

CODE OF ETHICS

Effective from 09/01/2017

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1. INTRODUCTION

1.1 PREAMBLE

SupplHi S.r.l. (hereinafter also referred to as “SupplHi” or the “Company”) provides its clients with independent services on Vendor Management and Business Development in the industrial world (mainly Oil&Gas, Power, etc.). SupplHi leverages on an innovative platform, an open-source Standard Categorization of industrial Goods and Services, co-created with leading Buyers and Associations and on a constantly updated global database of Projects that will be performed in the next years. SupplHi also delivers Professional Services to support Buyers in improving their Procurement intelligence and processes, and Vendors in fostering their business development, sales and marketing activities.

This Code of Ethics (hereinafter also referred to as the “Code”) is intended as a declaration of the rights and the duties of the Company toward all its stakeholders; that is, shareholders and the market, customers, personnel, those with whom business relations have been established, Public Administrations, local communities, and the environment

SupplHi considers Quality, Safety and the Environment to be of primary importance.

The behavioural principles and norms that enrich the company’s decision-making processes and orient company conduct are expressed herein.

The Company has implemented and maintains a Quality System regulated by internal procedures. The system also includes measures aimed at guaranteeing customer satisfaction. The SupplHi quality control system has also been extended to all suppliers, sub-contractors, and all the organizations that collaborate with the Company.

1.2 CONTEXT OF APPLICATION AND RECIPIENTS

The principles and the provisions of this Code shall become effective as of 05/04/2016 with their simultaneous approval by the Board of Directors.

The Organization’s reference Stakeholders are principally identified as: employees, collaborators, members of the Board of Directors, Statutory Auditors, proxies, consultants and professionals, suppliers, customers, financial institutions and intermediaries, Public Administration, subsidiaries and affiliated companies, trade associations and associations of a social nature, political parties, trade unions, competitors and reference communities, and all those who directly or indirectly, permanently or temporarily, establish dealings or relations with the Company to pursue its objectives. All these subjects can be considered as recipients of this Code of Ethics.

Although, as described above, the dissemination of the SUPPLHI Code of Ethics is promoted towards all the Stakeholders that come into contact with the Company, compliance with said Code is to be considered as being of particular importance for those subjects who have the most influence on the Company’s reputational responsibility, primarily its employees.

The commitment of all Stakeholders towards the standards and principles of SUPPLHI described within this Code is particularly necessary to ensure that the Company’s reputation continues to be one of the most important company assets.

All Recipients have a duty to familiarize themselves with the content of the Code of Ethics, comprehend its meaning, and if necessary take steps to obtain clarification on it so as to implement it fully.

Following the instructions formalized in the Code ensures that the Recipients, each within the sphere of their own responsibilities and offices, contribute towards accomplishing the Company’s objectives, in an atmosphere of sharing results and of personal and professional development.

In this case, failure to comply with said provisions may give grounds for disciplinary measures; furthermore, in the event that said standards are required by law, infringement may also entail civil or criminal liability.

2. MANIFESTO OF VALUES

SUPPLHI believes in certain core values: honesty, integrity and respect for individuals.

Furthermore, SUPPLHI firmly believes in the fundamental importance of mutual trust, transparency, teamwork and professionalism, and in taking pride in one's work.

SUPPLHI operates in compliance with the laws of the countries in which it carries out its activities, and recognizes the importance of proper dialogue and of commitment to the individual stakeholders.

2.1 HONESTY

Honesty is the underlying principle of every activity undertaken by SUPPLHI, its initiatives, reports and communications, and it is an essential element of management.

Relations with Stakeholders are based on the criteria and behaviour of correctness, collaboration, loyalty and mutual respect.

All employees and collaborators of SUPPLHI must also respect the duties of honesty and diligence imparted by the Company, avoiding wrongdoing at all costs, not merely when it is apparent, but also when it is expressed through unlawful deeds or unfair advantages arising from situations of conflict of interest.

SUPPLHI's attitude is aimed at identifying virtuous conduct that eliminates any tendency towards illicit behaviour at the source.

2.2 COMPLIANCE WITH THE LAW

In the broader context of essential and fundamental values, SUPPLHI deems that compliance with the laws in force in all the countries in which it operates is an indispensable principle. Hence, all its activities are guided by and carried out in conformity with the legislation and all the applicable regulations, and by the principles and procedures established for that purpose.

The provisions set out below are to be considered binding and they apply to every aspect of the working context for all the Recipients of this Code:

- a general prohibition on any deed that is against the law, whether obviously or in a concealed manner, and on any deed that is at odds with the policy laid out in this regulation;
- a ban on offering or accepting utilities that exceed the use or the canonical rules of business or of courtesy, paying particular attention to avoid such practices leading to expectations relating to the Company's attitude, or to the existence of any benefits. Further details are provided below in this document.

All conduct that is contrary to the behaviour established in this regulation shall be repressed with the greatest diligence.

SUPPLHI shall endeavour to ensure that any dispute in which it may become involved is managed in accordance with the principles of transparency, legality, correctness and accountability.

From its shareholders, administrators and employees in general, and from any person who carries out offices of representation for any reason, including de facto, SUPPLHI demands compliance with the law and with all applicable regulations, and with the principles and procedures established for this purpose, as well as ethically correct conduct, in order to safeguard its moral and professional trustworthiness.

SUPPLHI commits itself to taking all necessary and appropriate steps so that the constraint of compliance with legislation and all applicable regulations, and with the principles and procedures established for this purpose, is

embraced and practiced by its shareholders, administrators, management, employees and collaborators in general, and by consultants, suppliers, customers and any entity with which it has dealings.

2.3 TRANSPARENCY AND COMPLETENESS OF INFORMATION

SUPPLHI recognizes the fundamental value of correctly informing shareholders and the relevant departments and authorities on significant facts concerning corporate and accounting management.

The rules of transparency and fairness set out above should in particular be considered as aimed at safeguarding the trust of third parties and creditors, with a specific view to protecting the balance sheet.

All actions and operations undertaken by SUPPLHI must be properly recorded and it must be possible to verify the decision-making, authorization and implementation processes.

Every operation must have proper supporting documentation so that it is possible at any time to carry out inspections in order to confirm the nature of and reasons for the operation, and to identify the persons that have authorized, carried out, recorded and verified said operation.

Accounts shall be kept in an accurate, complete, and timely manner in accordance with company procedures for accounting, for the purpose of providing a faithful representation of the equity/financial situation and the management activity. To this end, the employees involved in accounting shall ensure the utmost collaboration, completeness and clarity of the information provided, as well as the accuracy of the data and data processing. Accounts is understood as any documentation that numerically represents deeds of management, including internal notes for reimbursement of expenses.

The financial statements and corporate communications required by law shall be drawn up clearly, and shall represent the Company's equity and financial status correctly and truthfully.

All statements, communications and filings at the register of companies that the Company is legally obliged to produce shall be made by the persons identified by law in a timely and truthful manner, and in compliance with the applicable regulations.

It is expressly forbidden, by concealing documents or other means, to impede or hinder the carrying out of the monitoring or auditing activities legally attributed to the shareholders, other corporate bodies, or auditing firms. Engaging in simulated or fraudulent conduct aimed at determining the majority in a shareholders' meeting for the purpose of procuring unfair profit for oneself or for others is prohibited.

It is also forbidden to divulge to public supervisory authorities, within the communications required under the law and for the purpose of hindering the performance of the supervisory duties, any material facts that are not true, or that are still subject to evaluation, relating to the economic, equity, or financial status of SUPPLHI, or to conceal using other fraudulent means any facts that should have been communicated. Under no circumstances is it permissible to knowingly obstruct the duties of public supervisory authorities.

Furthermore, it is forbidden, even through concealed channels, to return conferrals made by shareholders, or to release them from their obligation to make them, except in cases of legitimate reduction of the share capital. Distributing profits or advances on profits not yet earned or allocated to reserves, or distributing restricted reserves is prohibited. Reducing the share capital, and mergers or demergers in violation of the provisions of laws safeguarding creditors is forbidden.

Any kind of operation that could cause damage to creditors is forbidden.

Lastly, it is prohibited to carry out illegal transactions involving shares or participations of the Company and to carry out transactions to the detriment of creditors.

2.4 CONFIDENTIALITY AND DATA PROTECTION

The Company is committed to treating personal data and company information, particularly if confidential and/or privileged, which is gathered and managed within the sphere of its activities, in accordance with the applicable laws.

Also expressly prohibited is the conduct of divulging false information or engaging in simulated operations or any other artifice that is concretely fitting for causing a significant change in the value of securities or financial instruments of SUPPLHI, insofar as unlisted.

It is forbidden for anyone in possession of inside information regarding the Company to:

- purchase, sell, or carry out other transactions directly or indirectly on their own behalf or for others on shares of the Company, using said information;
- communicate said information to others, outside the normal course of employment, profession, duties, or office;
- advise or induce others to carry out the above-mentioned operations. Collaborators of SUPPLHI may not, for their own benefit or for the benefit of third parties, divulge false information regarding the Company (for example, economic-financial data or data relating to the management), which, as such, is capable of determining a significant change in the price of financial instruments of the Company, insofar as unlisted.

In general, it is prohibited for anyone to solicit or issue confidential or privileged information, or information that could compromise the integrity or the reputation of the parties.

2.5 RESPECT FOR THE PERSON

SUPPLHI promotes respect for the physical, moral and cultural integrity of the person, guarantees working conditions that respect the dignity of the individual, and safe workplaces, and commits itself to applying the appropriate legislation and employment contracts to its employees.

SUPPLHI resists demands or threats aimed at inducing people to break the law or violate the Code of Ethics, or to adopt conduct that is detrimental to the moral and personal convictions and preferences of anyone.

SUPPLHI supports and respects human rights, in conformity with the UN Universal Declaration of Human Rights.

2.6 IMPARTIALITY AND EQUAL OPPORTUNITIES

SUPPLHI eschews all discrimination on the grounds of age, gender, sexual orientation, state of health, ethnicity, nationality, political opinions and religious beliefs in all decisions that influence relations with its stakeholders.

During the selection and recruitment process for personnel, SUPPLHI observes meritocratic principles and values of equality, non-discrimination, and equal opportunities for every individual.

All in complete compliance with laws and regulations.

3. RULES OF CONDUCT

Below are illustrated the general rules, which indicate the behaviour to be adopted when carrying out the various company activities for the purpose of complying with the contents of the reference ethical principles.

3.1 TOWARDS CUSTOMERS

SUPPLHI pursues a growth process conditioned by the success of its customers because, as a supplier, it ties the achievement of its goals to their results. As a consequence of this, customer satisfaction is a crucial element of the business and the work; understanding and satisfying their demands is and must remain a basic element of how the Company operates.

The relationship that SUPPLHI establishes with its customers is based on willingness to dialogue, on

understanding requirements, and on professionalism in complying with the agreements, also in the context of consolidating the relationship in the long term, and is regulated by specific contracts aimed at attaining the greatest possible clarity in the disciplining of the relationship and in its balanced management.

Customers are selected on the basis of balanced consideration of all the elements of the contractual relations, as they are established, without applying discrimination of any nature between the customers themselves and adopting selection criteria founded on objective and transparent elements, strictly of a commercial nature, that can be attributed to the reliability of the contractor.

SUPPLHI's style of behaviour towards customers is characterized by accessibility, respect and courtesy, within the sphere of collaborative and highly professional relations.

SUPPLHI pursues its mission through its offer of quality products, services and performances, on competitive terms and respecting all the regulations that safeguard fair competition.

It is obligatory for employees and collaborators of SUPPLHI to:

- provide high quality services and performances that satisfy the reasonable expectations and needs of the customer, with efficiency, courtesy and timeliness, and within the limits of the contractual provisions;
- provide accurate and exhaustive information regarding the services offered so that the customer may make informed decisions;
- be truthful in advertising and other types of communication.

3.2 TOWARDS SUPPLIERS

Suppliers play an essential role in company strategy and in the obtainment of high performance.

Relations with suppliers are founded on compliance with principles of correctness, transparency, and good faith; procurement decisions are based on objective and transparent parameters, such as quality, service, price, and assistance. All the activities undertaken are aimed at creating a relationship of lasting collaboration and partnership.

SUPPLHI performs the processes of research and selection of its suppliers in accordance with objective and documentable criteria of competitiveness, quality, objectivity, correctness, and respectability, and in line with the principles referred to in this Code of Ethics.

In all cases, the products and/or services provided must result from concrete company requirements, motivated and illustrated in writing by the respective managers authorized to undertake the commitment of expenditure, within the limits of the available budget.

The collaborators involved must orient their efforts in relations with suppliers faithfully, transparently and honestly.

The processes of purchasing goods and services, both professional and not, are characterized by seeking out the greatest competitive advantage, understood as the greatest possible satisfaction of the needs of the end customer, the granting of equal opportunities for the persons involved, loyalty, and impartiality.

Contract procedures with suppliers must be informed on the clarity and transparency that constitute an essential part of the Company policy, and they must tend towards preventing SUPPLHI and third parties from being bound by commercial dependency.

SUPPLHI requires its suppliers and external collaborators to respect the law and its ethical principles, deeming this aspect to be of fundamental importance in the establishment and continuation of business relations.

Every supplier, commercial partner and external collaborator shall be duly informed on the existence of the Code of Ethics and the commitments that are required in accordance with it.

When stipulating supply contracts and in all other aspects of the contractual activities, it is essential that employees bear the effective needs in mind, thus justifying the commitments of expenditure, and ensure that the established limits of the budget are held in high esteem and respected by third parties.

3.3 TOWARDS EMPLOYEES

The Company acknowledges the importance of human resources (understood as both employees and collaborators who supply their services to the Company under contractual forms other than subordinate labour) as one of the essential factors in the achievement of company objectives, and recognizes the importance of proper training, preparation, and motivation of the personnel to maintain the quality of the service offered to the customer.

The principles described hereinafter guarantee respect of the individual, in line with national laws and international principles for the protection of human rights. All employees and collaborators of the Company commit themselves to acting in good faith for the purpose of respecting the obligations arising from the employment contract and from that which is envisaged in the Code of Ethics, guaranteeing the performance required of them and respecting the commitments undertaken, also in the event that they become aware of any adoption of behaviour that differs from that defined in the Code on the part of other Recipients of the Code.

3.3.1 Selection and management of personnel

Employees are recruited on the basis of their experience, aptitude, and skills. Recruitment is carried out exclusively on the basis of the correspondence between expected profiles and required profiles; professional growth and career advances are oriented towards guaranteeing maximum fairness and equal opportunities, without discrimination on the grounds of gender, race, age, sexual orientation, religious belief, or any other factor.

The Company defines adequate procedures for the purpose of optimizing the selection process, the insertion and the training of newly-recruited personnel, and for the training and management activities of the workers already on the pay roll.

3.3.2 Harassment

The Company deems unacceptable any type of violence, harassment or unwelcome behaviour that violates the dignity of the person towards whom these stances are aimed. Hence, any form of sexual harassment, or referring to personal, cultural and religious diversity is prohibited.

3.3.3 Constitution of the employment relationship

The personnel shall be hired with a proper work contract; no improper form of employment shall be tolerated.

Upon the establishment of the work relation, the recruitment documents shall be delivered. Each employee/collaborator shall receive precise information on the characteristics of the position, on the regulatory elements, and on the minimum wage levels, as governed by the national collective labour contract; s/he shall be accurately informed on the norms and procedures to be adopted in order to avoid possible risks to health associated with the work activity, and on the contents of this Code of Ethics.

This information is presented to the employee/collaborator so that acceptance of the position is based on its effective comprehension

3.3.4 Work environment

All employees and collaborators must personally contribute to the establishment and maintenance of an environment of mutual respect, showing consideration toward colleagues and the feelings of everyone, in a climate of collaboration and support.

3.4 HEALTH AND SAFETY

The Company is committed to propagating and consolidating a culture of safety by developing an awareness of risks, promoting the knowledge of and compliance with the applicable regulations, and promoting responsible behaviour on the part of all the workers.

Every employee and collaborator must avoid exposing others to risks and dangers that could be detrimental to

their health and physical safety, bearing in mind that each worker is responsible and must act with the objective of ensuring effective management of the safety and health of the work environment.

3.5 TOWARDS THE ENVIRONMENT

SUPPLHI pays the greatest attention to the environment and to the communities in which it operates, and draws inspiration from the objectives indicated by the international conventions on sustainable development.

The Company is continuously exploring solutions that allow the environmental impact of the activities, products and services to be reduced. It is, moreover, engaged in the implementation of systems for managing environmental variables, which entail alerting and involving employees so as to promote a sense of duty toward compliance with the environmental policy, the objectives, and the programmes; monitoring the constant compliance to the environmental policy adopted; and preventing pollution and environmental accidents.

3.6 BUSINESS ETHICS

The Company prohibits fraudulent practices and behaviour, actual or attempted corruption, favouritism, and in general any conduct that is against the law and in violation of that which is envisaged in this Code.

Personnel may not receive or offer gifts or presents that could be interpreted as exceeding normal commercial practices or courtesy, or which in any case could be interpreted as being made for the purpose of acquiring preferential treatment for the donor or in the performance of activities associated with the Company.

3.7 TOWARDS THOSE WITH WHOM BUSINESS RELATIONS ARE ESTABLISHED

SUPPLHI ensures honesty, integrity, and equity in every sphere of its activities, and expects the same behaviour in the relations with all those with whom it establishes business ties. Agents, Partners, Experts, etc. must be informed of the existence of the Code and of its relative commitments, and they must commit themselves to fulfilling them.

3.8 TOWARDS PUBLIC ADMINISTRATIONS

Relations between SUPPLHI and Public Administrations – whether trade-oriented or of any other nature – are based on principles of fairness, transparency, and collaboration, as well as on strict adherence to the provisions of law and the applicable regulations, and they may not compromise the integrity or the reputation of the Company.

Commitments to Public Administrations shall be undertaken solely by the appointed and authorized persons. The Company distances itself from any behaviour that may be interpreted as a promise or offer of payments, goods, or other utilities of various types, for the purpose of promoting and favouring its interests, and drawing benefit from them.

It is also strictly forbidden to make use of third parties (for example, external collaborators, agents, intermediaries or representatives and/or third parties in general) to propose, attempt and/or engage in corruption or make illegal or inappropriate payments in favour of public officials or government representatives, or persons belonging to national or international organizations, their relatives, friends or collaborators, or associates in any capacity.

3.9 RELATIONS WITH THE JUDICIARY AND WITH AUTHORITIES VESTED WITH POWERS OF INSPECTION

SUPPLHI abides by the law and does not hinder the activities of the judiciary.

The Company encourages its collaborators to adopt open and transparent behaviour and to respond helpfully to the legitimate requests of the Judiciary and every other State Body.

Relations with the Public Administration and with every other State Body are indicated and conducted in essential matters by managers of the Company vested with high office from the hierarchical point of view. The obligations of these collaborators include that of attending checks and inspections on company premises, and an informative duty to the Supervisory Authority.

SUPPLHI forbids its collaborators from amending, concealing, destroying, or falsifying documentation whose presence on company premises may be of interest to the bodies of the Public Administration vested with the offices of monitoring and inspection. Similarly, it orders them, if requested, to unhesitatingly provide explanations and statements and information of a truthful nature.

During accesses, SUPPLHI employees shall maintain proper conduct, avoiding any engagement with representatives of the Public Administration aimed at influencing the inspection activity.

Should a SUPPLHI collaborator be involved in a judicial inquiry, in an investigation, or in an inspection, for activities connected with his or her office duties, s/he must immediately inform his or her hierarchical superior; this latter shall in turn keep the Supervisory Authority constantly informed, also for the purpose of evaluating the necessity of adopting any measures in this regard.

Those who, through matters related to the working relationship, become the subject, even in a personal capacity, of investigations or inspections, or receive subpoenas, and/or those who are notified of other judicial proceedings must inform their hierarchical superior. In every case, the hierarchical superior must inform the Supervisory Authority of the aforementioned situations.

3.10 CONFLICT OF INTEREST

The personnel are obliged to avoid all situations and all activities in which a conflict with the Company's interests may arise, or which could interfere with their ability to make impartial decisions in the best interest of the Company and in full compliance with the regulations of the Code.

Personnel must, moreover, refrain from gaining personal advantage from the disposal of company assets, or from business opportunities of which they have become aware during the course of performing their duties. Any situation that may represent or bring about a conflict of interest must be promptly communicated to the person's direct superior or company representative, or to the body appointed to oversee the application of the Code.

3.11 TOWARDS LOCAL COMMUNITIES

SUPPLHI carries out its activities as a responsible citizen of the local communities in which it runs its business, interacting with the local players transparently, and collaborating with its stakeholders in promoting the development of the territory.

3.12 RELATIONS WITH ASSOCIATIONS (NON-PROFIT, VOLUNTARY WORK, ETC.)

SUPPLHI's actions are governed solely by the principles of its mission, in a context of respect for all opinions that are inspired by constitutional and democratic principles.

SUPPLHI may contribute towards the funding of associations and the support of committees, organizations and the like, provided they are not of a political character, and that this activity respects the company bylaws, the applicable regulations.

SUPPLHI may engage in normal commercial or judicial relations with the same persons or entities in the observation of the laws, the applicable regulations, and the Code of Ethics.

3.13 PROTECTION AND DISSEMINATION OF INFORMATION

The personnel's privacy is safeguarded in compliance with the reference legislation, also by means of operational standards that specify the information received and the relative methods for processing and preserving it.

The information, data and know-how that is acquired, processed and managed by the personnel in the performance of its work activities must remain strictly confidential and appropriately protected, and cannot be used, communicated or divulged, either inside or outside the Company, unless in compliance with the applicable legislation and with company procedures

SUPPLHI shall only communicate information that is complete, truthful and transparent.

Relations with the media are guided by this principle and are the exclusive responsibility of the persons delegated to that end. Employees/collaborators shall not supply information to the outside, nor shall they undertake to do so, without authorization from the relevant offices.

Data or information communicated to the outside must be truthful, transparent and consistent with SUPPLHI's policies. Hence, collaborators shall refrain from behaviour and statements that could damage SUPPLHI's image in any way.

In no shape or form shall employees/collaborators offer payments, gifts or other benefits aimed at influencing the professional activity of the media, or anything that may reasonably be interpreted as such.

3.14 COMPANY ASSETS

The use of SUPPLHI's resources is characterized by the utmost transparency, with periodic reporting to the relevant internal and external supervisory authorities.

SUPPLHI is committed to operating with all due care and diligence to safeguard its assets, through responsible behaviour and in line with the operational procedures regulating their use, and documenting their use where appropriate.

Every employee and collaborator is obliged to use the company assets with diligence, behaving responsibly and endeavouring to safeguard the assets. Company assets must be used appropriately and in compliance with company interests, preventing third parties from making improper use of them. It is expressly prohibited to use company assets for personal requirements or for reasons other than work-related ones, for purposes contrary to law, public order and morality, for committing crimes or inducing others to commit crimes, or for acts of racial hatred, incitement to violence, discriminating acts, or violations of human rights.

For that which specifically concerns IT tools, it is expressly prohibited to adopt any conduct that may damage, alter, deteriorate, or destroy computer or data transmission systems, computer programs and data belonging to the Company or to third parties, or to intercept or illicitly interrupt IT or data transmission communications. It is furthermore prohibited to illicitly hack into IT systems protected by protection systems, and also to gain access or divulge passwords that protect IT or data transmission systems

3.15 PREVENTION OF CORRUPTION AND CONFLICTS OF INTEREST

SUPPLHI endeavours to avoid situations where the persons involved in the transactions are in conflict with the interests of the Company. Hence, it forbids all corrupt practices, unlawful favours, collusive conduct and soliciting, directly and/or through third parties, of personal and career benefits for one's self or for others, and any similar behaviour.

SUPPLHI is aware of all the national and international legislative initiatives aimed at tackling corruption, including that between private individuals.

To this end, the Recipients shall refrain from:

- promising, offering or giving, directly or through an intermediary, any unfair advantage and/or utility of any nature to employees, managers, administrators, auditors, liquidators of private sector entities – or to persons identified by them – in exchange for their committing or omitting a deed in violation of their duties of office and/or of loyalty;
- soliciting or receiving, directly or through an intermediary, for themselves or for others, any money, utility or unfair advantage of any nature, or accepting a promise to that end, in exchange for committing or

omitting a deed in violation of the duties of their office or obligations of loyalty.

Conflicts of interest are understood as all those legally anomalous situations in which an employee, a collaborator or an administrator finds him/herself in the position of exercising the powers vested in him/her by the Company and at the same time is the bearer of economic interests, either personal or belonging to third parties, that are incompatible with said powers.

Every employee and collaborator is obliged to avoid situations in which conflicts of interest may arise, and to refrain from taking advantage, for him/herself or for others, from activities performed in the exercise of said duties.

In the event that a conflict of interest should arise, s/he is obliged to inform his or her direct hierarchical superior or office manager and/or the organizational unit under whom s/he works, or the Supervisory Authority.

3.16 COMPLIANCE WITH LEGISLATION RELATING TO COMBATING CRIMES AGAINST INDUSTRY AND COMMERCE AND WITH LEGISLATION RELATING TO COPYRIGHT

SUPPLHI bases its conduct on lawfulness and transparency in every sector of its activities, including commercial relations, and condemns every possible form of interference with the freedom of industry or trade, and every possible form of unfair competition, fraud, counterfeiting or usurpation of intellectual property rights, exhorting all those who work in the interests of the Company to respect the existing legislation.

With particular reference to the matter of copyright, the Company protects its own intellectual property rights, including copyrights, patents, trademarks and distinctive signs, in accordance with the policies and procedures established for their protection, and also respecting the intellectual property rights of others.

All industrial and intellectual property rights and copyrights on goods subject to deprivation (i.e. patents, trademarks, distinctive signs, and commercial secrets deriving from discoveries and inventions developed within the sphere of the working activities) belong to SUPPLHI, which retains the right to use them as and when it considers opportune, in conformity with applicable legislation.

Ownership of intellectual and industrial property rights on said goods is extended to the projects, systems, procedures, methodologies, research, reports and publications, and to any other activity carried out within the Company and in its interests.

SUPPLHI is committed to protecting its own intellectual property rights and to refraining from using goods and utilities protected by others' rights. In the same way, the Company shall not violate the license agreements of intellectual property rights of others, nor make unauthorized use of them.

3.17 COMPLIANCE WITH LEGISLATION RELATING TO ANTI-TERRORISM, ANTI-MONEY LAUNDERING AND COMBATING TRANSNATIONAL CRIME AND ORGANIZED CRIME

SUPPLHI also acknowledges the primary value of the principles of democratic order and of free political determination.

Hence, it is forbidden and entirely alien to engage in any behaviour that may constitute or be associated with terrorist activities or subversion of the democratic order of the State, or which may constitute or be associated with crime, including transnational crime, pertaining to criminal association, also mafia-style, money laundering, the use of money, goods or utilities of illegal origin, inducement not to make statements or to make false statements to the judicial authorities, aiding and abetting, and pertaining to criminal association aimed at smuggling foreign-produced tobacco, and the illegal traffic of drugs or psychotropic substances, or again pertaining to potential contravention of the measures to combat clandestine immigration and relating to the traffic of arms.

With specific reference to national and international regulations and provisions relating to combatting money laundering, SUPPLHI implements the necessary checks for the preventive verification of the information available on all trade partners before establishing business relations with them. Furthermore, to avoid giving or receiving unwarranted payments and the like, in all their dealings, employees and collaborators shall respect

the following principles regarding documentation and the keeping of records:

- all payments and other transfers made by or to the Company must be accurately and entirely recorded in the accounting books and the obligatory documents;
- payments in cash, even for small amounts, shall be kept to a minimum;
- all payments must be made exclusively to the payees, and solely for the activities that have been contractually formalized and/or deliberated by the Company;
- no false, incomplete or misleading records shall be created and no hidden or unrecorded funds shall be instituted, nor may funds be deposited in personal accounts or accounts not belonging to the Company;
- no unauthorized use of the Company's funds or resources shall be made.

The Company commits itself to promoting and adhering to responsible behaviour aimed at preventing the crime of money laundering, with particular reference to legislative provisions relating to tax offences that may constitute the predicate offence of self-laundering.

4. INTERNAL CONTROL SYSTEM

SUPPLHI's policy is to spread a culture to all levels that is characterized by the awareness of the existence and the adoption of a mentality oriented at reinforcing the internal control system.

Sensitivity towards the internal control system is constructive for the contribution it makes towards improving efficiency, respect for the law and procedures, and for the protection of SUPPLHI's tangible and intangible assets, and the trustworthiness of accounting and financial data.

Responsibility for implementing an effective internal control system is shared at every level of the organizational structure; consequently, all collaborators, within the sphere of the duties performed, are responsible for the definition and the correct functioning of the internal control system.

Every activity must be appropriately documented and, wherever possible, formalized, for the purpose of constantly ensuring traceability, verification of the reasons for and the characteristics of the operation, and the identification of the person in charge who authorized, verified or carried out said activity.

All administrators, department managers, employees and collaborators, each within the sphere of their skills and duties, are required to observe the procedures scrupulously. They are also obliged to collaborate fully with the Supervisory Authorities.

5. METHOD OF IMPLEMENTATION

5.1 SUPERVISORY AUTHORITY

It will be the Directors' duty to supervise the implementation of the Code, by:

- monitoring the effectiveness of the Code on the part of the interested parties by discreetly and responsibly gathering and evaluating any information provided by internal and external stakeholders;
- promoting training and communication activities on the behavioural contents expressed in the Code.

5.2 COMMUNICATION AND TRAINING

The Code is brought to the attention of the stakeholders through the tools of company communication and is disseminated to the recipients in accordance with the most suitable methods for the purpose, including encounters and training material.

5.3 NOTIFICATIONS

Stakeholders may report, in writing and not anonymously, any infringement or suspected infringement of the Code to the Authority, by sharing the information with one of the Directors. The confidentiality of the reporting party is guaranteed, except as required by law.

The Directors shall analyse the notification, if necessary interviewing its author and the person responsible for the alleged infringement. They shall act in such a way as to protect the notifying parties against any type of retaliation, understood as any deed that could give rise to even the suspicion of being a form of discrimination or penalization.

5.4 INFRINGEMENTS

In the event of ascertained infringements of the rules, principles and values expressed in this Code, SUPPLHI shall adopt sanctions proportionate to the seriousness of the facts, and in any case in line with company regulations and with the applicable legislation.

Any infringement of the provisions of the Code may constitute non-fulfilment of the obligations of the working relations and/or a disciplinary offence, with every legal consequence, also as regards the preservation of the working relations, and may entail compensation for damages arising therefrom.

Any employee and collaborator who may become aware of any alleged infringement of this Code, or of behaviour not in conformity with the rules of conduct adopted by SUPPLHI, shall promptly inform the Supervisory Authority in writing.

Every infringement or suspected infringement must be communicated, in writing and not anonymously, to the Directors of SUPPLHI S.r.l. at the following e-mail address: info@supplhi.com

The confidentiality of the identity of the reporting party is guaranteed, as is their protection from any type of retaliation.

As regards the other recipients called upon to endorse the Code, infringement of the precepts included herein entails the adoption of measures proportionate to the seriousness or recidivism of the breach or the degree of guilt, up to the termination of contracts in existence with said recipients. In this case, too, SUPPLHI may demand compensation for any damages suffered as a consequence of said behaviour.

6. APPROVAL OF THE CODE OF ETHICS AND ITS AMENDMENTS

This Code was approved by a resolution of the Board of Directors on 05/04/2016.

Any amendments/updates are subject to the approval of the Board of Directors.

SUPPLHI shall ensure that the Code of Ethics is disseminated within the Company, by delivering it directly to employees, senior management, shareholders and the various company organizations; subsequent amendments and integrations must be made known to the same subjects and, at the same time, copies of the Code of Ethics must always be available in the Personnel Office.

The Company commits itself to initiating specific training and communication activities for the Recipients of the Code using the appropriate means.

In particular, for the purpose of making the Code of Ethics fully operational, SUPPLHI:

- guarantees the timely dissemination of the Code of Ethics and its subsequent updates and amendments among the Recipients;
- provides collaborators with adequate support through training and information, also for the purpose of allowing the resolution of interpretative doubts relating to provisions contained in the Code of Ethics;

- guarantees that the collaborators who report infringements of the Code of Ethics are not subjected to any form of retaliation;
- adopts sanctions that are fair and commensurate with the type of infringements of the Code of Ethics, in compliance with the provisions of law and with the contract applicable to each individual case;
- carries out periodic checks for the purpose of ascertaining compliance with the provisions of the Code of Ethics.

Furthermore, SUPPLHI hopes that its employees' spirit of collaboration may bring about amendments and integrations of the Code of Ethics to ensure that it is ever more in conformity with the concrete reality of the working environment, and kept constantly up to date.

Lastly, SUPPLHI is responsible for keeping this Code of Ethics up to date, bearing in mind also the preminent developments of the issue from the national and international perspective.