

ITALMOBILIARE
INVESTMENT HOLDING

CODE OF ETHICS

2018 EDITION

Italmobiliare S.p.A.

Registered office: Milan – 20121, Via Borgonuovo 20

Tel. +39 02 290241

Milan Register of Companies VAT No. 00796400158 -

CONTENTS

CHARTER OF PRINCIPLES AND VALUES

- Introduction
- Values
- Our commitments: Sustainability, Innovation and Competitiveness

SCOPE

PART I. PRINCIPLES OF CONDUCT IN INTERNAL RELATIONS

- Defending personal dignity and human rights
- Staff relations
- Safety
- Conflicts of interest
- Protecting confidentiality and company information
- Responsible use of company assets and IT systems

PART II. PRINCIPLES OF CONDUCT IN RELATIONS WITH STAKEHOLDERS

- Relations with shareholders and investors
- Relations with public administration and public institutions
- Relations with judicial authorities and supervisory and control authorities
- Relations with political and trade union organisations
- Relations with the media
- Relations with the community
- Relations with suppliers
- Relations with competitors
- Environmental protection

PART III. IMPLEMENTATION AND CONTROL MECHANISMS

- Guidelines for Group companies
- Relationships between the Code of Ethics and the Organisation, Management and Control Model pursuant to Legislative Decree 231 of June 8, 2001
- Dissemination and training
- Reporting
- Sanctioning system

CHARTER OF PRINCIPLES AND VALUES

INTRODUCTION

This Code of Ethics is the set of values and principles underlying Italmobiliare's business and establishes its rules of behaviour and conduct.

The Code aims to provide the Group with a solid platform of values as a necessary precondition to guaranteeing constructive dialogue with all stakeholders and related parties and reaffirms the defence of ethical principles and legality as an essential asset for doing business.

Italmobiliare believes that only in a context that is ethically grounded and anchored to a broad concept of sustainability, which inseparably integrates the economic, social and environmental dimensions, ensuring the constant renewal of productive factors, can it pursue the goal of creating value in the long term that is the foundation of Italmobiliare's identity and mission:

IDENTITY

"Founded in 1946 and listed on the Milan stock exchange since 1980, Italmobiliare is an investment holding that holds and manages a diversified investments and equities portfolio with a strategic vision backed by a financial and industrial history of over one hundred and fifty years".

MISSION

"Italmobiliare is committed to playing an active and continuous role in the process of growing and enhancing its investments, combining development, internationalisation and innovation with an effective governance and risk management model".

The flow of investments and disinvestments and the management of investments held in the portfolio over time are aimed at combining long-term growth objectives for the Company's total assets with adequate remuneration for shareholders and a careful management of risk, human and social capital renewal and environmental protection.

The corporate government system adopted by Italmobiliare (based on the provisions of its Bylaws, Corporate Governance Code, Organisation, Management and Control Model adopted pursuant to Legislative Decree 231 of June 8, 2001, and operational governance procedures) is intended to maximise value for shareholders and investors while ensuring the highest standards of corporate social responsibility.

Italmobiliare, also in its role as a holding company, is firmly convinced that the continuous modernisation of its corporate governance rules promotes and strengthens

the sharing of values and the spread of a business culture that pursues transparency, the effectiveness of supervision and control systems and the implementation of managerial practices that support the harmonious development of the company as a whole.

Compliance with the principles and provisions of the Code of Ethics is a fundamental requirement of all directors and employees, as well as all those who work in any capacity with Italmobiliare, in all internal and external relations with the company.

In particular, the members of the Board of Directors are required to be guided by the principles of the Code in setting objectives, proposing investments and carrying out projects, as well as in any decision or action that relates to the companies managed. The managers must also be inspired by the same principles in their management activities, both internally, thus strengthening cohesion and a spirit of mutual cooperation, and towards third parties who come into contact with the Company.

VALUES

Both within its area of activity and in Group companies, Italmobiliare is inspired by and promotes values consistent with the most advanced international practices in the field of corporate governance, including the United Nations Global Compact, a strategic corporate citizenship initiative to promote a healthy, inclusive and sustainable global economy, respectful of human rights, labour rights and environmental protection, and actively involved in the fight against corruption. Italmobiliare shares, supports and applies the 10 fundamental principles of the United Nations Global Compact within its sphere of influence.

The values underlying Italmobiliare's business culture

Legality

Italmobiliare considers respect for the principle of legality and the legislation in force in Italy and in the international contexts in which it operates as an essential value to be upheld in its operations.

Italmobiliare undertakes to ensure that its employees and associates are aware of the legal requirements connected to their duties or mandate, and are thus able to recognise the potential risks and understand how to conduct themselves.

Integrity

Italmobiliare undertakes to act with integrity, honesty, loyalty and good faith, both in internal relations and in relations with its stakeholders and requires all recipients of the Code of Ethics to recognise, promote and implement these values.

Italmobiliare pursues its objectives in full and complete compliance with professional ethical standards and the agreements signed and requires the recipients of the Code of Ethics to have a sense of personal and professional responsibility.

Fairness, dignity and protection of the individual

Italmobiliare believes fairness and the protection of individuals, and their rights and values, to be among its fundamental values.

Italmobiliare undertakes to guarantee that the safety, mental and physical integrity, freedom and moral personality of all individuals with whom it comes into contact in its business activities will be protected.

Italmobiliare respects human rights, interacting with individuals with equal respect and consideration regardless of gender, sexual orientation, age, nationality, health status, political opinions, race, religious beliefs and generally any personal characteristic.

Italmobiliare condemns any form of exploitation of child labour and workers in need.

Transparency and confidentiality

Italmobiliare acts with transparency towards its stakeholders, employees, associates, creditors and the general public.

Italmobiliare undertakes to disseminate truthful, complete and intelligible communications and information, in order to allow all recipients to make informed decisions about the relationships to be maintained with the Company.

Italmobiliare regards confidentiality to be an essential value of investment activities and the foundation of its reputation and of the trust placed in it by the shareholders and, in general, the stakeholders.

Fight against corruption

Italmobiliare refrains from and condemns any form of corruption, bribery, improper inducement and influence peddling, both in the public and private sector, and adopts prevention and control measures aimed at avoiding such offences being committed in the performance of its activities.

Combating money laundering

Italmobiliare operates in compliance with the principle of maximum transparency in commercial and financial transactions and implements the most appropriate instruments to combat money laundering and the reinvestment of illegal proceeds, both nationally and transnationally.

Combating organised crime

Italmobiliare condemns all forms of national and transnational organised crime and takes appropriate measures to avoid the danger of becoming involved in relationships and activities with criminal organisations, in any capacity and in any form, including help and assistance.

Italmobiliare does not establish working, collaboration or investment relationships with any natural or legal person who is known to be or suspected of being involved in acts of terrorism or criminal organisations, nor does it fund or facilitate any activity related to such organisations.

OUR COMMITMENTS: SUSTAINABILITY, INNOVATION AND COMPETITIVENESS

Italmobiliare is firmly convinced that competitive superiority in the market depends on the creative and innovative strength of the company and on its ability to combine economic development, social and human growth and environmental protection over the long term.

Italmobiliare adopts and promotes Group-wide sustainability policies to ensure that the demands of the relevant communities are taken into account in its decisions and actions, while promoting the adoption within the Group of instruments that foster a transparent dialogue with the stakeholders.

Italmobiliare's investment policy, which is aimed at creating value, is part of a framework to promote human development, social and environmental responsibility and the training, research and innovation activities that underpin the creative force of business activities.

In compliance with these principles, Italmobiliare does not invest in any fields that may directly or indirectly hinder or violate human rights and undermine civil liberties. Also excluded are investments that could be connected with the arms trade or the production of goods that are harmful to health or to the environment.

Every year, Italmobiliare publishes a **Sustainability Report** (the consolidated non-financial statement pursuant to Legislative Decree 254 of December 30, 2016) with the detail required to ensure that the relevant information regarding business activity, its performance, its results, the impact and risks produced in the operational context, strategies adopted and stakeholder expectations is understood. Drawn up in accordance with the GRI Sustainability Reporting Standard, the Sustainability Report is an integrated report on environmental, social and personnel-related matters, workplace safety, respect for human rights, the fight against active and passive corruption, compliance with laws and regulations in the sector.

Non-financial information is reported according to processes involving Group companies whose activities are relevant for the purpose of ensuring a clear understanding of the business activity and the impact produced by it in the context in which they operate, with particular reference to the social and environmental risks arising from industrial activities.

SCOPE

The recipients of the Code of Ethics, unless otherwise stated in the individual Sections of this document, are the members of the management bodies, employees, associates¹, third parties².

The Code of Ethics is a set of principles and norms with which employees must comply, particularly under the provisions of the national collective labour agreements regarding rules of behaviour and disciplinary sanctions. Compliance with the provisions of the Code of Ethics is required in the context of employment contracts of any type and nature, including those relating to executives, project-based workers, part-time personnel and collaboration agreements included in the so-called parasubordination category.

For members of the corporate bodies, compliance with the Code of Ethics is a prerequisite for the establishment or continuation of the relationship with the Company.

For the Code of Ethics to be applied to associates and third parties, the relevant declarations must be signed and/or specific clauses that commit the subject to complying with the Code of Ethics, and formalise the penalties for violations of this commitment, must be included in the contracts, mandates and partnership agreements that bind them to the Company.

¹ Associate: any person who, under a contract or mandate, acts for and on behalf of Italmobiliare (consultant, intermediary, attorney);

² Third party: any person who has commercial relations with Italmobiliare (supplier, customer, partner, investor), who, due to the nature of the relationship, is expressly required to know and respect the Code of Ethics.

PART I. PRINCIPLES OF CONDUCT IN INTERNAL RELATIONS

DEFENDING PERSONAL DIGNITY AND HUMAN RIGHTS

In the context of its organisation, Italmobiliare promotes and supports working conditions and interpersonal relationships that foster the integration and enhancement of different cultures and lifestyles. Respect for different nationalities, language, age, gender and sexual orientation, political or union-related opinions, philosophical convictions or religious beliefs and physical disabilities are essential elements of the fundamental rights and freedoms of every person.

No form of harassment or offensive behaviour is permitted or tolerated that would cause a deterioration of working conditions.

STAFF RELATIONS

Staff relations are primarily based on the values of fairness, loyalty, transparency and mutual respect and contractually regulated in accordance with current employment regulations in the various countries.

The values expressed in the Code of Ethics are the rules of conduct that form the basis for professional and personal relationships within the Company. Under no circumstances is it permissible to pursue or implement private or corporate interests in violation of the law, regulations, industry regulations, internal procedures and the control system.

All Group personnel are expected to make a concrete contribution to the achievement of company objectives, in compliance with the values and rules of conduct set by the Code of Ethics. Loyalty and integrity are required in relations between the different levels of responsibility.

Each individual's set of interpersonal, intellectual, organisational and technical skills is considered to be a strategic resource, which Italmobiliare protects and values in accordance with its Corporate Social Responsibility, so that individual aptitudes can be expressed and recognised, particularly by means of appropriate professional development paths.

Italmobiliare guarantees equal opportunities and treatment, in all respects, and respects every diversity.

In the context of its remuneration policies, Italmobiliare supports a culture of merit by implementing objective and transparent incentive systems and establishing feasible and achievable objectives.

Italmobiliare undertakes to enforce privacy legislation, which it requires all recipients to respect, even after the termination of their employment or collaboration relationship, regardless of its nature.

SAFETY

Italmobiliare promotes and supports the development of a safety management policy and system in Group companies to guarantee and protect the mental and physical health of employees and of all the people who work, access or are temporarily present in the Company's establishments.

All recipients are required to ensure full compliance with the law, internal procedures and any other provision designed to prevent risks to their own and others' safety and to ensure the protection of health and hygiene in the workplace.

CONFLICTS OF INTEREST

Italmobiliare's business is conducted for the benefit of all its stakeholders, on the basis of integrity, fairness, loyalty and transparency. Under no circumstances may any partisan interest prevail at the expense of a global and shared interest.

In the event that, despite the prevention measures adopted, a conflict of interest arises, Italmobiliare undertakes to manage the situation in compliance with the law and with the principle of transparency.

The members of the Corporate Bodies are required to act in an autonomous and independent manner with any public, economic and political institution, as well as any other natural or legal person.

The corporate bodies are required in particular:

- to assess and inform the management and control bodies of any actual or potential conflict of interest or incompatibility of duties, offices or positions held within Italmobiliare and externally;
- to refrain from engaging in actions that could harm Italmobiliare and from participating in the approval of resolutions by the body to which they belong regarding matters which present even potential conflicts of interest;
- to avoid making use of confidential information of which they are aware by reason of their office or position in order to obtain personal, direct and indirect, advantages, or to allow third parties to obtain them.

Undertaking to respect the duties of loyalty and transparency in their activities, Italmobiliare employees may not:

- take up employment with third parties, or undertake consultancy or other responsibilities for third parties, without the prior authorisation of the Company;
- take up a decision-making or operational role in business activities if they may be influenced by personal interests that are likely to prevent them making impartial decisions;

- personally take advantage of business opportunities that come to their knowledge in the performance of their duties.

PROTECTING CONFIDENTIALITY AND COMPANY INFORMATION

Company information and documentation are among the main elements of the Company's and therefore of each stakeholder's assets and their unauthorised disclosure can cause economic and reputational harm.

Employees and associates are required to guard the confidentiality of documents and, in general, all news and information that comes to their knowledge in the context of investment projects and company operations.

Employees and associates may not use the information and documentation they access as part of their work for non-professional use and are strictly bound to observe professional, commercial or industrial secrecy. Confidential information may only be disclosed within the company organisation to those who prove they need it for work purposes.

Recipients are forbidden from making any form of personal investment, neither directly nor through third parties, based on confidential company news or inside information.

RESPONSIBLE USE OF COMPANY ASSETS AND IT SYSTEMS

Each Recipient is required to work diligently to protect company assets and avoid improper use which may cause harm, reduce efficiency or otherwise run counter to company procedures.

Everyone is individually responsible for protecting the company's assets and for the use of computer systems placed under their direct control.

Use of the Internet and company email accounts must be restricted to matters that relate to the work carried out.

PART II. PRINCIPLES OF CONDUCT IN RELATIONS WITH STAKEHOLDERS

RELATIONS WITH SHAREHOLDERS AND INVESTORS

Italmobiliare wishes to establish constant dialogue with shareholders, investors and the market in general, in order to ensure the systematic dissemination of comprehensive and timely information on its activities, subject only to the confidentiality requirements that some information may present.

Respecting its mission, identity and values that inspire its strategies and investment policies, Italmobiliare promotes and guarantees:

- transparent, clear, accurate and comprehensive information regarding the company's development and performance;
- equality of information for all shareholders and investors, without unfair discrimination or preferential conduct. Information is made available through a variety of different channels, including the institutional website where the financial statements, the mandatory periodic reports and the main corporate documents are published;

- the broadest shareholder participation in the meetings.

The corporate governance system adopted by Italmobiliare is an essential tool for ensuring effective management and the creation of value for shareholders and is aimed at ensuring control of business risks and transparency towards the market.

RELATIONS WITH PUBLIC ADMINISTRATION AND PUBLIC INSTITUTIONS

As part of its activities, Italmobiliare intends to promote a constructive and transparent dialogue with public institutions and public administration, particularly in order to foster a greater mutual understanding between the public and private sectors that allows business culture to flourish.

It is forbidden to give, offer or promise, even indirectly, money, goods, services, benefits or undue favours (including employment opportunities) to public officials and public service representatives (Italian or foreign) in order to influence their decisions regarding relationships from which the Company may derive an advantage.

It is also forbidden to establish personal relationships with public administration for the sole purpose of exerting improper influence and undue interference in decisions affecting the Company.

Any person who, as part of their work, has legitimate dealings with public administration and public institutions, is responsible for checking in advance, and with

due diligence, that the declarations and/or statements made in the interest or on behalf of Italmobiliare are both truthful and correct.

RELATIONS WITH JUDICIAL AUTHORITIES AND SUPERVISORY AND CONTROL AUTHORITIES

Relations with both judicial and supervisory and control authorities are based on maximum collaboration and transparency.

Italmobiliare undertakes to cooperate with judicial and supervisory and control authorities if it or its commercial partners are placed under investigation and will refrain from hindering their institutional activity either actively or passively.

Specifically, it is forbidden:

- to exert pressure on individuals called to make statements before the judicial authorities and the supervisory and control authorities, in order to induce them not to make statements or to make false statements;
- to help individuals who have committed a criminally relevant act to evade investigation by the authorities, or to evade their searches.

In the context of its regular communications and reports and in specific relationships, Italmobiliare undertakes to guarantee the completeness and honesty of the information provided and the objectivity of the assessments made, carrying out the formalities required within the deadlines established by law or requested by the authorities.

It is forbidden to give, offer or promise representatives of the judicial authorities and the supervisory and control authorities, whether directly or indirectly, money, gifts, goods, services, benefits or favours (including employment opportunities) in order to obtain a favourable treatment or outcome unduly as a result of verifications, inspections or access to documents.

RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS

Staff participation in political organisations shall take place outside of working hours and have no connection with the duty performed at Italmobiliare.

Italmobiliare shall refrain from exerting any direct or indirect pressure on political figures in order to obtain undue advantages.

Any disbursement of direct or indirect contributions, in cash, in kind, or in other form to political parties, movements, committees and other political and trade union organisations shall be subject to the limits and transparency required by law and duly recorded pursuant to internal accounting procedures.

RELATIONS WITH THE MEDIA

Italmobiliare recognises and appreciates the informative role played by the media and analysts in terms of financial education and communication to the public. These are objectives to which Italmobiliare intends to contribute, collaborating fully with the media with respect for the reciprocal roles.

Italmobiliare's communications to the media must be truthful, clear and transparent, and must be consistent, accurate and compliant with company policies and programmes, subject only to the confidentiality requirements that certain information may present.

Employees or associates who are invited to speak at conferences, congresses and seminars, or to write articles addressed to the public for or on behalf of Italmobiliare, must be previously authorised by the corporate bodies and the relevant company departments.

Italmobiliare's promotion strategies and practices respect the values expressed in the Code of Ethics. The Company ensures that the information published on the corporate website is complete, effective and in line with market information expectations.

RELATIONS WITH THE COMMUNITY

Italmobiliare considers its relationship with the local community to be of the utmost importance and supports the initiatives of associations, foundations and non-profit organisations in the areas of culture, society, environment, health, sport, entertainment and art.

Financial support is only provided for events or entities that offer a guarantee of integrity and exclude activities that compromise respect for the values and principles of conduct expressed in the Code of Ethics.

RELATIONS WITH SUPPLIERS

The selection criteria for suppliers are subject to transparent and objective assessments of the professionalism and business structure, and take into account the quality, price and method by which the service is carried out.

Suppliers are selected by also assessing their ability to meet the confidentiality obligations imposed by the nature of the service offered.

Recipients are forbidden from offering, promising or giving money, goods, utilities or any other benefits (whether direct or indirect) that are not adequately justified by the contractual relationship with the supplier or that are in any case aimed at obtaining favourable treatment for the Company.

It is also forbidden to accept a promise or bestowal of money, goods or other benefits from the supplier to perform actions that violate the duty of loyalty or obligations

inherent to one's office or for the sole purpose of favouring the supplier in respect of the Company.

Suppliers are made aware of the need to carry out their activities according to standards of conduct that are consistent with those stated in the Code of Ethics. In order to protect its image and safeguard its resources, Italmobiliare will not enter into relationships with subjects that do not intend or have shown that they do not operate in compliance with current legislation and/or according to the values expressed in the Code of Ethics.

RELATIONS WITH COMPETITORS

Italmobiliare believes in the value of free and fair competition as a fundamental tool for developing and defining the best offer in all the fields in which it operates. To this end, it undertakes to operate with the utmost transparency, in compliance with the antitrust rules in force and with full respect for its competitors.

In their contacts with third party companies or competitors, recipients must refrain from providing information, news or confidential data that may lead to initiatives or conduct contrary to the rules and laws established to protect the market and competition.

ENVIRONMENTAL PROTECTION

Italmobiliare undertakes to comply with current legislation on environmental protection and to conduct its activities in a way that ensures the proper use of resources and respect for the environment.

Italmobiliare promotes environmental policies and actions in Group companies that perform industrial activities aimed at:

- adopting measures aimed at minimising, mitigating and balancing the environmental impacts generated by the activities;
- promoting the adoption of measures aimed at preventing potential damage to the environment through risk prevention programmes and continuous improvement of the technologies used and management and control practices, even going beyond the requirements and parameters dictated by the legislation in force;
- promoting the responsible use of natural resources and the reduction of consumption;
- ensuring transparency towards stakeholders and, in particular, towards the community and the territory in which industrial activity is carried out;
- promoting the adoption of international best practices on industrial processes, the highest standards of quality, safety, environmental protection and process and product innovation policies aimed at finding sustainable and environmentally-friendly solutions.

PART III. IMPLEMENTATION AND CONTROL MECHANISMS

GUIDELINES FOR GROUP COMPANIES

Italmobiliare promotes the adoption of a Code of Ethics by all Group companies.

The Codes of Ethics of Group companies are drawn up to reflect the nature and purpose of each company's activity, while adopting the values and principles of conduct referred to in this Code of Ethics.

To this end, Italmobiliare communicates its Code of Ethics and any subsequent updates to Group companies.

RELATIONSHIPS BETWEEN THE CODE OF ETHICS AND THE ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO LEGISLATIVE DECREE 231 OF JUNE 8, 2001

The Code of Ethics is a prerequisite for and an integral part of the Organisation, Management and Control Model adopted by Italmobiliare pursuant to Legislative Decree 231 of June 8, 2001.

Italmobiliare's Supervisory Board, appointed by the Board of Directors pursuant to Legislative Decree 231 of June 8, 2001, is required to monitor compliance with the Code of Ethics.

The Board of Directors is required, through its decisions and actions, to promote an ethical climate at Italmobiliare that is consistent with the values expressed in the Code of Ethics.

The operational implementation of the rules of conduct of the Code of Ethics is the responsibility of the Directors appointed for this purpose and of all the Company's personnel, each in their own area of competence.

It is the duty of the Board of Directors, particularly in response to the suggestions for improvement or correction made by Supervisory Board, to update the Code of Ethics in order to keep up with developments in civil and social attitudes or changes in the relevant regulations and practices.

DISSEMINATION AND TRAINING

Italmobiliare undertakes to guarantee dissemination and knowledge of the Code of Ethics among the recipients, particularly by publishing the document on the corporate website.

The Company undertakes to implement specific training programmes for employees and corporate bodies to ensure effective knowledge of the Code of Ethics. The training activity is mandatory for the individuals for whom it is intended.

REPORTING

Italmobiliare takes the measures it deems most appropriate to facilitate the prompt reporting of violations of the Code of Ethics, inspired by the principles and provisions set out in Law 179 of November 30, 2017 on whistleblowing.

The duty to report is incumbent upon all personnel and members of the corporate bodies and relates to facts or behaviour that violate the Code of Ethics of which they are directly aware or which has come to their knowledge through other people's communications.

Reports may also be made anonymously. Reports must be as detailed as possible and based on facts.

Reports must be sent to the email address of Italmobiliare's Supervisory Board or by ordinary mail addressed to the Supervisory Body at the Company's registered office. Both reporting channels guarantee that the identity of the reporting person will remain confidential.

Reports are handled according to the requirements and procedures set out in the "Whistleblowing and management of reports" section of the Italmobiliare Organisation, Management and Control Model, to which reference is made here.

The Company prohibits any act of direct or indirect retaliation or discrimination against the reporting person for reasons connected directly or indirectly with the report, even if the report proves to be unfounded.

The Company reserves the right to take action against anyone who with malice or gross negligence makes reports that are untrue or aimed at harming the Company, the corporate bodies or employees.

SANCTIONING SYSTEM

Italmobiliare condemns any behaviour that violates the provisions of the Code of Ethics, even if the conduct is carried out in the interest of the Company or with the intention of giving it an advantage.

Violations of the Code of Ethics are subject to the system of sanctions adopted pursuant to the Italmobiliare Organization, Management and Control Model, to which reference is made here.