

# *Code of Ethics*

## *of*

# *Engineering Group*

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### VERSION UPDATES

Version	Date	Reason	Amendments
1.0	13/02/2004	New issue	Adoption
1.1	13/11/2008	Review	<ul style="list-style-type: none"> <li>➤ The part concerning the hypothetical perpetration of some crimes has been revised (the use of IT tools, safety at work, etc.)</li> <li>➤ The part pertaining to the sanctioning system has been reviewed</li> <li>➤ The e-mail address (231@eng.it) has been made publicly available for any reports of violations of the Engineering Code of Ethics.</li> </ul>
1.2	28/06/2017	Review	<ul style="list-style-type: none"> <li>➤ Review to adapt to the new governance system</li> <li>➤ Review due to delisting the shares of Engineering Ingegneria Informatica S.p.A on the Stock Exchange.</li> </ul>

## CODE OF ETHICS OF ENGINEERING GROUP

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## 1 FOREWORD

### 1.1 Recipients and scope of the Code of Ethics

This Code, approved by the Board of Directors of Engineering S.p.A. on 13 February 2004 and subsequently periodically revised and updated by the same Board of Directors, establishes the rules of behaviour which all those who, whether directly or indirectly, temporarily or permanently, establish collaborative relationships in any capacity or who operate in the interests of the Group, must apply when carrying out their business and in managing corporate activities. The Engineering Group Code of Ethics must therefore be considered binding for Employees, Managers, Directors, Members of the Board of Statutory Auditors, Members of the Supervisory Board, Temporary or Continuous External Collaborators, Partners, Suppliers and Customers.

In particular, this Code must be considered valid for all Engineering Group Companies, with no exclusion or exception. Hereafter, what is said herein and referred to 'Engineering' must be understood to refer to all the Group Companies.

Engineering aims to maintain and develop mutual relationships of trust and loyalty with its *stakeholders* (Shareholders, Employees, Collaborators, Suppliers, Clients and *Business Partners*, etc.), required to fulfil its *mission*.

### 1.2 The Engineering Group *Mission*

The *mission* of Engineering, a leading Italian private IT company, with numerous offices throughout the country and abroad, is to provide information and communication technology services by implementing system and business integration, *outsourcing* activities and technological consultancy.

Specialist knowledge, high competence, excellence of the services offered, a flexible and widespread internal structure and the highest degree of professional integrity are the competitive potential of Engineering, called to operate on technologically advanced and constantly evolving markets.

Finance, Public Administration, Industry and Services, Telecommunications, Health, Energy and Utilities represent Engineering's *core* market, which intervenes on corporate IT organisations and architectures in order to guide changes.

### 1.3 The structure of the Code

The Code of Ethics consists of three parts: the first establishes the general principles according to which Engineering and all its components base their actions, the second dictates specific rules of behaviour for the various types of recipients and the third defines the implementation and monitoring structure as regards the actual application of this document.

### 1.4 Communication and dissemination

As regards the Code of Ethics, Engineering guarantees:

- periodical revisions and updates in order to ensure that the Code is always in line with the Company's and the Group's evolution, in addition to always complying with current legislation,
- adequate dissemination, through publication on the company website ([www.eng.it](http://www.eng.it), section 'Investor Relations - Download Centre'),
- an explanation of its contents and the delivery of an updated copy to all newly recruited Employees,
- a periodic information and training program of the content and meaning of the Code of Ethics,
- constant supervision of the correct application of the Code, via the Audit and Quality Department, which has the task of reporting any violations and of proposing the corresponding corrective measures,
- total confidentiality and professional protection for anyone who finds the need to report any violations of the Code, without prejudice to legal obligations.

## 2 GENERAL PRINCIPLES

### 2.1 Foreword

Engineering is an industrial group which, due to its size and strong presence on the national Information and Communication Technology market, is invested with a significant role for the general economic development of the country and for the well-being of the subjects with which it interacts.

Engineering carries out its activities in compliance with national and supranational legislation, according to a conduct based on the principles of honesty, integrity and respect for the interests of Clients, Employees, shareholders, commercial and financial Partners.

Those who work in Engineering are committed, each within the scope of their own functions and responsibilities, to pursuing the corporate objectives in compliance with the rules contained in this Code.

Because of the multiplicity of situations in which it operates, Engineering wants to clearly define the values it accepts, acknowledges and shares, as well as the set of responsibilities it takes on inside and outside the company.

To this end, Engineering has drafted this Code of Ethics, whose compliance by the Company's Top Management and by Employees is considered fundamental for the Group's proper operation, integrity and reputation, the elements considered essential in order to pursue its *mission*.

The Code specifies the responsibilities and line of conduct in the different contexts in which ethical problems may arise, and each Employee is required to know its content, to report any shortcomings and to actively contribute to its implementation and evolution.

Engineering undertakes to disseminate knowledge of the Code to all internal and external *stakeholders* and promotes the creation of appropriate structures designed to assess and possibly sanction behaviours which violate the rules contained in this document.

Engineering constantly keeps updated adequate prevention and control tools and specific organisational models capable of ensuring the transparency of transactions and behaviours implemented by Directors and Employees.

The organisational structure of Engineering and its system of rules that defines the chain of command must at all times be consistent with the Code and facilitate its full application.

It is the task of those who have the highest governance and management responsibilities in Engineering to guarantee the full application of the Code, through a transparent and coherent behaviour and a continuous supervision of compliance, intervening to sanction any violations.

**This Code of Ethics is an integral and substantial part of the *Organisational Model* that the company has adopted in compliance with the provisions set out in L. Decree 231/2001.**

## **2.2 General behavioural guidelines**

Working in Engineering, at every professional level, implies complete and unconditional adherence to the following values:

### **Professionalism**

Professionalism, dedication to the tasks entrusted and a mutually supportive behaviour are decisive values for achieving the corporate objectives.

For this reason, Engineering develops the professional skills of its Employees, implements policies that recognise and value individual merits, and operates in compliance with the principle of equal opportunities.

Each Employee must act with commitment and ethical rigor, protecting the image and the good reputation of Engineering in all circumstances.

### **Development of human resources**

Engineering recognises the value of the human factor as a critical element of success and constantly strives to protect and increase the wealth of knowledge of its Personnel in order to reach standards of excellence for all the services it offers.

### **Protection of the physical and moral integrity of Personnel**

Engineering ensures the physical and moral integrity of its Personnel and undertakes to comply with national regulations on workplace safety in all the countries in which it operates.

### **Correctness in relationships with subordinates**

For all contractual relationships where hierarchical relations are established, Engineering undertakes to ensure that the authority deriving from a superior position is exercised whilst avoiding any kind of mistreatment and without damaging the dignity of Employees.

Engineering safeguards the professional value and the wealth of skills of its Employees, aiming, whenever the company requirements and the market situations so allow, towards a progressive increase of both the professionalism and the skills of its human resources.

### **Respecting company assets**

Every Employee must keep and preserve the assets and resources entrusted to him/her by Engineering for performing his/her activity, with diligence and care.

Engineering requires that no Employee should misuse entrusted assets or allow others to do so.

### **Impartiality and honesty**

In all decision-making processes which affect relations with its recipients (Employees, Collaborators, Customers, Suppliers, etc.), Engineering avoids and prevents any discrimination in relation to the age, sex, health conditions, race and political and religious opinions of its interlocutors.

In the context of their professional activities, the recipients of the Code of Ethics must act honestly and comply with national and international laws and internal rules and regulations. *Under no circumstances can the pursuit of personal and business objectives justify non-impartial or dishonest behaviour.*

### **Correctness in the event of a conflict of interest**

Situations that, even potentially, may appear to constitute a conflict of interest with corporate purposes must always be avoided during all company activities, regardless of the possible criminal relevance of the behaviour undertaken.

A conflict of interest is defined as a situation where a Director or an Employee's behaviour pursues purposes other than those of the company, and/or where he/she personally benefits from business opportunities related to the activity of Engineering, also thanks to connivance with the Representatives of Clients or Suppliers, acting in contrast with the fiduciary duties connected with their position.

The Board of Directors follows the provisions established by law (among others, articles 2381, 2391 of the Civil Code) and by the Articles of Association (article 17) concerning the interests of Directors and the related obligations of communication and behaviour.

In cases where the Parent Company's Director should have an interest as a member of the Board of Directors of a subsidiary company, the information concerning transactions which fall within the normal operations of the Group must be disclosed in a general and concise manner.

The execution of significant transactions must be preceded by an adequate informative report to the Board which must approve it.

### **Correctness and transparency**

Engineering fully cooperates with the institutional authorities and internal control bodies, and every Employee is also required to do so in relation to the function performed.

Every action, operation or transaction must be managed with the utmost correctness, completeness, transparency, truthfulness and must be constantly subject to verification by the *Auditing and Quality* Department.

All actions and transactions performed and the behaviour held by each company operator, depending on their role, must be based on transparency, fairness and mutual respect, and be legitimate from both the formal and the substantive points of view, according to current regulations and internal procedures, in order to protect the Company's assets and image.

In particular, the following are not allowed:

- pursuing personal interests or that of third parties to the detriment of corporate interests;
- the unauthorised exploitation, for personal or third-party interests, of the Company's name and reputation, as well as of the information acquired and the business opportunities identified when performing their work or function;
- the use of company assets and equipment for purposes other than those for which they were assigned or made available.

### **Confidentiality**

Without prejudice to legal and contractual obligations, Engineering protects the confidentiality of information concerning its stakeholders and guarantees the privacy of the correspondence and personal documentation of its Employees in all possible forms.

Engineering Personnel must refrain from using confidential information for purposes not attributable to the performance of its activity (for example, acts of resale of client information, etc.). In particular, refer also to the following paragraph "*Duties of Employees*", with particular reference to the principles expressed concerning the use of IT tools.

### **Correctness of relations with shareholders**

Through its own structures, Engineering undertakes to provide its shareholders with all the information necessary to enable them to cast their vote in the Shareholders' Meeting. Furthermore, Engineering undertakes to encourage shareholders to participate in shareholders' meetings for their relevant decision-making and promotes the dissemination and knowledge of corporate events equally between shareholders.

### **Correctness in the behaviour of the Management and Control Bodies of the company**

The Shareholders, the Chairman, the Managing Director, the members of the Board of Directors, of the Board of Statutory Auditors, of the Supervisory Board (pursuant to L. Decree 231/2001), and generally those who hold senior positions, must base their behaviour on the principles of this Code.

In particular, those who hold positions with a greater degree of operational and management responsibility are charged with tangibly applying the contents of this Code, reinforcing mutual trust, cohesion and the Group's team spirit.

Directors and those who perform managerial functions must work with projects, investments and concrete actions that increase the value of material and immaterial assets, the professional and technological value of the company, the profits for the shareholders, the long-term well-being of Employees and of the community in which Engineering operates.

### **Fair market competition**

Engineering recognises the value of fair competition as a means of efficiently allocating community resources and undertakes not to behave in a collusive, profiteering manner such as to exploit any dominant position.

**Diligence and correctness in performing tasks and contracts**

Duties deriving from all contracts and work assignments must be carried out with due diligence and according to what is knowingly established by the parties, avoiding any mistreatment deriving from ignorance and / or inability of the counterparts. Furthermore, Engineering undertakes not to take advantage of contractual oversights or specific events to renegotiate contractual conditions, given its dominant position and/or the counterparty's weakness.

### 3 RULES OF BEHAVIOUR

#### 3.1 Rules of behaviour with shareholders

The Parent company adopts a *governance* model in line with current legislation and regulatory provisions.

The adopted corporate governance system aims to:

- maximise the value of the shares;
- manage and control corporate risks;
- provide transparency of information to the market and the financial community;
- protect minority shareholders' interests.

Engineering has always encouraged the widest possible participation of Shareholders in shareholders' meetings and to have the greatest number of Directors present in order to guarantee their orderly proceedings.

The Shareholders' Meeting regulations adopted, among other things, ensure the right of each shareholder to take the floor for the items on the agenda.

A specific Investor Relations structure, with its own Manager, operates within the company organisation; this has the task of encouraging dialogue with shareholders and works together with the Communication and Marketing Department and with the Corporate Affairs Department, within their respective spheres of competence.

The following are the models of behaviour that allow the corporate governance structures to achieve the previously identified objectives.

#### **Shareholders' meeting**

The shareholders' meeting represents the privileged moment for establishing a proper and profitable relationship between *shareholders* and the corporate governance bodies.

At the shareholders' meetings, the Parent Company ensures the regular participation of the Directors and endeavours to collect the voting proxies, in order to encourage the *shareholders'* involvement in Meeting resolutions.

Engineering adopts regulatory measures to allow the smooth running of the shareholders' meeting in terms of functionality, correct establishment of the majority and protection of shareholders' rights, ensuring their right to request clarifications concerning the items on the agenda and to make proposals and express opinions.

#### **Board of Directors**

The Board of Directors is responsible for the strategic programs and the organisational and structural set-up of Engineering.

The Board of Directors is, furthermore, responsible for verifying the existence and effectiveness of the internal control systems, indispensable for monitoring the company's performance.

The Board of Directors is responsible for:

- examining and approving strategic, industrial and financial plans;
- assigning and revoking powers of attorney to the Chairman and the Managing Director, defining the limits and procedures for exercising their pertinent powers and determining the periodicity according to which they must report to the Board of Directors;
- supervising the general management performance, paying particular attention to conflicts of interest reported by the Chairman, the Managing Director and the Board of Statutory Auditors, and the periodic control of the results actually achieved compared with those programmed;
- examining and approving the most important economic, patrimonial and financial transactions, or atypical and unusual initiatives, which do not already fall within the exclusive jurisdiction assigned to the board;
- verifying the adequacy of the general organisational structure of Engineering and of the Group's structural articulation, carried out by the Directors according to the company objectives;
- reporting to shareholders during shareholders' meetings;
- appointing and revoking the members of the Supervisory Board (SB, pursuant to Legislative Decree 231/2001);
- verifying and approving any proposed changes to the Organisation and Management Model pursuant to Legislative Decree 231/2001;
- examining the regular reports by the SB.

The Directors are required to:

- carry out their duties with professionalism and awareness, actively participating in the decisions which they are called upon to approve;
- draw up corporate documents with correctness and transparency;
- facilitate or in any case not impede control and auditing activities on the Company's deeds and transactions;
- carry out operations on the share capital, profits, shares and social quotas in compliance with legislative provisions;
- deliberate autonomously and conscientiously in the interest of maximising the *shareholders' value*;
- participate in all the Board of Directors meetings and report any type of conflict of interest which may affect them;
- treat the information in their possession, acquired when performing their functions, as confidential, respecting the procedures for external communications.

### **Appointment of the Board of Directors**

The appointment of the Board of Directors is regulated by a specific provision contained in the company articles of association; proposals for the nomination of candidates, filed at the Engineering registered office at least 10 days before the shareholders' meeting, must be accompanied by exhaustive information containing the professional and personal profile of the aspiring directors.

### **Composition of the Board of Directors**

The Board of Directors consists of executive and non-executive Directors.

The number and status of non-executive directors is such as to ensure that their opinion in board decisions is of considerable importance and that their professional experience significantly contributes to the decisions taken by the board of directors.

### **The Chairman of the Board of Directors**

In addition to any operational delegations approved by the board, the Chairman of the Board of Directors must:

- convene the board meetings and other meetings, ensuring that all the members are provided with the documentation and information necessary to knowingly decide on the items on the agenda reasonably in advance;
- ensure the smooth running of the meetings and coordinate the activities of the board of directors and of other meetings, conducting their development.

### **Governance System**

From the Shareholders' Meeting of 4 August 2016, during which the traditional governance system was adopted, which establishes, as administration and control bodies, respectively, the Board of Directors and the Board of Statutory Auditors.

### **Internal Control System**

For each corporate process-function, the Engineering Internal Control System is called upon to ensure the efficiency, effectiveness and cost-effectiveness of the activities performed, the reliability of the financial information, the compliance with laws, regulations and internal procedures and the measures taken to safeguard corporate assets.

Engineering has organised the internal control system, based on the national and international *best practice*, over 2 levels.

The first level, called "line control", represents the set of verification and supervision activities which the Directors of the individual functions perform on the processes for which they are responsible. The company

*management* is required to periodically verify the adequacy and efficiency of the internal control system through a *self-assessment* of the processes for which they are responsible.

The second level is represented by the verification activity of the *line* internal control systems operated by the Auditing and Quality Department, which also carries out an assessment of the corporate risks related to all functions-processes.

### **Responsibility of the Internal Control**

The Board of Directors is responsible for the Internal Control System, it establishes the guidelines and periodically checks its adequacy and effective operation. The Board of Directors must also ensure that the main corporate risks are promptly identified and managed appropriately.

The Directors identify the main corporate risks, subjecting them to the scrutiny of the Board of Directors, and implement the guidelines given by the board by planning, managing and monitoring the internal control system, appointing one or more supervisors (internal auditors).

The Directors provide the internal control auditors with the means required for carrying out their activities and guarantee their autonomy and free access to all company information.

### **Responsibility of the I. A. function and its organisational position.**

The verification of the effectiveness and efficiency of the internal control systems and the activities of *risk assessment* are entrusted to the *Internal Auditing* function, whose organisational position, directly reporting to the Managing Director, is a guarantee of impartiality and operational autonomy.

The Head of the I.A. reports his/her activities to the Directors and the Board of Statutory Auditors.

### **Board of Statutory Auditors in the Group Companies**

The Board of Statutory Auditors may also be established for Group companies. In this case, the proposals to the shareholders' meeting for the appointment of a statutory auditor, accompanied by an exhaustive information report concerning the personal and professional characteristics of the candidates, must be filed at the company registered office at least 10 days before the scheduled date of the meeting on first call

To elect the members of the board of statutory auditors, a mechanism has been established in order to ensure qualified minorities should also be represented by electing one standing auditor and one alternate one.

Statutory auditors, who act autonomously and independently also towards the shareholders who elected them, are required to keep the documents and information acquired when performing their activities confidential and must comply with the envisaged company procedures for company information to be disseminated externally, as well as with any regulation addressed to them.

## **3.2 Transparency towards the market**

The validity, completeness and accuracy of the accounting records represent, for Engineering, the basis on which the full transparency of the financial and accounting information is based. Each entry must reflect

exactly what is described in the supporting documentation which must be available at any time and subject to verification by the *Auditing and Quality* Department.

The same criterion must be implemented for the financial statement overviews, both for internal and external use.

Should any Employee discover violations of these principles, he/she must report these in writing and privately to the Head of the *Auditing and Quality* Department.

### **3.3 Rules of behaviour in relations with all other parties**

#### **Foreword**

Compliance with the laws and regulations in force in all the countries in which it operates is an essential principle for Engineering.

In particular, when working with public entities Engineering operates in compliance with the principles and criteria of good performance and impartiality on which its actions must be based.

Engineering also guarantees the confidentiality of the information of its stakeholders and the protection of privacy, defining organisational models capable of ensuring a division of tasks and functions and of classifying and processing information according to increasing levels of criticality. In the case of outsourced activities Engineering requires confidentiality agreements from third parties.

#### **Gifts and benefits**

Engineering does not authorise any form of gift or benefit, aimed at acquiring preferential treatment connected to the activity performed, except those that are part of normal commercial practice or a form of politeness.

*In particular, any type of offer to Italian and foreign Public Officials , or their family members, which could influence their independence of judgment or induce them to assure any direct or indirect economic advantage to Engineering (with the exception, as mentioned, of gifts of modest unit value interpretable as simple acts of courtesy) is forbidden.*

Gifts and benefits must be interpreted as any type of offer or promise capable of changing the independence of judgment of the Public Official , whatever the chosen form, or which in any case affect public service decision-making processes, including by accelerating these (promises of recruitment, expensive gifts, free conference attendance, etc.).

This norm may not be derogated even in those countries where it is customary to offer gifts to business *Partners* and Public Officials .

In the case of gifts received which exceed the customs and codes of ethics of bidding organisations, Directors and Employees must promptly communicate the occurrence to the Head of *Auditing and Quality* Department, who will estimate the appropriateness of the value of the gifts and bring the Engineering policy on the matter to the attention of the donating company or individual.

### **3.3.1 Rules of behaviour in relations with Employees**

Engineering carries out every possible action aimed at improving the "positive environment within the company" and the professional and personal satisfaction of its Employees. The well-being of human resources is also achieved through constant attention to the environment and to the work organisation, through mutually supportive behaviour and any initiative capable of creating cohesion and corporate identity.

#### **Selection and management of relations with Personnel**

The personnel recruitment criteria exclusively reflect the compliance of candidates' profiles with those sought by Engineering. Engineering allows all potential candidates equal entry opportunities and operates its selections only on the basis of meritocratic principles, without any discrimination of sex, race, political and religious opinions.

During the selection processes, which involve the Human Resources Department and the requesting Area Manager in accordance with current company procedures, the candidate will be asked only the information necessary to evaluate his/her professional and psycho-attitudinal *skills*.

The Human Resources Department takes all possible measures, limited to the information in its possession or reasonably obtainable, to avoid nepotism and cronyism in the selection process, and uses all means necessary in order that decision-making processes concerning promotions should be based exclusively on merit criteria.

Engineering undertakes not to hire employees of the auditing company, except after a period of 12 months from the possible termination of the consulting relationship.

The company agrees not to favour the recruitment of Public Officials with whom the company has or has had commercial relations during the last 12 months.

During the assessment phase of new candidates for employment, the Company also undertakes to ensure compliance with the provisions concerning possible "conflicts of interest" pursuant to article 1, paragraph 42 of Law 190/2012, on prevention and repression of corruption and illegal behaviour in the Public Administration and pursuant to art. 42 paragraph 2 of L. Decree 50/2016 (Code for public procurement) on the subject of conflict of interest.

In particular, the Company undertakes to verify whether the candidate who wishes to be employed has worked for an Entity belonging to the Public Administration during the last three years and, if so, whether during this period of time, he/she carried out authorising or negotiating powers on behalf of the Public Administration, as well as whether the powers referred to above have been carried out with Engineering Ingegneria Informatica SpA or a company it controls or a subsidiary.

Furthermore, when assessing the applicant, the Company undertakes to verify whether the employment could give rise to one or more situations of potential conflicts of interest for the Company, as regulated by art

42 paragraph 2 of L. Decree 50/2016 and subsequent modifications and integrations, which could imply the obligation to abstain as governed by art. 7 of Presidential Decree no 62/2013 for civil servants.

Engineering Personnel is employed with a regular employment contract, since no type of tolerance for any form of irregular work is admissible.

When beginning his/her employment relationship, the new employee receives precise information on the tasks to be performed, on corporate procedures and on the Code of Ethics.

Engineering acknowledges that training its Personnel is a strategic element for organisational development and for the professional and personal growth of its Employees.

For this reason, the organisation is committed to enhancing the professionalism and growth of its Personnel through specific training courses and work experiences.

Training is mainly provided by a dedicated internal structure (*Scuola di Formazione ICT - ICT Training School – Enrico della Valle*), which makes use of qualified external professionals and internal Collaborators.

In order to plan an appropriate skills development plan, Engineering periodically assesses the level of expertise of all Personnel. Identifying the strengths and weaknesses of its resources allows a targeted planning of the training paths of the Personnel; these are coordinated between the individual company structures and the Human Resources Department.

Each Manager is required to enhance the professionalism of his/her team as much as possible and to manage its time appropriately, requesting performances in line with the duties of individual Employees and with the more general work organisation.

No Manager must take advantage of his/her position to request performances not in line with normal work activities and may not demand personal favours or activities which openly violate this Code and current regulations from his/her subordinates.

Each Employee, within the limits of his/her experience and demonstrated skills, must be involved in the decisions concerning planning and executing the work, constructively contributing to implementing the planned activities.

Engineering ensures occupational safety conditions and informs the Personnel of any previously identified risk behaviours, as specified in the following paragraph concerning the prevention of involuntary offenses in the field of occupational safety.

Engineering protects the confidentiality of the information it requests from its Employees, adopting strict procedures for its filing and processing.

The procedures in question ensure, without prejudice to the hypotheses dictated by specific laws, the impossibility of disseminating data and news concerning Employees without the latter having given their explicit consent, pursuant to the provisions protecting *privacy*.

The company undertakes to protect its Employees from acts damaging the dignity of the person and to this end agrees to protect its Personnel from acts of psychological violence, harassment of a sexual nature and any discriminatory behaviour.

The Employee who believes that he/she has been a passive subject of objectively incorrect or discriminatory behaviour, in addition to the ordinary legal actions envisaged by the national collective agreement and by the law, can send a confidential communication to the Human Resources Department and to the Head of the

*Auditing and Quality* Department of the Parent Company (possibly also to the Board of Statutory Auditors), which are responsible for ascertaining the objective elements of the violation of the Code of Ethics in order to propose timely sanctions.

Engineering does not allow any form of marginalisation and/or persecution ("bullying"), exploitation or harassment for any reason, for work or personal reasons, by anyone, regardless of the level of responsibility or the function covered, while carrying out their activities within the Company.

Differences in treatment that are justified or justifiable on the basis of objective criteria (experience, competence, commitment, etc.) are not to be considered discriminations which can be classified as "bullying".

Finally, Engineering prohibits any behaviour which adversely affects the individual's personality, freedom or human dignity.

### **Duties of Employees**

All Employees and Collaborators must be aware that the level of achievement of professional and personal goals coincides with the achievement of company objectives and is directly proportional to the sense of responsibility and loyalty invested.

Employees must behave in a loyal manner and comply with the provisions included in the contract signed, in this Code and in company procedures, as well as with the regulatory provisions.

Employees are required to maintain any relationships with public entities in a manner which complies with the law. Amongst other things, unlawful trade when dealing with the public administration, fraudulent behaviour against a public entity, as well as behaviours aimed at illegally obtaining public funding or for purposes other than those underlying the disbursement are prohibited.

Employees are required to observe the obligation of confidentiality of all information they may acquire because of their position or the type of activity performed.

All personnel, both internal personnel and external consultants, are strictly forbidden to use, in any form, the information they may acquire as a result of the activity carried out, whether related to Engineering Group, Clients, Suppliers or Third Parties.

With reference to the use of IT tools, and in particular to e-mail services and internet access, the conduct must be inspired by the principles of fairness and comply with the law as well as with company regulations on the subject.

In particular, the aforementioned personnel are strictly prohibited from accessing, copying, modifying or disclosing the Client's software and/or information concerning the organisation, or intercepting communications beyond the authorisations/enablement granted by the Client and, in any case, for purposes that fall outside the scope of the service provided by Engineering. Furthermore, it is strictly forbidden to

create false computer documents and to damage company data and information or IT and telematics systems.

Employees must avoid possible situations of conflict of interest and/or profiting directly or indirectly from possible opportunities which become known due to their position.

The types of conflicts of interest, including but not limited to, may occur when:

- the Employee performs a managerial function and is bound by personal interests or those of family members, including through a third party, of an economic nature to Suppliers, Clients or Competitors;
- the Employee uses information acquired in the context of his / her job position which may create juxtapositions between personal and corporate interests;
- the Employee in any capacity plays an active role in the selection process of Suppliers while at the same time working, including through family members or third parties, on behalf of the companies to be selected;
- the Employee, falsifying the proper selection and choice process of the Supplier, accepts personal favours or money from a Supplier who intends to engage in a business relationship with Engineering;
- the Employee establishes or maintains business activities on behalf of the Engineering Group with personal activities or those of his/her family members.

In these and other cases (applicable by analogy) the Employee, in the presence of a conflict of interest, even if only potential, must immediately inform his/her line Manager who will inform the Head of the Auditing and Quality Department in writing and in strict confidence.

The latter will be responsible for assessing the extent and effectiveness of the conflict of interest, submitting it to the attention of the Board of Statutory Auditors.

The Employee who is in a position of conflict, even if only potential, with the purposes and objectives of the company, must in any case refrain from carrying out any type of decision-making activity concerning the subjects with whom he/she holds direct or indirect interests.

### **Use of confidential information**

“Confidential *information*” is defined as the knowledge of proposals, projects, negotiations, pricing policies, corporate development strategies, commitments, agreements or events pertaining to the sphere of company activity. All Engineering accounting and definitive data, including consolidated ones, are considered confidential, until they are publicly disclosed, in compliance with current regulations. All data relating to Personnel are also confidential.

All Company Collaborators must:

- respect the confidentiality of any information acquired when carrying out their functions, including after the possible termination of the work relationship;

- only consult the documentation which he/she is authorised to access, making use thereof in accordance with official duties, and only allowing access to those who are so entitled;
- undertake to comply with the security measures given.

### **Use of company assets**

All Employees are required to use the Company assets available to them diligently and respecting the purposes for which they were granted.

The assignment of company assets, including as *fringe benefits*, regulated by specific company procedures which are documented at all times, requires the Employee to use these responsibly, scrupulously and prudently.

Furthermore, every Employee must:

- avoid improper behaviour when using company assets which could cause damage or reduce the company's efficiency and profit, including as concerns the IT or telematics systems used;
- promptly inform the line manager in case of damage to company assets entrusted to him/her whether caused by himself/herself or by others;
- inform the Head of the *Auditing and Quality* Department of any future risks related to the company assets.

Engineering firmly sanctions any misappropriation of company assets, whether temporary or permanent.

In full compliance with the law on privacy, Engineering reserves the right to periodically check the correct use of company assets by analysing specific financial - accounting reports and physical inventories.

For the correct use of the IT tools and the applications contained therein, the Employee is required to comply with all the measures necessary to preserve their functionality.

Engineering requires its Personnel not to modify the content of applications regularly installed on computers in compliance with copyright protection regulations. In compliance with the confidentiality of personal data, Engineering may perform checks on Employees' personal computers in order to verify the exclusive presence of the software for which it has purchased a regular licence.

When using e-mail and internet connections, Employees must refrain from inappropriate behaviour which is detrimental to the corporate image and to internal and external subjects of the Group.

### **Administrative Management Behaviour**

The Company complies with the Laws and regulations in relation to preparing the annual and interim financial statements as well as any type of similar documentation required by current legislation. The Accounting of the Parent Company and of the Companies of the Group is set up in compliance with the provisions of the law and of the Accounting Standards issued by the CNDCEC and the international accounting boards (IAS / IFRS). All Annual Financial Statements as well as the obligatory periodic reports are subject to review by the appointed Auditing Firm. The information and corporate data provided to third parties and the accounting records of management events must guarantee transparency, accuracy and completeness.

Employees must fully cooperate to ensure that the management events are represented correctly and promptly within the corporate accounting system. Adequate supporting documentation which guarantees the identification of the appropriate authorisation and the economic motivation underlying the transaction must be kept for each transaction. The supporting documentation must be easily retrievable and filed according to suitable criteria which allow an easy consultation both by the internal bodies in charge of the control and by authorised external Bodies and Institutions.

### **3.3.2 Rules of behaviour with Customers**

Contracts with Customers must comply with current laws and must be clearly and completely defined.

In their relations with clients, Employees must behave in a manner characterised by courtesy and availability, safeguarding the corporate image as much as possible. Engineering undertakes to provide high quality services and verifies the perceived quality through periodic *customer satisfaction* surveys.

### **3.3.3 Rules of behaviour with Suppliers**

Procurement processes are based on the utmost transparency and the efficient allocation of company resources.

Directors and Employees who, thanks to their role, take part in the processes for selecting and choosing the Supplier in their various capacities, must seek the maximum benefit for the company in terms of price, quality of supply, delivery time and service level, not precluding any operator access to the negotiations.

In order to become Engineering Business Partners, Suppliers must apply for admission to a special register whose access includes compliance with minimum requirements and the presentation of standard documents (purchases of a modest amount are excluded).

Periodically, Engineering evaluates the services offered by its Suppliers, and, through the opinion expressed by the various user units, resolves the permanence or exclusion of the supplier from the register.

The assessment concerning whether a Supplier should remain or be removed from the register cannot be arbitrary, but must be carried out by the entity that used the service on the basis of objective parameters (average waiting time, quality level, price, etc.).

Engineering asks the Personnel involved in the Supplier selection to ensure that the appropriate documentation proving the objective criteria used for the selection may be verified at any time.

In the case of consulting services or of services that, due to the nature of their content, are not subject to competitive selection procedures, it is possible to derogate from normal procedure, but the supply must be endorsed by the line manager of the person legitimated to authorise the purchase order.

In order to ensure maximum transparency and efficiency of the purchase operations, Engineering requires compliance with the following requirements:

- all supply contracts must be written and must be duly authorised and countersigned;
- all the documents, the estimates requested and the supply evidence (e.g. activity reports, consulting reports, etc.) must always be kept to allow periodic reviews by the *Auditing and Quality* Department and to ensure the selection process can always be traced;
- a clear separation between the person in charge of purchases and the entity requesting the supply.

All supply contracts must refer to the rules contained in the Code of Ethics which the Supplier must explicitly and formally accept under penalty of nullity of the agreement.

Likewise, all supply contracts must contain a clause for terminating the contract in the event of the failure to comply, in any form, with the *Model* pursuant to Legislative Decree 231/2001 adopted by the Company, or should any underlying crime be committed.

Suppliers are also required to conduct themselves in a manner that is respectful of national and international laws and the provisions of this Code.

Failure by the Supplier to comply with the Code of Ethics and the national and international legislation, which Engineering may become aware of through checks carried out at the central and peripheral offices of the *Supplier*, shall result in the immediate unilateral termination of the contractual relationship.

Directors and Employees of Engineering must maintain relationships with Suppliers in compliance with the principles of fairness and transparency: in the case of gifts from Suppliers which are not attributable to simple acts of courtesy, the *Internal Auditing* department must be promptly informed and in turn will inform the donor of the behaviour that Engineering expects from its stakeholders and possibly arrange for their return.

### **3.3.4 Rules of behaviour with other subjects**

#### **External relationships**

Engineering is committed to contributing to the development of the wellbeing of the community in which it operates, and promotes the protection of the environment and the safety and health of all those with whom it has direct or indirect relationships in relation to the activities carried out.

#### **Relations with public institutions**

Relationships with central or peripheral public institutions are reserved exclusively to the company departments specifically appointed by Engineering. Gifts of modest value and acts of courtesy towards Public Officials are only admissible if they cannot be interpreted as aimed at acquiring an improper competitive advantage.

Engineering requires that all expenses concerning gifts and benefits intended for Public Officials be documented in a clear and complete manner.

Bribery, illegitimate favours, collusive behaviour are considered unacceptable and therefore prohibited and sanctioned. Incentives through third parties to obtain personal and corporate advantages of an economic or professional nature are equally prohibited.

### **Relationships with organisations, political parties and trade unions**

Engineering can fund parties and unions and / or their representatives directly or indirectly in Italy and abroad within the limits established by law.

Funding can be granted to organisations (associations, non-profit organisations, etc.) and movements whose purposes are representative of diffuse interests.

Engineering can sponsor events with a high cultural content (exhibitions, conferences, etc.) whose quality level must be ensured through a direct participation in organising the event.

The provisions of this Code concerning conflicts of interest and the transparency and correctness of the incurred expenses documentation also apply to funding organisations, movements and cultural events.

For personal donations in favour of organisations, political parties and trade unions, the utmost transparency and compliance with current legislation is required from those who hold general company representation duties (Chairman, Managing Director and General Manager).

### **Relations with the press and the media.**

Engineering requires that all external communications should always be truthful, transparent and such as to increase the consent of public opinion through the proper dissemination of the programs implemented and the performances obtained.

Relations with the media are reserved exclusively for the appointed corporate functions.

Any Employee contacted by a media representative must refrain from providing any type of information and promptly inform the competent function concerning the subject's identity and the type of request received.

Engineering Directors and Employees may in no case offer payments, gifts and business opportunities in order to influence the professional ethics and impartiality of the operators in the information and communication sphere.

### **3.3.5 Duties aimed at preventing intentional crimes provided for by L. Decree 231/2001**

Every subject, whether senior or not, collaborator, consultant, Client or Supplier of the Group must undertake to respect the laws and regulations in force in all the countries in which he/she operates.

Employees must be aware of the laws and of the compliant behaviours; should there be any doubt on how to proceed, the line manager must be involved and, if necessary, the Internal Auditing department, which, after acquiring the necessary information, will provide a complete answer.

Each operation or economic transaction must be properly authorised, registered, legitimate, consistent and appropriate. There must be adequate documentary support for each operation, in order to allow checks to be carried out at any time and to reconstruct who authorised, executed, recorded and verified the operation itself.

In addition to what has already been provided for in the previous paragraphs concerning the behavioural duties which must be held by each person belonging to the Company, the additional duties aimed at preventing the intentional crimes regulated by Legislative Decree 231/2001 are shown below.

The offer of money or gifts, unless with a modest and absolutely symbolic value, to Managers, Public Officials or Employees of the Public Administration, whether Central or Local, is forbidden.

It is forbidden to offer or accept any object, service, performance or favour of substantial value, in order to obtain a more favourable treatment concerning any relationship with the Public Administration, whether Central or Local.

In the specific case of participating in a tender with the Public Administration, it is paramount to operate in compliance with the law and good business practice, carefully avoiding any form of influence over the other party.

Any external consultants who represent the Engineering Group in relations with the Public Administration, must follow the same guidelines as those laid down for Employees. External consultants should not be used should there be the possibility of conflicts of interest.

The following actions are forbidden when commercially dealing with the Public Administration:

- to examine or propose opportunities for employment and/or business that could benefit employees of the Public Administration on a personal level;
- to offer or in any way provide gifts except those with a symbolic value;
- to solicit or obtain confidential information that could compromise the integrity or the reputation of one or both parties.
- to mislead the State or a Public Body, with artifice or deception, in order to gain an unfair profit for the Company, to the detriment of others.
- to obtain illicit public funding and / or to misuse this

The top management and employees of Engineering are also required:

- not to handle or counterfeit money, public credit cards or revenue stamps;

- not to fund disreputable associations or with subversive features or with terrorist or unlawful purposes;
- not to help criminal or mafia-style organisations, or those aimed at smuggling tobacco, or drug trafficking, in any way;
- not to promote illegal immigration;
- not to engage in aiding and abetting conduct or conduct which may induce not to make statements or to make false statements before the judicial authority or which may in any case alter its operation;
- to verify, as far as possible, during the phases of procuring goods that these do not originate from a crime.

Any violation of the rules set out above must be reported to the Head of the *Auditing and Quality Department* of the Parent Company, which will inform the *Board of Statutory Auditors* and the Supervisory Board, ensuring the anonymity of the reporting individuals.

To this end, the following communication channels (referring to the Parent Company) are available to the reporting individual:

- mail service, by sending the communication to:  
*Engineering - Ingegneria Informatica S.p.A*, Corso Stati Uniti, 23/C (Padova) – to the kind attention of the Head of the *Auditing and Quality Department*;
- e-mail by sending the communication to the address **231@eng.it**.

### **3.4 Liability of attempts**

The behaviour of Employees and Directors constituting intentional crime cases is sanctioned by Engineering should these result in acts or omissions which are unequivocally directed towards violating the rules of behaviour laid down in this Code, even if the action is not carried out or the event does not occur.

### **3.5 Duties aimed at preventing intentional offences concerning occupational safety**

Engineering has set up an Occupational Safety Management System (“SGS”), compliant with the laws in force, appropriately published on the company Intranet and disseminated to all Employees and Collaborators.

The SGS system is inspired by the following principles and criteria, aimed at protecting the safety and health of workers in order to prevent manslaughter or unintentional personal injuries, principles and criteria which the whole Company, at all levels (senior and operational), must follow when decisions have to be taken concerning *Safety at Work*:

- avoiding risks,
- evaluating and mitigating risks which cannot be avoided,
- fighting risks at source,
- adapting work to the individual, in relation to the jobs and equipment available;

- taking into account all technological developments,
- replacing potentially hazardous equipment and tools with other *non-* or *less* dangerous,
- programming prevention carefully,
- prioritising collective protection measures over individual ones,
- giving adequate instructions at all levels on the measures and the Safety at Work system.

## 4 CODE IMPLEMENTATION PROCEDURES

### 4.1 Organisational structures and criteria for implementing the Code of Ethics

The Board of Statutory Auditors, through the Internal Auditing function for this task, is responsible for implementing the Code of Ethics and supervising its correct application.

It falls within the competence of the Board of Statutory Auditors to evaluate the adequacy and consistency of internal procedures with the Code of Ethics, ensuring a periodic review in relation to changes in the company's organisational structure and in the national and international regulatory framework.

The Board of Statutory Auditors is responsible for the training and communication process of the Code to all stakeholders, through the Human Resources Department for this task.

The Board of Statutory Auditors approves the ethical auditing plan prepared by the Head of the Auditing and Quality Department and receives its periodic reports.

The Head of the Internal Auditing function must monitor the correct application of the Code by the Directors, Managers and Employees, assessing the control systems in the matter of ethical risks.

The Head of the Internal Auditing function receives the reports of Employees and Directors concerning any violation of the Code. Because of the content of the information available to the Auditing and Quality Department, the Head of the department and his/her collaborators are required to maintain total confidentiality, implementing a special processing and filing procedure of the information received, according to a specific company procedure.

The Head of the Internal Auditing function supervises the processes for updating internal procedures which may have a significant impact on the Code of Ethics, submitting to the Board of Statutory Auditors possible hypotheses for improving and adjusting internal procedures.

Should the Board of Statutory Auditors find violations of the Code of Ethics connected with the *Organisational Model*, it will promptly inform the Supervisory Board.

### 4.2 Violations of the Code of Ethics and disciplinary system

The Internal Auditing function monitors compliance with the rules contained in the Code of Ethics and reports any violations by Employees and Stakeholders to the Board of Statutory Auditors.

All stakeholders must report any violations of the Code of Ethics by Directors and Employees to the *Head of the Auditing and Quality Department* of the Parent Company, in writing and in confidence.

(See, in this regard, the last subsection of the previous paragraph "*Duties aimed at preventing intentional offences provided for by L. Decree 231/2001*").

Engineering ensures the anonymity of the reporting party and protects this from any and all possible retaliation.

Once the Board of Statutory Auditors receives the report from the *Head of the Auditing and Quality Department*, it must verify the existence of objective elements for carrying out further investigations, which will be performed by analysing the documentary evidence and hearing the alleged offender.

Having ascertained the effectiveness of the transgression on the basis of the evidence gathered, the Board of Statutory Auditors proposes sanctions.

However, it remains the exclusive competence of the Head of Human Resources to impose any sanctions in proportion to the seriousness of the violation, sanctions which, in no way, may create an exception to the provisions contained in the *Workers' Statute*.

The proportionality criterion mentioned above will ensure, including but not limited to, that violations of the dignity of the person or those concerning the lack of protection of health and safety at work will be considered in the category of the most serious violations. In the context also of the type of activities carried out within the Company, the following crimes will also be assessed with particular severity:

- crimes related to relationships with the Public Administration,
- computer crimes.

In particular, the applicable sanctions are as follows:

- For personnel with the status of 'Employee', compliance with the rules of the Code of Ethics and the Organisational and Management Model 231 must be regarded as an essential part of the contractual obligations assumed by them pursuant to art 2104 of the Civil Code; therefore, any conduct in violation of the Code of Ethics or of the *Organisation and Management Model 231* is considered a failure to comply with the primary obligations of the employment relationship and has disciplinary implications, in compliance with the *Workers' Statute* (art.7), of the CCNL (National Labour Collective Agreement) and of the applicable Corporate Supplementary Agreements.

The type and extent of the penalties provided for by the current contractual provisions will be applied taking into account:

- the extent to which the behaviour was intentional or the degree of negligence, carelessness or inexperience highlighted,
  - the Employee's overall behaviour, particularly with regard to whether or not earlier disciplinary sanctions have been applied to the same person;
  - the functional position and the duties of the Employee involved;
  - any other special circumstances connected with the violation.
- The above also applies to personnel with the status of "Manager", but referring to the Executives CCNL (National Labour Collective Agreement) in force.
  - For external Collaborators and / or subjects engaged in business relations with the Engineering Group, whatever the type of relationship, even temporary, non-compliance with the provisions of the Code of Ethics and the *Organisation and Management Model 231* will constitute a failure to comply with the contractual obligations assumed, with all legal consequences, including as concerns

terminating the contract and / or appointment, without prejudice to any compensation for damages suffered by the Group.

- As regards Directors and Statutory Auditors, the competent corporate bodies will adopt the most appropriate protection measures in each case, in compliance with current legislation.
- For members of the Supervisory Board, in cases of a subordinate employment relationship, the provisions related to Employees or Managers (depending on the case) are applied; in the case of a collaborative or consultancy relationship, what is envisaged for external collaborators will apply.