

ORGANISATION AND MANAGEMENT MODEL

**PURSUANT TO ARTICLE 6 OF ITALIAN
LEGISLATIVE DECREE 231/2001**

Part B) - Code of Ethics



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GLOSSARY

The Company (or 3F Filippi): 3F Filippi S.p.A., headquartered at Via del Savena 28, Pianoro (BO), Italy

The Legislation: Italian Legislative Decree no. 231/2001, as amended.

Organisation: companies, associations, consortia and other bodies subject to the provisions of Italian Legislative Decree no. 231/2001.

Crimes: illicit activity relevant to the provisions of the Legislation.

Organisational Model (or the Model): the organisation and management model adopted pursuant to article 6 of the Legislation.

Code of Ethics: corporate behavioural code adopted as an integral and substantial part of the Model.

Supervisory body: the body designated pursuant to article 6 of the Legislation, which is assigned the responsibility of monitoring the operation and observance of the Model and ensuring it is kept up-to-date.

Senior Management: persons responsible for the representation, administration or management of the company, or one of its business units assigned financial and operational independence, as well as persons who exercise management and control over the same, also on a de-facto basis.

Subordinates: persons subject to management or monitoring by a person in a senior management role.

At-risk areas: the company's areas of activity in which there is a risk of crimes being committed.

Sensitive process or activity: corporate operational processes in which crimes may be committed (or else the conditions for crimes may be created).

Department/Area/Office: organisational division of the company.

Group: corporate group to which the Company may belong, including companies directly or indirectly controlled, or subject to common control, as per the group's organisational diagram.

Employees: the company's workers, including management.

Consultants/contractors: those who act in the name of and on behalf of the Company on the basis of a suitable commission, other contractual requirement or proxy, and who directly or indirectly perform tasks connected to the Company's activities (e.g. professionals, consultants).

Interlocutors: all the company's contractual opposing parties who are not consultants/contractors, whether they be physical or legal persons (e.g. customers, suppliers), as well as the company's sales or operational partners with a role in specific projects or operations.

Corporate Bodies: the Company's Board of Administration and Board of Auditors.

Recipients: all parties to whom the Model (including the Code of Ethics) is addressed, in other words to Corporate Bodies as well as Employees, Consultants/Contractors and Interlocutors.

Disciplinary Offence: Violation of the behavioural standards outlined in the Model (including the Code of Ethics) by an Employee.

CCNL: Italian collective labour contract applicable in the company.

Public Administration (or P.A.): any public administration or civil service body, including public officials or those assigned to provide public services (including on a de-facto basis), including foreign government officials, as well as officials and members of the bodies of the European Community.

Code of Ethics

INTRODUCTION

3F Filippi S.p.A. (hereinafter “3F Filippi”) has decided to adopt this Code of Ethics in order to provide precise behavioural guidelines in order to promote a corporate culture characterised by the values of integrity and responsibility which belong to the company's vision and mission.

3F Filippi has been a major player in the lighting industry for more than 60 years, with extensive experience in the design and manufacture of technically efficient lighting systems. 3F Filippi manufactures products of the highest quality, allowing it to proudly export Italian-made technology to over 50 countries around the world.

ARTICLE 1. RECIPIENTS

This Code of Ethics is an integral part of the Organisation and Management Model laid out in Article 6 of Italian Legislative Decree no. 231 of 8 June 2001 (hereinafter “the Model”), adopted by the company, to which the same Model expressly refers (Code of Ethics: Part B of the Model).

By adopting this Model, the Company has designated the supervisory body assigned to monitor its operations and observance of the Model, and to ensure it is kept up-to-date (Supervisory Body).

The regulations of the Code apply to whomsoever should collaborate with the company in any capacity, in other words to all recipients, and in particular:

- Senior Management, in other words internal persons responsible for the representation, administration or management of the company, or one of its business units assigned financial and operational independence, as well as persons who exercise management and control over the same company (e.g. members of the board of directors or auditors, managers), also on a de-facto basis.
- Subordinates, in other words parties who are subject to management or supervision by a member of senior management (e.g. employees);
- Consultants/contractors, in other words those who act in the name of and on behalf of the Company on the basis of a suitable commission or

- proxy, and who directly or indirectly perform activities connected to or concerned with the Company's activities (e.g. professionals, consultants).
- interlocutors, such as the company's contractual opposing parties who are not consultants/contractors, whether they be physical or legal persons, for instance customers, suppliers and more generally all parties to or from whom the company supplies or receives any goods or services, as well as the company's sales or operational partners with a role in specific projects or operations.

All Recipients have the duty to:

- Be familiar with the requirements of the Code
- Avoid conduct which violates the provisions of the Code
- Notify their superiors and/or the Supervisory Body of any infraction of the Code which they should become aware of
- Work with the structures/parties assigned to monitoring that this Code is respected and followed
- Not undertake any initiative contrary to the provisions of the Code

ARTICLE 2. CORPORATE VALUES

2.1. Quality

The Company recognises that its customers hold a key role in its activities, and is committed to ensure it is fully aware of their needs and to supplying products and services which meet them, aiming to achieve very high levels of customer satisfaction.

The strict and thorough nature of the quality controls performed throughout the production process ensure constant quality of all our products over time.

The company is ISO 9001 certified for lighting technology and design, we work together with the best lighting designers to provide our customers with quality lighting in line with the latest regulations and guarantee the best performance, especially in the industrial, commercial and service sectors, and provide customised solutions.

3F is a member of ASSIL (Associazione Nazionale Produttori d'Illuminazione, Italian national association of lighting manufacturers), and a partner and founding member of IES (Illuminating Engineering Society of North America) and AIDI (Associazione Italiana Di Illuminazione, Italian lighting association).

The company uses its 3F Filippi EDG (Economia Di Gestione, economical management) logo to identify its most advanced products, in line with European standards. The company is also a supporting member of the GreenLight Programme (a programme of the European Commission which aims to reduce energy consumption), on the basis of which 3F Filippi runs campaigns to raise awareness to improve the quality and efficiency of lighting in commercial and industrial applications.

2.2. Workplace health & safety and the environment

Environmental management and workplace health and safety are one of the company's priorities, and as such policies, programmes and procedures are established to ensure our activities are performed in an ecologically correct manner and ensure our workers' health and morale are maintained.

2.3. Corporate Social Responsibility

The company believes that one of the key factors for its success is respecting the requirements of corporate social responsibility, or CSR.

In particular, we conform to the following principles:

- Not using or supporting the use of child labour
- Not facilitating or supporting forced labour
- Guaranteeing a healthy and safe workplace
- Respecting the rights of workers to unionise or join labour unions
- Not carrying out any kind of discrimination
- Not using or supporting disciplinary practices such as corporal punishment, physical or mental coercion, or verbal abuse
- Ensuring our working hours meet the provisions of applicable legislation, and national and local agreements
- Remunerating our employees in accordance with the applicable CCNL and any additional company-specific supplements to this collective contract.

ARTICLE 3. BEHAVIOURAL PRINCIPLES

3.1 General Criteria

All actions, operations and transactions put into place in the interest of the company or to its advantage must be inspired by the ideals of complete legitimacy, completeness and transparency of information, and must be

accounted for in an entirely clear and truthful manner according to applicable legislation and following the established procedures, and it must be possible for them to be verified by the supervisory bodies.

To this end, recipients are required to observe the provisions of this Code of Ethics while performing their assigned duties, and to do so in strict compliance with applicable legislation and regulations, also as regards their relationships with third parties.

Recipients are required to follow all provisions governing their conduct and to put any questions or doubts regarding the legitimacy of any conduct concerning the company to the HR department.

Fraudulent practices and behaviour, corruption, favouritism and more generally any conduct contrary to the law, sector regulations, internal regulations and this Code of Ethics are prohibited in commercial and promotional relationships. Such conduct is prohibited and shall be punished, regardless of whether it has been performed or attempted, directly or through third parties, in order to obtain advantages for themselves, for third parties or for the company.

Business development must fully respect correct economic principles, in the normal market context and in legitimate competition with competitors, with applicable laws and regulations followed at all times.

3.2 Conflicts of Interest

All business decisions and choices taken on behalf of the Company must reflect its best interests.

As such, any situations which might even appear to be a conflict of interest, that is in which a party uses their company or professional role to pursue their own interests, must be avoided and at least reported to their line manager (where applicable), or in the most serious cases to the Supervisory Body.

As an example, the following situations could represent a conflict of interest:

- Holding a management position in a business unit while holding common economic interests with suppliers
- Accepting money or favours from persons or companies who intend to enter into a business relationship with the company
- Having personal or family relationships which could influence one's independent judgement in deciding what is in the company's best interests and the most opportune method to pursue these

- To personally benefit, through family members, colleagues or intermediaries, from business opportunities connected to the performance of their duties or in relation to the activities performed on behalf of the company

Employees must not hold, directly or indirectly, significant financial interests in any company or organisation which has or aims to enter into a business relationship with, or is in competition with, the Company, unless they have obtained written approval in advance from the Company's board of directors.

ARTICLE 4. RELATIONSHIPS WITH CUSTOMERS AND CONSUMERS

The company pursues its success in the market by offering high-quality products and services under competitive conditions and complying with all competition regulations. We consider customer satisfaction as a factor of primary importance in fulfilling our corporate goals.

To this end, recipients are required to:

- Communicate with customers in a clear, honest and transparent manner, keeping them constantly and correctly informed on the characteristics of the goods and services offered by the company and its actions, using clear and simple language
- Deal with customers in a clear, honest and transparent manner, in compliance with the procedures and other instructions provided
- Provide high-quality products and services which satisfy customers' reasonable expectations and which safeguard their health and safety
- Ensure truthfulness in advertising, sales and any other communications

The Company expressly forbids any of its employees, contractors or consultants from receiving or accepting gifts or any other form of benefit (e.g. hospitality) from anyone who is in, or intends to form, a business relationship with the Company or group companies

In countries in which it is customary to offer/receive gifts, recipients may comply with these customs only in the event that such gifts are of an appropriate nature and modest value. In this case, applicable legislation, the commercial practices and the codes of ethics - if known - of the companies or organisations with which the company has a relationship must still be complied with. The line manager concerned or the Company Legal Department must immediately be informed.

The above-mentioned requirements do not, however, apply to ordinary and reasonable entertainment expenses or to low-value gifts which correspond to normal custom, as long as these do not violate any laws and comply with company procedures.

Accepting money or favours from persons or companies who are in or intend to enter into a business relationship with the company is prohibited in any and all cases.

Anyone receiving offers of money, gifts, favourable treatment or hospitality must immediately inform their line manager or the competent legal department of this.

Any gifts sent to employees or consultants/contractors at the company during holiday periods must be handed over for use by the company for charitable operations.

It is strictly forbidden to receive gifts or other such items at a home address.

In particular, the company is committed to respecting the rights of consumers, not marketing products which could be harmful to their health and safety, and providing complete information on its products.

To this end, the company's sales and marketing policies aim to ensure the quality of our goods and services, safety and observance of the *precautionary principle*.

Recipients are therefore required to:

- Follow internal procedures in their relationships with customers and consumers
- Provide high quality products which satisfy all reasonable expectations and requirements of customers and consumers in an efficient and courteous manner, within the limits of the contractual provisions
- Provide accurate and exhaustive information on our products and services and ensure advertising and other communications is truthful so that customers and consumers can make informed decisions.

ARTICLE 5. SUPPLIER RELATIONSHIPS

When selecting and managing relationships with suppliers, Recipients must:

- Follow applicable legislation and internal procedures for selecting and managing relationships with suppliers to the letter
- Adopt objective and transparent assessment criteria when selecting any supplier companies, which hold the necessary requirements

- Obtain collaboration from suppliers to ensure that customer requirements are met (in terms of quality, cost and delivery times)
- Observe and respect applicable legal provisions and the contractual provisions in the supply relationships
- Be inspired at all times by principles of legitimacy and good faith, in accordance with the most thorough business practices, when corresponding and communicating with suppliers

Recipients are forbidden from:

- Profiting from their position in order to obtain any personal benefit
- Giving or receiving, in any form and either directly or indirectly, payments, gifts or hospitality, unless this is of sufficiently low value (courtesy gifts)
- Being influenced by third parties outside the company in taking decisions and/or performing activities relating to their work or professional activities

Parties being offered gifts or other benefits which cannot be directly categorised to normal business courtesy must take any opportune initiative to refuse such an offer, and must in any case immediately inform their line manager or the HR department.

Accepting money or favours from persons or companies who are in or intend to enter into a business relationship with the company is prohibited in any and all cases.

In countries in which it is customary to offer gifts, recipients may comply with these customs only in the event that such gifts are of an appropriate nature and modest value. In this case, applicable legislation, the commercial practices and the codes of ethics - if known - of the companies or organisations with which the company has a relationship must still be complied with.

Any gifts sent to employees or consultants/contractors at the company during holiday periods must be handed over for use by the company for charitable operations.

It is strictly forbidden to receive gifts or other such items at a home address.

ARTICLE 6. HR MANAGEMENT

Recipients must follow applicable legislation and company procedures to the letter when selecting and managing relationships with employees. In particular, when hiring foreign workers, specific care must be taken to checking their residence permit, which is essential and must not be expired, withdrawn or cancelled.

The company is constantly committed to developing its employees' skills and abilities so as to ensure that individual creativity is fully expressed and realised. In order for the skills and abilities of each employee to be fully exploited, allowing them to fully express their potential, the company departments and/or those responsible for HR management must:

- Apply merit-based and professional competence criteria when making any decisions about employees
- Select, hire, train, remunerate and manage employees without any kind of discrimination, ensuring that they enjoy equitable treatment independent of gender, age, nationality, religion, ethnicity, political, philosophical or sexual orientation, and with reference to all aspects of the working relationship (including, for instance, professional recognition, remuneration, training and professional development courses)
- Make the most of the work of employees and contractors/consultants by requesting performance consistent with the activities assigned to them
- Promote the involvement of employees and external consultants/contractors by involving them in reaching the corporate goals
- Create a working environment in which personal characteristics or orientations cannot give rise to discrimination
- Guarantee equal opportunities in all aspects of professional life

The departments and/or persons assigned to the company's hiring process, in accordance with company protocol, shall be particularly thorough in assessing persons who have, or have had, direct or indirect relationships with the public administration.

The departments and/or persons assigned to the company's hiring process, in accordance with company protocol, shall be particularly thorough in evaluating applications from the relatives of employees of the public administration, or ex-employees of the public administration and their family members, who have actively and personally participated in business negotiations with the Company; equivalent care must be taken towards persons who participate or have

participated in granting requests made by the Company to the public administration.

It is also prohibited to request personal favours from subordinates, as well as any behaviour which would represent a violation of this code of ethics.

The Company respects fundamental human rights, rejects exploitation of minors and does not use forced, coercive or slave labour; it also repudiates the following conduct, which is therefore prohibited:

- Giving rise, in internal and external working relationships, to reducing persons to or keeping them in a state of subjection (through violence, threats, deceit, abuse of authority, physical or mental superiority or a situation of need, or through the promise or payment of sums of money or other advantages to those with authority over such persons)
- Giving rise to harassment, for example through the creation of a working environment which is hostile to individual workers or groups of workers, unjustified interference with the work of others and the creation of obstacles and impediments in the professional prospects of others, including sexual harassment (understood as being the subordination of professional growth or other advantages to sexual favours, or proposals for private interpersonal relationships which, due to being unwanted by the recipient, can have a negative effect on them)

Any form of sexual harassment or violence, or harassment relating to personal, gender or cultural differences, is forbidden. The following are therefore prohibited:

- Subordinating any decision relevant to the working life of the recipient to the provision of sexual favours, or to personal and cultural characteristics
- Persuading co-workers to provide sexual favours through the influence of one's role
- Proposing private interpersonal relationships despite this being clearly or reasonably evidently not wanted
- Alluding to physical or mental disabilities or defects, as well as to differences in culture, religion or sexual orientation.

Whenever an employee should feel they have been the victim of workplace harassment or mobbing, they may make a formal complaint to the HR manager who will ensure that the necessary further investigations are performed. The HR department shall treat such reports with the maximum confidentiality and will determine whether the accusations are well founded, within the limits of the powers granted to them by law; they will provide a response within 15 working days, and take any appropriate measures.

In general, reports of behaviour covered in this section can be made according to the procedures given in article 20.3 below.

ARTICLE 7. RELATIONSHIPS WITH CONTRACTORS/CONSULTANTS

All directors, managers and employees shall ensure they take the following measures in relation to their duties, in order to apply the principles outlined above:

- Follow the internal procedures for selecting contractors and consultants and managing relationships with the same to the letter
- Carefully select the best qualified persons and companies with the best reputation
- Inform third parties entering into relationships with the Company of the provisions of this Code and ensure they are respected
- Report any violations of the code in a timely manner and take the necessary steps

The company shall not enter into or continue any relationship with parties who demonstrate they do not wish to follow the principles of this Code of Ethics.

ARTICLE 8. RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION

8.1 General Principles

Relationships with the public administration, and in any case relationships of a similar nature entered into by the recipients must ensure that applicable legislation and regulations are followed to the letter and cannot in any way compromise the Companies' integrity or reputation.

Specifically:

- All relationships with the public administration involving Company departments, including through external contractors or consultants, must be performed according to principles of diligence, transparency and honesty, as well as the utmost propriety and integrity

- Taking on commitments and managing relationships of any nature with the public administration and/or of a public nature are reserved exclusively for the assigned and authorised company departments
- In the event that the Company uses a consultant or third party to represent it to the public administration, the same directives given to the Company's employees shall apply (e.g. operational and monitoring procedures)
- The company shall not allow itself to be represented to the public administration by any third party to whom a conflict of interest could apply or be construed

8.2 Obligations and prohibitions in relationships with the public administration

As a general rule, in its relationships with Italian and foreign public bodies, the Company repudiates and punishes any behaviour involving corruption, extortion or influence with the goal of giving or promising money or other consideration; specifically:

It is strictly prohibited to make payments or other compensation, in any form, offers, promises or facts, directly or through a physical or legal person, towards managers, officials or employees of Italian or foreign public administration, or their relatives.

It is prohibited to offer or accept any item, service or favour of value in order to obtain favourable treatment with regard to any relationship entered into with the public administration.

If a director, employee or consultant/contractor of the company should receive explicit or implicit requests for a benefit of any nature by the public administration, or by physical or legal persons acting on behalf of the same, they shall immediately suspend any existing relationship and inform the Supervisory Body.

These regulations also apply in the event of illicit goods or services received in a relationship with physical or legal persons acting on behalf of the public administration.

The regulations above do not apply to low-value "courtesy" gifts which correspond to normal custom, as long as these do not violate any laws and comply with company procedures.

It is prohibited to circumvent the requirements of this Code of Ethics by making use of different forms of aid or contributions (including the form of sponsorship,

assignments, consultancy, advertising, abnormal discounts or those not in any case due to normal business practice and company procedures) which have the same ends as those prohibited by the Code of Ethics.

With regard to grants and contributions:

- It is not permissible to present untruthful declarations to Italian or EU public bodies in order to receive public grants, contributions or subsidised loans, or to receive concessions, authorisations, licenses or other administrative acts.
- It is prohibited to assign sums received from Italian or EU public bodies in the form of grants, contributions or loans to purposes other than those for which they were awarded.

In its relationships with the public administration, the Company must not attempt to improperly influence the decisions of the institution concerned.

In any case, during the course of negotiations or (business) relationships with the public administration, the company commits to:

- Not offer work/business opportunities to public administration personnel involved in the negotiations or relationship, or to their family members.
- Not offer gifts.
- Not request or obtain confidential information which would be injurious to integrity or reputation.

With specific regard to the ICT systems of the public administration, the following are also prohibited:

- Alter the operation of one the public administrations ICT systems in any manner to procure an unlawful benefit for the company to the detriment of the state
- Access data, information or software contained in the public administration's ICT systems without authorisation, by any means
- Exceed any authorisations limits granted for access to public administration systems/software
- Access military, police, health, civil protection or other similar public ICT systems without authorisation
- Take action to destroy, damage, delete, alter or suppress information, data or computer programs used by the state or another public body or pertaining to the same or of public utility
- Take action to destroy, damage or render unusable or inoperable, in whole or in part, ICT systems of public utility

- Alter or forge any declaration or communication sent to the public administration, including telematically, which must be truthful
- Apply pressure to public employees to alter data and/or information present in public archives in order to benefit the company

ARTICLE 9. RELATIONSHIPS WITH THIRD-PARTY ORGANISATIONS

Contributions to political, labour and professional organisations made on the basis of specific legislation must be paid out in a manner which strictly complies with applicable legislative provisions. These contributions must be appropriately documented.

The company shall also not make contributions to organisations which could be construed as a conflict of interest.

Finally, the company shall assess any contributions to political and/or union parties, movements, committees or organisations with particular care and thoroughness.

ARTICLE 10. RELATIONSHIPS WITH REGULATORY AUTHORITIES

The Company fully and scrupulously observes the provisions issued by the authorities, whether these be local, national or international, and complies with sector legislation.

The Company is committed to providing all information required by the authorities responsible for regulating and controlling the markets (products and services) in a complete, correct, thorough and timely manner.

ARTICLE 11. RELATIONSHIPS WITH THE MEDIA

Relationships between the Company and the mass media are, in general, the exclusive responsibility of the company bodies and/or parties specifically assigned to them, and must be undertaken in compliance with the Company's communication policy.

Recipients are prohibited from providing information to the media without the authorisation of the assigned departments and/or parties

Equivalent authorisation is required for employees to participate as a company representative or in its name in committees, associations, conventions, congresses or seminars, as well as to write articles, papers or other publications.

Should such authorisation be granted, information and communications destined to be sent outside the company must be accurate, truthful, complete, transparent and homogeneous, and must be checked by the company departments assigned to this task.

ARTICLE 12. NON-PROFIT INITIATIVES

The company may make contributions to non-profit organisations whose goals are of a high cultural value or benefit, in compliance with the principles of transparency and honesty.

Such contributions or sponsorships may be in the field of sport, entertainment, art or culture. They are also destined only for events which offer a guarantee of quality and where those involved have reliable reputations.

In any case, when choosing the proposals to support, care must be taken to avoid personal or corporate conflict of interest.

ARTICLE 13. PREVENTION OF AT-RISK BEHAVIOUR

13.1 Counterfeiting of banknotes, coins and similar

It is prohibited to counterfeit banknotes, coins, public bonds, revenue stamps and watermarked paper for the company's benefit or advantage. It is also prohibited to put counterfeit banknotes, coins, public bonds, revenue stamps and watermarked paper into circulation (by accepting, purchasing or selling them).

Anyone receiving payment as settlement of company business in counterfeit notes or coins, or forged or stolen public bonds must inform their line manager and the supervisory body immediately.

13.2 Receiving Stolen Goods and Money Laundering

The Company and Recipients must never carry out or be involved in activities such as to imply the purchase, reception, concealment, laundering (namely, acceptance and processing) or use in economic or financial activities of money, assets (e.g. goods) or other proceeds of criminal activities in any form or manner.

Available information (including financial and reputational information) on business counterparties and suppliers must be checked in advance before entering into business relationships in order to ensure their respectability and the legitimacy of their activities.

The Company and the Recipients must always apply the money-laundering legislation applicable in Italy and abroad.

13.3 Records, Accounting and Corporate Wrongdoing

All Recipients work together to ensure transparent record keeping by providing complete and clear information and ensuring the accuracy of the data and processing.

Specifically, Recipients responsible for preparing economic, financial and asset reports must ensure that such activities are performed in conformity with legal requirements and generally accepted accounting principles: the reports produced must correctly reflect the company's business transactions and financial movements.

The financial reports and other company documentation required by law must be drafted in a clear manner and must correctly and truthfully represent the company's economic, net asset or financial situation.

To this end the Recipients involved in drawing up the financial statements in any manner are required to respect standards relating to the truthfulness and clarity of the accounting data and evaluations.

Notifications and registrations (e.g. at the register of companies) which are required by law must be made by the assigned parties in a timely and truthful manner, pursuant to applicable legislation.

The following actions are prohibited:

- Falsifying or causing others to falsify any corporate document or record
- Concealing or failing to record Company accounts, funds, activities or assets, including records or assets off the balance sheet
- Impeding or hindering accounts oversight or auditing by the persons assigned and authorised to do so (e.g. by concealing documents or other strategies)
- Implementing mock or fraudulent behaviour with the goal of creating a majority in a general meeting with the goal of obtaining an undue benefit for themselves or others

- Spreading false news or perform other falsifications or trick in order to cause a significant alteration in the price of the Company's shares (if it is listed)
- Providing public supervisory bodies with untrue facts in legally required publications and in order to impede their activities with regard to the company's economic, net asset or financial situation, or using other fraudulent means to hide facts which should be communicated. This principle also refers to information relating to assets owned by or administered by the Companies on behalf of third parties
- Knowingly impede the duties of the public supervisory authorities in any form
- Disclose accounting data without express authorisation, notwithstanding the "disclosure to third parties" regime provided for the financial statement (register of companies).

Furthermore, the following are also prohibited:

- Returning capital contributions to shareholders or releasing them from the obligation to execute them, except in cases of legitimate reduction of the share capital, including via fraudulent conduct
- Distributing profits or advance payments of profits which have not yet been earned or to be set aside as reserves, or distributing unavailable reserves
- Making reductions in share capital, mergers or divisions in violation of the law protecting creditors
- Fictitiously establishing or increasing the company's share capital by assigning shares for sums below their nominal value, mutual underwriting of shares or quotas, considerable overpricing of in-kind contributions or credits, or of the company assets in the event of a conversion
- Performing any kind of operation which could damage creditors
- In general, implement any conduct contrary to protecting the Company's assets and the position of the Company's creditors

All parties responsible for administrative activities must collaborate in a timely fashion and to the fullest extent with all supervisory bodies and organisations making a legitimate request for information and documentation regarding the Company's administration.

All Recipients who should become aware of omissions, falsifications or negligence in accounting records are required to report this to their line manager and the Supervisory Body in a timely manner.

ARTICLE 14. PROTECTION OF HEALTH AND SAFETY

14.1 General Principles

All those responsible for implementing legislation and internal standards adopted with regard to workplace health and safety must perform the following at a minimum in the area of their duties:

- Promote and implement any reasonable initiative to minimise the risk or eliminate the causes which could prejudice the health and safety of the employees, as well as third parties working at the company and customers
- Constantly and in a timely manner adapt the internal procedures and legislation in the area
- Create and maintain a constructive and co-operative relationship with the public supervisory institutions in the area of workplace health and safety
- Promote and develop specific training and information programs for different groups of recipients
- Perform specific checks to ensure that these are effectively being used
- Make regular checks to ensure that the workplace health and safety procedures adopted are being effectively applied
- Adopt specific policies and criteria for selecting the external companies to whom service contracts may be assigned
- Ensure co-operation and co-ordination between the Company's activities and those of the contractor when managing activities tendered out to third parties

14.2 Smoking

The company's commitment to ensuring the health and safety of its employees as well as the healthiness of its premises includes a ban on smoking in the workplace.

The ban on smoking shall be understood to extend to pauses from work, where such moments are spent outside the dedicated areas indicated by the Company.

14.3 Drug and Alcohol Abuse

It is forbidden to work under the influence of alcohol or drugs.
It is also forbidden to consume such substances during working hours.

Addiction to alcohol or drugs shall be treated in the same way as the cases listed above in the event that they should have an influence on the work of the employee concerned.

14.4 Other Prohibitions

It is prohibited to use the Company's premises to organise or facilitate the circulation of illegal drugs in any way, within Italy or internationally. It is also forbidden to keep any such substances at the Company's premises or in any other place connected with the Company.

It is also prohibited to use the Company's premises to organise or facilitate the circulation of pornographic material in any way, within Italy or internationally. It is also forbidden to keep any such material in the Company's premises or in any other place connected with the Company, or within its assets (e.g. computers). More generally, it is prohibited to facilitate or encourage any form of organised crime, within Italy or internationally.

ARTICLE 15. PROTECTION OF THE COMPANY'S ASSETS

All Recipients are required to use the required and necessary diligence to protect the company's resources, avoiding improper uses which could lead to damage or a reduction in their effectiveness, or which in any case clash with the company's interests or are motivated by professional motives extraneous to the employer-employee relationship. In the same way, Recipients are responsible not only for protecting such assets, but for preventing their fraudulent or improper use by third parties.

Everyone is the keeper of and responsible for the company assets assigned to them (both tangible and intangible) for their work: no employee or contractor/consultant may allow others to make improper use of the assets assigned to them, and more generally of the Company's resources.

As an example, the Company resources to which the general principle of diligence in use and keeping outlined above include:

- All assets which come under the scope of the company on the basis of the activities
- Capital goods and consumables owned by the Company
- Assets loaned or hired out for use by public and private institutions
- IT applications and devices

Finally, it is not permitted to remove, destroy or eliminate any resource belonging to the company without its prior authorisation.

ARTICLE 16. USE OF IT SYSTEMS

It is prohibited to use the ICT systems and tools made available to the Recipients to perform their work duties (for example desktop PC, email, Internet access, laptop) for illicit purposes. This equipment must also be used in conformity with applicable legislation (including and above all Italian Legislative Decree no. 196 of 30 June 2003 "*Codice in materia di protezione dei dati personali*", the Italian data protection act) and company policy.

In particular, the system administrators must use the IT systems in a diligent and correct manner only in order to ensure that they operate in an efficient and optimal manner, pursuant to Company policies.

Any external companies the Company may use to manage and use the IT systems must comply with the same principles.

It is the duty of each employee and contractor/consultant to keep their ICT equipment in an appropriate manner and report any theft or loss in a timely manner.

The Company provides Internet access only to authorised personnel and only for purposes related to the performance of their duties. The following shall therefore be considered improper use of the network without specific authorisation:

- Accessing sites whose content is not connected with work duties
- Participating in forums, chat-lines, BBS and social networks
- Performing any sort of financial transaction, including remote banking, online shopping, etc.

The Company provides employees with a company email address in order to facilitate and speed up communication. Use of this tool is permitted exclusively for work purposes.

ARTICLE 17. PROTECTION OF CORPORATE INFORMATION

All information which is not in the public domain relating the Company or its activities and affairs which the Recipients should gain knowledge of through their duties or in any case due to their working and professional relationship shall be considered confidential and used only to perform their work duties.

Confidential information shall be given to mean (the following is given as an example and is not exhaustive by any means): technical information relating to products and procedures; purchasing programmes; cost, pricing, marketing or services strategies; information on sales, mergers and acquisitions; information on company processes (of any type, not only production) and/or company organisation in general (e.g. know-how).

The Recipients must take the necessary care to prevent undue disclosure of such confidential information, and must not use information on the company and its activities or affairs which is not in the public domain, or which relates to parties who have a relationship with it, or to allow it to be used, to promote or favour their own interests or those of third parties.

If an employee or contractor/consultant feels that it is appropriate or legally necessary to disclose or use confidential information outside the Company, before doing so they must contact and request information from HR management and wait sufficient time to allow protection measures to be adopted.

In the event that the Company has signed a confidentiality agreement relating to confidential information provided by third parties to the Company itself, Recipients of such information must comply with the terms of that agreement. Confidentiality obligations shall remain in force even after the working relationship has come to an end.

Computer processing of information undergoes security checks in order to protect the company from intrusions or misuse, and the media on which such information is stored are destroyed pursuant to the legally mandated procedures and within the limits laid out therein.

More generally, the company commits to processing the personal information of its employees or third parties pursuant to the provisions of the *Italian data protection act* (Italian Legislative Decree no. 196 of 30 June 2003): all employees and/or contractors/consultants must comply with Company procedures for the protection of personal data. Moreover, all employees must:

- Acquire and process only the data strictly necessary and directly connected with their duties
- Keep such data in such a way as to prevent access to third parties
- Communicate (and/or disclose) the data within the limits provided for by company procedures

ARTICLE 18. ENVIRONMENTAL PROTECTION

The company is committed to contributing to the development and well-being of the environment in which it operates, and is fully and constantly committed to protecting the health and safety of its employees/workers and the communities concerned by its activities.

The operational management of our industrial activities must make reference, pursuant to applicable environmental protection legislation, to the most appropriate environmental protection and energy efficiency criteria in order to reduce its impact on the environment.

The company will contribute - with regard to its specific areas of activity - to promoting and developing scientific and technological research in order to develop products and processes which are ever-more eco-compatible and oriented towards protecting customer health, as well as featuring an ever-greater focus on safety, employee health and protection of the communities in which the Company operates.

In particular, when carrying out its activities the Company sets itself the goal of:

- Constantly improving the Company's environmental performance, policies and programmes, taking into account technological progress, scientific knowledge, consumer requirements and the expectations of society as a whole
- Communicating our environmental policy through information, training, consultation and the involvement of the Recipients in order to ensure that their conduct is responsible and respectful of the environment

- Assessing the direct and indirect environmental aspects/impacts during the design and production of new activities and before equipment or sites are taken out of use or abandoned
- Minimising the environmental consequences in terms of the production and disposal of waste, made safe and responsible through the design, development and management of our systems and taking into account efficient, safe use of energy, materials, substances and hazardous preparations, and sustainable use of renewable resources.
- Educating customers, distributors and the public at large to help favour safety in the use, transport, storage and disposal of our products
- Reducing the environmental impact of our products and services, with reference to the raw materials, the products, processes, emissions and refuse connected to our activities
- Measuring and documenting our environmental results by carrying out regular checks and assessments to ensure the targets set out by the Company and by applicable legislation are met

ARTICLE 19. COMPETITION

The Company recognises the importance of a competitive market and is thus committed to respecting competition legislation.

Agreements between companies and all situations which could have a negative effect on competition, in particular agreements containing exclusivity clauses, price restrictions and geographical restrictions, are subject to antitrust legislation. As such, in any case where there is a potential for conflict with antitrust regulations, an opinion is requested from legal experts beforehand.

The Company repudiates and punishes any corruption in relationships between private parties. In particular, the behaviour of those giving or promising money or any other consideration to any party belonging to other economic parties (e.g. directors, managers, employees, etc.) in order to make them violate the requirements of their office or their obligations of allegiance to the organisations to which they belong is censured.

Unfair competition, as well as more generally incorrect competitive activities, are prohibited. Purely as an example, the following conduct is prohibited:

- Corruption or use of bribes to favour an activity or to induce contractual violations by third parties
- Acquiring a competitor's commercial secrets through corruption or theft

- False, misleading or denigratory statements or comparisons about competitors or their products
- Statements made without a reasonable basis in fact regarding the products of third parties of competitor companies
- Providing the Company's commercial information to competitors
- Enticement of Company employees or agents to competitor companies
- Providing third parties with information on the Company's customers

All public statements made on behalf of the Company (including those contained in advertising or promotional material, sales statements, guarantees) must always be factual, well-founded and not misleading.

ARTICLE 20. SANCTIONS AND CONTROL

20.1 Sanctions

Recipients must comply with legal and regulatory obligations to the letter, as well as following the provisions of this Code of Ethics as they relate to their position.

The principles outlined in the Code of Ethics form an integral part of the conditions regulating labour relationships inasmuch as they are expressions of the conduct which the Recipients are required to keep, in accordance with applicable legislation and the obligations imposed by collective labour contracts. Recipients violating the provisions of this Code will be subject to specific sanctions pursuant to the disciplinary system provided for by the Model.

20.2 Internal Control

The company management follows the principles of *corporate governance* most suitable to ensuring that its activities are performed in accordance with good management principles and the provisions of the Code. The internal control system must be oriented towards the adoption of tools and methodologies which aim to: a) offset potential Company risks b) protect company assets, including through preventive actions c) provide reasonable guarantees that not only laws will be followed, but also internal procedures and measures. The body assigned to monitoring the effectiveness of the internal control system is the Board of Directors.

The scheduling of training activities, which must also relate to the contents of the Code of Ethics, also comes under this area.

The Code of Ethics must also be made available to all Recipients.

The management must constantly ensure conformity of conduct with the provisions of the Code, and if necessary implement special verification programmes.

20.3 Reporting of Violations

The Company requires strict observance of the provisions of this Code from all Recipients.

Whenever any Recipient should become aware of situations which are even only potentially illegal or contrary to the principles outlined in this Code of Ethics, they must immediately inform the Supervisory Body via the dedicated email address. Failure to comply with this requirement may lead to disciplinary action.

Reports received will be examined and dealt with by the Supervisory Body with the utmost confidentiality, ensuring that the person making the report remains anonymous. The Supervisory Body will evaluate the reports received and any ensuing provisions; they have the ability to speak to the person sending the report and/or the person responsible for the alleged violation, and must provide justification for their decisions in writing. Any sanctions are determined and assigned on the basis of the disciplinary system provided for by the Organisational Model.

Relationships between the Recipients, at all levels, must be based on legitimacy, loyalty and reciprocal respect. As such, abuse of the reporting requirement governed by this article for the purposes of revenge is punishable.

All Recipients must fully co-operate with any investigations performed in relation to violations of the Code, maintaining the strictest secrecy with regard to the existence of such investigations.

Recipients must fully participate in auditing to ensure the Code is respected where requested.

ARTICLE 21. THE CODE OF ETHICS: EFFECTIVENESS, UPDATES AND MODIFICATIONS

This Code has been adopted by a decision by the Company's Board of Directors, with immediate effectiveness; any updates, modifications or supplements to this Code must be approved by the Board (like for the Model).

Recipients must be made aware of the Code of Ethics in a suitable manner, as well as the dedicated email address for the Supervisory Body.

In any case, the Code of Ethics and any updates will be available in an electronic format, as well as on the company intranet, in a dedicated section on the company website www.3F-Filippi.it in order to ensure that all Recipients and third parties are fully aware of it.

ARTICLE 22. SUBSIDIARY COMPANIES

This Code is also distributed to subsidiary companies, and it is the Company's responsibility to encourage *compliance* with applicable legislation and standards (Italian or of the company where the company is based), and in any case application of the general principles of this Code and the Company's Model.

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