



Code of Ethics

IRCE S.P.A.

Code of Ethics

Nature of the document: Final edition

Approval: Board of Directors

Date of approval: 15/03/2022

Table of editions and revisions

Edition	Revision	Date of revision	Reason	Date of approval from the Board of Directors
1	0	27/09/2010	First issue	27/09/2010
2	0	13/11/2014	Contents Update	13/11/2014
3	0	13/05/2019	Contents Update	12/09/2019
3	1	15/01/2022	Contents Update	15/03/2022

LETTER FROM THE CHAIRMAN

It is with great pride that we present the Code of Ethics of IRCE S.P.A., which defines - in an organic and unitary manner - the principles and reference criteria to regulate the conduct of directors, employees and all those who collaborate with our company.

It is based on the common heritage of shared values on which IRCE has built and intends to continue to build its development.

It is a guide to everyday decisions. Compliance with and enforcement of the Code of Ethics in all business activities generates trust in all stakeholders and helps to establish the reputation of the company.

The reliable behaviour of each one of us and the good reputation of the company create value; they are an indispensable factor of growth and development: the market chooses IRCE for the ability to stick to its commitments in response to requests, to ensure high levels of service quality over time, to enhance, protect and innovate its distinctive know-how and for the reliability of results.

All our stakeholders' choices are based on trust and responsibility: this is why the Code of Ethics is not only a formal fulfilment but an everyday achievement.

The Code of Ethics involves a great commitment by IRCE, and requires a sense of sharing and responsibility, especially on the part of directors, managers, employees, collaborators and relevant business partners. In fact, it is part of the professional relationship that binds them to the company. Therefore, it will be disseminated to all stakeholders and explained to those who want to work at IRCE or with IRCE. It will be put into daily practice and will be open to any possible improvement to enhance IRCE's spirit of innovation and its desire to grow.

The Chairman

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1 INTRODUCTION

1.1 PURPOSE OF THE CODE OF ETHICS

This Code of Ethics (hereinafter the "Code of Ethics" or, more simply, the "Code") expresses the commitments and responsibilities in the conduct of business and company activities undertaken by the collaborators of IRCE S.p.A. (hereinafter "IRCE", or the "Company"), whether directors, members of corporate bodies, executives, employees or any collaborators of the company (hereinafter the "Collaborators").

IRCE has prepared this Code of Ethics in order to:

- define clearly and transparently the set of values and the principles aimed at guiding the conduct to be adopted in order to achieve the company's objectives;
- encourage the development of a common corporate culture.

The Code of Ethics is a fundamental tool for the performance of the company's activities; the compliance with it is crucial for the proper functioning, reliability, reputation and image of the Company and its principles constitute the foundations for the success and current and future development of the company.

For effective implementation, the Code of Ethics should be understood as a tool designed to induce and direct, rather than impose and sanction. The proper interpretation of the Code's provisions means that it can help each recipient to deal with the issues that arise in everyday business, where ethical issues, organizational problems and management choices are closely linked.

1.2 SCOPE AND RECIPIENTS OF THE CODE OF ETHICS

This Code applies to IRCE. The principles and provisions of the Code of Ethics are binding, without exception, for directors, members of any other corporate body, managers, employees and all those who, even if external to the company, establish - directly or indirectly - a permanent or temporary relationship with IRCE.

All the aforesaid subjects are hereinafter collectively referred to as "Recipients". Therefore, the Recipients are required to observe and, to the extent of their competence, to enforce the principles and provisions of this Code of Ethics.

Under no circumstances does the claim to act in the interest of IRCE justify the adoption of conduct contrary to the provisions of this document.

The Code of Ethics is valid both in Italy and abroad, despite the cultural, social, economic and regulatory diversity of the various countries in which IRCE operates or should operate.

1.3 COMPANY

IRCE S.p.A. operates in the manufacturing sector for the production of winding wires for electrical machines as well as insulated cables for the transport of energy.

Winding wires are mainly used for the transformation of electrical energy into mechanical energy and vice versa, for the modification of energy parameters and for the transformation and control of other types of energy.

On the other hand, cables are used for the construction of electricity plants in residential and industrial buildings and for the wiring and cabling of electrical appliances.

Since 1996, IRCE shares have been listed on the Stock Exchange and, since April 2001, the IRCE share is part of the "STAR" - segment for high requirement shares.

IRCE was founded in 1947 and quickly conquered its own space in the enamelled wire market, then dominated by a few large industrial groups. In 1955, the first exports took place and, in 1961, the production of PVC insulated electric cables began. The opening of the Imola plant dates back to the mid-seventies. The production activity has strengthened in the years thanks to the takeover of Guglionesi plants (1984) which produced electrical cables and, in 1995, the takeover of Umbertide plant, for the production of enamelled wires. At the same time, the business activity keeps on growing and it represents a relevant step in the strategy of geographic diversification. The first foreign partnership is made in 1977 with ISOMET AG, for the marketing of products in Switzerland. It is followed by the German DMG GmbH and later by the French HENCO SA (no more part of the Group). At the same time, ISOLVECO was founded in Italy, operating in the Triveneto area and, in 1983, the sales office and warehouse in Milan was opened.

An important step to complete the range of products was taken by IRCE in 1998 with the acquisition of SmitDraad Nijmegen BV, a Dutch company producing rectangular winding wires for electrical machines (flat wires), usually used for the production of motors, big generators and power transformers.

In June 2000, IRCE SL dedicated to the commercial development of the Group on the Spanish market was established in Polinyà (Barcelona).

On March 1, 2001, IRCE achieves further important growth at European level in the field of electrical winding wires thanks to the acquisition of the English company F.D. SIMS Limited (Manchester), the second English manufacturer of enamelled wires and flat wires.

In December 2001, they finally acquired ANDRONIO SPA, with headquarters and production plant in Miradolo Terme (PV), whose activity is the production of power cables for electrical equipment; in this way, IRCE has expanded the range of products offered to its industrial customers with obvious commercial and production synergies.

In 2007, they took two important steps for the growth of the group: an enamelled wire production plant was acquired in India (StableMagnetWire Ltd) and the construction of the plant in Joinville (Brazil) was completed, with the beginning of the production of enamelled wire in 2008.

At the end of 2010, they acquired the German company ISODRA GmbH, a company specializing in the production and marketing of ultra-fine enamelled wires.

In 2012, a sales subsidiary was established in Turkey to serve the local market and improve service to our Turkish customers.

In 2015, a sales subsidiary was established in Poland to increase the presence in the Polish market.

1.4 MISSION

IRCE is an important multinational company that operates in the field of winding wires and electrical cables with the aim of being one of the global players in these sectors through continuous organizational and process improvement to better meet customer needs.

1.5 ETHICAL VISION

IRCE aims to maintain and develop the relationship of trust with its stakeholders, i.e. with those categories of individuals, groups or institutions whose contribution is required to achieve IRCE's mission or who have an interest in the company's activities.

Stakeholders are those who make investments related to IRCE's activities, first of all the partners and, therefore, IRCE's collaborators, customers, suppliers and partners.

In the broadest sense, stakeholders are also all those individuals or groups, as well as the organizations and institutions that represent them, whose interests are influenced by the direct and indirect effects of IRCE's activities, such as the local and national communities in which IRCE operates (hereinafter "stakeholders")

The search for a correct and transparent relationship with stakeholders improves, guarantees and protects the reputation of the Company in the social context in which it operates.

1.6 ETHICAL BEHAVIOUR

Ethical behaviour means the way of acting that implements the company's system of values defined in this Code.

On the contrary, the behaviour of anyone, individual or organization, who does the following is not ethical and encourages the assumption of biased and hostile attitudes towards the company:

- anyone who tries to appropriate the benefits of the collaboration of others, taking advantage of positions of strength
- anyone who violates the rules of civil cohabitation and correct social and commercial relations, as provided for and regulated by laws and regulations in force
- anyone who operates in conflict with the requirements of this Code.

In the conduct of business activities, unethical behaviour compromises the relationship of trust between IRCE and its stakeholders.

1.7 THE VALUE OF REPUTATION AND FIDUCIARY DUTIES

Good reputation is an essential and intangible resource for IRCE.

Externally, it promotes social approval, investment by members, relations with institutions, attraction of the best human resources, customer loyalty, serenity of suppliers and reliability towards third parties in general.

Internally, it helps to make and implement decisions without friction and to organize the work without bureaucratic controls and excessive exercise of authority.

The Code of Ethics clarifies the particular duties of IRCE towards stakeholders (fiduciary duties).

1.8 THE VALUE OF RECIPROCIITY

This Code of Ethics is based on an ideal of cooperation for the mutual benefit of the parties involved, respecting the role of each party.

Therefore, IRCE requires each stakeholder to act towards it according to principles and rules inspired by a similar idea of ethical conduct.

1.9 CODE OF ETHICS AND LEGISLATIVE DECREE 231/01

Italian Legislative Decree 8 June 2001, n. 231, entitled "Regulations governing the administrative liability of legal persons, companies and associations, including those without legal personality, in accordance with art. 11 of Law no. 300 of 29 September 2000, introduced a system of administrative liability for companies in the Italian legal system for a series of strictly listed offences committed in their interest or to their benefit by natural persons who hold, also de facto, representative, administrative or managerial positions, or who are subject to the management or supervision of one of these persons.

However, art. 6 of the aforementioned decree establishes that the company is not liable for such offences, if it can demonstrate that it has adopted and effectively implemented "organizational and management models suitable for preventing offences like the one that has occurred" before the offence was committed, which include the establishment of a control body within the company itself, with the task of supervising the functioning, effectiveness and compliance with the aforesaid models, as well as updating them.

The guidelines promulgated and subsequently updated by various associations highlight how an essential element of the organizational model adopted by the entities pursuant to Legislative Decree no. 231 of 2001 is the Code of Ethics, intended as an official document of the company, approved by its top management, containing all the rights, duties, responsibilities and rules of conduct of the company in relation to the so called "stakeholders", even independently and beyond what is provided for at the regulatory level.

In addition, these guidelines identify some fundamental principles that must be contained in a Code of Ethics, with reference to conduct that is relevant for the purposes of Legislative Decree no. 231/2001:

- a) the entity must have as an essential principle compliance with the laws and regulations in force in all the countries in which it operates;
- b) every operation and transaction must be correctly recorded, authorized, verifiable, legitimate, consistent and appropriate;
- c) the entity must adhere to a series of basic principles with regard to relations with its counterparts.

The adoption of the Code of Ethics is of central importance for the proper performance of company activities and, at the same time, constitutes an indispensable element in the control and prevention of offences that entities are called upon to carry out pursuant to Legislative Decree no. 231/2001.

This Code of Ethics is an integral part of the Organization and Management Model adopted by the Company pursuant to Legislative Decree no. 231/2001.

1.10 STRUCTURE OF THE CODE OF ETHICS

This Code of Ethics consists of this introduction and the following parts:

- *general principles on relations with stakeholders*, which theoretically define the reference values in IRCE activities;
- *conduct criteria towards each class of stakeholders*, which specifically provide the guidelines and rules to which IRCE Collaborators are required to adhere for compliance with the general principles and to prevent the risk of unethical behaviour;
- *implementation methods*, which describe the reference structures for the application and revision of the Code of Ethics, the control system aimed at compliance with the Code of Ethics and its improvement.

1.11 THE CONTRACTUAL VALUE OF THE CODE

Compliance with the provisions of the Code must be considered an essential part of the contractual obligations of IRCE employees pursuant to and for the purposes of articles 2104, 2105 and 2106 of the Italian Civil Code (Employee's Diligence, Loyalty Obligation and Disciplinary Sanctions). Violation of the provisions of this Code damages the relationship of trust established with the Company and may lead to disciplinary action and compensation for damages, without prejudice, for employees, to compliance with the procedures set forth in art. 7 of law 300/1970 (Statute of workers), collective labour agreements and the disciplinary system adopted by the company.

2 GENERAL PRINCIPLES

Below are the reference principles that represent the fundamental values to which the recipients of the Code must adhere in the pursuit of the company's mission. The provisions contained herein are of primary and absolute value and, in no case, the conviction of acting for the benefit of the company justifies conduct in contrast with the principles of the Code itself.

2.1 LEGALITY

The essential principle of the company is the compliance with the laws and regulations in force in Italy and in all countries in which it operates; The recipients of the Code are required to comply with the regulations in force.

Under no circumstances may the company's interest be pursued or realized in violation of the law.

This principle must be adopted with regard to both the activities carried out within the Italian territory and activities related to relations with international operators.

It also rejects involvement with persons who engage in illegal activities or those financed with illicit capital.

The company is committed to ensuring that stakeholders receive adequate information and training on the Code of Ethics.

2.2 RESPONSIBILITIES

In carrying out the corporate mission, the conduct of all recipients of this Code must be inspired by the ethics of responsibility.

The Recipients must carry out their activities loyally and effectively, with full awareness of the direct and indirect effects that their work produces.

The Company is committed to promoting knowledge and enhancing the effects of the production processes for which the human resources employed are responsible.

Everyone's responsibility is as much greater as higher the authority and discretion in making choices. Consequently, the dissemination and implementation of this Code depends on the commitment of everyone and, in particular, of those who have the greatest decision-making power and whose behaviour is recognized as an example.

2.3 HONESTY

All activities must be carried out in compliance with the principle of honesty, renouncing the pursuit of personal or corporate interests and the performance of acts that involve violation of current legislation, this Code of Ethics and internal regulations.

Situations through which an Employee, Manager or other Recipient may gain undue advantage and/or profit from known opportunities during and as a result of the performance of his/her activity should be avoided.

In no case may the pursuit of the interest or advantage of IRCE justify an action that does not comply with an honest line of conduct.

2.4 IMPARTIALITY

In decisions that affect the relations with its stakeholders (relations with members, selection and management of personnel, work organization, management of clients to be served, selection and management of suppliers, relations with the surrounding community and institutions that represent it), IRCE avoids any discrimination based on age, gender, sexuality, health status, race, nationality, political opinions and religious beliefs of its stakeholders.

2.5 FAIRNESS AND PREVENTION OF CONFLICTS OF INTEREST

In the conduct of any activity, everyone must always act in respect of the rights of the parties involved, the commitments undertaken and avoid situations where the parties involved in the transactions are, or may even appear to be, in conflict of interest.

This means both the case in which an employee pursues an interest other than the company's mission and the balancing of stakeholders' interests or personally takes advantage of the company's business opportunities, and the case in which representatives of clients or suppliers, or public institutions, act in conflict with the fiduciary duties linked to their position, in their relations with IRCE.

2.6 CONSISTENCY

Each recipient undertakes to implement the Company's values and operating principles on a daily basis and constantly in any action.

2.7 TRANSPARENCY

IRCE is committed to ensuring transparency in corporate management, communication and information.

All actions and operations must be properly recorded and monitoring of the decision-making, authorization and execution process must be available.

For each operation, there must be adequate documentary support in order to be able to carry out, at any time, controls that certify the characteristics and reasons of the operation and identify the subject that authorized, carried out, recorded and verified the operation itself.

In addition to always following the established procedures, communication must be simple, understandable, timely and truthful and - if made public - easily accessible to all.

The Company undertakes to provide complete, transparent, comprehensible and accurate information, so that stakeholders are able to make autonomous decisions, aware of the interests involved, the alternatives and the consequences that may arise regarding relations with the Company.

2.8 CONFIDENTIALITY

IRCE ensures the confidentiality of the information in its possession, avoiding improper use of such information, and refrains from searching for confidential data, except in the case of express and informed authorization and compliance with current legal regulations.

In addition, IRCE Collaborators are required not to use confidential information for purposes unrelated to the exercise of their activity.

2.9 EFFICIENCY

IRCE is committed to carry out every work activity with the optimization of the resources employed, valuing them and not wasting them, be they human, material, technological, energy-related or financial.

2.10 INVOLVEMENT AND EMPOWERMENT OF PEOPLE

IRCE collaborators are an indispensable factor for its success and for the realization of its mission.

For this reason, IRCE promotes the involvement of its staff in the achievement of corporate objectives, recognizes the professional contribution of people in a context of loyalty and mutual trust, values human resources in order to maximize the degree of satisfaction, to improve and increase the wealth of skills of each employee.

2.11 PHYSICAL AND MORAL INTEGRITY OF THE PERSON

IRCE protects the physical and moral integrity of its employees, ensuring working conditions that respect individual dignity and safe and healthy working environments.

IRCE recognizes the protection of health and safety at work as a fundamental aspect within the corporate organization.

Consequently, the Company adopts measures in the exercise of its business that, according to the particular nature of the activity carried out, experience and technique are necessary to protect the physical integrity and moral personality of workers.

The search for benefits for the Company, if they involve or may involve the malicious or unintentional violation of the rules on the protection of health and safety at work, is never justified.

Requests or threats aimed at inducing people to act against the law and the Code of Ethics, or to behave in a way that is detrimental to their moral and personal beliefs and preferences, are not tolerated.

2.12 FAIRNESS OF AUTHORITY

In the management of relationships involving the establishment of hierarchical relationships - especially with collaborators - IRCE is committed to ensuring that authority is exercised fairly and correctly, avoiding any abuse.

In particular, IRCE ensures that authority is not turned into the exercise of power to the detriment of the employee's dignity and autonomy, and that work organization choices safeguard the value of employees.

2.13 QUALITY OF PRODUCTS AND SERVICES

IRCE addresses its action to the full satisfaction of its customers, listening to the requests that can promote an improvement in the quality of products and services.

It is committed to pursuing the improvement of quality and innovation of products and services, devoting attention and resources to the use of advanced technologies and innovative techniques.

2.14 FAIR COMPETITION

When competition is correct and fair, it leads to the maximization of social utility through economic optimization.

IRCE intends to develop the value of fair competition, by adopting principles of fairness and competition towards all operators on the market and all resources within the company.

2.15 SOCIAL RESPONSIBILITY

IRCE is aware of the impact that its activities may have, even indirectly, on conditions, economic and social development and the general well-being of the community, as well as the importance of the social acceptance of the communities in which it operates.

For this reason, IRCE intends to conduct activities aimed at achieving the company purpose based on social appreciation, with respect for local and national communities, and to support initiatives of cultural and social value in order to achieve an improvement in its reputation and social acceptance.

2.16 ENVIRONMENTAL PROTECTION

The environment is a primary asset that IRCE intends to safeguard in the performance of its activities for the benefit of the community and future generations. To this end, it undertakes to comply with applicable regulations and to manage its processes with environmental protection and efficiency criteria through the identification, management and control of environmental aspects, as well as through the rational use of energy resources, according to a development model that is consistent with the territory and the environment.

3 CONDUCT CRITERIA

3.1 GENERAL TERMS

Here are the conduct criteria that engage all Recipients in the performance of company activities in general, i.e. towards all categories of stakeholders.

Therefore, they must always be considered applicable, in addition to the conduct criteria specifically identified with reference to relations with a single category of stakeholders.

3.1.1 PROCESSING AND RECORDING OF INFORMATION

3.1.1.1 TRANSPARENCY AND ACCURACY OF INFORMATION

Each Recipient must ensure, to the extent of his/her competence and knowledge, truthfulness, transparency, accuracy and completeness of the documentation and information provided in the performance of his/her activity.

IRCE condemns any behaviour aimed at altering the accuracy and truthfulness of the data and information contained in the financial statements, reports or other corporate communications required by law and addressed to shareholders, the public, the supervisory authorities, the Board of Statutory Auditors and auditors.

All parties involved in the preparation of the above mentioned documents, and in particular the members of the administrative bodies and IRCE top management, are required to diligently verify the accuracy of the data and information that will then be incorporated for the preparation of the above documents and to provide such data and information in a timely manner.

The Company, through its bodies and delegated parties, ensures maximum transparency and attention to the relationship with the statutory auditors.

3.1.1.2 CONFIDENTIALITY OF INFORMATION

The Company guarantees the proper management of confidential information, ensuring strict compliance with current regulations and company procedures and calls on each Recipient to maintain absolute secrecy on any confidential information concerning IRCE they may become aware in the performance of their duties or during the performance of contractual obligations.

3.1.1.3 PRICE SENSITIVE INFORMATION

Confidential information also includes price sensitive information, i.e. information that is not in the public domain and with a precise nature that:

- relates directly or indirectly to one or more issuers of financial instruments or one or more financial instruments;
- if made public, could have a significant impact on the prices of financial instruments, as it is likely to be used by a reasonable investor as an element for his/her investment decisions.

By way of example, price sensitive information is information concerning economic and financial data, acquisition projects and mergers.

IRCE ensures adequate management and protection of price sensitive information, through the definition of appropriate procedures and the establishment of the register of persons who have access to such information.

3.1.1.4 MARKET ABUSE

As part of the proper functioning of the market, it is forbidden to intentionally spread false information both inside and outside IRCE, concerning the Company itself and its collaborators.

It is also forbidden to carry out transactions aimed exclusively at influencing the financial markets, causing an artificial rise or fall in the price of securities or financial instruments.

3.1.1.5 PROTECTION OF INFORMATION AND PROTECTION OF PERSONAL DATA

Stakeholders' information is handled by IRCE with full respect for the confidentiality and privacy of the parties concerned.

In the performance of its activities, IRCE protects the personal data of its employees and third parties, avoiding any improper use of such information, in compliance with reference regulations and company procedures.

To this end, specific policies and procedures for the protection of information are applied and constantly updated; in particular, IRCE:

- defines an organization for the processing of information that ensures the correct separation of roles and responsibilities;
- classifies information by increasing levels of criticality, and adopts appropriate countermeasures in each processing phase;
- requires third parties involved in the processing of information to sign confidentiality agreements.

Each Recipient is required to ensure maximum confidentiality with respect to any information learned in the performance of his/her activities, also in order to safeguard the technical, financial, legal, administrative and management assets of the company.

In particular, each Recipient is required to:

- acquire and process only the information and data necessary for the purposes of the body or function to which he/she/it belongs;
- acquire and process the information and data exclusively within the limits established by the procedures adopted on the subject;
- store the data and information in such a way as to prevent them from becoming known to unauthorized subjects.

The Company undertakes to avoid any improper use or undue dissemination of any information - whatever its nature or subject - that comes into its possession in the performance of its activities, with particular care to ensure that the data to be processed is managed in accordance with the regulations in force.

3.1.2 GIFTS AND BENEFITS

Any form of gift that may be interpreted as exceeding normal business practices or courtesy or, in any case, aimed at acquiring preferential treatment in the conduct of any activity related to IRCE is not allowed.

Please note that a gift is any kind of benefit (free participation in conferences, promise of a job offer, etc.).

This rule concerns both promised or offered gifts and received ones, and does not allow exceptions even in those countries where offering valuable gifts to business partners is customary.

The Company refrains from practices that are not permitted by law, commercial practice or codes of ethics, if known, of the companies or entities it deals with.

In particular, any form of gift to representatives of the Public Administration, public officials or persons in charge of a public service, or to their family members, which may influence their independence of judgement or induce them to ensure any benefit, is prohibited.

IRCE gifts are designed to promote the Company's *brandimage*.

Gifts offered, except those of moderate value, must be:

- previously communicated to the person in charge of the function involved;
- expressly approved by the person in charge of the function involved, after prior communication to the Supervisory Board by the person in charge of the function itself;
- documented in an appropriate manner in order to allow the appropriate checks.

IRCE employees who receive gifts or benefits not provided for in the permitted cases are required to notify IRCE Supervisory Board, in accordance with the established procedures, which assesses their appropriateness and communicates IRCE's policy on the matter to the sender.

The management of gifts and benefits is governed by specific internal regulations.

3.1.3 EXTERNAL COMMUNICATION

IRCE communication with its stakeholders (including through the mass media) is based on respect for the right to information; under no circumstances is it allowed to disclose false or biased news or comments.

Every communication activity respects the laws, rules and practices of professional conduct, and is carried out with clarity, transparency and timeliness.

In order to ensure completeness and consistency of information, IRCE's relations with the mass media may be kept exclusively with the coordination of the responsible function.

3.1.4 ACCOUNTING RECORDS, BOOKKEEPING AND INTERNAL CONTROLS

3.1.4.1 TRANSPARENCY AND ACCURACY OF ACCOUNTING RECORDS

Accounting records must be transparent and based on truth, accuracy and completeness of information to ensure the reliability of the administrative-accounting system and the correct representation of the Company's economic, equity and financial situation in internal documents, financial statements and other corporate communications, as well as in information addressed to stakeholders. All Recipients are required to cooperate so that the management data are correctly and promptly represented in the accounts.

Accounting records must be based on accurate and verifiable information and must fully comply with internal accounting procedures.

All accounting records must reflect exactly what results from the corresponding documentation, which must be kept with care for any checks.

Each accounting transaction must be traced and adequately documented, in compliance with regulations, good accounting practices and company procedures, in order to allow their complete reconstruction at any time.

No false or artificial accounting entries may be included in the Company's accounting records for any reason. No employee may engage in any activity that would result in such an offence, even if at the request of a superior.

The financial statements strictly comply with the general principles of truthful and correct representation of the equity, economic and financial situation in compliance with current regulations.

The valuation criteria refer to statutory regulations and generally accepted accounting standards.

Personnel who must prepare estimates necessary for financial statement purposes must operate with prudential criteria, supported by knowledge of accounting techniques or more specific knowledge of the sector concerned and, in any case, with the diligence required to experts in the sector.

Recipients who, for whatever reason, are involved in the preparation of prospectuses showing the Company's economic, equity and financial situation, intended for Shareholders or third parties, are prohibited from displaying untrue information, or omitting information and concealing data in violation of accounting principles, regulations and internal procedural rules.

The Recipients of this Code undertake to refrain from any active or omissive conduct that directly or indirectly violates the regulatory principles and/or internal procedures governing the preparation of accounting documents and their external representation. In particular, the Recipients of this Code undertake to ensure that every operation and transaction is promptly and correctly recorded in the company's accounting system according to the criteria set out by law, the applicable accounting principles and duly authorised and verified in accordance with company procedures.

The Recipients of this Code are also required to keep and make available adequate supporting documentation for each operation or transaction carried out in order to allow:

- a) accurate accounting records;
- b) the immediate identification of the underlying characteristics and reasons;
- c) the easy formal and chronological reconstruction;
- d) the verification of the decision-making, authorization and implementation process, in terms of legitimacy, consistency and appropriateness, as well as the identification of the various levels of responsibility.

Recipients who become aware of omissions, falsifications or negligence in accounting records or supporting documentation must immediately inform their superior and the Supervisory Board.

3.1.4.2 CORRECTNESS IN THE KEEPING OF COMPANY BOOKS

The Company ensures that the Company's books are properly kept in compliance with the applicable laws and statutory provisions.

3.1.4.3 INTERNAL CONTROLS

The existence of an adequate system of internal controls is a value recognised by IRCE for their contribution to improving company efficiency, compliance with current legislation and the principles set out in this Code.

Internal controls means all the tools adopted by the Company to direct, manage and verify the activities of the company, with the aim of ensuring the achievement of the company's interests, compliance with laws and company procedures, protect company assets, efficiently manage activities and provide accurate and complete accounting and financial data.

Each level of the organizational structure has the task of contributing to the creation of an effective and efficient internal control system. All IRCE employees are responsible for defining and ensuring the proper functioning of the corporate control system within the scope of their duties and are required to inform their superior and the Supervisory Board of any omissions, falsifications or irregularities of which they become aware.

In carrying out company activities, the application of the principle of separation of powers must be pursued, with particular reference to the activities of the supervisor and the supervised.

Every operation and transaction must be carried out in compliance with current legislation and must be correctly recorded, authorized, verifiable, legitimate, consistent and appropriate.

Every operation and transaction must be supported by adequate documentation that allows to proceed, at any time, to the execution of controls that attest the characteristics and reasons for the operation and identify the persons who have carried out, recorded and checked the operation itself.

The Company ensures that the shareholders, the appointed auditing firm and the other corporate bodies holding control powers, as well as the Supervisory Board, have access to data, documentation and any information useful for the performance of their activities.

3.1.4.4 REGULATED MANAGEMENT OF THE USE OF FINANCIAL AND EQUITY RESOURCES

The use of the Company's equity and financial resources must be regulated by procedures that allow maximum transparency, periodic reporting and controls to be carried out at all times in order to identify who authorised, carried out, recorded and verified each individual transaction.

3.1.5 FINANCIAL INTEGRITY AND THE FIGHT AGAINST FRAUD

IRCE undertakes to carry out all economic operations and financial transactions in compliance with the principles of integrity and transparency and, in any case, not to carry out any fraudulent operation or transaction. Also for this reason, every operation and transaction must be properly authorized, verifiable, legitimate, consistent and appropriate.

3.1.6 TAX AND FISCAL COMPLIANCE

The Company promotes the implementation and development of a corporate culture based on the management and prevention of fiscal risks, as well as on the principles of honesty, fairness, transparency and full compliance with tax and fiscal laws and regulations.

In particular, the Company ensures compliance with tax and fiscal legislations and corporate procedures in all the activities aimed at fulfilling obligations in these areas, such as the preparation of income tax or value added tax declarations, the drafting of the financial statement, reports or corporate communications required by the law.

In the management of any relations with Italian and foreign tax authorities, the Company is committed to maintain a collaborative and transparent attitude, to ensure constructive relations and minimise any disputes.

3.1.7 ANTI-CORRUPTION

IRCE rejects corruption as a means of conducting its business. Under no circumstances is it permitted to bribe or even attempt to bribe elected public officers, public officials or persons in charge of public service, as well as private individuals.

Corporate Bodies, Managers, Employees and Collaborators undertake to comply with all national and international anti-corruption rules and regulations.

3.1.8 PROTECTION OF INDUSTRIAL AND INTELLECTUAL PROPERTY

The Company is aware of the importance of industrial and intellectual property. For this reason, it respects and protects the content of all forms of industrial and intellectual property, whether it be copyrights, patents, trademarks, trade secrets or other intangible assets.

All Recipients must respect the legitimate industrial and intellectual property rights of third parties and refrain from the unauthorized use of such rights, being aware that their violation may have consequences for the Company.

In particular, in the performance of their activities, the Recipients must refrain from any conduct that may constitute usurpation of industrial property rights, alteration or counterfeiting of distinctive signs of domestic or foreign industrial products, trademarks and patents, designs or industrial models. Furthermore, they must refrain from importing, marketing or otherwise using or putting into circulation industrial products with counterfeit or altered distinctive signs or products made by usurping industrial property rights.

All Recipients shall refrain from using any intellectual property (or parts of it) protected under copyright infringement laws in an unlawful and/or improper manner, in their own interest or in the interest of the company or third parties.

Each Recipient undertakes to protect the industrial and intellectual property rights owned or used by IRCE.

3.1.9 REJECTION OF ANY FORM OF TERRORISM

IRCE rejects all forms of terrorism and does not establish any working or commercial relationship with natural or legal persons involved in terrorism, nor does it finance or otherwise facilitate any of their activities.

3.1.10 PROTECTION OF THE INDIVIDUAL PERSONALITY

The Company recognizes the need to protect individual and personal freedom and rejects any action that encourages phenomena involving the exploitation of the person, such as child labour, forced labour (the employment of workers recruited by coercion, force or blackmail), prostitution and/or child pornography.

3.1.11 PROTECTION OF TRANSPARENCY IN COMMERCIAL TRANSACTIONS (ANTI-MONEY LAUNDERING)

With reference to the principle of maximum transparency in commercial transactions IRCE prepares the most appropriate measures to counteract the phenomena of money laundering and receiving stolen goods.

Compliance with the principles of fairness, transparency and good faith must be guaranteed in relations with all contractual counterparties, even if they are part of the same Group.

Therefore, the Company undertakes to:

- a) verify in advance the information available on business partners, suppliers, partners and consultants, in order to ascertain their respectability and the legitimacy of their activity before establishing business relationships with them;
- b) operate in such a way as to avoid any involvement in operations that are likely to encourage the laundering of money from illegal or criminal activities, acting in full compliance with anti-money laundering legislation and internal control procedures.

Before establishing relationships or entering into agreements with suppliers and other parties in long-term business relationships, Managers, Employees and Collaborators must confirm the moral integrity, reputation and good name of the other party. Tender protocols and integrity pacts are preferential means of relations with the Company.

In any case, each Recipient is prohibited from accepting any request that could arouse suspicion of an attempt to legalize the proceeds of illegal activities.

3.1.12 FIGHT AGAINST ORGANIZED CRIME

IRCE condemns and opposes any form of organized crime, including Mafia-related crime, with all the means at its disposal.

The Company undertakes to always verify the requirements of integrity and reliability of each business counterparty, such as suppliers, agents, consultants, customers, partners (also involved in business partnerships), both in the phase prior to the establishment of the relationship and during it, by requesting information and carrying out the necessary checks to verify the moral integrity, respectability, reliability and legitimacy of the activities carried out.

All recipients are required to adopt every possible measure of caution in order to prevent the risk of criminal infiltration into the activities managed by the Company.

3.1.13 RELATIONS WITH COMPETING ENTITIES AND COMPANIES

The Company undertakes not to engage in conduct contrary to national and EU provisions protecting free competition, with particular reference to the use of violence, threats or fraudulent means to obtain a commercial advantage.

It is also forbidden to use illegal means to acquire confidential information about other operators, as well as to hire employees of other entities or companies for the sole purpose of obtaining confidential information.

3.1.14 RELATIONS WITH INTERNATIONAL OPERATORS

All its relationships, including commercial ones, between IRCE and subjects operating at international level, must be carried out in full compliance with the laws and regulations in force, with the aim of avoiding the danger of committing transnational crimes.

In this regard, IRCE undertakes to take all the necessary measures to verify the reliability of these operators, as well as the legitimate origin of the capital and means used by them in their relations with the Company. Furthermore, within its means, the Company undertakes to cooperate, with correctness and transparency, with the Authorities, including foreign ones, that

may request information or carry out investigations regarding the relations between IRCE and international operators.

3.1.15 EMPLOYMENT OF PERSONS IN ORDER WITH IMMIGRATION REGULATIONS

In compliance with the principle of legality, the Company considers it mandatory to employ only workers who are in full order with current immigration regulations.

Recipients are required to:

- not to employ people from outside the European Union who do not comply with the provisions in force regarding residence permits and/or who cannot show a valid residence permit;
- demand from all suppliers providing services or work in accordance with the regulatory provisions adopted by the Company, to use only personnel from outside the EU in compliance with the provisions in force regarding the residence permit and/or who can show a regular residence permit.

3.1.16 FIGHT AGAINST SMUGGLING

The Company firmly condemns all forms of smuggling and prohibits conducting business with persons involved, for any reasons, in smuggling or with who, in any case, does not observe the legislative and statutory provisions in the field.

Any relations with the Customs Agency must be based on the principles of fairness, maximum cooperation and transparency.

3.2 CONDUCT CRITERIA IN THE RELATIONS WITH SHAREHOLDERS

3.2.1 SHAREHOLDERS

A shareholder of IRCE is someone who owns shares in the Company's capital.

3.2.2 RELATIONS WITH SHAREHOLDERS

IRCE pursues a policy aimed at facilitating access for its shareholders to information relevant to the exercise of their rights in compliance with the rules and regulations in force.

Therefore, it promptly provides shareholders with all information that may influence their investment decision, so that they can make aware and informed choices. In particular, IRCE guarantees correctness, clarity and equal access to information in compliance with legal constraints, in order to prevent the undue use of privileged information.

3.2.3 ENHANCEMENT OF SHAREHOLDERS' PARTICIPATION AND SUSTAINABILITY

IRCE directs its activity to the satisfaction and protection of its shareholders, working to ensure that economic performance is such as to safeguard and increase the value of the company, in order to increase the usefulness to the shareholders that comes from participation in the Company.

The Company undertakes to pay adequate remuneration for the risk, in order to increase the solidity of the company with a view to medium-long term sustainability in accordance with the rules of the market and in compliance with the principles of fairness and transparency.

IRCE protects and recognizes the prevailing interest of the Company and shareholders as a whole with respect to the particular interest of individual shareholders or groups of them.

3.2.4 PROTECTION OF COMPANY'S ASSETS

The available resources must be used, in compliance with the current legislation, the Articles of Association and the Code, to increase and strengthen the company's assets, in order to protect the Company itself, the holders of capital, the creditors and the market.

In order to guarantee the integrity of the capital, it is forbidden, except in cases where the law expressly permits it, to return contributions in any form whatsoever, or to release the shareholders from the obligation to make them, or to distribute profits that have not actually been earned or which, by law, are allocated to reserves.

3.2.5 CORPORATE GOVERNANCE

IRCE adopts a system of Corporate Governance based on full compliance with the rules set forth in the Articles of Association, Internal Regulations, current national and EU legislation, recommendations and standards set forth in the Corporate Governance Code of the Italian Stock Exchange, as well as compliance with national and international *best practices* on the matter.

The corporate governance system focuses on:

- the application of good governance principles in order to increase the reliability of IRCE, for the protection of shareholders and other parties involved;
- the maximization of the company's value in the medium-long term, in order to increase its benefit to shareholders and future generations;
- the distribution of benefits in accordance with the provisions of the articles of association;
- respect for the rights of shareholders;
- the control of business risks;
- socially responsible management;
- safeguarding the company's assets.

The exercise of corporate governance in IRCE is inspired by diligence and is incompatible with the exploitation, for personal or group purposes, of the more information available to shareholders.

IRCE shareholders are committed to respecting the decisions taken by the governing bodies in accordance with the powers conferred on them.

The possibilities of influencing the governance of the company are the same for all shareholders. Therefore, it is not permitted for specific groups of shareholders to organize themselves to obtain preferential treatment in exchange for support from those who hold the governance.

3.2.6 ACTIVITIES OF MEMBERS OF CORPORATE BODIES AND SENIOR MANAGEMENT

The activity of the corporate bodies is based on full compliance with the rules set out in the Articles of Association, Internal Regulations and current national and EU legislation, recommendations and standards set out in the Corporate Governance Code of the Italian Stock Exchange.

In particular, the corporate bodies must:

- guarantee a behaviour inspired by autonomy, independence and fairness both in relations with public institutions and with private subjects (including creditors of the company, economic associations and national and international operators);
- behave with integrity, loyalty and a sense of responsibility towards the Company;
- guarantee a constant and informed participation in the meetings and activities of the corporate bodies;
- refrain from performing acts in situations of conflict of interest in the context of one's own business;
- facilitate the control and/or auditing activities by shareholders, other corporate bodies, including the Supervisory Board, and any other person in charge of control tasks;
- make confidential use of the information of which they become aware for official reasons, avoiding to use their position to obtain personal benefits. Communications to the outside world must comply with the law and safeguard price sensitive information and information covered by trade secret;
- respect, to the extent of their competence and within the limits of their responsibilities, the rules of conduct dictated for Employees and Collaborators by paragraph.

The members of the Corporate Bodies and IRCE Senior Management are required to comply with this Code.

Each Senior Manager and each Function Manager must:

- ensure compliance with this Code by their direct subordinates;
- set an example by their own conduct to their collaborators;
- ensure that collaborators understand that the provisions contained in this Code constitute a contractual duty and an integral part of their work performance;
- select employees and collaborators, in line with the regulations on the immigration of workers from third countries, who undertake to comply with the principles set out in the Code of Ethics
- promptly report to the Supervisory Board any complaints or requirements by its subordinates.

All members of the Corporate Bodies, as well as the Managers and other Senior Executives of IRCE may entertain relations or incur obligations with the Company which they manage, head or control only in compliance with general and industry law, the provisions of the Articles of Association and the related internal provisions.

3.3 CONDUCT CRITERIA IN THE RELATIONS WITH EMPLOYEES AND COLLABORATORS

3.3.1 EMPLOYEES AND COLLABORATORS

This Code defines an employee or collaborator as any person who, beyond the legal qualification of the relationship, has an employment relationship with IRCE aimed at achieving the Company's purposes.

3.3.2 PERSONNEL SELECTION

The assessment of the personnel to be hired is carried out on the basis of the correspondence between the candidates' profiles and those expected and the company's needs, ensuring equal opportunities for all subjects involved.

The information requested during the selection and recruitment phase is strictly related to the verification of aspects foreseen by the professional and psycho-aptitude profile, respecting the candidate's privacy and opinions.

In the selection and hiring phases, the company function in charge adopts behaviours to avoid favouritism, nepotism or forms of patronage (for example, avoiding that the recruiter is related to the candidate), within the limits of the available information.

The Company undertakes not to favour in any way candidates reported by third parties and, in particular, those belonging to Public Administrations.

In the event of recommendations of candidates to the department managers or to employees by members of the Public Administration, immediate notification will be given to the Supervisory Body appointed within the Company, which will proceed with the appropriate checks.

If the candidates recommended by the aforesaid parties are suitable to hold a position within the Company, their employment must in any case be authorised in advance and in writing by the Supervisory Board.

3.3.3 ESTABLISHMENT OF THE RELATIONSHIP

The personnel is hired with a regular employment contract; any form of work that does not comply with or, in any way, prevaricates the provisions in force is not tolerated.

Upon the establishment of the employment relationship, each employee receives accurate information about:

- characteristics of the function and tasks to be performed;
- regulatory and salary aspects, as regulated by the national collective bargaining agreement in force;
- rules and procedures to be adopted in order to avoid possible health and environmental risks associated with the work activity;
- this Code of Ethics.

This information is submitted to the employee so that acceptance of the assignment is based on its effective understanding.

3.3.4 PERSONNEL MANAGEMENT**3.3.4.1 PERSONNEL ASSESSMENT**

IRCE avoids any form of discrimination against its employees.

In the context of personnel management and development processes, as well as in the selection phase, decisions taken are based on the correspondence between the expected profiles and the profiles possessed by the employees (e.g. in the case of promotion or transfer) and/or on merit considerations (e.g. assignment of incentives based on the results achieved).

Access to roles and assignments is also established according to skills and abilities; moreover, consistently with the general efficiency of work, flexibility in the organization of work that facilitates the management of maternity and childcare in general is encouraged.

The assessment of collaborators is carried out in an extensive manner involving the managers, the personal function and, as far as possible, the persons who have entered into a relationship with the assessed person.

Within the limits of the information available and the protection of privacy, the personal function works to prevent favouritism, forms of patronage or forms of nepotism (for example, excluding hierarchical subordination relationships between collaborators linked by family relations).

3.3.4.2 DISSEMINATION OF PERSONNEL POLICIES

Personnel management policies are made available to all employees through corporate communication tools.

3.3.4.3 ENHANCEMENT AND TRAINING OF RESOURCES

The managers operate with a view to enhancing all the professional skills within IRCE, taking action in order to promote the development and growth of its employees.

In this context, it is particularly important that managers communicate the strengths and weaknesses of their employees so that they can improve their skills through targeted training.

In order to enhance the specific skills and preserve the professional value of its staff, IRCE provides all employees with the necessary information and training tools.

As part of its personnel training processes, the Company provides training courses in which selected employees must participate. These courses are aimed at providing personnel with complete training and information on areas of interest.

The Company provides each employee with all the documentation necessary to train and inform personnel on the procedures and rules relevant to the job position.

3.3.4.4 MANAGEMENT OF COLLABORATORS' WORKING TIME

Each manager is required to enhance the working time of collaborators by requiring services consistent with the performance of their duties and work organization plans.

Requiring services, personal favours or any behaviour that constitutes a violation of this Code of Ethics, as an act due to the hierarchical superior, constitutes abuse of the position of authority.

3.3.4.5 INVOLVEMENT OF COLLABORATORS

The involvement of collaborators in the performance of the work is encouraged, also by providing moments of participation in discussions and decisions functional to the achievement of corporate objectives.

The collaborator must participate in these moments with a spirit of collaboration and independence of judgement.

Listening to the various points of view, compatibly with the company's needs, allows the manager to formulate the final decisions; however, the employee must always contribute to the implementation of the established activities.

3.3.5 ACTIONS ON WORK ORGANIZATION

In the case of reorganization of work, the value of human resources is safeguarded by providing training and/or retraining where necessary.

In addition, in the event of new or unforeseen events, which must in any case be made explicit, the collaborator may be assigned to tasks other than those carried out previously, taking care to safeguard his/her professional skills.

3.3.6 SAFETY AND HEALTH

IRCE is committed to spreading and consolidating a culture of safety by developing risk awareness and promoting responsible behaviour by all collaborators.

It also works to preserve the health and safety of workers and all those who have access to the company's offices and premises, especially through preventive actions.

To this end, it carries out technical and organizational actions through:

- the introduction of an integrated risk and security management system aimed at identifying the main critical aspects of the processes and resources to be protected;
- the adoption of the best technologies;
- the control and updating of work methodologies;
- the contribution of training and communication actions.

3.3.7 INTEGRITY AND PROTECTION OF THE PERSON

The moral integrity of collaborators is protected by guaranteeing the right to working conditions that respect the dignity of the person. For this reason, IRCE safeguards workers from acts of psychological violence, and counteracts any attitude or behaviour that is discriminatory or harmful to the person, their beliefs and preferences (for example, in the case of insults, threats, isolation or excessive intrusiveness, professional limitations).

3.3.8 PROTECTION OF PRIVACY

The collaborator's privacy is protected by adopting standards that specify the information that the company requires from the collaborator and how it is processed and stored.

Any investigation concerning the ideas, preferences, personal tastes and, in general, the private life of collaborators is excluded.

These standards also prohibit the communication/dissemination of personal data without the prior consent of the data subject, except in the cases provided for by law, and establish the procedures for the control of the privacy protection rules by each collaborator.

3.3.9 DUTIES OF COLLABORATORS**3.3.9.1 CONDUCT OBLIGATIONS**

The collaborator must act loyally in order to comply with the obligations undertaken in the employment contract and the provisions of the Code of Ethics, ensuring the required services.

3.3.9.2 MANAGEMENT OF INFORMATION

Collaborators must be familiar with and implement the Company's information security policies to ensure the integrity, confidentiality and availability of information.

They are required to process their documents using clear, objective and exhaustive language, allowing for any checks by colleagues, managers or external parties authorized to request them.

3.3.9.3 CONFLICT OF INTEREST

A conflict of interest arises when personal interests or activities materially or even potentially affect the ability to operate in the interest of IRCE.

All IRCE collaborators must not engage in actions and conduct that could potentially conflict or compete with IRCE's activities or with its purposes and interests, as well as carry out activities or make decisions that are directly or indirectly linked to their financial or non-financial interest or to the interests of third parties that are detrimental to the company.

By way of example, the following situations may give rise to conflicts of interest:

- having economic and financial interests with suppliers, customers, or competitors (ownership of shares, professional appointments, etc.), including through family members, which may affect the business with IRCE;
- taking care of relations with suppliers and working at suppliers', also through a family member;
- accepting money or favours from people or companies that are or intend to enter into business relationships with IRCE;
- maintaining relations with stakeholders outside the company (such as customers, suppliers, banks) without formally being charged to do so and without informing the company management and the Supervisory Board in advance
- obtaining a personal, financial and non-financial advantage through access to and misuse of information;
- disseminating confidential information on the activities carried out by IRCE, even during informal meetings, before official announcement has been given by IRCE;
- exploiting the position or role in such a way as to obtain a personal advantage, of whatever nature, in conflict with the interests of IRCE.

If a collaborator finds himself/herself in a situation which may constitute or determine a conflict of interest, even potentially, he/she is required to refrain from carrying out any activity/conduct by giving prior and timely notice to the Supervisory Body, which is responsible for assessing the existence of any incompatibilities or situations of prejudice on a case-by-case basis.

The collaborator is also required - in accordance with the provisions of the current employment contract - to provide information to his/her Manager, the Company Management and the Supervisory Board about the activities carried out outside of working time, in the event that these activities may appear to be in conflict of interest with IRCE and/or may compromise the psycho-physical integrity of the worker.

3.3.9.4 USE OF COMPANY ASSETS

Each collaborator is required to work diligently to protect the company's assets, through responsible conduct and in line with the operating procedures set up to regulate their use, documenting their use accurately.

Each collaborator is responsible for safeguarding and preserving the Company assets, in particular those entrusted to him/her, using them appropriately and in accordance with the

Company's interests, and has the duty to promptly inform the relevant business units of any threats or events that are harmful to IRCE.

In particular, each collaborator must:

- use the assets entrusted to him/her scrupulously and sparingly;
- avoid improper use of company assets that could cause damage or reduction of efficiency or, in any case, that are contrary to the company's interests;
- avoid making unauthorized personal use of company assets.

IRCE reserves the right to prevent distorted use of its assets and infrastructure using any form of data collection and operational control system, as well as risk analysis and prevention, subject to compliance with the provisions of current laws on the confidentiality of information (privacy law, workers' statute, etc.).

With regard to computer applications made available by the Company for purposes related to the performance of work activities, each collaborator is required to:

- scrupulously adopt the provisions of the company's security policies, procedures and any other company regulatory instrument;
- not to compromise the functionality and protection of computer systems;
- not to disclose passwords or access codes in their possession for any reason whatsoever;
- not to make unauthorized access to other people's computer systems;
- not to engage in conduct aimed in any way at destroying or damaging computer systems or information;
- refrain from illegally duplicating programs installed on computers;
- not to send threatening and insulting e-mail messages, not to use low-level language, not to make inappropriate comments that may offend the person and/or damage the corporate image;
- not to surf on Internet websites with indecorous and offensive content.

3.3.9.5 CONFIDENTIALITY OF INFORMATION AND KNOWLEDGE

All employees are required to ensure confidentiality for each piece of information they learn in the course of their work.

The information, knowledge and data acquired or processed by employees during their work or through their duties belong to IRCE, must be considered confidential and may not be used, communicated or disclosed without specific authorization from the superior.

Each collaborator must not disclose confidential information or industrial secrets to unauthorized third parties, even after the termination of the respective employment contract. Furthermore, it is forbidden to directly or indirectly use confidential company information for one's own benefit or for the benefit of third parties, or to the detriment of IRCE, even after the termination of the respective employment contract. Likewise, it is expressly forbidden to remove information and data for use other than for business purposes, or for use after termination of employment.

3.3.9.6 COMPETITIVE PRACTICES

IRCE carries out its business based on fair competition. The Company is committed to scrupulously observe the relevant laws and to cooperate with the market regulatory authorities.

Any form of collaboration with competitors of the Company with regard to prices, marketing, lists and development of products and services, sales areas and objectives, market studies and information exclusively owned by IRCE or other companies of the IRCE Group or, in any case, confidential matters, may constitute an illegal act and a source of liability for the Company under current competition regulations. Therefore, employees are prohibited from entering into relationships with actual or potential competitors without prior approval by their superior and subject to the positive opinion of IRCE Supervisory Board.

The Company does not engage in unlawful or unfair conduct in order to gain possession of trade secrets, supplier lists or information relating to infrastructure or other aspects of the business.

3.3.9.7 EXTERNAL EFFECTIVENESS

Anyone who, acting in the name or on behalf of the Company, comes into contact with third parties with whom the Company intends to enter into relations or is obliged to enter into institutional, social, political or any other kind of relations with them, has to:

- a) inform such parties of the commitments and obligations imposed by the Code;
- b) demand compliance with the obligations of the Code in the performance of their activities.

3.3.10 FURTHER DUTIES OF MANAGERS

In addition to complying with the duties provided for employees, each company manager (defined as the one who coordinates the work of others) has to:

- a) enhance the working time of collaborators by requiring services consistent with the performance of their duties and work organization plans.
- b) avoid any abuse of positions of authority, meaning any act due to the hierarchical superior that involves personal favours or behaviours that violate this Code;
- c) set an example by their own conduct to their collaborators;
- d) ensure compliance with the Code by their collaborators;
- e) ensure that collaborators understand that the provisions contained in the Code constitute an integral part of their work performance;
- f) promptly report to the Human Resources Manager or to the Supervisory Body any complaints or requirements by their collaborators.

3.4 CONDUCT CRITERIA IN THE RELATIONS WITH CUSTOMERS**3.4.1 CUSTOMERS**

Customers are those who use the Company's products or services for any reason.

3.4.2 IMPARTIALITY

IRCE undertakes not to arbitrarily discriminate against its customers in the performance of its activities.

3.4.3 CONTRACTS AND COMMUNICATIONS TO CUSTOMERS

IRCE's contracts and communications to customers (including advertising messages) are:

- clear and simple, formulated with a language as close as possible to that normally used by the interlocutors;
- compliant with current regulations, without resorting to elusive or otherwise unfair practices;
- complete, so as not to overlook any element relevant to the customer's decision.

Purposes and recipients of communications determine the choice of the most suitable channels of contact for the transmission of content, from time to time, without excessive pressure and solicitation, and committing to not using misleading or untrue advertising tools.

3.4.4 BEHAVIOUR STYLE OF COLLABORATORS

IRCE's behaviour style towards its customers is based on availability, respect and courtesy, with a view to a collaborative and highly professional relationship.

Therefore, each collaborator has to:

- observe the internal procedures for the management of customer relations;
- provide products and services of such a level as to meet the expectations and needs of the customer, with efficiency and courtesy, within the limits of the contractual provisions;
- provide accurate, complete and truthful information about products and services so that the customer can make informed decisions.

3.4.5 MANAGEMENT OF QUALITY

IRCE is committed to ensuring adequate standards of quality of its services and products on the basis of predefined levels and to periodically monitor the perceived quality.

The Company takes care of the satisfaction of its customers, their requests and expectations, with the aim of providing innovative technological solutions, products and services with a guarantee of quality and reliability.

The Company pays the utmost attention to the quality and safety of its products/processes in order to constantly improve the quality and competitiveness of its products and services.

3.4.6 INVOLVEMENT OF CUSTOMERS

IRCE is committed to always respond to suggestions and complaints from customers and associations for their protection, using suitable and timely communication systems (for example, call center services, e-mail addresses).

It is IRCE's responsibility to inform customers of the receipt of their communications and the time required for responses, which must be short in any case.

3.5 CONDUCT CRITERIA IN THE RELATIONS WITH SUPPLIERS**3.5.1 SUPPLIERS**

Suppliers are those who provide goods, services and resources necessary to carry out activities and provide services.

3.5.2 SELECTION OF THE SUPPLIER

The processes for the procurement of goods and services are based on the search for the maximum competitive advantage for IRCE, granting of equal opportunities for each supplier; they are also based on pre-contractual and contractual conduct held in view of an indispensable and mutual loyalty, transparency and collaboration.

In particular, IRCE employees in charge of such processes are required:

- not to prevent anyone in possession of the requirements from competing for contracts, adopting objective and evidenced criteria in the choice of candidates;
- ensure sufficient competition in the supplier selection phase by considering an adequate shortlist of candidates (for example, considering at least three companies); any exceptions must be authorized and documented
- pay attention to the best professional standards, best practices in ethics, health and safety and environmental protection.

3.5.3 ASSESSMENT OF SUPPLIERS

The supplier selection and monitoring procedures are based on objective and verifiable reference elements, taking into consideration, among others, economic convenience, technical capacity, reliability, quality of materials and the supplier's compliance with the quality procedures adopted by the Company.

In their relations with suppliers, the Recipients of this Code must not accept compensation, gifts or preferential treatment that do not comply with the provisions of this Code and any other corporate regulatory document on the matter.

In any case, the Recipients of this Code are obliged to inform the manager of the function involved and/or the Supervisory Board of the gifts received in this regard.

Similarly, it is forbidden to offer or give the above-mentioned subjects gifts or preferential treatment that do not comply with the provisions of this Code and of any other corporate regulatory document on the matter.

In any case, in the event that the supplier, in the performance of its activities for IRCE, adopts conduct that is not in line with the general principles of this Code, IRCE is entitled to take appropriate measures to impede any other opportunities for collaboration.

3.5.4 INTEGRITY AND INDEPENDENCE IN THE RELATIONS

The drafting of a contract with a supplier must always be based on clear relations, avoiding any forms of dependence, wherever possible.

Thus, by way of example:

- any contract whose execution is repeated and/or split (e.g.: fixed-term contracts) whose amount is significant must be constantly monitored;
 - As a rule, long-term binding projects are avoided by using short-term contracts involving renewals with price reviews, or consulting contracts without adequate know-how transfer, etc.;
 - Convincing a supplier to enter into a contract that is disadvantageous for him leading him to think of a more favourable subsequent contract is unreasonable.
-

To ensure maximum transparency and efficiency of the purchasing process, IRCE arranges:

- the separation of roles between the unit requesting the supply and the unit stipulating the contract;
- an adequate reconstruction of the choices adopted;
- the preservation of information and contractual documents for the periods established by current regulations and referred to in internal purchasing procedures.

Finally, in order to guarantee transparency in IRCE's relations, it sets up a system for monitoring the ownership structure of its suppliers.

3.5.5 FAIRNESS IN THE MANAGEMENT OF CONTRACTS

The management of contracts with suppliers is based on fairness, avoiding any possible form of abuse. IRCE shall inform the supplier in a correct and timely manner about the characteristics of the activity, the forms and timing of payment in compliance with the regulations in force and the expectations of the counterparty, given the circumstances, the negotiations and the content of the contract.

The performance of the contractual services by the supplier shall comply with the principles of fairness, correctness, diligence and good faith and shall be carried out in compliance with the regulations in force.

3.5.6 PROTECTION OF ETHICAL ASPECTS IN SUPPLIES

Violations of the general principles of the Code of Ethics involve sanction mechanisms, also aimed at preventing the commission of crimes attributable to IRCE activities.

To this end, specific clauses are included in the individual contracts.

In particular, in contracts with suppliers from "risk" countries, defined as such by recognized organizations, there are contractual clauses that provide for:

- a self-certification by the supplier on the adherence to specific social obligations (for example, measures that guarantee workers the respect of fundamental rights, the principles of equal treatment and non-discrimination, the protection of child labour);
- the possibility to make use of control actions at the production units or operational headquarters of the supplier company, in order to verify the fulfilment of these requirements.

3.6 CONDUCT CRITERIA IN THE RELATIONS WITH THE COMMUNITY

3.6.1 COMMUNITY

The term community refers to the system composed of territory, communities and institutions.

Territory means a specific physical space, with its natural and historical needs.

Community is the set of people who live and work in the territory.

Institutions are the entities that enable the good operation of the community and other forms of social organization.

3.6.2 RELATIONS WITH THE ENVIRONMENT

With regard to environmental protection, IRCE defines environmental and sustainable industrial development policies, drawing up implementation guidelines within the Company and promoting the following environmental policy instruments:

- comply with environmental legislation
- comply with and apply the requirements of ISO 14001
- commitment to further minimize and, where possible, eliminate negative environmental impacts generated by the company's activities and facilities.
- ensure the correct application of the technologies used for the control of environmental impacts, and, where possible, pursue the improvement of these technologies or the adoption of more advanced technologies
- ensure the involvement, participation and awareness of all staff for the full sharing of the company policy and objectives, the development of an environmental culture oriented towards prevention
- ensure that all personnel receive adequate information and training on the environmental requirements applicable to their role in the company and that they become aware that improper behaviour may have negative impacts on the environmental management system
- periodically review the policy and the application of the environmental system to assess its correctness and effectiveness, with a view to continuous improvement
- define voluntary agreements with institutions and environmental and trade associations;
- set up a periodic system for the acquisition of environmental data.

All recipients of the Code of Ethics must contribute to the application of the provisions of the Company's environmental policy.

3.6.3 RELATIONS WITH THE MEDIA

The Company is committed to maintaining an open dialogue with all media, consistent with Company policies.

Relations with the press and other media are reserved for the relevant company functions, or with their authorization, in compliance with the defined procedures.

Employees must refrain from making formal or informal statements or communications relating to the Company without the prior authorization of the relevant functions.

In particular, in the event of contacts with the media, IRCE tries to:

- answer questions/requests from media representatives in a timely manner, after evaluating their content;
 - protect confidential information and content. The contents of contracts with partners, institutions and suppliers and other parties are not communicated to the outside world except as agreed with the respective counterparts,
 - so that all collaborators and partners involved can limit themselves to answering questions concerning their own areas of expertise and to providing unambiguous and personal contributions on the Company's activities and projects, also in writing.
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3.6.4 RELATIONS WITH PUBLIC INSTITUTIONS*3.6.4.1 Relations with Public Administrations*

Relations with public, local, national and international institutions, aimed at safeguarding the overall interests of IRCE and related to the implementation of its programs, are reserved exclusively to the relevant functions and responsibilities.

Such relations must be oriented to criteria of maximum transparency and fairness, rigour and consistency, avoiding collusive attitudes.

The persons appointed by the Company to follow a relation with the Public Administration must never attempt to improperly influence its decisions, nor engage in unlawful conduct that may alter the impartiality of the Public Administration representative.

The Company undertakes:

- not to unduly obtain contributions, grants or financing granted or disbursed by the Public Administration using or presenting false or misleading documents or omitting the due information;
- not to use public grants, subsidies or financing for purposes other than those for which they are granted;
- not to unduly procure any other type of profit with artifices or deceptions to the detriment of the Public Administration.

With regard to representatives, officers or employees of Public Administrations, the Company undertakes in general not to establish preferential relations through illegal conduct, and, more specifically, it undertakes to:

- prohibit the search for and establishment of personal relationships aimed at directly or indirectly influencing the outcome of the relationship with the Administration; prohibit the offer or acceptance of money, object, service, performance or form of courtesy in order to obtain a preferential treatment concerning any relationship with the Administration;
- avoid acts of corruption through illicit payments made directly by company representatives, managers, employees, or by persons acting on their behalf;
- avoid that, during any negotiation with the Administration, the decisions of the counterparty are improperly influenced;
- in case of participation in tenders or other public evidence procedures, operate in compliance with the law and good business practices, the company undertakes to avoid cartel agreements with other participants in order to obtain contracts by unlawful means;
- preventing the onset and effects of situations of conflict of interest towards the Public Administration;
- operate in compliance with anti-corruption regulations.

It is specifically prohibited to offer or accept gifts and benefits in any form whatsoever that could be interpreted as exceeding the uses and practices of courtesy and that are aimed at acquiring preferential treatment.

The management of gifts and benefits is governed by specific internal regulations, in compliance with the provisions of the previous paragraph 3.1.2 GIFTS AND BENEFITS.

In the management of public funding of any nature and origin, the current regulations and internal rules established in this area must be respected, guaranteeing:

- accuracy and truthfulness in the preparation of the documents proving the eligibility requirements for financing and in the provision of information relating to the management of financing to the granting administration;
- integrity and fairness in the use of public funding, so that it is intended for the purpose and in the manner established by the deed of concession.

3.6.4.2 Relations with Public Authorities, Supervisory Authorities and Control Bodies

The Company ensures the utmost cooperation with the public control bodies, also in relation to the transmission of data and information required by the laws in force or legitimately requested by the Authority.

In the management of relations with Public and Supervisory Authorities and Control Bodies, all recipients of the Code of Ethics are required to:

- scrupulously comply with current legislation, regulations and provisions issued by these Authorities and Bodies;
- comply with any request from Public and Supervisory Authorities and Control Bodies, providing full cooperation and avoiding obstructive behaviour.

3.6.4.3 Relations with Judicial Authorities

With regard to relations with the Judicial Authorities, in addition to compliance with the general provisions for relations with the Public Administration, it is forbidden to exercise any kind of conditioning on the person called upon to make statements before the Judicial Authority in order to induce him/her not to make those statements or to make false statements.

It is also forbidden to help those who have made a criminally relevant act in order to evade the investigations of the authority or avoiding its research operations.

3.6.4.4 Relations with former employees of the Public Administration

Without prejudice to the previous provisions on the selection and hiring of personnel, the hiring of former employees of the Public Administration who, in the performance of their duties, have had relations with IRCE, or their relatives and/or close relatives, takes place in strict compliance with the standard procedures defined by the company for the selection of personnel.

The definition of other partnerships with former employees of the Public Administration, or with their relatives, also takes place in strict compliance with company rules/procedures.

3.6.5 RELATIONS WITH ASSOCIATION REPRESENTATIVES

IRCE maintains relations with trade associations, trade unions, environmental organizations and related associations, with the aim of developing its activities, establishing forms of cooperation of mutual benefit and presenting its stance. The presentation of a specific stance of the Company with political parties and/or associations must take place with the consent of the relevant functions.

3.6.6 ECONOMIC RELATIONS WITH PARTIES, TRADE UNIONS AND ASSOCIATIONS

IRCE does not finance parties, their representatives or candidates in Italy or abroad, nor does it sponsor congresses or parties that have the exclusive purpose of political propaganda. It refrains from any direct or indirect pressure on political representatives.

If, for reasons strictly related to the presence of IRCE in the territory, it is deemed appropriate to carry out such operations, the competent function must request prior authorization from the Supervisory Board, which will assess each situation on a case-by-case basis. The required operation may be implemented only and exclusively after specific authorization from the Supervisory Body.

IRCE does not make contributions to organizations where a conflict of interest may arise; however, it is possible to cooperate, even financially, with such organizations for specific projects if the purpose is related to IRCE mission and the allocation of resources is clear and provable. The Supervisory Board is responsible for assessing the appropriateness of the initiative: the operation may be implemented only and exclusively after specific authorization from the Supervisory Board.

Any form of involvement in political activities by persons required to comply with this Code of Ethics is exclusively personal and must be carried out in compliance with current regulations.

3.6.7 CONTRIBUTIONS AND SPONSORSHIPS

IRCE may adhere to requests for contributions limited to proposals from non-profit organizations and associations with regular statutes and deeds of incorporation, which are of high cultural, social or charitable value or, in any case, involving a significant number of citizens.

Sponsorship activities, which may concern social, environmental, sports, entertainment and art issues, are intended only for events that offer a guarantee of quality or for which IRCE can contribute to the design, so as to guarantee originality and effectiveness.

In any case, when choosing the proposals to adhere to, IRCE pays particular attention to any possible personal or corporate conflict of interest.

The management of contributions and sponsorships is governed by a specific procedure.

4 IMPLEMENTATION METHODS

4.1 RESPONSIBILITY FOR IMPLEMENTATION

All powers regarding the dissemination and implementation of this Code are reserved to the Board of Directors.

For the purposes of carrying out the activities necessary for the application of this Code, specific powers are assigned to the Supervisory Board, as specified in the relevant following paragraphs.

4.2 DUTIES OF THE SUPERVISORY BODY WITH REGARD TO THE IMPLEMENTATION AND CONTROL OF THE CODE OF ETHICS

With regard to the Code of Ethics, the Supervisory Board is responsible for the following tasks:

- responding to requests for clarification on the Code of Ethics;
- verifying the application and compliance with the Code of Ethics through the activity of Ethical Internal Auditing, which consists of ascertaining and promoting the continuous improvement of ethics within the IRCE activities through an analysis and evaluation of ethical risk control processes;
- monitoring initiatives for the dissemination of knowledge and understanding of the Code of Ethics; in particular: guaranteeing the development of communication and ethical training activities; analysing proposals for the revision of company policies and procedures that have a significant impact on company ethics, and preparing indications for any corrective action that may be required
- receiving and analysing reports of violations of the Code of Ethics, handling the related investigation and communicating the outcome to the Board of Directors for the purpose of imposing sanctions;
- carrying out consulting functions in relation to the adoption of penalty measures;
- promoting consistency between the principles of the Code of Ethics and company policies, also relating to the department managers concerned;
- giving binding opinions on the revision of the most relevant policies and procedures, in order to ensure their consistency with the Code of Ethics;
- providing for the periodic review of the Code of Ethics;
- proposing amendments and additions to the Code of Ethics to the Board of Directors.

These activities are carried out with the support of the company departments concerned and with free access to all documents deemed useful.

4.3 METHODS OF IMPLEMENTATION AND CONTROL

The implementation of the Code of Ethics, as well as the monitoring of its effective application, depend on the commitment and responsibility of everyone, through full awareness of the contents of this document and the Values that inspired it. Stakeholders are required to:

- read the Code;
 - understand the principles of conduct set out in it;
-

- contact the subjects in charge of disseminating, raising awareness of and complying with the Code in order to obtain advice on its application;
- comply with the Code and actively contribute to its actual application, also by reporting any doubtful conduct.

4.4 DISSEMINATION AND INFORMATION

The Code of Ethics is brought to the attention of internal and external stakeholders through appropriate communication activities.

Special communication activities are planned to promote awareness of the Code of Ethics among all internal and external stakeholders, which are implemented when the Code is first issued and during all subsequent revisions.

A copy of this Code of Ethics is given to Corporate Bodies, Managers and Employees. On the occasion of significant revisions of the Code of Ethics and the related regulatory system, the updated version of the Code of Ethics is regularly distributed to the entire company staff.

The Code of Ethics is also published in a special section of the company Intranet and on the company's institutional website, to make it available to all stakeholders.

The culture and principles of the Code of Ethics are disseminated and promoted through all available internal and external communication tools.

The Code of Ethics must be expressly accepted by all Recipients, who must declare that they have received, read and shared it in its entirety, also committing themselves to behave in line with the Code and to comply with all the provisions contained therein.

4.5 TRAINING

In order to ensure that the Code of Ethics is correctly understood by all IRCE's collaborators, the Personnel department prepares and implements a training plan, also based on the instructions of the Supervisory Body, aimed at promoting knowledge of the principles and ethical standards. The training initiatives are differentiated according to the role and responsibility of the collaborators; for new recruits, there is a special training plan that describes the contents of the Code that must be observed.

As in the case of communications, when there are significant revisions to the Code of Ethics and the related regulatory system, training is repeated for the entire company staff.

4.6 REPORTS FROM STAKEHOLDERS

In compliance with the regulations in force and with a view to planning and managing the company's activities with a view to efficiency, correctness, transparency and quality, IRCE adopts organizational and management measures suitable for preventing, discovering and promptly reporting unlawful conduct or conduct contrary to the rules of this Code - by anyone acting in the interest of the company or dealing with it - and for eliminating the related risk situations.

4.6.1 Reporting procedures

All IRCE stakeholders may report, in writing and anonymously, any violation or suspected violation of the Code of Ethics to the Company's Supervisory Board.

Reports and any requests for information to the Supervisory Board may be sent by all stakeholders by means of:

- a) e-mail to: odv@irce-group.com;
- b) letter in a sealed envelope sent by mail to: IRCESPA–Organismo di Vigilanza - Via Lasie, 12/A - 40026 Imola (BO).

Employees and Managers - for reports and any requests for information to the Supervisory Body - may also use the appropriate section within the company's Intranet portal.

4.6.2 Assessment of reports

The Supervisory Body acts in such a way as to guarantee whistleblowers against any type of retaliation, understood as an act that may give rise even to the mere suspicion of a form of discrimination or penalization (e.g., for suppliers: interruption of business relations, for employees: no promotion, etc.). The confidentiality of the identity of the person making the report is also ensured, without prejudice to legal obligations and the protection of the rights of the Company or of persons wrongly accused and/or accused dishonestly.

The Supervisory Body is not obliged to take into consideration reports that do not comply with the principles and prescriptions of the Code of Ethics or anonymous reports that at first sight appear to be irrelevant, groundless or not detailed.

The Supervisory Body will analyse the report and decide whether to open the investigation procedure. The decision whether to open the investigation procedure is always motivated in writing by the Supervisory Body.

In the event of an investigation procedure, the Supervisory Body carries out the preliminary investigation, possibly listening to the perpetrator, the person responsible for the alleged violation, as well as gathering any useful testimony.

4.7 VIOLATIONS OF THE CODE OF ETHICS AND PENALTIES

The Supervisory Body reports to the Board of Directors on the alleged violations of the Code of Ethics which have come out as a result of the reports made by the stakeholders and on the outcome of any investigation procedures.

The Board of Directors, following an appropriate analysis of the evidence received, judges whether the behaviour reported may constitute a violation of the Code of Ethics.

If it detects a violation, the Board of Directors will sanction the violations and the consequent measures, in accordance with the regulations in force, the national collective bargaining employment contract applied and the Disciplinary System adopted by the Company.

The relevant company departments, authorized by the Board of Directors, apply the measures, see to their implementation and report the outcome to the Supervisory Body.

5 FINAL PROVISIONS**5.1 CONFLICT WITH THE CODE**

In the event that even one of the provisions of this Code should conflict with provisions laid down in internal regulations or procedures, the Code shall prevail over any of these provisions.

5.2 AMENDMENTS AND UPDATES TO THE CODE

By resolution of IRCE Board of Directors, the Code may be amended and supplemented, also based on suggestions and directions from the Supervisory Board.

This Code is subject to review and possible updating by IRCE Board of Directors at least every three years, also on the basis of suggestions from the Supervisory Body.