

# **Code of Business Ethics**

**approved by the Board of Directors of IPACK IMA S.r.l. on**

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This document contains a true translation in English of the report in Italian "Codice Etico". The Italian version of "Codice Etico" shall prevail upon the English version.

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## INTRODUCTION

Ipack Ima S.r.l. (hereinafter "Ipack Ima" or "Company"), Joint Venture among UCIMA (Union of Italian Manufacturers of Automatic Machines for wrapping and packaging) and Fiera Milano S.p.A., is a Company specialized in organizing events in the food and non-food processing and packaging sector.

The present Code of Business Ethics (hereinafter the "Code") defines the set of values that the Company recognises, accepts and shares, and the combination of responsibilities that the Company takes on internally and vis-à-vis the outside world.

The observance of the present Code of Business Ethics by the employees is of fundamental importance for good operation, reliability and reputations – factors that are decisive assets for the success of the Company.

Besides respecting their general duties of fairness, correctness and execution of their employment contract in good faith, the Company employees must refrain from performing activities competing with those of Ipack Ima; observe corporate rules; and comply with the tenets of the Code, observance of which is also required pursuant to and for the purposes of Article 2104<sup>1</sup> of the Italian Civil Code.

The rules contained in the Code supplement the rules of conduct that the employee is under obligation to observe, by virtue of current civil and criminal laws and of obligations envisaged in collective contracts.

Every update, amendment or addition to the present Code must be approved by the Board of Directors.

The Code is brought to the attention of all those with whom Ipack Ima has business dealings.

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<sup>1</sup> Article 2104: *Diligence of the worker* - The worker must apply the diligence required by the nature of the work to be provided, by the corporate interest, and by the higher interest of national production. In addition, he/she must observe the instructions for execution and regulation of the work given by the entrepreneur and by the latter's staff to which [the worker] hierarchically reports."

## **1. GENERAL PRINCIPLES**

### **1.1 ADDRESSEES AND FIELDS OF APPLICATION OF THE CODE**

Moral integrity is a constant duty for all those who work for IPACK Ima and characterises the conduct of its entire organisation.

The Code's rules are applied, without any exceptions, to Ipack Ima employees and to all those who work for achievement of Ipack Ima's objectives – in their capacity as corporate representatives (directors, members of corporate bodies, managers, etc..) and as outside staff (attorneys, consultants under any name accorded, intermediaries, agents, contractors, etc...) – that represent, therefore, as a whole, the Addressees of this Code (hereinafter, Addressees).

The Addressees, each within their own field, are under obligation to observe the Code's contents in proposing and implementing the projects, actions, and investments able to achieve long-term growth of the company's capital, operating and technological value, of returns for shareholders, and of long-term well-being for employees and for the community.

More specifically, Ipack Ima – aware of the influence, also indirect, that its activities may have on the community's conditions, on its social and economic development and on its general well-being - intends orienting its action and investments according to the context in which it operates. In fixing corporate objectives, the Board of Directors' members base themselves on the Code's principles. It is the responsibility of managers, first of all, to make the Code's values and principles tangible, taking on responsibilities internally and vis-à-vis the outside world, and strengthening trust, cohesion, and group spirit.

Ipack Ima employees, in observing, as they are already obliged to do so, current legal and regulatory requirements, align their actions and conduct with the principles, objectives and commitments envisaged by the Code.

All actions, transactions and negotiations undertaken and, in general, the conduct followed by Ipack Ima employees in performing their work activity are based on the utmost correctness from the operating standpoint, on the completeness and transparency of information, on formal and substantive legitimacy, and on clarity and truthfulness in accounting records as per current internal organizational documentation.

Via its directors and employees Ipack Ima co-operates actively and fully with the Authorities.

All company activities must be performed with professional commitment and rigour.

Each employee must make professional contributions appropriate to the responsibilities assigned to him/her and must act in such a way as to safeguard Ipack Ima's prestige.

Relations between employees, at all levels, must be based on criteria and behaviour featuring correctness, collaboration, fairness, and reciprocal respect.

For full observance of the Code, each employee can, besides his/or superior, apply

directly to the internal functions specifically delegated for this purpose.

This Code is valid both in Italy and abroad, though - without prejudice to its founding principles – it must take into consideration cultural, social, legislative and economic diversity.



## **1.2 IPACK IMA'S COMMITMENTS**

Ipack Ima guarantees timely distribution of the Code to all addressees. The updated version of the Code becomes effective on the date of its approval by the Board of Directors of Ipack Ima, which has the power to amend, integrate and update the Code, and promptly notify and inform subjects required to apply the code. Ipack Ima undertakes, furthermore, to make available all possible means of information and clarification concerning interpretation and implementation of the rules contained in the Code.

Finally, Ipack Ima undertakes to perform verifications concerning any news of breach of Code rules and, in the case of ascertained violation, to apply adequate sanctions.

## **1.3 OBLIGATIONS FOR ALL EMPLOYEES**

Each employee is asked to be aware of the rules contained in the Code and of the relevant regulations governing the activity performed within his/her function.

Ipack Ima employees are under obligation to:

- abstain from conduct contrary to such rules and regulations;
- consult their superiors if they require clarification on how such rules and regulations should be applied;
- promptly advise their superiors or the Guarantor of Application of the Code (as stated in par. 1.7 of this Code) of any news, directly acquired or reported by others, concerning possible breaches of the same and/ or any request made to them to breach the same;
- co-operate with the facilities delegated to verify possible breaches.

## **1.4 FURTHER OBLIGATIONS FOR THE HEADS OF BUSINESS UNIT AND FUNCTIONS**

Each Head of a company Business Unit or Function is under obligation to:

- be an example for his/her employees by virtue of his/her own conduct;
- direct employees towards observance of the Code and encourage them to raise issues and questions concerning the rules;
- endeavour to ensure that employees understand that observance of the Code's rules constitutes an essential part of the quality of their work;
- carefully select, within his/her area of responsibility, employees and outside staff to prevent assignments being given people who do not assure full reliability as regards their commitment to observing Code rules;
- report timely to his/her superior and/or to the Guarantor of Application of the Code) on his own findings as well as on news provided by employees of possible cases of infringement of rules and regulation;
- take immediate remedial measures when the situation so requires;
- prevent any type of retaliation.

## **1.5 VALUE OF THE CODE VIS-À-VIS THIRD PARTIES**

Vis-à-vis third parties, all Ipack Ima employees, within their respective areas of

responsibility, must:

- provide adequate information about the commitments and obligations imposed by the Code;
- demand respect of obligations directly concerning their activity;
- take appropriate internal initiatives and, if they are competent to do so, external initiatives in the case of failure by third parties to meet the obligation of complying with Code rules.

## **1.6 CONTRACTUAL VALUE OF THE CODE**

Observance of the Code's rules must be considered to be an essential part of Ipack Ima employees' contractual obligations pursuant to and for the purposes of Article 2104 of the Italian Civil Code and of the directors of the Company pursuant to art. 2392 of the Italian Civil Code.

Infringement of the Code's rules may constitute non-performance of the employment relationship's primary obligations or a disciplinary offence, with all legal consequences – also as regards preservation of the individual's job – and may lead to compensation of the company for damage caused by infringement.

## **1.7 GUARANTOR OF APPLICATION OF THE CODE**

Verification of application of the Code is delegated to the Supervisory Body, as laid down in the Organisational, Management and Control Model of Ipack Ima, pursuant to Italian Legislative Decree 231/2001 (hereinafter, also, "Model").

For purposes of observance of this Code of Business Ethics, the Supervisory Body is called "Code Application Guarantor" (hereinafter, also, "Guarantor").

The Guarantor's tasks include:

- verifying that the competent function disseminates the Code among addressees;
- verifying that the competent function organises communication and training programs for employees with the aim of improving awareness of the Code's objectives;
- examination of news of possible breaches of the Code, arranging the most appropriate verification;
- communicate the results of verifications relevant for the adoption of any sanctions;
- protection and assistance of those who report conduct not conformant with the Code, safeguarding them from pressure, interference, and retaliation;
- notification of the competent units of the results of verifications relevant for the taking of appropriate measures.

## **1.8 NOTIFICATIONS**

The Guarantor provides communication channels which may be used for reporting any concerns regarding the Code.

Addressees must report at any time, also anonymously, any Code violation or suspect Code violation to the Guarantor.

The Guarantor undertakes to keep the reporting person's identity confidential, save for obligations prescribed by law and for protecting the rights of persons accused erroneously or in bad faith. Ipack Ima guarantees that it will protect reporting persons against any form of retaliation, discrimination or penalisation relatable to the reports sent to the Guarantor.

## **2. BUSINESS CONDUCT**

In its business dealings, Ipack Ima bases its conduct on principles of fairness, correctness, transparency, efficiency, and openness vis-à-vis the market.

In particular, nobody may feel authorised to commit a crime in the interest of the Company or for providing an advantage to it, since the commission of any crime whatsoever can never represent an interest or advantage for Ipack Ima.

Ipack Ima employees and outside staff, whose actions may in some way be ascribable to the Company itself, must conduct themselves correctly in business dealings of interest to Ipack Ima and in dealings with the Public Administration, regardless of market competition and of the importance of the business matter handled.

Practices of corruption, illegitimate favours, collusive behaviour, and solicitation – direct and/or via third parties – personal advantages and career benefits for themselves or for others are forbidden.

The Company forbids corruption of any type in all its business activities wherever it does business. This applies to all transactions between the Company and any third-party (private entities, public officials or persons in public office etc.).

In general it is considered illegal for any director, employee, collaborator or anyone acting for or on behalf of the Company to promise, offer, pay or accept, either directly or indirectly, money or any other benefit in order to obtain or maintain a business agreement or to gain an unfair advantage over other business entities.

It is strictly forbidden to maintain relationships, negotiate and/or enter into agreements or deeds with the subjects indicated in the reference lists, issued by the Public Authority dealing with the fight against organised crime, terrorism and money laundering.

Ipack Ima recognises and respects its employees' right to take part in investments, business deals or other activities outside those performed in the interest of Ipack Ima, as long as such activities are permitted by law and are compatible with the obligations taken on in their capacity as employees.

In any case Ipack Ima employees must avoid all situations and all activities in which conflict with the Company's interests might arise or that might interfere with their ability to take impartial decisions in the Company's best interest and in full observance of the Code's rules.

Any situation that might constitute or cause conflict of interest must be promptly reported to the employee's superior. In particular, all the employees are under obligation to avoid conflicts of interest between their personal and family economic activities and the jobs held within the unit to which they belong.

By way of example, the following situations cause conflicts of interest:

- business and financial interests of the employee and/or of his/her family in the activities of suppliers, customers and competitors;
- use of the Company name to be able to benefit from personal advantages;
- accomplishment of deeds, stipulation of agreements and, in general, any type of

conduct whatsoever that may – directly or indirectly – cause damage to Ipack Ima, also in terms of image and/or credibility in the market;

- use of one's position in the company or of information acquired during one's work in such a way as to create conflict between one's personal interests and those of the company;
- performance of working activities of any type c/o customers, suppliers and competitors;
- acceptance of money, favours or benefits from individuals or companies who have, or intend to have, business dealings with Ipack Ima.

It is not allowed either to make or to offer – directly or indirectly – payments and material benefits of any entity to third parties, public or private officials, to influence or reward a deed relating to their office.

Acts of commercial courtesy, such as gifts or forms of hospitality, provided or received, are permitted when they are of modest value (for a commercial value not exceeding 250 euros per year in relation to any counterparty), and in any case such as not to jeopardise the integrity or reputation of one of the parties, and such as not to be capable of being interpreted, by an impartial observer, as aiming to acquire advantages in an improper manner.

Ipack Ima strictly forbids giving gifts or forms of hospitality to the subjects indicated in the reference lists, issued by the Public Authority dealing with the fight against organised crime, terrorism and money laundering.

In any case, this type of expenditure must always be authorised by the position indicated by procedures and must be adequately documented.

Any employee who receives gifts or favourable treatment not directly ascribable to normal courteous relations must inform his/her superior.

## **2.1 CUSTOMER RELATIONS**

Ipack Ima pursues its corporate success in the markets by offering quality products and services at competitive conditions and complying with all regulations safeguarding fair competition.

Ipack Ima recognises that the appreciation of those requesting products or services is of primary importance for its business success.

Professionalism, skill, willingness, correctness and courtesy are the guiding principles that the Code's addressees are under obligation to apply in their relations with customers.

Conduct followed is such as to keep information acquired during the business activity strictly confidential, in full compliance with current privacy regulations.

Ipack Ima employees are in fact under obligation to:

- observe internal procedures for customer relationship management;
- supply, efficiently and courteously, within the limits of contractual provisions, high-quality products and services that satisfy or exceed the customer's reasonable expectations and necessities;

- provide accurate and exhaustive information on products and services so that the customer can take knowledgeable decisions;
- respect the truth in advertising or other types of communication.

## 2.2 SUPPLIER RELATIONS

Ipack Ima informs its suppliers on the contents of this Code and ensures it is observed in their respective commercial relations and expects that suppliers conduct their affairs correctly, diligently and in accordance with the law (particularly with regard to ensuring health and safety at work and the protection of intellectual, industrial and commercial property) and also in accordance with employment law, including that which pertains to the hiring of workers.

In particular, each purchase made on Ipack Ima's behalf must be conducted with fairness, integrity, confidentiality, diligence, professionalism and objectivity by qualified personnel who take responsibility for their assessments and judgements, assuring Ipack Ima of observance of all legal aspects of the procurement activity.

In dealings concerning tenders, procurement and, in general, the supply of goods and/or services, Ipack Ima employees are under obligation to:

- observe internal procedures for supplier selection and supplier relationship management;
- keep themselves free of personal obligations to suppliers. Any personal relations of employees with suppliers must be notified to the Department to which they belong before the start of any negotiations;
- not preclude for any supplier company possessing the necessary requisites the possibility of competing to win an order from Ipack Ima, adopting objective appraisal criteria in the selection process, based on stated and transparent approaches;
- secure suppliers' co-operation in constantly assuring satisfaction of Ipack Ima customers' needs in terms of quality, cost and delivery times at least in line with their expectations;
- observe contractually envisaged conditions;
- maintain a frank and open dialogue with suppliers, in line with customary good commercial practice;
- not offer goods or services, particularly in the form of gifts, to the staff of other companies or organisations to obtain confidential information or significant direct or indirect benefits, either for themselves or for Ipack Ima;
- not accept goods or services from external or internal subjects against release of confidential information or the start of actions or conduct designed to favour such subjects, even if there are not any direct repercussions for Ipack Ima.

### **3. TRANSPARENCY OF ACCOUNTING AND INTERNAL AUDITING**

#### **3.1 CORPORATE GOVERNANCE**

Ipack Ima corporate governance system is intended to comply with legislation in force, maximise value for shareholders, control business risks, assure transparency vis-à-vis the market, simultaneously respect the interests of the shareholder.

#### **3.2 ACCOUNTING AND INTERNAL AUDITING**

Accounting transparency is founded on the truthfulness, accuracy and completeness of underlying information relating to accounting entries.

Each employee is under obligation to co-operate to ensure that operating events are properly and punctually represented in accounts.

Ipack Ima operates with the utmost transparency consistently with the best business practices:

- assuring that all transactions undertaken are duly authorised, verifiable, legitimate and reciprocally consistent;
- assuring that all transactions are adequately recorded and posted in accounts consistently with best current practice, and that they are appropriately documented;
- assuring the utmost correctness and transparency in management of transactions with related parties;
- preparing in a timely manner periodical financial reports that are complete, accurate, reliable, clear, and comprehensible;
- making its employees aware and informing them of the existence, purposes and importance of the internal audit function;
- analysing and managing with professional diligence the entrepreneurial risks connected with all the Company activities;
- setting up rigorous business processes that assure operating decisions based on sound economic foundations, comprising prudent risk assessment, and that assure that corporate assets are optimally employed;
- assuring that decisions on financial, tax and accounting materials are taken at an adequate managerial level;
- preparing in a timely manner accounting documents assuring that such documents are complete, accurate, reliable, clear, and comprehensible.

Any employees of Ipack Ima who happen to become aware of omissions, falsehoods, and negligence in accounting or in the documentation on which accounting entries are based, are under obligation to report the facts to their superiors.

It is Ipack Ima's policy to spread, at all levels, a culture featuring awareness of the existence of controls and creation of a mindset oriented towards exercise of control.

The attitude to controls and audits must be positive because of the contribution they make to improving efficiency.

The term "Internal controls and audits" means all those instruments necessary or useful to orient, manage and verify the company's activity with the aim of (a) assuring compliance

with laws and company procedures, (b) protecting corporate assets, (c) managing activities efficiently, and (d) providing accurate and complete accounting and financial data.

Responsibility for achieving an effective internal control system is common to all organisational levels. Consequently, all the Company employees, within the functions performed, are responsible for definition and proper operation of the control system. Company management is under obligation to spread the “control culture”, creating involvement among staff members, each of whom has the consequent responsibilities relating to the role he/she plays within the company.

Each employee must consider him/herself to be a guardian of the corporate assets (tangible and intangible) that are functional to the activity performed. No employee can make improper use of Ipack Ima’s assets and resources or allow others to do so. The Internal Auditing function and the duly appointed independent auditing firm have free access to the data, documentation and information useful for performance of the auditing activity.

### **3.3 CORPORATE RULES**

All employees and/or consultants who in any guise (even as mere data providers) are involved in the preparation of year-end financial statements and of similar documents or, in any case, of documents showing Ipack Ima’s business, capital or financial status – together with, in particular, directors, statutory auditors and those holding management positions – are forbidden to show material facts not corresponding to the truth, even if subject to evaluation, or to omit information or conceal data in direct or indirect violation of regulatory standards and internal procedural rules, in such a way as to mislead recipients of the aforementioned documents. Any illicit conduct will be considered to have been committed to the detriment of Ipack Ima.

It is forbidden to impede or in any case hinder performance of control or auditing activities legally attributed to shareholders, the Board of Statutory Auditors, Internal Auditing, the Control and Risk Committee, and to the independent auditing firm. It is forbidden, also via dissembled conduct to return conferments made by shareholders or to exonerate shareholders from the obligation of making them, apart from cases of legitimate reduction of share capital. It is forbidden to determine a majority at shareholders’ meetings with simulated or fraudulent deeds.

For all those who have dealings with the public surveillance authorities, and also for directors, statutory auditors and those holding management positions, it is forbidden to impede such authorities’ functions.

It is also forbidden, in communications to the aforesaid authorities, to present material facts not corresponding to the truth, even if subject to evaluation, on Ipack Ima’s business, capital or financial status, or to conceal via other fraudulent means, either totally or partly, facts that should have been communicated concerning such status.

Ipack Ima employees and consultants must avoid all conduct that, directly or indirectly, could cause cases of insider trading, also by third parties.

Employees, consultants, members of the Board of Directors, statutory auditors, and, more generally, all subjects who have access to confidential information, not accessible to the public and such as to influence of value of equities, bonds and, more generally, any other security distributed among the public, must abstain from using such information to trade in the aforesaid securities, in order to assure maximum market transparency.

### **3.4 MONEY LAUNDERING, SELF-LAUNDERING, HANDLING STOLEN GOODS AND USE OF STOLEN MONEY, ASSETS OR ANY OTHER BENEFIT OF ILLEGAL PROVENANCE**

Ipack Ima forbids its employees to purchase, replace or transfer money, assets or any other benefit when aware of their criminal provenance. Employees are also forbidden to perform other operations in relation to them that hinder identification of their criminal provenance.

It is forbidden to use money, assets or other benefit for economic or financial activities when aware of their criminal provenance.

Ipack Ima personnel must always comply with application of anti-money laundering laws and any other provisions prescribed by law.

More specifically, it is strictly forbidden for personnel to accept and/or perform payment orders from non identified subjects, use anonymous current accounts/savings books or with fake name, use cash or other bearer instruments for any financial transaction whatsoever.

Ipack Ima uses financial operators who are qualified to carry out any kind of transaction - such as collection, payment, transfer of funds and investment – and who prove they are provided with manual and computer-based and/or telematic means suitable for preventing money laundering.

## **4. STAFF POLICIES**

### **4.1 HUMAN RESOURCES**

Human resources are an indispensable element for the company's existence. Employees' dedication and professionalism are all-important values and conditions for achievement of Ipack Ima's objectives.

Ipack Ima undertakes to develop each employee's capabilities and skills so that individuals' energy and creativity is fully expressed to realise their potential.

Ipack Ima offers all workers the same work opportunities, operating in such a way as to ensure that all of them enjoy equitable treatment based on criteria of merit, without any discrimination. The competent functions must:

- adopt merit, skill, and in any case strictly professional, criteria for any decision concerning an employee;
- select, hire, train, pay and manage employees without any discrimination;
- create a work environment where personal characteristic cannot give rise to discrimination.

Ipack Ima interprets its entrepreneurial role in the protection of both work conditions and of the worker's psychological and physical integrity, respecting his/her moral personality, and preventing the latter from suffering illicit influences or undue difficulties. For this reason, Ipack Ima safeguards personnel from psychological violence or mobbing and combats any behaviour or attitude that discriminates or harms a person and his/her beliefs and preferences.

For this purpose, off-duty conduct particularly offensive to civic sensibility, making interpersonal contacts in the workplace problematical, are also considered to be important.

Ipack Ima complies to the principle according to which each person, on the basis of his/her position in the company organisation chart, is evaluated principally according to criteria of merit and is competent and responsible for his/her actions and omissions. Subjects with company management and representation duties, also at function level, are responsible for guiding, coordinating and controlling the activities performed by subordinates and/or by subjects coordinated by them. In any case, Ipack Ima guarantees that such authority will not turn into exercise of power harmful to the employee's or collaborator's dignity and that work organisation choices safeguard the value of individual contributions.

All forms of discrimination must be avoided and, in particular, any discrimination based on race, nationality, gender, age, physical disabilities, sexual orientations, political or trade-union opinions, philosophical orientations, or religious beliefs.

Employees must be hired with an employment contract as required by law and in a way that meets the provisions of enacted laws for the hiring of workers, remuneration, social security and welfare payments, tax and insurance.

Ipack Ima does not use child labour and refuses any form of work involving minors which is against the law; in particular, Ipack Ima does not take part in activities envisaging the direct or indirect use of child labour provided by third-party companies.

Ipack Ima does not employ subjects (including outside staff) indicated in the Reference Lists, issued by the Public Authority dealing with the fight against organized crime, or belonging to the organizations indicated in said Lists.

Ipack Ima expects its employees, at all levels, to collaborate in maintaining a climate in the company of reciprocal respect of each person's dignity, honor, and reputation.

Ipack Ima intervenes to impede offensive or slanderous interpersonal attitudes.

#### **4.2 WORKPLACE HARRASMENT**

Ipack Ima requires that no harassment occur in internal and external work relations, taking this to mean:

- creation of an intimidating or hostile work environment or a situation of isolation vis-à-vis individual workers or groups of workers;
- unjustified interference in the execution of other people's work;
- hindrance of others' individual work prospects for mere reasons of personal competition.

Ipack Ima does not admit sexual harassment, taking this to mean:

- subordination of decisions important for the target's working life to acceptance of sexual favors;
- proposals of private interpersonal relations made despite express or reasonably evident non-acceptance, capable, in relation to the specifics of the situation, of disturbing the target's peace of mind with objective implications for his/her work performance.

#### **4.3 ABUSE OF ALCOHOL AND NARCOTICS**

Ipack Ima requires that each employee personally contribute to maintaining a work environment respectful of other people's sensibility.

Given this, the following conduct, during work activity and in workplaces, is considered to be conscious taking on of the risk of jeopardizing such environmental features:

- working under the effects of the abuse of alcohol, narcotics or of substances producing similar effects;
- consuming or giving, for any reason, narcotics during work activities.

Cases of chronic addiction to substances of this type – when they affect the work environment – are considered, in terms of their contractual repercussions, to be equivalent to the previous cases. Ipac Ima undertakes to favour the social actions envisaged in relation to collective labour contracts.

#### **4.4 SMOKING**

Whilst the general bans on smoking in workplaces hold good, when this is a source of danger and in any case in work premises marked by specific indications, in situations of collective on-the-job presence Ipack Ima takes into special consideration those suffering from physical discomfort in the presence of smoke and who ask to be saved from contact with “passive smoking” in their work location.

#### **4.5 HEALTH, SAFETY AND THE ENVIRONMENT**

Ipack Ima undertakes to disseminate and build a culture of safety in the workplace and to develop risk awareness by employing all resources requested for ensuring the safety and health of Addressees, customers and the community in which it operates. Regarding the environment, Ipack Ima tries to balance economic initiatives with fundamental environmental demands - in consideration of present and future generations' rights - not only in observance of current regulations, but also considering the development of scientific research and of relevant best experiences.

Respecting these values, Ipack Ima undertakes to:

- observe current legislation regarding environmental prevention, protection and impact, through the adoption of technical and organisational tools in defence of safety, health and environmental integrity;
- pursue the improvement of workplace health and safety conditions by defining suitable measuring procedures for their systematic evaluation;
- promote progressively more eco-compatible processes, featuring increasing attention towards the health and safety of both operators and third-parties;
- respect enacted environmental law and applicable regulations in order to protect the environment and prevent pollution.

All employees, according to their roles, must adhere to risk prevention measures, environmental safeguards, enacted environmental law and follow health and safety measures that apply to them, their colleagues and third parties.

#### **4.6 CORRECT USE OF COMPANY PROPERTY**

Ipack Ima requires all employees/co-workers to diligently protect, take care of and safeguard company property that has been entrusted to them to allow them to carry out their business, in accordance with the operating procedures established to regulate the use of the same.

Employees undertake to:

- use company property in a correct manner and in accordance with company interests and to prevent any improper use;
- comply with the laws relating to the protection of copyright and intellectual property.

In addition, it is expressly forbidden to:

- reproduce (even for personal use) databanks and software protected by copyright and utilized by employees in carrying out their work (with the exception of copies

- made for the purposes of creating back-up files);
- use databanks or software which are not authorized for use on the Company's computers.



## 5. CONFIDENTIALITY

Ipack Ima recognises that confidentiality is a fundamental obligation for all forms of conduct.

The activities of Ipack Ima constantly require the acquisition, preservation, handling, communication and disclosure of news, documents and other data relating to negotiations, administrative proceedings, financial transactions, and know-how (contracts, deeds, reports, notes, studies, designs, photographs, and software etc.), that may not be externally disclosed or the inappropriate disclosure of which could damage corporate interests.

Each employee is under obligation to assure the confidentiality required by the circumstances for each item of information learnt for reasons of his/her work function.

The Company undertakes to protect information concerning its employees and third parties, generated or acquired internally and in business dealings, and to avoid any improper use of such information.

The information, knowledge and data acquired or elaborated by employees during their work or via their jobs belong to the Company and cannot be used, communicated, or divulged without specific authorisation by the employee's superior.

The Company guarantees that personal data will be treated in compliance with the law and correct procedures, and in accordance with the principles demanded by prevailing regulations with regard to treatment of personal data.

Whilst the ban remains on disclosure of information concerning the Company's organisation and methods of provision of its services or on use of the same in such a way as to cause prejudice to the organisation, each Company's employee must:

Acquire and handle only those data necessary and appropriate for the purposes of his/her unit/function of origin and directly connected with his/her job;

- acquire and handle data only within specific procedures;
- preserve the data in such a way as to prevent unauthorised persons from gaining knowledge of them;
- communicate data within previously established procedures and/or upon explicit authorisation by superior positions and, in any case, having ascertained the data's disclosability in the specific cases concerned;
- assure him/herself that no absolute or relative constraints exist on the disclosability of information concerning third parties connected with Ipack Ima by any type of relationship and, if appropriate, obtain their consent;
- associate the data in such a way that any subject authorised to access the same can easily get a picture that is as precise, exhaustive and truthful as possible;
- preserve the data for a period of time that does not exceed the period necessary for the purposes for which the data was collected;
- adopt suitable and preventive security measures for all systems involved in the collection and safeguarding of personal data, in order to avoid the risk of destruction or loss of data and to prevent unauthorised access or unsanctioned use of such

data;

- maintain duty of confidentiality even after termination of the service.

## **6. EXTERNAL RELATIONS**

### **6.1 RELATIONSHIP WITH PUBLIC ADMINISTRATION**

For the purposes of the present Code, “Public Administration” is taken to mean, besides any public entity, any independent administrative agency, individual or legal entity that acts in the capacity of public official or public service appointee, or as a member of a body of the European Community or as an official of the European Community, or as an official of a foreign Country.

Once again for the purposes of the present Code, the definition of “Public Entity” also includes those private subjects that, for overriding political and economic reasons, perform a public function designed to safeguard general interests - such as the entities managing regulated markets.

It is not allowed – either directly or indirectly, or via an interposed person – to offer or promise money, gifts or remuneration in any form to, nor to exercise illicit pressure on, nor to promise any object, service, benefit or favour to, managers, officials or employees of the Public Administration, or to subjects appointed to perform a public service, or to their relations or cohabitants, for the purpose of inducing them to perform an act typically relating to their office or contrary to the intrinsic official duties of the Public Administration (considering this also to include the purpose of aiding or damaging a party in civil, criminal or administrative proceedings to the direct or indirect advantage of Ipack Ima).

Anyone receiving explicit or implicit requests for benefits of any kind by subjects of the Public Administration, as defined above, must immediately suspend all contacts with the same and inform, in writing, the Guarantor.

The prohibitions indicated in the previous paragraphs must not be eluded by resorting to other types of aid and contributions that – masked as appointments, consulting assignments, and advertising, etc. – have the same purpose as those forbidden.

If commercial relations are initiated with the Public Administration, including participation in public calls for tenders, it is necessary to operate constantly observing the law and proper commercial practice.

More specifically, the following actions must not be undertaken either directly or indirectly, i.e. (a) examine or propose job and/or commercial opportunities that could benefit employees and direct superiors on a personal level, (b) offer or in any way provide gifts, and (c) solicit or obtain confidential information that could jeopardise the integrity or reputation of both parties.

It is not allowed to use or present declarations or documents that are false or testify untruthful things, or to omit information to achieve, to the benefit or in the interest of Ipack Ima, grants, loans or other sums under any other name accorded by the State, by a Public Entity, or by the European Union.

It is forbidden to mislead anyone with expedients or tricks to procure an unjust profit for Ipack Ima with detriment for others. Any infringement of this ban is even more serious if it is the State or a public entity that is misled.

The “unjust profit” can be either direct or indirect and comprises – besides grants, loans and other sums accorded by the State, by a Public Entity, and by the European Union- also concessions, permits, licenses, or other administrative acts.

Furthermore, it is forbidden to use grants, loans or other sums under any name accorded to Ipack Ima by the State, by a Public Entity, or by the European Union for purposes other than those for which the amounts in question have been assigned.

It is forbidden to alter, in any way, the operation of a computer-based or telematic system or to illegally intervene in any way whatsoever on the data, information, and programmes contained by or pertinent to the same for the purposes of achieving an unjust profit with detriment for others. The weight of the ban is increased if the party damaged is the State or a Public Entity.

Relations with Public Entities designed to look after Ipack Ima’s overall interests and related to implementation of its programmes are the sole prerogative of the functions and managers delegated for this purpose.

## **6.2 RELATIONSHIP WITH OUTSIDE STAFF**

Outside staff is requested to comply with the principles contained in the Code.

Agreements with outside staff (including the commitment undertaken by them not to carry out improper transactions or payments) are drawn up with specific fixed procedures and, in any case in writing, and must be entered into before the beginning of activities.

For this reason, every corporate representative, in relation to his/her own functions is responsible for:

- observing the principles and internal procedures for selecting outside staff and managing relations with such staff;
- selecting solely qualified subjects and companies with good reputation; the agreement must be made directly with the physical or juridical person performing the service and with no other party;
- including in outside staff agreements the obligation to observe the principles laid down in this Code and establish adequate sanctions in the event of its infringement, such as for example, termination of the agreement and compensation for damage, also with reference to violations pursuant to Italian Legislative Decree 231/01.

Ipack Ima, before undersigning agreements with a public customer, requests its outside staff to provide a declaration in which it states that it is not in a position of conflict of interest with the Public Entity for which it must assist Ipack Ima in the sale/provision of the good and/or service. Remuneration paid to outside staff is measured on the basis of the performance indicated in the agreement and, in any case, of the professional abilities and the actual performance carried out. Payments cannot be made in cash – except for exceptional cases that must be adequately documented - or in favour of a subject other than the contractual counterparty, save for express indications formally provided by the latter.

Furthermore, in the event of legal consulting, the external expert appointed is expressly requested to inform the competent company unit of the request to make or produce before

the Judicial Authority declarations that may be used in criminal proceedings regarding its functions; it is forbidden for the function receiving said notification to induce or encourage appointed external experts.

### **6.3 RELATIONSHIP WITH PUBLIC SUPERVISORY AUTHORITIES**

Within its relations with Public Supervisory Authorities, Ipack Ima ensures maximum availability and collaboration - also during inspections and verifications - as well as, if due and/or requested, complete information, production of data and documentation in respect of principles of transparency, completeness and correctness and of their institutional functions. In particular, information which by law must be notified to Public Supervisory Authorities may not be withheld or distorted.

### **6.4 SPONSORING AND ORGANISATION OF PROMOTIONAL EVENTS**

Within its relations with Public Supervisory Authorities, Ipack Ima ensures maximum availability and collaboration - also during inspections and verifications - as well as, if due and/or requested, complete information, production of data and documentation in respect of principles of transparency, completeness and correctness and of their institutional functions. In particular, information which by law must be notified to Public Supervisory Authorities may not be withheld or distorted.

### **6.5 RELATIONS WITH POLITICAL PARTIES, TRADE-UNION ORGANISATION AND ASSOCIATION**

Ipack Ima refrains from any form of undue pressure – either direct or indirect – on political or trade-union representatives, also through its own managers, employees and collaborators. Ipack Ima does not make contributions – either direct or indirect or in any form – to parties, movements, committees and political and trade-union organisations, or to their representatives and candidates, except for those contributions payable according to specific regulations.

It is possible to accept requests for contributions only in relation to proposals by non-profit bodies or associations, or bodies and associations with high cultural or beneficial value.

### **6.6 RELATIONS WITH THE MEDIA**

Information given to the external environment must be truthful and transparent. Ipack Ima must present itself in a precise and uniform manner in communications with the media.

Relations with media are the sole prerogative of the company functions and managers delegated for this purpose.

Ipack Ima employees cannot supply information to representatives of the media nor can they commit to supplying such information without the competent functions' authorisation.

Ipack Ima employees cannot – in any way or form – offer payments, presents or other benefits aiming to influence the professional activity of mass media functions, or that could be reasonably interpreted as such.

### **6.7 ILLUSTRATION OF OBJECTIVES AND RESULTS**

Ipack Ima employees called upon to illustrate or supply to the outside world information concerning Ipack Ima's objectives, activities, results and points of view via – for example:

- participation in meetings, congresses, and seminars;
- writing of articles, essays, and publications in general;
- participation in public events;

are under obligation to obtain authorisation from the top management of the organisational unit to which they belong for the texts, reports prepared, and lines of action that they intend to follow, and to agree on contents with the delegated bodies and the competent directions.

## **7. NON-OBSERVANCE OF CODE OF BUSINESS ETHICS – SANCTIONS**

The guidelines presented in this Code of Business Ethics are of the utmost importance for Ipack Ima, for its shareholders and for its other commercial partners – and are fundamental to enable Ipack Ima to conduct its activity in accordance with the ethical standards defined.

No illicit conduct or in any case infringing the provisions of the present Code, or illegitimate or also improper conduct can be justified or considered to be less serious, even if followed in the interest or to the benefit of Ipack Ima.

On the contrary, given Ipack Ima's drastic, unequivocal and insurmountable determination, without any exceptions, to not avail itself in any case whatsoever of the said "interest" or "benefits", any such conduct pursued notwithstanding the measures to the contrary taken by Ipack Ima, constitutes one of the specific fields of intervention of the present disciplinary system.

Application of disciplinary sanctions is independent from any criminal proceedings, since Ipack Ima has adopted the rules of conduct imposed by the Code in total autonomy, regardless of the crime that any such conduct might cause.

Acts or omissions designed in an unequivocal manner to breach the rules established by Ipack Ima are also subject to sanctions, even if, for any reason whatsoever, the act is not accomplished, or the event does not materialise.

### **7.1 SANCTION FOR EMPLOYEES**

Procedures for contestation of infringements and application of consequent sanctions will take place fully respecting the provisions of Article 7 of Italian Law 300 dated May 20th 1970 (also known as Statuto dei Lavoratori "The Workers' Statute"), of the current collective labour contract applicable (the CCNL Collective Labour Contract for employees working for companies operating in the tertiary, distribution and services sector) and of internal rules and agreements.

Legal regulations, the rules of the collective labour contract, and internal rules also contain the principles governing calibration of the sanction and the subjects having the power to apply it.

Whilst the preceding items hold good, the following is specified:

- every deliberate, or in any case willful, perpetration of offences as per Italian Legislative Decree 231/2001, or violation of the fundamental duties pertaining to the function, office or position held undoubtedly leads to termination of the employment relation, regardless of the economic damage that the said conduct may or may not have caused;
- any culpable, or imprudent, or negligent, or omissive conduct or behavior breaching Italian Legislative Decree 231/2001 may lead to the same sanction, according to the gravity of the matter or to the prejudicial consequences caused (not necessarily solely economic), or to any recidivism, or to the impact on company climate, or according to the importance of the principles and procedures violated, or to the

repercussions on the individual's trustworthiness and reliability in terms of future conduct;

- in less important cases, without any prejudicial repercussions, conservative disciplinary measures are in any case taken, calibrated according to the importance and gravity of the occurrence.

Particular rigour is applied in cases of liability for non-control of persons vested – in general or in specific cases – with such functions.

## **7.2 SANCTION FOR MANAGERS**

As regards individuals forming part of management personnel, with reference to the procedure to be applied, in granting the strictest position, the provisions of art. 7 of Italian Law 300 of 20th May 1970 will be followed. In any case, any willful or culpable conduct contrary to the law or to the fundamental duties pertaining to the function or position held will be assessed taking into account the particular nature of the said employment relationship, the strongly trust-based nature of the same, the lack, for those individuals, of a system of conservative sanctions, and the special need, for Ipack Ima, to be able to rely on their professionalism, willingness and skill for implementation of the principles outlined above and for observance of the principle of legality and of all company procedures and rules.

## **7.3 SANCTION FOR OUTSIDE STAFF**

Any behaviour implemented by outside staff in contrast with the lines of conduct indicated in the Code, particularly behaviour leading to the risk of commission of a crime sanctioned by Italian

Legislative Decree 231/01, may determine (also according to specific contractual clauses included in the letters of appointment or in partnership agreements) termination of the contractual relation, save for possible request for compensation if such behaviour causes actual damage to the Company, as in the case of application by the judge of the measures prescribed by Italian Legislative Decree 231/01.

## **7.4 SANCTION FOR DIRECTORS**

In the event of behaviour infringing the provisions of the Code by any of the Directors, especially if said behaviour leads to the risk of commission of a crime sanctioned by Italian Legislative Decree 231/01, the Guarantor informs, through a written report, the entire Board of Directors and the Board of Statutory Auditors. The Board of Directors assesses the situation and – in observance with current regulations - adopts the measures considered most suitable. In most serious cases, the Board of Directors may propose revocation of office.

## **7.5 SANCTION FOR STATUTORY AUDITORS**

In the event of behaviour infringing the provisions of the Code by any of the members of the Board of Statutory Auditors, especially if said behaviour leads to the risk of commission of a crime sanctioned by Italian Legislative Decree 231/01, the Guarantor informs, through a written report, the entire Board of Directors and the Board of Statutory Auditors. The

Board of Directors assesses the situation and - in observance with current regulations - adopts the measures considered most suitable. In most serious cases, the Board of Directors may propose revocation of office.



