



# **FIN CONSORZIO CODE OF ETHICS COMPANY**

## **TECHNICAL / ADMINISTRATIVE MANAGEMENT**

Code of Ethics adopted by Fin Consorzio,  
set of rules and principles to improve business reliability.

# FIN CONSORZIO

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## INTRODUCTION

The Code of Ethics adopted by FinConsortio is a set of principles and rules whose observance is of fundamental importance for the proper functioning and improvement of the reliability of the Company.

Through the code of ethics, the Company:

- clarifies its ethical and social responsibilities to the various internal and external stakeholders.
- research forms of balancing and / or points of balance between the multiple interests and the legitimate expectations advanced by the stakeholders.

The adoption of this Code has the primary objective of satisfying, in the best possible way, the needs and expectations of the Company's interlocutors. It recommends and promotes a high level of professionalism and forbids behaviour's that are in contrast, with the legal provisions of the law, and the internal values of the Company. The individual and collective behaviour of the employees and of the external collaborators of the Company will be kept in tune with company policies and must be translated into concrete actions of respect, collaboration, availability, loyalty, honesty, dialogue, humility and patience.

The adoption of this Code completes and enriches the rules contained in the Company Rules, more specifically:

- the Rules of Conduct of the personnel of the organizational structure;
- the company regulation for the assignment and acquisition of activity and task;
- the Quality Management System Procedures.

The company undertakes to promote the knowledge of the Code for the FinConsortio people and Stakeholders for will constructive their contribution on its principles and contents and to take into consideration the suggestions and observations deriving from the participatory work of all company members, the Stakeholders and third parties, with the aim of confirming or supplementing the following Code.

The Board of Directors of Finconsorzio is assigned the managerial functions to identify and appoint the Guarantor of the Code of Ethics (henceforth referred to as the "Guarantor").

The Code is brought to the attention of all the Consortium Companies and belongs to all those with whom FinConsortio has relations.

## I. GENERAL PRINCIPLES

### A. Company Policy

The observance of the law, regulations, statutory provisions, self-regulatory codes, ethical integrity and fairness are the constant and dutiful duty of all the staff of FinConsorzio and characterize the behaviour of the whole organization.

The conduct of FinConsorzio's business activities and technical activities is carried out in a context of transparency, honesty, fairness, good faith and in full compliance with the rules for the protection of competition.

The principles on which the company Code of Ethics is based are as follows:

- behaviour of the Company and its various interlocutors with ethically correct action, collaborative and compliant with the laws in force;
- availability, loyalty and honesty of employees and collaborators towards the Company;
- humility, courtesy, patience and respect in the relationships between colleagues;
- professional dialogue, competence and scrupulousness;
- respect for the environment, safety and health of employees and collaborators.

The Company endeavours to give substance to the values and principles contained in the Code, towards the corporate world and third parties as customers, suppliers and stakeholders, with actions based on trust, cohesion and spirit of fair competition.

The ethical standards of behaviour that the company intends to pursue are the following:

- equity and equality in the treatment and recognition of the value of human resources;
- offer equal work opportunities to all employees and collaborators on the basis of professional qualifications, without discrimination based on ethnicity, religion, opinions, nationality, gender, age, physical and social conditions;
- ensure in work relationships, internal and external, no sexual harassment, work system without environment that is intimidating, hostile or isolating towards individuals or groups of workers, to ensure the prospects of work and / or career;
- guarantee fair treatment based on merit and competence criteria;
- diligence, transparency, honesty, confidentiality and impartiality in carrying out business activities;
- protect information relating to employees and collaborators generated or acquired inside and outside the Company and to activate any useful expedient to avoid misuse of such information and the defended the privacy;
- protection of the person and the environment; promote and protect the health and safety of their employees and collaborators. It also undertakes to consider with particular attention the condition of those who feel uncomfortable in the presence of smoke, as the absolute ban on the use of alcohol and drugs, as indicate for the law in the workplace.

All sorts of discrimination, corruption, forced or child labour are repudiated. The relationships between the staff of FinConsorzio, at all levels, must be based on criteria and behaviours of honesty, correctness, collaboration, loyalty and mutual respect.

In no way can the conviction of acting for the benefit or in the Company's interests justify, albeit in part, the adoption of behaviours in contrast with the principles and contents of the Civil Code, nor in contrast with the present Regulations.

All FinConsorzio Persons, without distinctions or exceptions, conform their actions and behaviours to the principles and contents of the Code within their own functions and responsibilities, being aware that compliance with the Code is an essential part of the quality of the work performance.

## **B. Guide Lines for Addressee**

- Provide contracted services, consistently with the tasks, objectives and responsibilities assigned, without delegating to other employees or collaborators the performance of activities or responsibility;
- respect working hours, except for justified reasons; devote adequate resources, in terms of time and dedication to the tasks assigned for the pursuit of the related objectives;
- adopt a respectful and sensitive behaviour towards others during the work performance;
- contributing to the creation of a professional climate in which all colleagues feel involved in achieving the company's objectives;
- protect the conservation and functionality of the assets and resources made available for the performance of their duties in compliance with their intended use of the company and in order to guarantee its functionality;
- the office telephone lines, the use of the computer system, the Internet and e-mail, as well as equipment and materials, will be for practical technical use and limited to office needs;
- use extreme caution and care in the use of non-public information, the recipients undertake not to disclose, use or communicate information and / or any other kind of news, documents, data, etc., related to the acts and operations specific of a confidential nature without specific authorization, the same for inherent data and for third parties;
- avoid all situations and activities in which there may be a conflict of interest between personal activity and the Company's interests. If, however occasionally arise situations of conflict or situations of potential conflict, maximum communication and transparency towards the manager or the referent is required for any appropriate measures of intervened.

## II. RELATIONSHIPS WITH STAKEHOLDERS

### C. Behavioural Canon

FinConsorzio inspires and observes the principles of loyalty, correctness, transparency, efficiency and openness to the market, without distinction of importance and with attitude to the free market.

All actions, operations and negotiations made by the staff of FinConsorzio, in carrying out their work, are inspired by the maximum correctness, completeness and transparency of the information, the legitimacy, the formal and substantial aspect and the clarity and veracity of the accounting documents according to the regulations in force and the internal procedures.

All FinConsorzio activities must be carried out with professional commitment and rigor, with the aim of providing professional contributions appropriate to the functions and responsibilities assigned and acting in such a way as to protect the prestige and reputation of FinConsorzio.

The business objectives, the proposal and implementation of projects, investments and actions must all be aimed at increasing assets, management, technological, innovative and development of the company as well as the creation of value and well-being for all your component.

They are without exception prohibited practices of corruption, illegitimate favours, collusive behaviour, direct and / or through third parties, of personal and illegitimate activities for career advantages for themselves or others.

It is never permitted to offer, directly or indirectly, payments, material benefits and other benefits of any kind to third parties, representatives of governments, public officials and public or private employees, to influence an act of their office; the company is subject to the rules of anti-corruption and anti-mafia for which he obtained the certification.

It is forbidden to accept money from third parties or companies with illicit purposes, Fin Consorzio or any of its employees must reject them and immediately inform the superior, or the organ of which it is a part and the Guarantor.

FinConsorzio takes care to adequately inform third parties about the commitments and obligations imposed by these Regulations, requires them to respect the principles that directly affect their activities and take appropriate internal initiatives and external in case of non-compliance with third party, also informing the responsible of the law enforcement agencies.

### **III. RELATIONSHIPS WITH INSTITUTIONS, ASSOCIATIONS, LOCAL COMMUNITIES**

FinConSORZIO promotes dialogue with the Institutions, Government and with organized associations of civil society in all countries in which it operates.

#### **A. Authority and Public Institution**

The persons of FinConSORZIO, as well as the external collaborators, whose actions can be referred to the FinConSORZIO, must behave according to the rules of the Public Administration, characterized by correctness, transparency and traceability. These reports are reserved exclusively for the competent functions and positions, in compliance with approved programs to board procedures.

The functions of the subsidiaries must coordinate with the FinConSORZIO directive structure, which is responsible for the prior assessment of the quality of the interventions to be implemented and for the sharing of actions, as well as for their implementation and monitoring.

It is forbidden to make, induce or favour false statements to the Authorities, of any order and degree.

#### **B. Relations with the local communities**

FinConSORZIO undertakes to contribute to the promotion of the quality of life, to the socio-economic development of the local communities in which FinConSORZIO operates and to the training of human capital for the territorial capacity with its own activities.

The assumption of commitment and responsibility with the Public Administration is reserved exclusively for the Company Board appointed for this purpose, in the only figures provided for in the company deed of incorporation.

In the course of relationships (contacts, requests, negotiations, tenders, etc.) with the Public Administration, the personnel appointed by the Company, are not allowed to try to improperly influence the decisions of the other party, respecting the rules of the free competition and anti-corruption, including fair behaviour towards the Revenue. The Company cannot be represented, in relations with the Public Administration, by third parties if there is a conflict of interest.

#### **C. Relations with Political and Labor Union Organizations**

FinConSORZIO does not make contributions, direct or indirect, in any form, to parties, movements, committees, trade unions and political organizations, or to their representatives and candidates.

The relations with the press are by authorized corporate bodies, in out consistently with the communication policy defined by the Company. The information provided must be truthful, complete, accurate, transparent and homogeneous.

FinConSORZIO adopts the Italian National Labor Contract and all the European Standards that regulate the company's sectors of activity. The activities of the company carried out in third countries FinConSORZIO is subject to international rules on labor contracts.

## IV. MANAGEMENT AND SCOPE OF APPLICATION

The internal control system is made up of the set of tools necessary or useful for managing and guaranteeing company activities, directing them towards achieving their objectives and adequately combating risks on things and people.

The management directive as a whole must provide reasonable assurance regarding compliance with the laws of the State, internal procedures, company regulations, achievement of the pre-established objectives, protection of the Company's assets and resources, company management according to criteria of effectiveness and efficiency, as well as the reliability of accounting and management information for internal and external activities of the Company.

The subsidiaries of the gas sector subject to unbundling receive the Code, adapting it - where necessary - to the peculiarities of their company in line with their own management autonomy.

The representatives indicated by FinConsorzio in the corporate bodies of the investee companies and in the joint-ventures pro-move the principles and contents of the Code in the areas of their respective competence.

In the case of non-compliance with the Code, each Person may also contact the Guarantor directly for your approval.

### A. Know the Rules of the Code

Each FinConsorzio Person is required to know the principles and the contents of the Code as well as the reference procedures governing the functions and responsibilities covered.

Each FinConsorzio Person is obliged to:

- refrain from behaviour contrary to these principles, contents and procedures;
- carefully select, as far as it is competent, their collaborators and direct them to the full respect of the Code;
- requesting third parties, with whom FinConsorzio enters into relationships, the confirm that they have learned the Code;
- take immediate corrective measures when required by the situation and, in any case, prevent any kind of retaliation.

## V. DISCIPLINARY SYSTEM

### A. Disciplinary Procedure in the comparisons of Directors and Municipal Auditors

In case of violation of the model or adoption of conduct and / or acts that conflict with the provisions or principles of the Code of Ethics, by the Directors of entity or company and / or Municipal Auditors in the comparisons of FinConsorzio, the Guarantor informs the Board of Directors and the Board of Statutory Auditors , who will take steps to take the most appropriate initiatives to contrast it, first between them the convocation of the Assembly of Members for the adoption of the most appropriate measures permitted by law, as well as by the statute and / or individual contract, alerting the judicial bodies of competence, if it was deemed necessary or obligatory.

### B. Disciplinary Procedure in the Comparisons of External Subjects

For the purposes of this Code of Ethics activities and work of an independent / external nature to the Company, any behavior of external collaborators (companies, consultants, partners, various independent collaborators, etc.) that is in contrast with the lines and rules of conduct indicated in this regulation, after formal notification, determines in case of violation, the actions provided for by the contract in terms of penalties, penalties, termination of the negotiating tie. To this end, in the contracts, supply, collaboration, tendering, etc., are inserted with specific clauses (also express resolutions) designed to guarantee that the behavior prescribed in the Model / Code by the external collaborators is complied.

### C. Disciplinary Procedure in the Comparisons of Managers and Employees

In case of violation of the provisions of this Code of Ethics, by managers or employees with non-compliant behaviours, or in the hypotheses in which the manager allows, to subordinate staff, to adopt behaviours that do not comply with the Code and / or in violation of the same and /or the law, the most suitable measures will be applied in compliance with the provisions of the current contractual regulations and with any form of removal and/ or legal actions.

## VI. IMPLEMENTING TOOLS

Responsibility for applying the Code of Ethics is entrusted to the Board of Directors, which operates through an internal body, called "Guarantor of the Code of Ethics" with supervisory and control functions.

The Board of Directors appoints the Body, whose three members are renamable and remain in office for three years.

The requirements of the Guarantor are as follows:

- autonomy and independence, the components do not carry out operational activities, since such involvement could undermine the objectivity of judgment in case of verifications or produce decisions with an economic-financial character;
- professionalism, that is, equipped with the necessary skills for the effective performance of assigned tasks, both technical-specialist and consultancy, but only for circumscribed areas of investigation;
- continuity of action, the Body must be able to dedicate the necessary time to perform the assigned tasks.

The tasks of the Guarantor are as follows:

- ensure the maximum dissemination of the Code of Ethics towards all recipients;
- inform the Board of Directors on the status of implementation of the Code at least once a year;
- ensure that the Code of Ethics and the concrete behavior of employees and collaborators are coherent and therefore ascertain any news of violation, involving the recipients and the functions involved in the appropriate measures;
- verify the adequacy of the Code and the rules introduced with it to prevent unwanted behaviors from the Company;
- carry out analyzes on the maintenance over time of the soundness and functionality requirements of the Code of Ethics and of the behavioral rules introduced with it;
- update the Code to keep it always appropriate to the Company's reality.

Compliance with the rules of the Code must be considered an essential part of the contractual obligations of all the FinConsorzio Persons pursuant to and for the purposes of the applicable law.

The violation of the principles and contents of the Code may constitute a breach of the primary obligations of the employment relationship or disciplinary offense, with all legal consequences also with regard to the preservation of the employment relationship, and lead to compensation for damages deriving from it.