

DELL'ORTO S.p.A.

CODE OF ETHICS 2018

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General Principles

DELL'ORTO SpA's mission is focused on both personal growth and value creation, by supplying innovation based products contributing to creating and maximizing value for stakeholders(1). In conducting its business, the Group operates in compliance with applicable legislation and aligns its business activities with the principles of fairness, correctness, transparency and compliance with the ethical rules contained in this Code, a key component of the Organizational Model and the entire internal control system. The Code aims at ensuring that all members of Dell'Orto SpA's workforce act with the highest level of integrity, comply with applicable laws, and build a better future for the Company and the communities in which business is performed. Dell'Orto SpA endorses the United Nations ("UN") Declaration on Human Rights, the International Labor Organization ("ILO") Conventions and the Organization for Economic Co-Operation and Development ("OECD") Guidelines for Multinational Companies. Accordingly, the Code is intended to be consistent with such guidelines. The Code is approved by the Board of Directors. The Group promotes the creation of an atmosphere marked by a strong sense of ethical integrity, in the belief that said factor is decisive for an effective internal control system, positively influencing attainment of the Company's success. In pursuing its business objectives, Dell'Orto SpA believes in the need to obtain performance excellence in terms of quality and value of products and services offered, solely in compliance with the principles of correctness and professional ethics. To this end, criteria of economy and efficiency are defined, through the optimization of production processes, with the aim of providing solutions and services for ensuring the maximum efficiency of the processes of financial intermediaries and maximizing the quality/cost ratio, achieving in this way full customer satisfaction. Resources are employed responsibly, striving for sustainable development, while respecting the environment and the rights of future generations. Dell'Orto SpA is committed to fair competition.

The Code is intended as a guide and support for directors, managers and Company workforce aimed at effectively confirming the Company mission.

As a consequence to that, Dell'Orto SpA commits to:

- timely guarantee that the Code dissemination occurs within in the whole company and to all Recipients;
- guarantee that all update and modifications will be acknowledged by all the Code recipients;
- provide appropriate training and information documents, with an available support in case of hard interpretation of the Code provisions;
- guarantee no retaliation effects to whistleblowers;
- take equitable measures concerning sanctions appropriate to the type of Code infringement, and guarantee to enforce them indiscriminately amongst all the categories of employees subject to the provisions of law, of contract and of internal regulations in force within the jurisdiction in which the Company operates;
- check the compliance with the Code's provisions on a timely basis.

Dell'Orto ensures these commitments to be shared by consultants, suppliers and any other subject performing business activities with the Company.

- (1) The Code definition of “stakeholders” includes subjects, a community and an organization influencing the Company’s activities and being impacted by their consequences. Subjects can be internally (i.e employees) or externally recruited (i.e customers, suppliers, local communities) and include future generations.

1. A GUIDE TO THE CODE USE

What is the Code?

The Code of Ethics, adopted by Dell’Orto SpA’s Board of Directors, defines the principles of conduct for business, the ethical commitments required of the directors, employees and associates and the rules of conduct for the company. It shall be complied with for the proper functioning and the improvement in the company reliability.

The Code is approved by the Board of Directors Dell’Orto SpA. The Code applies to Dell’Orto worldwide workforce, and represents a fundamental element of the company programme for an effective prevention and detection of infringements of applicable laws and provisions of its activities.

Who is governed by the Code of Ethics?

The Code of Ethics and all relevant company policies apply to all members of the Board of Directors and to Dell’Orto SpA’s workforce who conducts business on behalf of Dell’Orto SpA—including employees, executive officers, agents, consultants, contract labor or others, when handling Company matters. Dell’Orto SpA ensures its excellence standards for the conduct of business performed by those having long lasting business relationships with, such as consultants, experts, agents, dealers and suppliers.

In particular, conducts held by Group Company employees in violation of the Code of Ethics, being in contrast with the directives given by the employer, are detrimental to the relationship of trust and are therefore considered breaches.

Where does the Code apply?

The Code shall apply to all countries where Dell’Orto SpA is active and to all Company activity aspects.

Where to find the Code

The Code may be consulted by the whole Company workforce in an accessible place, using the most appropriate procedures and in conformity with local rules and regulations. It is available on the Group’s Web Site and copies can be requested to Human Resources.

Can the Code of Ethics be modified?

The Code is subject to review by the Board of Directors. Reviews take into account, among other things, the comments and suggestions received from Directors, members of our workforce and from third parties, changes in law or best practices, as well as experience acquired in applying the Code itself. Any modifications introduced in the Code as a result of this review activity are promptly published and made available in accordance with applicable laws and regulations.

2. ETHICS IN BUSINESS

Whenever and wherever you are working on behalf of Dell'Orto SpA, or are interacting with others in Dell'Orto SpA's community, you must abide by the Code. All workforce members must be aware that they represent the Company with their behavior, and their conduct affects both the external reputation of the Company and its internal culture. Therefore their business conduct must comply with the following:

Avoiding conflict of interests

All members of our workforce are obligated to engage in conduct that protects and promotes Dell'Orto SpA's best interests at all times. Conflicts of interests may arise when members of the Company engage in activities or have interests that compromise the Company interests, because these activities or interests may compromise objective business decision-making or otherwise interfere with the performance of work-related duties. Such activities can harm the Company financially, but even more significantly, can be damaging its reputation. Conflicts of interests also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. It is therefore crucial that you properly manage your relationships and her activities, both inside and outside of the work environment, in ways that do not interfere with, or even appear to interfere with, the ability to perform duties and to make objective and fair business decisions. Dell'Orto SpA's workforce is expected to always maintain the highest degree of integrity when dealing with business partners and to act solely in the best interest of the Company. Any situation that constitutes a conflict or gives the appearance of a potential conflict must be disclosed immediately to a superior or the Human Resources.

Members of the Company's workforce shall inform the superior – by written communication - if a financial, commercial, professional and family based relationship does exist with bodies or individuals having business activities with the Company, which could influence (or perceived as influencing) an impartial attitude towards third parties.

Prohibition of confidential information disclosure

Dell'Orto SpA's Directors, managers and employees of the Company are required to strictly observe laws, company policies and procedures and/or instructions and/or any operative or organizational provisions concerning confidential information.

Especially, in no circumstance directors, managers, employees and the recipients of the Code shall use (or disclose to unauthorized third parties) confidential information collected thanks to their position within Dell'Orto SpA for personal use or for the use of other entities.

Sensitive information shall be treated by directors, managers and employees strictly complying with procedures and provisions as specified by Dell'Orto SpA.

Confidential information will personally be disclosed by Dell'Orto SpA based on legal regulations, and document publication shall follow Dell'Orto SpA's specific decisions on the matter.

Obligation of confidentiality

Dell'Orto SpA's know-how and intellectual property represent a fundamental resource that must be protected by directors, managers, employees and other recipients of the Code. In case of improper dissemination of both know-how and intellectual property, Dell'Orto's properties and image could be harmed. Therefore, all directors, managers, employees and in general the recipients of the Code shall not disclose to third parties, Dell'Orto SpA's technical, technology based and commercial details unless required by law and other provisions.

Dell'Orto SpA will not disclose any information except if required by law and regulations or expressly mentioned in contract agreements where counterparts committed to exclusively use it for specific scopes, though maintaining it as confidential.

Obligations of non-disclosure policy as mentioned in the Code will persist also after the work relationship is terminated.

Corruption and illicit payments

The Code aims to ensure that all members of Dell'Orto SpA's workforce act with the highest level of integrity, comply with applicable laws, and build a better future for our Company and the communities in which business is performed, in compliance with national and international laws against corruption. Dell'Orto SpA shall not tolerate any kind of bribery to public officials, or any other party connected with or linked to public officials, in any form or manner whatsoever, in any interested jurisdiction, not even where such activities may be permitted in practice, or may not be legally prosecutable.

Dell'Orto SpA and its directors, managers and employees shall not be involved in activities including money laundering (accepting and treating) proceeds coming from criminal activities.

Reputation policy

Dell'Orto SpA's corporate image, along with its reputation and the sustainability of its products are necessary conditions for its present and future existence.

Therefore directors, managers and Dell'Orto SpA's workforce shall strictly respect the Code. Employees must share the commitment to comply with the Code and cooperate with the Company for the application of provisions.

Fair competition

Dell'Orto SpA acknowledges the basic importance of a competitive market as well as the value of fairness and fair competition, and commits to comply with the rules on competition and other laws protecting consumers applicable in the countries where it operates. Dell'Orto SpA and its directors, manager and employees shall avoid business practices (establishment of cartels, market divisions, limitations to production or sales and tying agreements etc.), which may represent an infringement of laws on competition. In fair competition, Dell'Orto SpA shall not knowingly infringe the intellectual property rights of any third party.

Legal consequences of non-compliance to such laws can be serious. Moreover, compliance is essential for Dell'Orto SpA's reputation.

International embargo and export control laws

Dell'Orto SpA shall ensure that its business activities never violate, in any circumstance whatsoever, international embargo and export control laws in force in the countries where it operates. Embargo, customs and export control law policy is very complex. The legal consequences of non-compliance can be extremely serious. Moreover compliance is essential for maintaining Dell'Orto SpA's reputation image.

Confidentiality of personal data

While actively performing its business activities, Dell'Orto SpA retains data and information which is confidential, which will be treated in compliance with the confidentiality laws in force in the countries where it operates and best practice for the protection of privacy.

Dell'Orto SpA grants an extremely high level standard of security in selecting and using its own systems of information technology for personal data and confidential information treatment. In October 2017 the Company issued and disseminated a privacy policy in preparation to GDPR (679/2016 European regulations), in force since 25 May 2018, the company complied with.

3. WORKFORCE POLICY

Dell'Orto SpA acknowledges motivation and professionalism as key factors in maintaining competitiveness, creating value for stakeholders and granting satisfaction to customers.

These principles, in compliance with national laws, fully implementing the conventions of the International Labour Organisation (ILO), confirm the importance of respecting the individuals, granting an equal treatment, applying a non-discrimination policy.

Dell'Orto SpA has always adopted respect for human and fundamental rights.

Child labour and forced labour

Dell'Orto SpA is committed to "safeguarding and promoting respect for basic workers' rights, including the prohibition of forced labour and child labour. Thus Dell'Orto SpA refuses to employ resources under the age as provided by the local law, but anyway, under the age of fifteen, except for special international conventions and local legislation. Dell'Orto SpA is also committed to avoid business with suppliers not complying with such provision.

Free association policy

Dell'Orto SpA's employees are free to elect their own representative or to become members of trade union organizations.

Dell'Orto SpA acknowledges and respects the right of its employees to be represented by trade unions and other representatives elected in compliance with laws and local practices in force. In case of the Company's negotiation's activities with such representatives, its actions and conduct are aimed to a constructive approach and relationship.

Equal opportunity policy

Dell'Orto SpA undertakes to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all its workforce, making sure that each of its members receives a fair statutory and wage treatment exclusively based on merit and expertise, without discrimination of any kind. Competent departments shall: select, hire, train, compensate and manage human resources without discrimination of any kind; ■ create a working environment where personal characteristics or beliefs do not give rise to discrimination and which allows the serenity of all Dell'Orto SpA's workforce.

Harrassment

Dell'Orto SpA demands that there shall be no harassment or mobbing behaviors in personal working relationships either inside or outside the company. Any form of violence or harassment, either sexual harassment or harassment based on personal and cultural diversity is forbidden.

Work environment

People shall personally contribute to promoting and maintaining a climate of common respect in the workplace; particular attention is paid to respect of the feelings of others.

In particular it is forbidden for Dell'Orto SpA's workforce to:

- hold, consume, offer or give for whatever reason, drugs or substances with similar effect, at work and in the workplace;

- identify possible smoking areas and take into particular consideration the condition of those suffering physical discomfort from exposure to smoke in the workplace shared with smokers and requesting to be protected from “passive smoking” in their place of work;
- create an intimidating, hostile, isolating or in any case discriminatory environment for individual employees or groups of employees.

Compensation and working time

Compensation and benefits for Dell’Orto SpA’s workforce shall comply with legal requirements. Concerning working schedule and paid leave Dell’Orto SpA complies with the local regulations of the Country where it operates.

Recruitment and promotion programme

Dell’Orto SpA’s workforce is prohibited from accepting or requesting promises or payments of cash, goods or benefits, pressuring on services of any type which may be designed to facilitate the employment of a worker, his/her transfer or promotion.

Accounting and internal control

Dell’Orto SpA’s policy is to maintain effective internal control systems (see Chapter 6). To achieve this standard, the workforce is expected to maintain accurate and complete internal records of all business activities and arrange for appropriate authorization and documentation of transactions and commitments with business partners.

Company assets

Dell’Orto SpA owns a wide variety of assets that are essential to its continued business operations. Each member of the Dell’Orto SpA, is entrusted with protecting the Company’s resources and ensuring that they are used for their intended purposes only. As such, it is the responsibility of each workforce member to protect and properly use the Company assets by taking preventative measures to protect any Company property as well as property of third parties’ in the Company’s possession against loss, theft, damage, abuse and unauthorized use, access or disposal including being used illegally or used in any manner deemed inappropriate. Protecting Dell’Orto SpA’s assets is a collective obligation and a requirement as a member of the Company.

Since information is a critical asset to business operations, we are individually responsible for maintaining the confidentiality, integrity and availability of Company information while respecting compliance with legislative, regulatory and contractual requirements. Such assets shall be used only in the interest of the Dell’Orto SpA’s company. All the workforce members and third parties must comply with Dell’Orto SpA’s information security guidelines that apply to the proper use and handling of all the

Company hardware and software, including email and internet as well as other applicable information security guidelines.

Outside activities

Dell'Orto SpA's officers and employees may not serve on Board of Directors of companies without Dell'Orto SpA's approval and may not engage in recurring private business activities that interfere with their related duties. Dell'Orto SpA managers and employees' collaboration with the Company's trading partners and competitors, or any form of consultant service; require a prior written authorization made by an immediate supervisor.

Code Obligations

The Code of Ethics is an integral and substantial part of the work relationship existing between Dell'Orto SpA's managers and employees.

Therefore, Dell'Orto SpA requires all its managers and other employees to act and behave in a manner consistent with the Code, and refrain from any conduct that might damage the Company or jeopardize its honesty, impartiality or reputation. Any infringement to the Code is hence firmly accepted and adequate relevant sanctions must be applied (sometimes even leading to the termination of job contracts).

All managers and employees shall comply with the following:

- read and understand the Code and, if necessary, attend training courses;
- adopt actions and a conduct in compliance with the Code and refrain from any conduct that might damage the Company or jeopardize its honesty, impartiality or reputation;
- promptly disclose in good faith any infringement to the Code;
- fully cooperate to investigations relevant to infringement to the Code, keeping such investigations confidential and actively attend, when required, the activities of auditing on the Code behavior.

Employees with positions of responsibility

Whoever holds a head, resources manager, executive role, must represent an example (so called, Role Model), supply leadership and guide in compliance with the principles of conduct in the businesses contained in the Code and, with his/her behavior, must show its personnel members that the fulfilment of the Code is a fundamental aspect of their work, ensuring that personnel members are aware that the business results must never be separate from respecting the principles of the Code. Supervisors on all hierarchy levels act as role models in this respect and ensure this Code of Ethics is adhered to in their respective areas of responsibility. In case it is not, please refer to the Human Resources Department.

4. HEALTH, SAFETY AND ENVIRONMENT

Health and safety protection at work

Dell'Orto SpA is committed to providing all employees with a safe and productive work environment; we recognize health and safety in the workplace as a key element of the Dell'Orto SpA's sustainability approach. Dell'Orto SpA believes in and actively promotes a culture of accident prevention and risk awareness among workers, in particular through the provision of adequate training and information. We expect that members of the Company's workforce will share that commitment and promote awareness of compliance with all health and safety guidelines along with the preventive measures established by the Company for the protection of their health and safety. Dell'Orto SpA has adopted and continues to improve an efficient occupational health and safety policy which implements preventive measures, both at the individual and collective level, to minimize the potential for injury in the workplace.

Dell'Orto SpA also seeks to ensure industry leading working conditions, in accordance with principles of hygiene, industrial ergonomics and individual organizational and operational processes, believes in the spreading of a culture of conscious safety, by means of disclosure of the nature of risks and by encouraging responsible behavior by all collaborators, in order to protect their health and safety, particularly with preventive actions and by organizing suitable training and information courses. Because we highly value health and safety, we also offer programs and services that are beyond the scope of these Principles, which are designed to promote and support individual safety, wellbeing and a healthy lifestyle. We consider these programmes a Company benefit, and we strongly encourage you to take advantage of these programmes and services. Each and every member of the Company's team must actively take steps to preserve their own health and safety and those of others.

Environment protection of business processes

Dell'Orto SpA's activities in the protection of the environment shall be carried out in compliance with applicable worker health and safety, environmental and public safety protection agreements, international standards and laws, regulations, administrative practices and national policies of the Countries where it operates, always in compliance with ISO 14001.

Dell'Orto SpA is committed in a continuous improvement of its business processes as far as the protection of the environment is concerned, and to comply with the main relevant legal requirements. This includes the development and extension of an effective, certified Environmental Management System (EMS), based on the fundamental principles of the minimization of environmental impacts and optimisation of the use of resources.

Dell'Orto SpA stimulates and encourages its employees to actively participate to the implementation of information and regular training courses and expects its employees to actively apply the above mentioned principles during their working activity.

Environment and product safety

Dell'Orto SpA actively contributes to the production and sale, of highly performing environmentally friendly products in full compliance with legal and regulatory requirements.

Dell'Orto SpA's workforce shall, within their areas of responsibility, actively participate in the process of risk prevention as well as environmental, public safety and health protection for themselves, their colleagues and third parties.

5. MANAGEMENT OF OUTSIDE RELATIONS

Dell'Orto SpA and its customers have to keep and develop its relationship with all stakeholders acting in good faith, with loyalty, correctness, transparency and the right respect towards Dell'Orto SpA's fundamental values.

Relations with Customers

Dell'Orto SpA's main objective is to fully comply with the expectations of the final customer. Not only directors but also managers and employees' main goals are to overcome customers' expectations in order to continuously improve the quality of the Company's products and services.

Dell'Orto SpA's fundamental expectation is based on the fact that customers must be treated in a correct and honest way, therefore demanding to its managers, employees and the Code's other recipients to build contacts with customers based on honesty, professional correct behavior and transparency.

Employees must comply with Company's internal procedures aimed at achieving this result by developing and maintaining long and profitable relationships with customers, offering them, safety, assistance, and by the support of ongoing innovation quality and values.

Relations with Suppliers

Dell'Orto SpA undertakes to look for suppliers and external collaborators with suitable professionalism and committed to sharing the principles and contents of the Code and promotes the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting the principles and contents of the Code. Suppliers' fundamental role is to improve the Company competitiveness, thus constantly granting a higher level of customer satisfaction. Their selection is therefore based on quality, innovation, costs and services, social and environmental and other values as specified in the Code.

Dell'Orto SpA's managers and workforce are kindly invited to build solid, transparent and cooperation based relationships with suppliers.

Relations with Public Institutions

Dell'Orto SpA's people, as well as external collaborators whose actions may somehow be referred to the Company, must have behaviors towards the Public Administration characterized by fairness,

transparency and traceability. These relations have to be exclusively dealt with by the departments and individuals specifically appointed to do so, in compliance with approved plans and corporate procedure. Commercial courtesy, such as small gifts or forms of hospitality, is only allowed when its value is small and it does not compromise the integrity and reputation of either party, and cannot be construed by an impartial observer as aimed at obtaining undue advantages. In any case, these expenses must always be authorized by the designated managers as per existing internal rules, and be accompanied by appropriate documentation. The Company operates fully cooperating with standard and government bodies. Should any of Dell'Orto SpA's companies be subject to investigations by the Public Authorities, Dell'Orto SpA will fully cooperate supporting the activity.

Dell'Orto SpA's aim is to positively contribute to the development of standards for the car industry and for all the other sectors of people and goods transfers. Dell'Orto SpA is also committed in technology progress and in the collaboration with public institutions, universities and other organizations for the research and development of innovation based solutions in a sustainable and technological mobility.

Relations with political organizations and Trade Unions

Dell'Orto SpA's relationships with political parties, movements, committees, political organizations and Trade Unions, as well as to their representatives and candidates must be transparent and correct and must comply with specifically contemplated applicable laws and regulations.

Local Communities

Dell'Orto SpA is committed to actively contribute to promoting the quality of life, the socio-economic development of the communities where it operates and to the development of their human resources and capabilities, while conducting its business activities according to standards that are compatible with fair commercial practices. Dell'Orto SpA's activities are carried out in the awareness of the social responsibility that Dell'Orto SpA has towards the local communities in which it operates, in the belief that the capacity for dialogue and interaction with civil society constitutes an important asset for the company, by respecting the cultural, economic and social rights of the local communities in which it is active.

Communication and company information

Dell'Orto SpA acknowledges the fundamental role and ensures the correct management of company information, by means of suitable procedures for in-house management and communication to the outside, granting the highest standards in communicating information, in order to provide a clear and transparent description of its financial, social and environmental performance.

Compliance with the law, regulations, statutory provisions, self-regulatory codes, ethical integrity and fairness, is a constant commitment and duty of all Dell'Orto SpA's workforce, and characterizes the conduct of Dell'Orto SpA's entire organization.

The Company's business and corporate activities have to be carried out in a transparent, honest and fair way, in good faith, and in full compliance with competition protection rules.

Dell'Orto SpA's undertakes to maintain and strengthen a governance system in line with international best practice standards, able to deal with the complex situations in which it operates, and with the challenges to face for sustainable development.

Communication to the outside shall be promptly organized and delivered by Dell'Orto SpA, in order to guarantee all benefits deriving from Dell'Orto SpA's dimension and potential, as well as to grant completeness and precision. Dell'Orto SpA's employees shall disseminate information concerning Dell'Orto SpA's domains of action and Companies, business lines and geographical areas, as speeches, lectures, attendance in Congresses, publications and any other form of presentation, by complying with Dell'Orto SpA's provisions and be given, where necessary, the company's approval.

Dell'Orto SpA wishes to confirm its trust on the integrity of its activities by openly confronting other subjects, to improve its knowledge on health, safety and environmental issues linked to its activities and products.

In accordance with the regulations contained in Dell'Orto SpA's Code of Ethics, all individuals who have business relations with Dell'Orto SpA are informed of the principles and contents of the Model. All agreements with third parties who have contractual relationships with Dell'Orto SpA must include a clause, to respect the provisions of the Code of Ethics.

In this regard, internal regulations define standard clauses providing for the application of the Code in whole or in part according to the activity governed by the contract such as providing for the right to terminate the contract, and/or the payment of penalties, and/or other tools and remedies protecting the Dell'Orto SpA.

Relations with the Media

Dell'Orto SpA undertakes to provide outside parties with true, prompt, transparent and accurate information. Relations with the media are exclusively dealt with by the departments and managers specifically appointed to do so; information to be supplied to media representatives, as well as the undertaking to provide such information, have to be agreed upon beforehand by Dell'Orto SpA's workforce with its relevant structure.

6. Supervision and Control

Dell'Orto SpA's accounting transparency is grounded on the use of true, accurate and complete information which forms the basis for the entries in the books of accounts. Each member of company bodies, of management or employee shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the books of accounts.

Dell'Orto SpA's policy is to forbid behaving in a way that may adversely affect transparency and traceability of the information within financial statements.

For each transaction, the proper supporting evidence has to be maintained in order to allow:

- easy and punctual accounting entries;
- identification of different levels of responsibility, as well as of task distribution and segregation;
- accurate representation of the transaction so as to avoid the probability of any material or interpretative error;
- identify business risks linked to Dell'Orto SpA's activities;
- set up business processes ensuring managerial decision making (including investments and transfers) based on solid financial studies with reference to risk assessment and granting an excellent use of the company assets;
- make sure that decisions concerning financial, tax and accounting matters are taken at a manager level and comply with regulations in force;
- timely arrange complete, accurate, reliable clear and understandable documents to be delivered to market supervisory and regulatory authorities and publicly spread.

Each record shall reflect exactly what is shown by the supporting evidence. All Dell'Orto SpA's people shall cause that the documentation can be easily traced and filed according to logical criteria.

Standard or specially requested Internal Auditing procedures verify the quality and effectiveness of the Internal Control referring to the Company's President. Dell'Orto SpA's workforce shall provide support in assessing the quality and efficiency of the Internal Control.

All managers and other employees of the Company shall verify the completeness and reliability of such documents.

Dell'Orto SpA's workforce who becomes aware of any omissions, forgery, negligence in accounting or in the documents on which accounting is based, shall bring the facts to the attention of their superior, or to the body they belong to, and to the Chairman of the Board of Directors.

7. CODE OF ETHICS IMPLEMENTATION AND GUARANTEES

The internal structure of Dell'Orto SpA is organized according to rules able to ensure management reliability and a fair balance between the management's powers and the interests of shareholders and of the other Stakeholders in general as well as transparency and market traceability of management decisions and general corporate events which may considerably influence the market value of the financial instruments issued. Within the framework of the initiatives aimed at maximizing the value for shareholders and at guaranteeing transparency of the management's work, Dell'Orto SpA defines, implements and progressively adjusts a coordinated and homogeneous sets of behavior rules concerning both its internal organizational structure and relations with shareholders and third parties, in compliance with the highest corporate governance standards at national and international level, based on the awareness that the company's capacity to impose efficient and effective functioning rules upon itself is a fundamental tool for strengthening its reputation in terms of reliability and transparency. Therefore Dell'Orto SpA undertakes to ensure maximum transparency and timeliness of information communicated to shareholders and to the market in compliance with the laws and regulations applicable. The Company internally organizes the dissemination of the Code of Ethics and its values.

The rules listed in the Code of Ethics integrate the behavior that the workforce must adopt, based on every applicable legal provision, and of the obligations contemplated by collective bargaining. An appropriate sanctions policy for Code infringement shall be adopted by the direct supervisors, after hearing, if necessary, the opinion of the competent Compliance Officers and the opinion of the competent HR Department consistent with existing laws and relevant national and company-wide labour contracts, and shall be proportionate to the particular infringement of the Code.

The Code of Ethics is deemed to be infringed in case of retaliation concerning whistleblowers and in case of those who report suspected and ungrounded infringements in bad faith against employees.

Infringements to the Code of ethics impact on the trust vis-à-vis the Company and can easily determine legal procedures, the termination of any trust between the employee and Dell'Orto SpA, with the relevant legal and contractual consequences provided by the law in force.

In case of infringement of the Code by executives concerning the management of sensitive areas and misconduct, namely in case executives do not limit misconducts carried out by their subordinates, applicable measures shall be adopted.

Third parties (consultants, collaborators, suppliers, partners, etc.) whose conduct is in contrast with the Code of Ethics, shall have their job relationship interrupted.

Any departure from the Code rules, even partial and limited in time and nature, may only be authorized, exclusively for serious and justified motives, by the Board of Directors of the Company.

8. cd **"WHISTLEBLOWING"**

Whistleblowing procedure shall be applied by complying with the following:

By postal service; in order to keep confidentiality, whistleblowing shall be posted in a closed envelope with the written specification "To the attention of the Chairman of the Board of Directors".