

# We project

Engineering • Construction • Assembly • Maintenance



## Code of Ethics

Approved by the Board of Directors on October 15, 2019

03	General Review	Working Group	CEO	B.O.D.	10/15/2019
Rev.	Description	Implemented by:	Supervised by:	Approved by:	Dated

# Index

## 1 INTRODUCTION

- 1.1 CO.M.CE. S.p.A. mission.
- 1.2 Not ethical behaviours
- 1.3 The value of reputation and fiduciary duties
- 1.4 Validity and application of the code

## 2 GENERAL PRINCIPLES

- 2.1 Honesty and legality
- 2.2 Confidentiality
- 2.3 Relations with shareholders members
- 2.4 Valorisation of shares investment
- 2.5 Value of the human resources
- 2.6 Equity of the authority
- 2.7 Integrity of the person
- 2.8 Diligence and accuracy in the execution of tasks and contracts
- 2.9 Correctness and equity in the management and eventual renegotiation of contracts
- 2.10 Quality of the services and the products
- 2.11 Loyal competition
- 2.12 Protection of environment

## 3 ORGANIZATIONAL STRUCTURE AND METHODS OF PERFORMANCE

- 3.1 COMPANY STRUCTURE
  - 3.1.1 Company meeting
  - 3.1.2 Board of directors
  - 3.1.3 Chief executive officer
  - 3.1.4 Supervisory board
  - 3.1.5 Company Supervisory body
- 3.2 RELATIONS WITH COLLABORATORS
  - 3.2.1 Selection of the staff
  - 3.2.2 Constitution of job relationship
  - 3.2.3 Management of personnel
  - 3.2.4 Intervention on organization of the job
  - 3.2.5 Health and Safety
  - 3.2.6 Protection of the privacy
  - 3.2.7 Integrity and protection of the person
  - 3.2.8 Duties of collaborators

### 3.3 RELATIONS WITH CUSTOMERS

#### 3.3.1 Impartiality

#### 3.3.2 Contracts and communications to customers

#### 3.3.3 Style of behaviour of collaborators

#### 3.3.4 Quality and customer satisfaction control

#### 3.3.5 Involvement of the customers

### 3.4 RELATIONS WITH SUPPLIERS

#### 3.4.1 Choice of supplier

#### 3.4.2 Integrity and independence in the relationships

#### 3.4.3 Protection of the ethical aspects in the supplies

### 3.5 RELATIONS WITH THE COMMUNITY

#### 3.5.1 Economic relationships with parties, labour organizations and associations

#### 3.5.2 Contributions and sponsorships

#### 3.5.3 Institutional relationships

### 3.6 RELATIONS WITH ALL THE OTHER INTERLOCUTORS

#### 3.6.1 Treatment of the information

#### 3.6.2 Gifts, tributes and benefits

#### 3.6.3 Communication outside

#### 3.6.4 Communication and training

### 3.7 OTHER ETHICS RULES

#### 3.7.1 Safeguard of capital stock

#### 3.7.2 Safeguard of the Rights of the Corporate creditors

### 3.8 LEGISLATIVE DECREE NO. 231 OF 2001

### 3.9 CONTRACTUAL VALUE OF THE CODE AND DISCIPLINARY ENDORSEMENTS

#### 3.9.1 Disciplinary provisions

### 3.10 HOW TO RAISE DOUBTS ON INFRACTION OF AN ETHICS REGULATION

## 4 CONCLUSIONS

## 1. INTRODUCTION

This code expresses the ethics engagements and responsibilities in the conduction of the transactions of business activities from CO.M.CE. Compagnia Montaggi Cesena S.p.A. staff, if they are administrators, employees that is independent representatives of CO.M.CE. S.p.A. in quality of advisory agents, brokers, trainees and other collaborators.

### 1.1 CO.M.CE. S.p.A. mission.

CO.M.CE. S.p.A. mission is to pursue the excellence in the supply of services, by evaluating the competences and the technological innovation in increasing initiatives that are accompanied to the search of a leadership in the field of reference, in order to create value for own shares, satisfaction of the customers and professional increase of the collaborators, in the respect of the enforced laws.

### 1.2 Not ethical behaviours

In the conduct of the transactions, not ethical behaviours compromise the relationship of confidence between CO.M.CE. S.p.A. and others. They are not ethical, and they favour the assumption of hostile attitudes towards the company, the behaviours of anyone, single or organization, that try to take control of benefits of other people's collaboration, taking advantage of force positions.

### 1.3 The value of reputation and fiduciary duties

The good reputation is an immaterial and essential resource. The good reputation outside favours the investments of shares, the fidelity of the customers, the attraction of the best human resources, the serenity of the suppliers, the reliability towards the creditors. Inside, it concurs to take and to put into effect the decisions without clutches and to organize the job without bureaucratic controls and excessive exercises of the authority. Since the ethical code clears in details the duties of CO.M.CE. S.p.A. towards the others (fiduciary duties), its effective observance is proposed as term of comparison to judge CO.M.CE. S.p.A. reputation.

### 1.4 Validity and application of the code

The ethical code applies to all employees of CO.M.CE. S.p.A., anywhere they are operating or dislocated, and it is consequently binding for the behaviours of all company collaborators. Moreover, CO.M.CE. S.p.A. demands to all the connected companies and to the main suppliers a course of action in line with the general principles of the present code. The ethical code is in force both in Italy and abroad, also in consideration of the cultural, social and economic diversity of the several Countries in which CO.M.CE. S.p.A. operates. In fact, in the case of in the countries where CO.M.CE. S.p.A. operates, the standards of environmental protection, of social and work safety as well as economic and normative treatment of the collaborators are lower than what normally applied in Italy, CO.M.CE. S.p.A. is committed to guarantee a continuous and appreciable improvement of the levels locally practiced in compliance with the principles of this code.

## 2. GENERAL PRINCIPLES

### 2.1 Honesty and legality

In their professional activity, CO.M.CE. S.p.A. collaborators are required to respect diligently the enforced laws, the ethical code and company regulations, internal procedures and regulations. Comply with the general principles of diligence and loyalty as per article 2104 of the Civil Code and the rules of conduct contained in collective agreements. Under no circumstances to pursuing CO.M.CE. S.p.A. interest can justify a not honest conduct.

## **2.2 Confidentiality**

CO.M.CE. S.p.A. assures the confidentiality of the information in own possession and it is abstained to search confidential data, except the case of expressed and aware authorization and conformity to the enforced laws. Moreover, CO.M.CE. S.p.A. collaborators have not to use confidential information for scopes not connected with their own activity.

## **2.3 Relations with shareholders members**

The company shareholder is a subject with opinions and moral preferences of miscellaneous kind. In order to be oriented towards investment and the social deliberations, he needs therefore all important information available. CO.M.CE. S.p.A. creates the conditions so that the participation of shareholders to the decisions of their competence is diffused and conscious, it promotes the parity information, moreover, it protects the interest of the Groups connected to the shareholders from actions prosecuted by coalitions of shareholders to make prevail their interests.

## **2.4 Valorisation of share investment**

CO.M.CE. S.p.A. makes efforts so that the economic/financial performances are such to increase the value of the company, in order to adequately pay the risk that shareholders assume with the investment of own capital.

## **2.5 Value of the human resources**

CO.M.CE. S.p.A. collaborators are an indispensable factor for Company success. For this reason, CO.M.CE. S.p.A. protects and promotes the value of the human resources in order to improve and to increase the patrimony and the competitiveness of competences possessed by any collaborator.

## **2.6 Equity of the authority**

In the subscription and management of contractual relationships that imply to establish hierarchical relations - in special way with collaborators - CO.M.CE. S.p.A. is committed to assure that authority is practiced with fairness and correctness avoiding any abuse. In particular, CO.M.CE. S.p.A. guarantees that the authority is not changed in exercise of prejudicial power of the dignity and autonomy of the collaborator, and that the choices of organization of the job safeguard the value of the collaborators.

## **2.7 Integrity of the person**

CO.M.CE. S.p.A. guarantees physical integrity and morality of its collaborators, conditions of job to respect the people dignity and job environment safe and healthy. Therefore requests and threats to induce people to act against the law and the ethical code, or to adopt prejudicial behaviours of the convictions and moral preferences of everyone, are not tolerated.

## **2.8 Diligence and accuracy in the execution of tasks and contracts**

Work contract must be executed according to what established from the parts. CO.M.CE. S.p.A. is committed to not take advantage of conditions of ignorance or inability of own counter part.

## **2.9 Correctness and equity in the management and eventual renegotiation of contracts**

In the actual relationships, anyone who works in name and on behalf of CO.M.CE. S.p.A. that try to take advantages of contractual gaps, or of unexpected events, in order to renegotiate the contract to the single scope to take advantage of the weakness or dependency position in which the interlocutor has come, has to be avoid.

### **2.10 Quality of the services and the products**

CO.M.CE. S.p.A. orients its activity to the satisfaction and to the protection of own customers by paying attention to the demands that can favour an improvement of the quality of the products and the services. For this reason, CO.M.CE. S.p.A. addresses its own activities of search, development and commercialization to elevated standard of quality of own services and products.

### **2.11 Loyal competition**

CO.M.CE. S.p.A. means to protect the value of the loyal competition abstaining itself from illicit, predator or abusive behaviours of dominant position.

### **2.12 Protection of environment**

Environment is a primary good that also CO.M.CE. S.p.A. is committed to safeguard. For this purpose company activities are programmed by searching an equilibrium between economic initiatives and unavoidable environment requirements, in consideration of the rights of the future generations. Therefore, CO.M.CE. S.p.A. is committed to collaborate in the improvement of the environmental and landscape impact relevant to its own activities, as well as to prevent the risks for the populations and the atmosphere in the respect of the enforced norm, but considering also the development of the scientific research and the best experiences in matter.

## **3. ORGANIZATIONAL STRUCTURE AND METHODS OF PERFORMANCE**

### **3.1 Company structure**

CO.M.CE. S.p.A. adopts a social system according to the following principles:

- maximization of shareholders value;
- control of company risks;
- transparency towards shareholders;
- reaching the interests of shareholders.

Norms, obligation and standards of behaviour are described in the following paragraphs that allow the various structures to achieve such objectives.

#### **3.1.1 Company meeting**

The company meeting is the event privileged for a profitable dialogue between Shareholders and Board of directors. For this purpose:

- regular participation of the administrators to the meeting is assured;
- a functional and ordered development of the meeting, in the respect of the fundamental right of every associate to demand clarifications on the various arguments and to express own opinion is assured and proposals are reported.

#### **3.1.2 Board of directors**

The board of directors have the functions and the responsibility of the strategic and organizational activities, as well as the verification of the existence of the controls necessary in order to monitor the progress of the company.

In such context, the board of directors:

- attributes and revokes the delegations to the general executive manager, defining limits and exercise modality;

- receives periodically, from supervisory board, exhausting information from the general executive manager about the activity carried out in the exercise of the delegations, in particular for what concerns the atypical, unusual operations or with parts correlated, whose approval is not made by board of directors;
- determines the supervisory board structure, the compensation of the general executive manager and the other administrators with particular positions;
- determines the organizational structure of the company by checking the adequacy to the general company objectives.
- examines and approves strategic, industrial and financial plans;
- examines and approves all relevant economic, patrimonial and financial operations, particularly if carried out with correlated parts or characterized from conflict of interest
- supervises on the general course of the social management, with regards to the conflict of interest, using the information received from the general executive manager, verifying periodically the results of what programmed
- reports to associates in assembly.

CO.M.CE. S.p.A. administrators have to:

- have an active role in their assignment, thus allowing to the Society to have benefit from their competences;
- participate continuously to the board of administration meetings;
- denounce any situation of conflict of interest which involve them;
- maintain the documents and the acquired information confidential in the development of their tasks and to respect the procedure for relative outside communication;
- make always prevail CO.M.CE. S.p.A. interest on the single associates interest.

### • 3.1.3 Chief executive officer

The Chief executive officer provides to:

- convene meetings, by assuring that necessary documentation and information are provided with reasonable advance to the members of the council in order to allow the council to discuss on the matters subjected to its examination and approval, except for urgency and necessity reasons; particularly board of directors has exhaustive information about atypical, unusual operations or with correlated parts;
- coordinate the activities of the board of directors and guide the development of meetings.

### 3.1.4 Supervisory board

The procedure for the nomination of the supervisory board implies that proposals to company meeting for the nomination to the mayor are deposited at company office.

### 3.1.5 Control Body of the code of ethics

CO.M.CE. S.p.A. establishes the internal Control Body in order to verify the correct application of the principles valued by this code, the appointment, the duration of the assignment, the compensation are determined by resolution of the Board of Directors.

## 3.2 RELATIONS WITH THE COLLABORATORS

### 3.2.1 Selection of the staff

The appraisal of the staff to be employed is carried out on the base of the correspondence of candidates profiles regarding to business requirements, in the respect of equal opportunities for all the interested subjects. The required information are closely connected to the verification of the aspects expected from the professional and psycho-aptitude profile, in the respect of the private sphere and the opinions of the candidate. The department in question, in the limits of the information available, adopts opportune measures in order to avoid partiality, nepotisms, or forms of patronage in selection and hiring phase (i.e. by avoiding that selector has any relationship with the candidate).

### 3.2.2 Constitution of job relationship

The personnel is hired with regular working contract; no form of irregular job or job for which no earnings are declared, is tolerated.

For job relationship constitution every collaborator receives detailed information about the following:

- features of the function and the duties to carry out;
- normative and salary elements as for national collective working agreement;
- norms and procedures to be adopted in order to avoid any possible health risk associated to the working activity.

Such information are provided to collaborator so that the its acceptance is based on a effective understanding.

### 3.2.3 Management of personnel

CO.M.CE. S.p.A. avoids any form of discrimination towards its own collaborators. In the processes of management and development of the staff, thus as during selection, the decisions taken are based on the correspondence between expected profiles and possessed profiles from collaborators (as an example in case of promotion or transfer) and/or on considerations of credit (as an example allocation of the incentives based on results achieved).

The access to roles and assignments is established by considering the competences and the skills; moreover, compatibly with the general efficiency of the job, in the organization of the job are favourite those flexibilities that in general facilitate the management of the state of maternity and care of the children. The appraisal of the collaborators is carried out by involving the person in charge, the personnel dept. and, for how it is possible, all subjects came into relation with the evaluated person. In the limits of available information and protection of the privacy, the personnel dept. works in order to prevent any nepotism form (i.e. excluding relationships of hierarchical dependency between collaborators with relationship ties).

### Delivery of personnel policy

The policies of personnel management are made available to all collaborators through the instruments of business communication (organizational documents and communication by person in charge).

### **Valorisation and formation of the resources**

The function managers have the task of monitoring and assessing the skills of their collaborators and the related training and information requirements, based on the comparison between the skills possessed and those required for the position held, as well as the potential of the collaborator with a view to growth. For function managers, this assessment and professional development activity is implemented by the function at the top of the company organization chart. Heads of departments use and value all professional profiles in the structure by means of the activation of available personnel in order to favour the development and the increase of own collaborators (job rotation, expert staff in support, experiences finalized to the cover of assignments of greater responsibility). CO.M.CE. S.p.A. makes available for all collaborators informative and formative instruments, residential and at a distance, in order to evaluate specific competences and conserve the professional value of the staff. An institutional formation in determined moments of collaborator business life is provided (i.e. for new recruits an introduction to the company and its business is provided) and a recurrent training for operating staff.

### **Management of collaborators work time**

Every heads of department is held to improve and evaluate the time of collaborators by requiring performances with exercise of their duties and with the plans of organization of the job. To demand, as action due to hierarchical supervisor, any performances, favours or behaviour in violation of the present ethical code, it constitutes abuse of the authority position.

### **Involvement of collaborators**

The involvement of collaborators in the development of the job is assured, also providing moments of participation to discussions and functional decisions to the realization of the company aims. The collaborator must participate with spirit of collaboration and independence of judgment. Listening to several points of view, compatibly with the business requirements, allows the head of department to formulate the final decisions; the collaborator must, however, always to concur to the performance of the established activities.

### **3.2.4 Intervention on organization of the job**

In the event of reorganization of the job, the value of the human resources is safeguarded, providing where necessary, actions of training and/or professional requalification.

CO.M.CE. S.p.A. therefore, follows the criteria below:

- the burdens of job reorganization must be distributed in the most uniform way possible between all the collaborators, coherently with the effective and efficient exercise of company activity;
- in case of new or unexpected events, that however must be declared, the collaborator can be assigned to various assignments different from those carried out previously, having care to safeguard its professional competences.

### **3.2.5 Healthy and Safety**

CO.M.CE. S.p.A. is committed to diffuse and to consolidate a culture of safety by developing the knowledge of the risks, and promoting responsible behaviours from all collaborators; moreover the company works to preserve, particularly with preventive actions, health and safety of workers. CO.M.CE. S.p.A. objective is to protect human, patrimonial and financial resources of the company, by constantly searching of necessary synergies not only internally, but also with suppliers, companies and customers involved in the activities.

For this purpose, the internal structure focusing on the evolution of reference fields and to the consequent change of threats, it realizes technical and organizational intervention, through:

- the introduction of an integrated system of management of the risks and the safety;
- a continuous analysis of risks and criticality of processes and resources to protect;
- the adoption of the best technologies;
- the control and the modernization of the job methodologies;
- the contribution of formative participations and communication.

CO.M.CE. S.p.A., moreover, makes efforts for the continuous improvement of the efficiency of company structures and the processes that contribute to the continuity of the distributed services

### **3.2.6 Protection of the privacy**

The privacy of the collaborator is protected by adopting standards that specify the information that the company requires to the collaborator and relevant methods of treatment and conservation. Any surveying on personal ideas, preferences, tastes and, in general terms, on private life of the collaborators is excluded. Such standards, moreover provide the prohibition, except what expected from the law, to communicate/to diffuse the personal data without consent of the interested and establish the rules for the control, from every collaborator, of the norms for privacy protection.

### **3.2.7 Integrity and protection of the person**

CO.M.CE. S.p.A. is committed to protect moral integrity of the collaborators by guaranteeing the right to respect conditions of job of the dignity of the person. For this reason employees are safeguarded from actions of psychological violence, the company contrasts any attitude or discriminatory prejudicial behaviour of the person, its convictions and its preferences (i.e. in the event of abuse, threats, isolation or excessive intrusiveness, professional limitations). Are not admitted and must be avoided behaviours or speeches that can upset the sensibility of the person. The management will carefully assess the violations of these rights.

### **3.2.8 Duties of the participants**

The participants must act loyally in order to respect the obligation of his working contract and what provided from ethical code, by assuring the required performances.

### Management of the information

The collaborator must know and put into effect what provided from the business policies relevant to security of information in order to guarantee its integrity, confidentiality and availability. A clear, objective and exhaustive language is held to elaborate the documents, allowing eventual verifications from colleagues, heads of departments or external subjects authorized to require it.

### **Conflict of interest**

All CO.M.CE. S.p.A. participants have to avoid the situations in which conflicts of interest can be manifested and to abstain of personally benefitting of opportunity of business which they have come to acquaintance in the course of their functions. For the sake of argument, the following situations can determine conflict of interest:

- exercise a top (general executive manager, councilman, head of department) and have economic interests with suppliers, customers, or concurrent (possession of actions, professional assignments, etc) also through relatives;
- take care of relationships with suppliers and carry out a working activity at suppliers, also from a relative,
- accept money or favours from persons or companies that are or want to enter in relationships with CO.M.CE. S.p.A.

### Use of company goods

Every collaborator is held to operate with diligence for protecting company goods, through responsible behaviours and in line with the operating procedures predisposed, by documenting with accuracy their use. In particular, every collaborator must:

- use meticulously and parsimoniously the goods entrusted to him/her;
- avoid improper use of company goods that can cause damage or reduction of efficiency, or however in contrast with the interest of the company.

Every collaborator is in charge of the protection of the resources entrusted to him/her with the duty to timely inform the provided supervisors on eventual threats or harmful events for the company. CO.M.CE. S.p.A. reserves the right to prevent distorted use of own goods and infrastructures through the use of accounting methods, financial control reporting and analysis and prevention of the risks, remaining the respect to what provided by the enforced laws (law on the privacy, charter of workers. etc)

Regarding the information technology applications, every collaborator is held to:

- adopt scrupulously what provided by safety policies of the company in order to not compromise the functionality and the protection of IT systems;
- not send minatory and offending e-mail message, not use a low level language, not express unsuitable comments that can bring offense to the person and/or to company image;
- not navigate on Internet sites with undignified and offensive contents

## 3.3 RELATIONS WITH THE CUSTOMERS

### 3.3.1 Impartiality

CO.M.CE. S.p.A. is committed to not discriminate its own customers arbitrarily.

### 3.3.2 Contracts and communications to customers

The contracts and the communications to CO.M.CE. S.p.A. customers are:

- simple and clear, formulated with the most possible language close to what normally used by interlocutors;
- in compliance with the laws in force, without adopt elusive or incorrect practices;
- complete, in order to not ignore any important element for the decision of the customer.

From time to time the scopes and recipients of the communications determine the choice of the most suitable contact channels (telephone, email) for contents transmission without make use of excessive pressures and solicitations.

At last it's in CO.M.CE. S.p.A. scope to timely communicate every information relevant to:

- possible changes to the contract;
- possible change of economical and technical conditions about provided services;
- results of inspections performed according to the standards requested by control Bodies

### 3.3.3 Style of behaviour of collaborators

CO.M.CE. S.p.A. behaviour in the regards of customers is towards availability, respect and courtesy, for a cooperative and high expertise relationship. Moreover CO.M.CE. S.p.A. is committed to limit its customers commitment and to adopt simplified, safe payment procedures, and computerized when possible.

### 3.3.4 Quality and customer satisfaction control

The company is committed to guarantee appropriate standards of quality of offered services on the base of predefined levels and to periodically monitor the quality achieved.

Not achieving the established quality levels could involve indemnity in favour of the customers or penalty at company charges.

### 3.3.5 Involvement of the customers

CO.M.CE. S.p.A. is committed to always reply to suggestions and claims arise from customers.

## 3.4 RELATIONS WITH SUPPLIERS

### 3.4.1 Choice of the Suppliers

Purchase processes turn to the search of the maximum competitive advantage for CO.M.CE. S.p.A., to the concession of equal opportunities for every supplier, to loyalty and the impartiality.

In particular, the collaborators of the company in charge of such processes are committed to:

- not preclude to anyone in possession of the required requirements the possibility to compete to contracts stipulation, by adopting objective and documentable criteria;
- assure to every tender enough competition, i.e. by considering at least three companies in the selection of any supplier; any dispensation shall be authorized and documented.

For some product categories, CO.M.CE. S.p.A. has a list of suppliers whose criteria of qualification do not constitute barrier of access. For CO.M.CE. S.p.A. requirement of reference are:

- the documented availability of means, also financial, organizational structures, designing abilities and resources, know-how, etc;
- the existence and effective performance, if expected by CO.M.CE. S.p.A. specification, of appropriate company quality systems (i.e. ISO 9000);
- in the event in which the supply is comprehensive of the know-how or rights of thirds party, the obtaining from the supplier of a meaningful additional value.

### **3.4.2 Integrity and independence in the relationships**

The relations with the suppliers are regulated by common principles and rules from this Code and are object of constant monitoring from CO.M.CE. S.p.A., pursuing an impartial selection of suppliers. Such relations are comprehensive also of financial and consulting contracts.

Contract stipulation with a supplier shall always be based on relationships of extreme clearness, by avoiding where possible dependence forms. So, by way of an example and not exhaustive:

- normally the following is avoided: long period binding projects with short term contracts, which needs continuous renewals with review of the prices, or consulting contracts without a suitable transfer of know-how, etc;
- is not corrected to induce a supplier to stipulate an unfavourable contract, suggesting a future more favourable contract.

In order to guarantee the maximum transparency and efficiency of the purchase process, every company follows:

- the separation of the roles between the unit requiring the supply and the unit stipulating the contract;
- a suitable rebuilding of the adopted choices;
- the conservation of the information as well as tender official and contractual documents for the periods established from the law and recalled in the internal purchase procedures.

### **3.4.3 Protection of the ethical aspects in the supplies**

In the eventually to conform the activity of supplying to the ethical principles adopted, CO.M.CE. S.p.A. is committed to introduce, for special supplies, requirement of social type (i.e. the presence of an Environmental management system). The violations of the general principles of the ethical code involve penalizing mechanisms, also to avoid any crime against Public Administration or environmental disasters in reference with CO.M.CE. S.p.A. activities. To such aim, in the single contracts appropriate clauses are predisposed.

In particular, in the contracts with suppliers of any "risk" country, defined by recognized organizations, contractual clauses are introduced which consider the following:

- a self-certification from the supplier about the adhesion to specific social commitment (i.e. measures that guarantee to workers the respect of the fundamental rights, the principles of parity in any treatment and not discrimination, the protection of child labour);
- the possibility to use actions of control at productive units or operating centers of the supplying company, in order to verify the satisfaction of such requirement.

## **3.5 RELATIONS WITH THE COMMUNITY**

### **3.5.1 Economic relationships with parties, labour organizations and associations**

CO.M.CE. S.p.A. does not finance any party both in Italy or abroad, their representatives or candidates, neither perform sponsorships of conferences or parties of political propaganda.

It is abstained by any direct or indirect pressure to political exponents (i.e. through concession of CO.M.CE. S.p.A. structures, acceptance of recommendation for hiring and consulting contracts). CO.M.CE. S.p.A. does not distribute contributions to organizations where a conflict of interest can be recognized; however, it is possible to cooperate, also financially, with such organizations for specific projects on the base of the following criteria:

- purpose in reference with CO.M.CE. S.p.A. mission.;
- clear and documentable destination of the resources;
- expressed authorization from the functions provided for the management of such relationships within CO.M.CE. S.p.A..

### **3.5.2 Contributions and sponsorships**

CO.M.CE. S.p.A. can limitedly join to the demands for contributions to the proposals coming from declared no-profit bodies and associations and with regular statute and corporate charters, with elevated cultural or beneficial value and of national knowledge or, in any case, that can involved a remarkable number of citizens. The activities of sponsorship, which can regard social, environment, sport, show, art matters, are destined only to events that can offer the guarantee of quality or for which CO.M.CE. S.p.A. can collaborate to the planning, in order to guarantee originality and effectiveness.

In any case, in the choice of the proposals to join, CO.M.CE. S.p.A. pays particular attention towards any possible conflict of interest of personal or business order (i.e. family relationships with interested subjects or connections with bodies that can, for the tasks they carry out, favour in some way the activity of the Group).

### **3.5.3 Institutional relationships**

Every relationship with State or international institutions is exclusively referable to communication forms that can estimate the implications of the legislative and administrative activity regarding CO.M.CE. S.p.A., to answer to informal requests and to actions of inspecting trade unions (interrogations, interpellation, etc), or however to show the position on important topics for the company.

To such aim, CO.M.CE. S.p.A. is committed to:

- establish, without any discrimination, stable channels of communication with all institutional interlocutors on international, community and territorial level;
- represent the interests and the positions of the company in clear, rigorous and coherent way, by avoiding attitudes of collusion nature.

In order to guarantee the maximum clearness in the relationships, the contacts with the institutional interlocutors are exclusively through reference people who received explicit mandate from CO.M.CE. S.p.A. direction.

## **3.6 RELATIONS WITH ALL THE OTHER INTERLOCUTORS**

### **3.6.1 Treatment of the information**

Information are handled by CO.M.CE. S.p.A. in the full respect of confidentiality and privacy. To such aim policies and specific procedures for the protection of the information are applied and constantly updated; in particular CO.M.CE. S.p.A.:

- defines an organization for the treatment of the information that assures the correct separation of roles and responsibilities;
- makes the third party subjects that take part in the treatment of the information to subscribe confidentiality agreements.

### **3.6.2 Gifts, tributes and benefits**

No gift forms are allowed that can only be interpreted like exceeding the normal trade or courtesy practice, or however turned to acquire preferential treatments in the conduction of any activity referred to CO.M.CE. S.p.A. In particular, any gift form to Italian and foreign public employees, or to their family is prohibited, that can influence judgment independence or induce to assure any advantage. Such norm, that does not admit any exceptions even in those countries where offering gifts of value to trade partners is a custom, it concerns both promised or offered gifts and received ones; it is specified that for gift any type of benefit (free participation to conventions, promise of a job offer, etc) is considered.

In any case, CO.M.CE. S.p.A. is abstained from practical not permitted by law, from trade use or ethical codes - if known - of companies or bodies with which it has any relationship. Please refer to the regulation required by CO.M.CE.'S organisational, management and control Model in line with the new regulations.

### **3.6.3 Communication outside**

CO.M.CE. S.p.A. communication towards outside is imprinted to the respect of the right to the information; under no circumstances it is allowed to disclose false and tendentious news or comments. Every activity of communication respects laws, rules, professional conduct practice, and it is realized with clearness, transparency and timeliness, by safeguarding, between the others, sensitive price information and industrial secrets; every form of pressure or acquisition of favour attitudes by mass media is avoided. CO.M.CE. S.p.A. participates to conferences, seminars, etc., and consents to scientific or technical publication about its own activities.

### **3.6.4 Communication and training**

Internal and external interested persons are informed of Ethical Code by appropriate activities of communication. In order to assure the correct understanding of the ethical code to all company collaborators, the personnel department define and realize, also on the base of the indications of CO.M.CE. S.p.A. Supervisory body responsible, an annual training plan to favour the knowledge of the principles and the ethical norms.

The training initiatives are distinguished by the role and responsibility of the collaborators.

## **3.7 OTHER ETHICS RULES**

### **3.7.1 Safeguard of capital stock**

CO.M.CE. S.p.A. expressly prohibits that any employee directly or indirectly contributes to the realization of illicit operations on actions or share of the company or of connected societies. CO.M.CE. S.p.A., in fact, has as ethical principle the protection of integrity of company assets.

Therefore it is expressly prohibited to all employees, and in particular to its own administrators, to acquire or underwrite actions or company share, and/or issued by the connected companies, outside the cases allowed by the law.

CO.M.CE. S.p.A. will disciplinary endorse attitudes apt to vitiate the process of company assets formation, from anyone, which as an example:

- attribution to capital shares or company quota for a sum below their nominal value;
- the mutual subscription of shares and quotas;
- the overestimation of goods in nature or credits that is the patrimony of the society in case of transformation.

CO.M.CE. S.p.A. ,also, has as ethical norm the protection of integrity of the profits and the reserves not distributable for law; it is prohibited for the administrators to give back, except of the cases expressly established by law, assignments to associates or set them free from the obligation to execute them.

### 3.7.2 Safeguard of the rights of the corporate creditors

CO.M.CE. S.p.A. expressly prohibits to its employee to execute any operation in prejudgment to the creditors; it pursues in fact, as ethical principle, the protection of the interest of company creditors not to see diminished the guarantees of own credit.

Therefore it is prohibited to administrators to carry out reductions of company assets or fusions with other companies, or to execute division to cause damages to creditors.

CO.M.CE. S.p.A. demands that no employee or third party, as liquidator, brings prejudgment to corporate creditors also through the not due division of the same social assets.

### 3.8 LEGISLATIVE DECREE no. 231 of 2001

Legislative Decree no. 231 of 2001 introduced in our system the administrative/penal responsibility of legal entities in the cases which the employee or key subjects commit the crimes identified by the law. In the changed normative picture, in fact, beside the incrimination of the material author of the crime it's possible that the prosecuting attorney formulates an imputation towards the society, in advantage and in the interest of which the crime has been committed. CO.M.CE. S.p.A. has adopted an organisational, management and control Model in respect of legislative Decree no. 231 of 2001 and this Code integrates and implements the principles it contains.

### 3.9 CONTRACTUAL VALUE OF THE CODE AND DISCIPLINARY ENDORSEMENTS IN CASE OF VIOLATION OF ETHICAL NORMS AND/OR INTERNAL PROCEDURES.

The observance of the norms of the present Code must be considered as an essential part of the contractual obligations of CO.M.CE. S.p.A. employees for the effects of art. 2104 of the Civil code. The violation of the ethical norms and/or the internal procedures constitutes non-fulfilment of the primary obligations of job relationship with every law consequence also by considering to the conservation of the workplace and compensation of the damages caused to CO.M.CE. S.p.A. The violation of a norm and/or a procedure, can moreover constitute criminal illicit.

The violation of an internal norm means in fact the violation of the law and incur in penal (fines or preventive jail sentences) or civil endorsements (claim for damages or pecuniary punishment) that can be towards the employee or the same company.

Therefore any employee in violation of the spirit or the letter of the ethical norms and/or of the procedures disciplining CO.M.CE. S.p.A. activities, is subjected to a disciplinary evaluation from the employer, in the respect of the job collective contract and/or the civil code and informed to the following principles:

Principle of the typical of violations and punishments

Disciplinary action imposed is provided by collective bargaining and/or the civil code.

### Principle of the autonomy and immediacy of punishment

Given the autonomy of the violation of the ethical code and the internal procedures regarding law violation that involves the commission of a crime, the disciplinary behaviour evaluation carried out by the employer does not have to coincide with the evaluation of the judge in criminal trial, therefore the employer will be able to impose disciplinary provisions as verbal admonition, written admonition, suspension and dismissal without waiting for the employee penal procedure, also aside from the opening of a criminal trial.

By way of an example but not exhaustive the following behaviours could be subjected to disciplinary measures:

- actions that violate ethical norms,
- actions that violate procedures,
- demand to others to violate an ethical norm,
- missed denunciation of effective or suspected violations of an ethical norm and/or procedure,
- retaliation against an employee or third party that raised doubts about issues in regard of the infraction of an ethical norm and/or procedure.

#### 3.9.1 Disciplinary actions

“Mistakes of workers will be punished according to their gravity or to their recidivism without regard to the order with the disciplinary actions are listed as follows:

Mistakes shall be contested to the worker so that it is possible for him to justify himself.

The disciplinary provisions for the infractions to the norms of the Contracted present or to the eventual business inner regulations or the other dispositions of time in time emanated from the

Direction, will be the following ones:

- a) verbal admonition
- b) written admonition,
- c) suspension from work and remuneration till 3 work days,
- d) dismissal according to the following part IV . of the Collective Labor Agreement for the metalworking industry and installation of plants on 26 November 2016 and subsequent amendments and additions.

#### 3.10 HOW TO RAISE DOUBTS ON INFRACTION OF AN ETHICS REGULATION

All CO.M.CE. S.p.A. employees are held to not only signal the violation of an ethical norm or an internal procedure or the law, but also what in everyone evaluation it reasonably appears in that way. The company, indeed, demands that their employee, in case reasonable doubts are raised on the respect of ethical norms to timely signal it, in order to prevent and/or to avoid dangerous behaviours that are of penal importance to the aim of safeguard the person responsible of the violation, the company, and therefore themselves from eventual serious damages that can achieve these violations.

In fact from not-acting, reticence, or mendacity, of a employee knowing behaviours, actions or facts in regards of violation of ethical rules and/or the law, could be originated serious consequences for both the person responsible of the violation and the company, as for example:

For the person responsible of the violation:

- preventive jail sentences and/or pecuniary punishment (penalty or fine) deriving from verdict of guilty determining the commission of a crime;
- obligation of compensate the patrimonial and not patrimonial damage caused to the company or third party;
- subjection to the disciplinary provisions expected by law or collective contract.

For the company:

- disqualification sanction as an example the temporary suspension of the activity;
- in the most serious cases the total inhibition from activity execution through the definitive revocation of concession and authorization provisions;
- prohibition to entertain relationships with Public Administration;
- pecuniary punishment.

What to do:

Every employee is held to use the ethical norms, internal procedures, and law norms in order to signal eventual violations.

It will have to address to the own head of department, as subject who has top direction responsibilities and coordination in corporate structures (directions, functions); it's in fact the person more indicated in order to resolve the problem quickly.

In its absence, or in case your demand remains disregarded it will necessary to address directly to the internal Supervisory body.

Every employee has the possibility to raise an issue verbally or in written way.

To raise openly an issue it means to concur to a fast solution of the problems and it is indispensable in order to prevent or to avoid the violation of ethical norms or internal procedures and therefore the committing of crimes.

In case an employee has the need to signal a issue in anonymous form a written communication could be sent in close envelope to the internal Supervisory body.

What happens:

The internal Supervisory body will carry out a surveying which will follow a preliminary investigation, as result:

- it could be established the disciplinary provisions to adopt and the eventual procedures to improve,
- the recording of the case could be disposed.

The signalling of violations of ethical norms, and/or procedures shall be managed with absolute confidentiality, and in the full protection of the anonymity of the subject that carried out the said signalling.

The Supervisory body is held to adequately motivate the eventual refusal to open an investigation. The Supervisory body is held also to motivate the eventual action of recording of the case issued at the end of preliminary investigation phase in case the absence of responsibility towards the employee to whom the preliminary investigation has been performed.

#### 4. CONCLUSIONS

No employee and no top subject has the authority to approve exceptions to the rules contained in the present Code.

In no way the conviction to act for CO.M.CE. S.p.A. advantage can justify the adoption of behaviours in contrast with all the principles exposed since the violation of the present Code coincides with the violation of the penal law and also involves the penal punishments towards the material author of the crime, by exposing the company to be subjected to a criminal trial for the crime made by the author of the violation.

For what exposed above, CO.M.CE. S.p.A. it will endorse the violations of the present ethical code and internal procedures, that determined the described behaviours, that are only abstractly suitable, with imposition of disciplinary punishments, in the terms and modalities described at chapter 3.9.

All employee and all top subject (head of department, managers, administrators, directors) are

responsible for corrected and continuous application of contents of the present code.

- Organization chart including the internal Supervisory body
- Receipt of delivery of the ethical code to CO.M.CE. S.p.A. staff

Receipt of delivery of the ethical code to those who are not employees but represents CO.M.CE. S.p.A. in quality of consultants, independent agents, procurer, trainee and other collaborators



CO.M.CE. Compagnia Montaggi Cesena S.p.A.

**Head Office and  
Administration:**

Via G. Marinelli, 6 - 47521 Cesena (FC)  
Italy

Tel. +39 0547 29730 - Fax +39 0547 21141

**Workshop:**

Via Lelio Basso, 210 - 47522 Cesena (FC) Italy Tel.  
+39 0547 335430 - Fax +39 0547 601400 [www.comce.it](http://www.comce.it)

– [comce.pec@pec.it](mailto:comce.pec@pec.it) – [comce@comce.it](mailto:comce@comce.it)