity connected to Nomination S.r.l. with the aim of obtaining advantage or benefits for the same, or which in some way has aims prohibited by law or by the present Ethics Code.

It must be born in mind that some forms of conduct which are part of normal commercial practice are to be considered as unacceptable and even against laws and regulations when they are used, even by way of mediating individuals or companies, in dealings with the

State, the Public Administration and public authorities (P.A.) - and thus with directors, managers or employees of the P.A. or with individuals who have similar functions in other States.

It is not permitted to offer, directly or indirectly, money, gifts or recompense to employees of the P.A. or to their relatives either in Italy or in other countries, unless it is a matter of an act of business courtesy or a gift of modest value but always in respect of the law. It is not permitted to offer or accept any object, service, work or favour of value in order to obtain a more favourable treatment in relation to any dealings with the P.A. Gifts, given or received which are not part of normal dealings must be authorised by a superior and fully documented. In particular, in the course of business negotiations, requests or commercial dealings with the P.A. the following actions must not be entered in to, even indirectly;

- ☐ to offer job and/or commercial opportunities as a personal initiative which might benefit the employees of the P.A.;
- ☐ to solicit or obtain reserved information which may compromise the integrity and reputation of one or both of the parties.

On the occasion of bidding for public tender and, in general, in all dealings with the P.A. the legal authorities, and the public vigilance authorities, it is always necessary to operate in respect of the law and correct business practice and to be co-operative in order to not hinder or retard the exercise of the relative functions, even on the occasion of possible inspections or investigations. It is also essential to present to the above mentioned Authorities the necessary communications and any documents requested in a form which is complete, truthful and prompt.

Any funding from the public purse, contributions or easy-terms loans must always be utilised in accordance with the objectives for which they were assigned.

The taking on of commitments and the management of relations with the P.A. is limited to the functions for which they were designated and authorised. The principles and directives stated above are also applicable to any consultants and third parties used by Nomination S.r.l. in its dealings with the P.A.. For this reason the employees of Nomination S.r.l. must refer promptly to their superiors any doubts concerning possible violations of the Ethics Code by external collaborators.

9. Relationships with legal authorities, law enforcement agencies, and authorities with powers of inspection and control.

The subjects of the present Ethics Code must observe scrupulously the laws in force and the regulations issued for the sectors connected with their respective areas of activity..

Nomination S.r.l. demands the maximum willingness and co-operation in relation to the representatives of the legal authorities, the law enforcement agencies and public officers with powers of inspection.

The Subjects of the present Ethics Code are bound to comply promptly to every request from the competent Institutions or Authorities.

It is strictly forbidden to destroy or alter records, minutes, written accounts and any type of document (paper or digital) or make false declarations to the competent Authorities in preparation for a judicial procedure, an investigation or an inspection.

All employees and/or collaborators must inform Nomination S.r.l. of the request to render or produce before the Legal Authority any declaration which can be used in criminal proceedings relative to the exercise of their functions. Nomination S.r.l. prohibits its staff and/or collaborators from not rendering or producing the above mentioned declarations, or to make them untruthfully.

It is not permitted to attempt to persuade, by means of offers of employment, bribes or promises of gifts, money, or other benefits (directly or through a mediator) to those who carry out audits or inspections, or the competent legal authority.

10. Relations with political organisations and trades unions

Nomination S.r.l. does not dispense contributions (direct or indirect) in any form to parties, movements, committees or to political organisations and trade unions, to their representatives or candidates, except those allowed by specific regulations and on the condition that: they are regularly approved by the competent company executives, that they are regularly recorded from the points of view of accounting and management, that they do not place any of the Subjects in a position of conflict of interest.

It is forbidden to implement conduct of any nature with the aim of impeding, hindering or conditioning the free exercise of the right to vote during elections.

11. Transparency in the accounts and internal controls

Every operation and transaction made or implemented to the advantage of Nomination S.r.l. or in its interest, even by means of other subjects, must be:

- ☒ guided by the greatest honesty from the point of view of the management, from the completeness and transparency of the information to legitimacy in formal and substantial aspects and to clarity and truth in the accounts according to the laws in force; in particular, the balance sheets, the reports and other company communications provided for by law must be compiled with clarity and represent correctly, completely and truthfully the economic, patrimonial and financial situation of the company;
- ☒ authorised, verifiable, consistent and congruent;
- ☒ managed in such a way as to guarantee an adequate level of separation of responsibility, so that the completion of each process must need the combined supports of various company functions;
- ☒ correctly recorded and supported by adequate documentation; all the internal documentation should be compiled accurately and completely in order to facilitate at any time controls which certify the characteristics and the motivation of each operation and indicate the person who authorised, effected, recorded and verified that operation.

Should the employees and the collaborators of Nomination S.r.l. learn of omissions, falsifications or negligence in accounting or in the documentation on which the recording of accounts is founded, they are bound to refer the facts to their superior or to their relative contact person.

It is forbidden to falsify, keep, spend or in any way circulate counterfeit or modified banknotes or coins, public credit cards or revenue stamps. Whoever receives banknotes or coins or public credit cards and believes them to be counterfeit or stolen must inform the person responsible so that he/she can report the matter to the authorities.

An efficient and effective system of internal controls is a necessary condition to ensure respect of the law, of internal procedures, the protection of company assets, efficient management and an administration ready to provide truthful and complete financial and accounting data. All the subjects of the Ethics Code are therefore expected to work together to ensure the best functioning of the internal control system.

The OdV and the Board of Statutory Auditors have free access to data, documentation and information useful for the execution of the activities of their competence.

12. Safeguarding industry, commerce and industrial and intellectual proprietary rights

The Subjects must abstain from implementing conduct aimed at hindering or disturbing the correct exercise of industrial or commercial activity and from perpetrating acts not in line with professional ethics and good business practice, including the sale of products which are not original or are fake, or different from what has been declared or stipulated in order to deceive the client as to the quality of the product.

The employees and/or collaborators are committed to respecting the laws regarding patents, copyright, trade marks, commercial secrets etc. which protect the intellectual proprietary rights of companies and individuals. The software protected by copyright and used by employees for the company's activities may not be reproduced, except for copies made for the purpose of back-up nor can they be reproduced for personal use by employees.

13. Access, use and privacy of data, information, documents and systems

The Subjects must respect the privacy, integrity and truthfulness, in form and content, of each and every datum, information, document and system, electronic or not, public or private of whomsoever it belongs. Therefore, access to and use of the above mentioned data, information, documents and systems must take place keeping strictly to the instructions given in any form, even tacitly or implicitly, by the owner of the relative rights.

It is forbidden to use unauthorised software and databases on Nomination S.r.l.'s computers. The employee/collaborator is not allowed to use the company's electronic mail facilities to send messages for reasons not connected with work and which in any way damage the company's image or the image of third parties; in addition it is not allowed to navigate on internet sites with illicit content or which are in any way extraneous to the company's work.

The employees and/or collaborators are responsible for the company assets assigned to them and must work with due care to safeguard the company assets from improper or incorrect use.

In addition the Subjects must abstain from divulging or using for their own or third parties' profit any reserved notice or information attaining to the company's activity. Nomination S.r.l. is committed to maintaining absolute confidentiality on information regarding its own employees, clients, suppliers and collaborators either in reference to personal data or to strategic information on the company, client or supplier. In addition it ensures that such information will be used only for strictly professional reasons and in any case after the employee, client, supplier or collaborator has given the necessary consent.

14. Relations with staff

Staff recruitment

The evaluation of candidatures must be made following the procedures of reference, based on the matching of candidates' profiles with the needs of the company, in respect of equal opportunities for all the interested subjects.

The information requested from the candidates must be strictly connected to the verification of the individual's professional and psycho-aptitude profile, as well as the verification of the respect for the conditions of national and international laws and of suitability in relation to the prevention of crimes in D. Lgs.231/01, always in conformity with the principles of non discrimination and the safeguarding of personal data, defined in the present Ethics Code and mandated by law.

Constitution of labour relations

Staff are employed with a standard contract of employment; no form of irregular or "black work" is tolerated.

Upon the constitution of labour relations each employee must receive correct information on;

- ☒ the characteristics of company identity, the responsibilities of his/her role and the work to be undertaken;
- ☒ wages, terms and conditions of employment, as regulated by the collective national labour contract;
- ☒ rules and procedures to adopt in order to avoid conduct contrary to law and company policy.

This information is given to the employee in such a way that acceptance of the position is based on an effective understanding of it.

Management and enhancement of employees

Every manager is bound to make the best use of the employees' time by asking for work consistent with the exercise of their assignments and with the organisation of work.

To request, as an act owed to a superior, work, personal favours or any conduct which can be seen as a violation of the present **Ethics Code** constitutes an abuse of authority.

The involvement of the employees in the execution of work is ensured, and there will be the possibility to take part in discussions and decision-making relevant to the realization of company objectives.

The employee should take part in these sessions with a spirit of co-operation and independent judgement.

The employee should be managed in respect of the systems and through the use of the instruments provided by the Human Resources Department.

Workers' rights: health and safety in the workplace

Nomination S.r.l. is committed to provide and maintain safe and healthy work environments which respect the current accident prevention rules in the countries in which it operates and to spread and consolidate a culture of health and safety in the workplace by developing an awareness of risks, promoting responsible conduct by all its collaborators.

The operational management must refer to advanced criteria for safeguarding the environment and energy efficiency when seeking to improve the conditions of health and safety in the workplace.

More particularly, Nomination S.r.l. is committed to:

- ☒ monitoring all types of risk connected with the work environment, tackling the risks at source, eliminating avoidable risks and monitoring those which cannot be completely eliminated;
- ☒ to adapt the work processes to the people, with regard to the conception of the place of work, in the choice of equipment and work methods;
- ☒ to monitor and adapt the structures to technical evolution, always promoting products and processes which are more compatible with the environment and characterised by an ever greater attention for the health and safety of the workforce;
- ☒ to provide adequate, regular training for the workforce.

The employees and collaborators of Nomination S.r.l. within the area of their own tasks, should take part in preventing risks, in safeguarding the environment as well as their own health and safety and that of their colleagues and third parties.

Workers' Rights: safeguarding privacy

The employee's privacy is guaranteed by adopting the standards which specify the type of information to ask of an employee and the relative methods of treatment and conservation.

Every investigation into the ideas, preferences, personal tastes and, in general, any information not pertinent to the methods of recruitment and management of industrial relations according to the criteria set out in the present **Ethics code** is to be excluded.

These standards include the ban, except for cases included by the law, on communicating or divulging personal data without the prior consent of the interested party.

Workers' rights; personal safety

Nomination S.r.l. is committed to safeguarding the moral integrity of its collaborators by guaranteeing the right to working conditions which respect personal dignity.

For this reason acts of physical or psychological violence, sexual molestation, any attitude or conduct which is discriminatory or offensive of personal convictions or preferences, are not tolerated.

The employee who considers that he/she has been the object of molestation or has suffered discrimination for reasons to do with age, gender, race, state of health, nationality, political opinions, religious beliefs etc., can inform the OdV which will evaluate the violation of the **Ethics Code**.

Duties of information

It is a duty to report to the departmental head any anomalous situations or any instructions received which contravene the law, the Model of Company Organisation, Management and Control according to D.Lgs 231/2001, together with the content of the employment contracts, with the internal regulation or with the present **Ethics Code**. If the order considered illegitimate was given by the above mentioned departmental head the information should be passed directly to the Organism of Vigilance.

Any reprisal against those who report in good faith possible violations of the Codes or requests for clarification on the methods of applying those Codes is itself a violation. Similarly the conduct of those who accuse other employees of violations while knowing that the accusations are false is also a violation.

15. Implementation and control of the Ethics Code

The present **Ethics Code** was approved by the Board of Directors of Nomination S.r.l. on 16/10/13.

Any revision or updating will be approved by the same Board and promptly communicated to the interested parties.

The **Ethics Code** will be made known to the interested parties, both internal and external of Nomination S.r.l. by means of the appropriate forms of communication and circulation. The **Ethics Code** is distributed to all employees when they are taken on and to all the third parties who enter into business dealings with Nomination S.r.l.

Internally an adequate knowledge and understanding of the **Ethics Code** on the part of all the personnel is ensured thanks to information and training programmes which follow the rules established by the company Model of Organisation, Management and Control, of which the **Ethics Code** is an integral part.

It is the responsibility of each employee to consult his/her immediate superior for any clarification on the interpretation or on the application of the conduct rules contained in the **Ethics Code**.

It is also the responsibility of each employee/collaborator to report the disregard of this **Ethics Code** to the Organism of Vigilance using the special email address(odv@nomination.com)

The Organism of Vigilance has the following tasks:

- ☒ to verify the implementation and respect of the **Ethics Code** by means of constant monitoring to ascertain and promote the continuous improvement of ethics in the compass of Nomination S.r.l.;
- ☒ to monitor the initiatives for the circulation of the knowledge and understanding of the **Ethics Code**, guaranteeing the development of the activities of ethical communication and training, analysing and integrating proposals for the revision of company policy and procedure with significant impact on the ethics of Nomination S.r.l.;
- ☒ to receive and examine the reports of violations of the **Ethics Code** on behalf of all the interested parties;
- ☒ to suggest possible needs for revision of the **Ethics Code**.

Serious and repeated violation of the rules of the **Ethics Code** by its Subjects damages the relationship of trust established with Nomination S.r.l. and may lead to disciplinary measures,

NOMINATION

ITALY

compensation for damages and in cases of serious failings the termination of the contract as laid down by the **Disciplinary Code**.