



This document, unanimously approved by the Board of Directors of [Lamicolor s.p.a.](#), expounds the values that the company shares and applies in the conduct of its business and is also a set of useful guidelines so that all those working for the company can abide by these principles and make their contribution to preventing the crimes that may involve liability for the company.

## Ethical Principles and Value of Reputation

In conducting business and activities, unethical behaviors impair trust, which is an essential intangible resource for Lamicolor and its counterparts. Respect for a set of values also consolidates Lamicolor's reputation and marks the first step in the prevention of crimes that may involve company liability according to Italian Legislative Decree no. 231 of 2001. The Ethics Code – part and parcel to the models and protocols drafted in compliance with Legislative Decree no. 231/2001 - hence consists of:

- a) general ethical principles on relations with the company's interlocutors;
- b) the principles for conduct with each category of the company's counterparts interlocutors aimed to prevent unethical behavior;
- c) the principles of conduct expressly aimed to prevent the crimes specified in Legislative Decree no. 231/2001;
- d) the means of implementation that describe the system to oversee compliance with the Ethics Code for its continual improvement and the relevant systems of penalties.

The employees, collaborators and all those cooperating in running the company must be cognizant of the Ethics Code and actively contribute to its implementation. Lamicolor undertakes to promote knowledge of the Code among those to whom it is addressed ensuring its thorough dissemination also through the most appropriate means. The Code is also disseminated among all those with whom Lamicolor does business so that these relations can be inspired and governed by compliance with the principles therein enshrined.

This Ethics Code is addressed to and binding, without exception, for all those belonging to the company. The company will endeavor to make the Code the standard of best practices for the conduct of business by those with whom the company has long-standing collaboration relations such as consultants and experts.

# Description of the Code and guide

The Code specifies the principles and models for the conduct of the company's business as well as the commitments and responsibilities of collaborators. Lamicolor conducts its operations according to the law in a transparent, fair and professional manner to increase its value in the interest of its shareholders and promote the professional growth of its human resources. In this regard the Code gives information on how to solve issues of an ethical and commercial nature. In particular, one guiding principle is that the belief of acting in the interest of the company does not justify conduct violating these principles. All actions, operations and transactions relating to the company's business must be carried out and pursued in an absolutely lawful, impartial and fair manner and managed with the utmost honesty. These must ensure that all information is complete and transparent, be corroborated by documentary evidence and be subject to checks. Relations with authorities must be characterized by the utmost transparency, collaboration and respect for their institutional functions.

The Code, along with all the other rules and provisions issued by the company, is the program to ensure the effective perception and detection of breaches of the law.

## Scope of the Code

Lamicolor will provide for the thorough dissemination of the Code among company members, collaborators and business partners. It will also be available for consultation on the company website at [www.lamicolor.it](http://www.lamicolor.it). Lamicolor also guarantees that the Code will be expanded and updated and that it will carry out assessments in case of reports of ascertained breaches of the Code and apply appropriate penalties in said event.

## Obligations of those to whom the Code is addressed

All those to whom the Code is addressed are obliged within the scope of their duties to abide by the principles therein set forth. In particular, every member of the company must be cognizant of the provisions set forth in the Code and:

- a) refrain from conduct contrary to said provisions;
- b) contact their superiors or the Supervisory Body set up as per Legislative Decree no. 231/ 2001 (hereinafter SB) if information and explanations are needed on the application thereof;
- c) promptly report any firsthand or indirect news of possible violations of the Code's provisions to superiors or the SB.

## Value of the Code with regard to third parties

All Lamicolor employees to whom the Code is addressed must inform third parties in the course of their duties that the contents of the Ethics Code will not be binding.

## Bodies of reference, implementation and oversight

Lamicolor appoints the SB as the body of reference with regard to the Board of Directors, which will receive a six-monthly report on the state of implementation and oversight of compliance with and effectiveness of the Ethics Code. The SB is responsible for:

- a) overseeing, also by collecting information from company bodies duly solicited in this regard, the state of compliance with the Code by those to whom it is addressed;
- b) overseeing the Code's effectiveness, namely its ability to tangibly prevent and eliminate unethical conduct in the company's activities. In particular, the SB will: a) examine news of any possible breaches of the Code ordering the assessments deemed appropriate, notifying the outcome thereof and proposing, if necessary, adopt penalties;
- c) promote the issue of guidelines and/or operating procedures for the implementation of the Code;
- d) promote and make sure that the competent offices adopt information and educational programs for those to whom the Code is addressed in order to ensure that the Code's rules and ethical values are duly understood. These provisions do not prejudice any other lines of reporting as may be envisaged by the organizational, management and supervision model as per Legislative Decree no. 231/2001.

# General Ethical Principles

All of Lamicolor's activities must be carried out in compliance with the principles of honesty, professionalism, impartiality, confidentiality, transparency, diligence, fairness and good faith towards customers, employees, collaborators, shareholders, commercial and financial partners as well as public authorities and the communities which Lamicolor has relations with in the course of its operations. These principles that define the ethical values of reference for the company's activities are implemented as follows for the purpose of this Code.

## Honesty and observance of the law

Lamicolor favors transparency in its conduct and is convinced that the pursuit of the company's interests cannot warrant in any whatsoever dishonest behavior. In the course of professional activities, all members of the company must abide by existing laws and regulations and strictly follow company procedures, policies and the Ethics Code.

## Professionalism

All of Lamicolor's activities must be carried out in an engaged and professional fashion in a spirit of mutual respect and cooperation. All of those to whom the Code is addressed must provide Lamicolor a level of service appropriate to the task performed.

## Impartiality

Discrimination due to age, gender, sexual orientation, personal and social conditions, race, language, nationality, political and trade union affiliation and creed is absolutely forbidden in decisions concerning the company's activities and relations with personnel and third parties.

## Honesty in case of conflicts of interest

In the course of activities any situations in which those concerned are involved in conflicts of interest must always be avoided. In particular, those to whom the Code is addressed must avoid any abuse of their position to pursue interests contrasting with the company's and entering into contracts or dealing with counterparts who are relatives or partners.

## Confidentiality

Lamicolor recognizes the value of confidentiality as a guiding ethical principle. Lamicolor provides for the confidentiality of the information in its possession and refrains from requiring from third parties confidential data unless expressly and knowingly authorized and in compliance with existing provisions of the law. All information, knowledge, or data obtained or processed by employees on the job belong to Lamicolor and cannot be used, disclosed or disseminated without being authorized by a superior. Those to whom the Code is addressed must maintain the utmost secrecy on Lamicolor's interests and not use confidential information on the company for purposes not related to its activities. It is prohibited for all those to whom the Code is addressed to disseminate information relating to the organization and to the company's methods of production or to use it in such a way that may be detrimental to it. In particular, the obligation of confidentiality regards information relating to purchase prices and development operations. Whoever should come to learn of such information by chance is bound by confidentiality and must notify the information and source to the SB.

## Transparency and honesty in the management of activities and in information, recording and verifiability of operations

Actions, operations, negotiations and, in general, conduct in the course of working activities must be marked by the utmost fairness in management, completeness and transparency of information, formal and material legitimacy and clarity and truthfulness in accounting according to existing regulations and internal procedures and be subject to assessments.

Those to whom the Code is addressed must give complete, transparent, comprehensible and accurate information so that the company's counterparts can make decisions in an independent manner

and cognizant of the interests involved, the alternatives and major consequences.

The company's actions and operations must be duly recorded and allow for a possible assessment of the decision-making, authorization and performance process. Every transaction must be duly corroborated by documentary evidence in order to be able to perform at any moment checks to determine the transaction's characteristics and allow for the determination of the various degrees of responsibility.

#### Diligence and honesty in the negotiation and performance of contracts

In drafting contracts to be signed, Lamicolor will abide by the principles sanctioned in this Code, whose existence and contents must be notified to the counterpart. The contracts must be performed according to the provisions that the parties have knowingly set forth.

#### Fair competition

Lamicolor aims to safeguard the value of fair competition by refraining from deceiving and collusive behaviors.

#### Cooperation and mutual respect in workplace relations

Lamicolor has and enters into employer-employee and collaboration relationships in compliance with existing regulations. Relations among employees, at all levels, must be marked by honesty, cooperation, fairness and mutual respect.

# Relations with third parties

## Criteria for the conduct of business

Business relations established by Lamicolor are marked by the principles of fairness, honesty, transparency, efficiency and market openness: these principles are to be complied with by all those who - either as employees or collaborators - will establish business relations with third parties on behalf or in the interest of the company. Corruption, illicit favors, collusive behaviors, solicitation, either directly and/or through third parties, of personal and career advantages for oneself or others are prohibited. In particular, it is expressly forbidden for those to whom the Code is addressed to: a) grant or receive any form of compensation or any other benefit whatsoever to perform an activity which they must anyhow carry out or to omit performing said activity; b) give or receive, in any form, either directly or indirectly, gifts, presents, and hospitality with the exception of gifts of modest value. Any member of the company who receives gifts or any other form of benefit not directly ascribable to normal courtesy must take all necessary measures to refuse said gift or benefit and inform the SB.

## Relations with customers

Lamicolor pursues its business success in the market by offering quality products at competitive conditions in compliance with all regulations safeguarding fair competition. Those to whom this Ethics Code is addressed must:

- a) follow the internal procedures for managing relations with customers;
- b) provide, within the limits of contractual provisions, high-quality products that meet reasonable customer expectations;
- c) provide thorough, truthful and exhaustive information on the products offered so that customers can make informed decisions.

## Relations with vendors

In contracting, procurement and the provision of goods and/or services those to whom the Code is addressed must:

- a) follow internal regulations for the selection and management of relations with vendors without excluding any company possessing the requirements to compete for the award of a contract with Lamicolor;
- b) adopt objective assessment criteria in the selection within the framework of transparent procedures;
- c) conform to the principles of honesty and good faith in correspondence and relations with vendors according to strict commercial practices.

## Relations with collaborators

The Ethics Code is disseminated among collaborators but it is not binding for them. Lamicolor will pay compensation absolutely commensurate to the service specified in or inferred from the contract and anyhow to the professional skills and actual service provided. Compensation must also be supported by appropriate receipt (invoice, etc.) duly channeled and recorded. Payments cannot be made to parties other than the contractual counterpart or in a country other than that of the parties or of the place of performance of the contract.

# Relations with Public Administration

## General criteria of conduct in relations with Public Administration

Those to whom the Code is addressed must comply with the law and adopt ethical conduct in relations with Public Administration and must refrain from having or attempting to have any such conduct liable of constituting a crime especially with regard to crimes against Public Administration as per Legislative Decree no. 231/2001. For the purpose of this Code, Public Administration is to be understood as any public body, administrative agency or natural or legal person acting as a public official or as the entity in charge of a public service, be it in Italy or abroad. When any business negotiation, request or relations with Public Administration are in progress, the personnel involved must not try to unduly affect the decisions of the counterpart including those of officials dealing or making decisions on behalf of Public Administration.

## Gifts, presents and benefits

With reference to the rules of conduct set forth above, any gifts, presents or benefits offered, promised or made in any whatsoever, either directly or through intermediaries, to Public Administration, natural or legal persons either employed by or acting on behalf of Public Administration or their relatives as well as any illicit pressure exerted to induce, favor or reward a decision and/or the performance of an official act or anyhow an act against official duties are absolutely forbidden. Similar conduct is also absolutely forbidden when it is aimed to favor or damage a party to a civil, criminal or administrative lawsuit and/or to obtain a direct or indirect advantage for the company.

If members of the company receive explicit or implicit requests for benefits of any nature from Public Administration, natural or legal persons either employed by or acting on behalf of Public Administration, they must immediately suspend any and all relations and inform their direct superior and/or the SB and, if need be, the competent authorities. Those to whom this Code is addressed must not circumvent the aforementioned provisions by resorting to different forms of aid or contribution which, under a different economic or legal guise, etc., have the same purposes forbidden by these rules. These provisions do not apply to ordinary and reasonable entertainment expenses or gifts of modest value falling within framework of normal business customs.

# Transparency in accounting and internal audits

## Transparency towards the market

Lamicolor aims to pursue its mission while ensuring absolute transparency in company information with regard both to compliance with regulations and to the contents and forms of communication.

## Accounting

With regard to accounting data collection and management, the principles of truth, correctness, clarity and completeness of basic information for the relevant postings are applied. Lamicolor, together with its employees and collaborators, is actively engaged to ensure that administrative facts are correctly and promptly recorded in accounting.

Each and every transaction must be recorded and supported by appropriate documentation in order to easily allow for accounting and accurate reconstruction of the transactions. Each posting must correspond exactly to what is reported in the supporting documentation. Employees must cooperate to ensure that documentation is easily accessible and ordered according to logical criteria.

Any member of the company who may come to learn of omissions, falsification, negligence in accounting or in the documentation corroborating the accounting data must inform his/her superiors or directly the SB of what s/he has discovered in the course of performing their duties.

# Safeguard of share capital, creditors and market

One of the key aspects that ethically characterize Lamicolor's conduct and contribute to building and promoting its reputation and reliability is the observance of principles of conduct aimed to guarantee the integrity of the share capital, the protection of creditors and third parties that established relations with the company, the regular behavior of the market and, more in general, transparency and fairness in Lamicolor's activities from an economic and financial perspective. These values are also safeguarded by criminal law, which, according to Legislative Decree no. 231/2001, can also give rise to company liability in the event that the crime is committed in the interest or anyhow to the benefit of the company. Therefore, Lamicolor is set on guaranteeing the dissemination and observance of principles of behavior aimed to safeguard said values also for the purpose of preventing that the crimes set forth in Legislative Decree no. 231/2001 are committed. In this regard, it is absolutely forbidden that members of the company:

- a) have, collaborate in or cause such behaviors that constitute a crime as set forth in Legislative Decree no. 231/2001;
- b) have, collaborate in or cause such behaviors that, though not constituting per se one of the crimes set forth above, have the potential of becoming a crime. The tangible safeguard of said ethical values during the conduct of the company's business and crime prevention are based on the observance of the principles of behavior hereinafter described, which also inspire company procedures adopted in this regard.

## Company communications, statements and reports

All members and collaborators of the company must have a fair, transparent and cooperative behavior in compliance with the provisions of the law and company policies in all activities involved in drawing up the balance sheet and other company communications required by law and addressed to shareholders or the public in order to provide shareholders and third parties truthful, clear and correct information on the company's economic, equity and financial situation.

In this regard, company communications are to be understood as those required by law and addressed to shareholders and the public.

## Integrity of share capital

All members and collaborators of the company must strictly abide by the rules set forth by law to safeguard the integrity and effectivity of the share capital and to always act in compliance with company policies based on said rules in order not to damage the guarantees of creditors and third parties.

## Regular operation of the company

Lamicolor provides for the regular operation of the company and company bodies ensuring and favoring all forms of oversight of the company's management as set forth by law as well as the free and correct formation of shareholders' will.

In this regard, it is forbidden for all those to whom this Code is addressed to: a) have a conduct that substantially prevents oversight and auditing of the company's management by the Board of Auditors by concealing documents or using other fraudulent means that may hinder said activities; b) lead or influence shareholders to perform simulated or fraudulent acts aimed to alter the regular procedure for the formation of shareholders' will.

## Safeguard of supervisory functions

Lamicolor does not allow actions or omissions that may hinder the operations of public supervisory authorities responsible for the fields of business in which the company operates. In this regard, all members of the company must carry out all communications envisaged by law and regulations in a timely and correct fashion and in good faith, without hindering in any way whatsoever the functions that said authorities perform.

# Personnel policies

## Human resources

Human resources are essential component for the existence, growth and success of a company. Lamicolor is committed to the development of the skills and competence of its staff so that their professionalism and commitment can become key values in the pursuit of the company's objectives and their potential energy and creativity can be fully unleashed in the context in which they work. Lamicolor's employees must follow the rules and principles of conduct set forth in this Code, in company policies and in regulations issued for specific categories of employees. In particular, all employees must comply with the provisions of the law concerning honesty, good faith and diligence in performing their duties.

## Personnel's duties

Employees must always act honestly and fairly in order to comply with the obligations undertaken in the employment contract and set forth in the Ethics Code and in other company provisions, providing for the required services. With regard to the contexts in which they are called to carry out their duties, employees must also make the appropriate assessments to avoid situations and behaviors liable of being detrimental to the interests and/or image of Lamicolor.

## Management of information

Employees must know and implement company policies on the safeguard of privacy and ensure the integrity, confidentiality and availability of information. They must draw up documents using a clear, objective and exhaustive style allowing other colleagues, persons in charge or other external authorized parties who may request it to make changes.

## Conflicts of interest

Lamicolor employees must avoid situations that may lead to conflicts of interest according to the provisions of the paragraphs above. Even in the event of a mere suspect of a conflict of interest, employees must inform their superior or the SB and they will assess on a case-by-case basis whether it actually subsists.

## Use of company property

Any employees using company property must:

- a) operate with care;
- b) adopt a responsible conduct and comply with policies in the course of use;
- c) thoroughly document, if need be or required, its use;
- d) avoid improper use that may damage or reduce its efficiency or anyhow contrast with the company's interests. In particular, when using IT applications, each and every employee must abide by internal policies on the use of the Internet and company e-mail.

## Gifts, presents and benefits

As a general rule, gifts and/or present are prohibited save for those constituting normal business or courtesy practices.



# Confidentiality and safeguard of information

## Safeguard of privacy

The processing of the personal data of natural persons and bodies is to be carried out in compliance with rights, fundamental freedoms and human dignity, with specific regard to confidentiality and personal identity, in compliance with the relevant existing legislation. Lamicolor undertakes not to disclose, save for the cases envisaged by the law, without the authorization of the parties concerned, information on their employees and third parties either generated or collected during its activity and to avoid the improper use of said information. The right to confidentiality of the company's members is safeguarded based on standards identifying the information that the company can request and the relevant terms and conditions for processing and storage. Any inquiry into ideas, preferences, personal tastes and, more in general, one's own private life is forbidden. In addition, save for the cases envisaged by the law, it is forbidden to notify/disclose personal data without the consent of the person concerned. Lamicolor has already seen to regulating the procedures to allow the parties concerned to monitor compliance with rules on the safeguard of privacy.

## Health, Safety and Environment

In the conduct of its business, Lamicolor complies with existing legislation on the safeguard of workplace conditions. Within the framework of its activities, Lamicolor is committed to disseminating and consolidating the culture of safety by developing, through the employer and company guarantees, risk awareness and by using the resources necessary to provide for the security and safety of employees, external collaborators and customers. For said reasons, Lamicolor undertakes to comply with existing regulation on prevention, protection and environmental impact by adopting technical and organizational means to safeguard health and safety and providing economic resources and know-how to the organization in charge of prevention. Within the framework of their duties, Lamicolor's employees must participate in the prevention of risks, environmental protection, and the safeguard of health and safety for themselves, their colleagues and third parties. Lamicolor adopts a specific organizational model aimed to assess compliance with procedures for risk assessment and the drafting of the relevant document as well as its update and implementation.

Any suspicion of violations of these procedures must be notified to the SB.

# Effectiveness of the Code and consequences of its violation

## Implementation and Guarantees

Compliance with the Code's rules is to be considered an essential part of the employees' contractual obligations according and pursuant to article 2104 of the Italian Civil Code. The violation of the Code's rules can be tantamount to a breach of the main obligations of the employer-employee relationship or a disciplinary offence in compliance with the procedures set forth in article 7 of the Workers' Charter and entail any and all consequences set forth by the law also with regard to maintaining the employer-employee relationship and payment of any ensuing damages.

Observance of the Code is to be considered an essential part of the contractual obligations undertaken by the members of the company. The violation of the Code's rules can be tantamount to a breach of contractual obligations with all the relevant consequences set forth by the law also with regard to the termination of the contract and/or assignment and entail the payment of the ensuing damages. According to Legislative Decree no. 231/06, the Supervisory Body is assigned the following tasks to implement the provisions set forth in the Ethics Code: make decisions on major breaches of the Code; express opinions on the review of the most relevant policies and procedures to ensure consistency with the Ethics Code and periodic modification of the Ethics Code and Organizational Model. The Supervisory Body operates in an impartial, authoritative, continual, professional, and independent fashion and suggests any updates to the Code also based on reports received from those to whom the Code is addressed.

The Supervisory Body also operates with the utmost discretion and total support of the Company's top management with which it cooperates in an absolutely independent fashion.

## Reports of violations

In order to ensure the Code's effectivity, the Company has information channels set forth by the organizational model by which all those who come to learn of any illicit behaviors at the company can freely report them either directly or in a confidential manner to the Supervisory Body. Each and every employee and collaborator must report without delay any behavior also of third parties that does not comply with the Code's principles. The identity of the reporting person is covered by the utmost confidentiality without prejudice to the needs of the Supervisory Body to carry out its duties. The immunity of the reporting person from reprisals, illicit conditioning, inconveniences and discriminations of any type in the workplace for having reported the violation of the Code's contents is guaranteed. If a collaborator wishes to report a violation (or alleged violation) of the Code, s/he must contact his/her direct superior. If the dispute is still unsolved or the collaborator does not feel at ease in addressing his/her direct superior, s/he can report to the Supervisory Body. If a third party wishes to report a violation or alleged violation of the Code, it must contact the Supervisory Body.