

CODE OF ETHICS

IGB CONSULTING S.P.A.

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INTRODUCTION

The Code of Ethics (hereafter referred to as “Code”) states the corporate ethical values according to which IGB directs its activities. They are particularly based on managerial transparency and ethical correctness.

IGB manages its business according to national, EU and international regulations, rejecting any illegal practice. While carrying out their duties, executives, managers, employees and partners must comply with the current legislation established by the corporate government bodies. All business activities must be carried out in accordance with fair competition, honesty, integrity, decency and good faith, complying with the legitimate interests of employees, clients, business and financial partners, as well as the interests of the community to which the IGB Group, through its activities, belongs. Every person who works for the IGB Group, without any distinction or exception, must observe and enforce these principles within the ambit of their duty and responsibility. Under no circumstance, the belief of acting for the benefit of IGB could justify a behavior conflicting with these principles.

Good reputation is a key resource for IGB: on the outside, it promotes social approval, market and partners’ satisfaction, balance with suppliers and reliability towards third parties, attracting the best human resources; on the inside, it allows to make and carry out decisions without conflicts, as well as to organize the activities with limited bureaucratic control.

The Code consists of:

- ethic principles that identify those reference values by which IGB Consulting S.p.A. must be inspired;
- Conduct rules to be used in the relationships with every subject IGB Consulting S.p.A. interacts with;
- Control systems that guarantee the Code’s proper implementation.

GENERAL PRINCIPLES

1.1 *Recipients*

The Code's principles have contractual nature and they are binding for managers, executives, consultants and everyone who establishes working relationships or partnerships with IGB, in any capacity, directly or indirectly, permanently or temporarily, in Italy or abroad. Directors must implement the Code's principles and values by taking on responsibility inwards and outwards, reinforcing trust, cohesion and team spirit.

Clients, suppliers and anybody who establishes a relationship with IGB must adapt to this report as well.

The company is committed to guarantee the observance of the Code's ethical and moral principles to all recipients. For this purpose, IGB will divulge the Code extensively through the widest possible circulation, publishing its contents on the firm's website too. The Code of Ethics also represents the main safeguard on which IGB's Organizational Model is based, according to legislative decree 231/2001 (corporate administrative liability for criminal offences).

Therefore, the violation of the Code's principles and rules could cause serious consequences for the Company, also in the light of this legislation.

All parties, employees included, that work to achieve IGB's goals, must respect current laws and legislations by adapting their actions and their behaviors to the principles, goals and tasks mentioned in the Code. Each one must act with diligence, expertise, professionalism and efficiency, in order to ensure high standard results, adequate to their tasks, so that IGB's prestige and image are protected.

The company considers impartial treatment as an essential value in every relationship, both internal and external, with due regard to the person, his/her values and rights.

Each recipient must acknowledge the Code of Ethics, contribute actively to its implementation and report any possible shortage to the reference company unit. In full compliance with the Code of Ethics, every employee who happens to find out about any potential or actual significant violation of the Code has to promptly report it to her/his supervisor and to one of the reference Bodies.

1.2 *IGB's Commitments*

Through the reference Bodies, IGB guarantees:

- 1) the widest divulgation of the Code among recipients;
- 2) to update the Code by adapting it to the developing relevant regulations and social aspects;
- 3) to carry out monitoring practice concerning possible violations of the Code;
- 4) to evaluate facts and apply appropriate penalty measures in case of detected Code violation;
- 5) that anyone reporting violation will not suffer from any kind of retaliation.

1.3 *Recipients' commitments*

The employees' disrespect and/or the violation of the Code's rules and of the corporate policy implies disciplinary offence and the breach of the obligations deriving from the employment relationship. Penalties will be imposed proportionally to the gravity of each case. Disciplinary proceedings and sanctions are administrated by the designed unit of the firm.

Every employee is required to know the Code's prescriptions and the regulations that govern their duties. IGB's employees must:

- 1) refrain from behaviors contrasting these principles;
- 2) promptly report to their superior, to the reference structure or surveillance body any information, directly or indirectly acquired, concerning possible violation or request of violation of the Code's rules;
- 3) contact their superior or reference structure if they need clarifications about the implementation of the Code's principles;
- 4) report cases of alleged serious violation directly to the control body;
- 5) refrain from carrying out activities in competition with the firm, and follow its rules according to the Code's precepts.

1.4 *Duties of Company Unit and Corporate Functions supervisors*

Each *Company Unit and Corporate Functions supervisor* must:

- 1) be an example to their co-workers and direct them to the compliance of the Code and of its procedures;
- 2) act so that co-workers understand that the respect of the Code's regulations and of its rules and procedures is essential for the quality of their job performances;
- 3) prevent the assignment of tasks to people who cannot ensure full integrity about their commitment to follow the Code's rules and procedures.
- 4) implement remedial action when necessary.

1.5 *Value of the Code for third parties*

While relating with third parties, all IGB Consulting S.p.A. employees, according with their positions, must:

- 1) inform them properly about the Code's commitments and obligations;
- 2) demand the respect of the duties directly regarding their activity;
- 3) implement appropriate measures if third parties fail to adhere to the Code's regulations.

1.6 *Reference bodies*

The Surveillance Body is in charge to promote the knowledge of the Code within the firm and propose proper sanctions in case of violation; also, it must examine information regarding possible infringements, promoting the necessary investigation with the support of the firm's competent units, evaluating and communicating to the Administrator the nature and the gravity of the violation, as well as the corrective measures resulting from its evaluations.

1.7 Contractual value of the Code

The violation of the above-mentioned regulations implies the breach of the obligations deriving from the employment relationship or partnership, involving any legal consequence to the contract, including the conservation of the job itself (disciplinary offence) and the compensation for the relative damage.

Every leaning of corruption, fraud, preferential treatment, collusive act, solicitation (directly and/or through other people) of personal advantages or career advancement (even for others) is strictly prohibited.

The firm commits itself to individuate and define specific measures of transparency and traceability of the inflows and outflows of the financial resources, in order to prevent felonies.

2. BUSINESS CONDUCT

2.1 General rules

IGB's employees and partners must keep business relationships inspired to the principles of loyalty, decency, transparency and efficiency - while working in relation with IGB. Corruption, illegal payments and collusive action are expressly forbidden. Every employee is required to respect the laws and regulations, including consultants, suppliers, customers and everyone dealing with IGB must adapt to such behavior.

Each operation and transaction carried out for the benefit or in the interest of the Firm must be inspired to full fairness of management, completeness and transparency of information, formal or substantial legality and clearness and truth in accounting reports, in accordance with current regulations and IGB's control procedures.

2.2 Presents and gifts

Gifts or money, personal benefits of any kind (such as promises of economic advantages, favors, recommendations, job offers) intended to bring about undue advantages (concrete or apparent) are not allowed in the relationship with third parties. Commercial courtesy favors are allowed provided they are modest and do not compromise the integrity, autonomy and reputation defined in the Code. The recipients who receive gifts must kindly refuse and immediately inform their superior or the surveillance body.

2.3 Conflict of interests

Any potential or actual situation of conflict of interests with IGB must be promptly reported to a superior and/or to surveillance body.

2.4 Relationship with shareholders

IGB Consulting S.p.A. safeguards the interests of shareholders and of the Group itself. IGB considers shareholders' meetings as a distinct moment of dialog and exchange, in compliance with every shareholder's right to suggest proposals and ask for clarifications and information.

In this respect, IGB promotes the widest participation at shareholders' meetings, guaranteeing correct and clear information flows.

2.5 Relationship with suppliers

The relationship with suppliers is based on values and standards of competition, objectivity, honesty, impartiality and quality of service, with specific attention to the warranty of assistance and offers in general. The stipulation of a contact with a supplier is based on relationships involving extreme fairness, avoiding, when possible, contractual bonds.

2.6 Relationship with Customers

In order to guarantee the highest possible satisfaction, the tutelage of its customers and the compliance with the required qualification, IGB commits itself to enhance as much as possible clear relationships of mutual trust and satisfaction. Furthermore, the Firm commits itself to guarantee appropriate control procedures to avoid any possible dissimilarity (in terms of nature and quality) between the supplied service and the one declared or stipulated.

Anyone, according with the internal procedures, must favour the highest satisfaction of customers, supplying accurate and complete information about the services provided, in order to facilitate deliberate choices. Relationship with clients is managed observing the following fundamental rules:

- 1) avoid discrimination among clients; set up contracts and communications so that they are clear and complete and will not prejudice customers' decisions; conform to the current legislation without making use of elusive or unfair practices.
- 2) guarantee the highest level of quality in the supplied services, taking care of the customers' needs;
- 3) promote the exchange of ideas through proper means of communication;
- 4) establish clear relationships with customers, always informing them about possible contractual changes or opportunities.

2.7 Correct use of corporate Goods

Each recipient is responsible for the resources assigned and must safeguard them, by promptly informing the appropriate company unit about possible threats or damaging events. It is necessary that they:

- operate diligently, in order to safeguard the firm's assets with a responsible behavior;
- avoid improper use of the firm's assets that may cause damage or contrast with its interests;
- use corporate goods outside the work environment only under due authorization.

Each Recipient must:

not send threatening or offensive email messages, use a vulgar language, make inappropriate or undesirable and offensive comments that could damage the image of the Firm.

It is forbidden to visit websites featuring unseemly or offensive contents;

- implement scrupulously what is established by corporate security policies, in order to protect the functionality of information systems;
- not load up corporate systems with unauthorized material or duplicate programs for personal or third parties' use. It is also forbidden to use information systems in ways that could violate current laws, or despise the freedom, the integrity and the dignity of others (especially underage people); every use of information systems that could cause intrusions or damages to other people's information systems is forbidden as well. Every use (even when accidental) of the Goods for external purposes that are not IGB's may cause serious damage to the Firm, resulting potentially in penal or administrative sanctions for the latter and in the consequent disciplinary measures for the involved recipients.

3. RELATIONSHIP WITH THE OUTSIDE

3.1 *Relationship with Political Parties and Associations*

IGB does not allocate funds, neither directly nor indirectly, to political parties or to their delegates or candidates, either in Italy or abroad. Forms of cooperation are possible when: their purpose is ascribable to IGB's mission or related to projects of public interest; the allocation of resources is transparent and documentable; there is an official authorization by the competent company units.

Any kind of political activity on behalf of some employee is taken up exclusively on a personal level, in his/her free time, at his/her expenses and in compliance with current laws.

3.2 *Relationship with Public Institutions*

In their relationships with public institutions – both direct and indirect- employees have to observe the following principles:

- a) act in accordance with the law and the proper commercial practice, without committing crimes while operating to pursue IGB's goals or interests;
- b) it is forbidden to offer money, gifts or any other kind of rewards, to carry out illicit persuasions or to promise objects, services, performances or favors to Public Administration managers, officials, employees or to their relatives with the aim to obtain advantages for the Firm;
- c) it is forbidden to present untruthful statements to the national or the EU Public Administration in order to obtain public funds, subsidies, patrimonial advantage, concessions, authorizations, licenses or any other favored administrative act;
- d) it is forbidden to alter or manipulate the function of computer or telematic systems belonging to Public Administration in order to obtain unfair profit to the detriment of the Public Administration itself.

3.3 *Contributions and sponsorships*

The Company may agree to requests of contributions exclusively from non-profit and regularly instituted bodies and associations.

When selecting the requests of contribution, IGB will pay particular attention to any possible personal or

corporate conflict of interests (such as kinship with people involved or relationship with those bodies that could somehow facilitate the firm's activities). All initiatives must be licit and clear.

3.4 *Relationship with the judicial authority*

It is forbidden to influence the person summoned by judicial authorities in order to persuade him/her to state the false.

It is also forbidden to help the person who committed criminal offence to elude the judicial authority's investigations.

3.5 *Relationship with trade unions*

The relationships with trade unions, when existing, are grounded on principles of correctness and collaboration, in the interests of the Company, of the employees and of the community.

3.6 *Public Surveillance Authority*

It is forbidden:

1. to transmit communications compliant to the law or to release data and documents specifically requested by the authorities when their contents do not meet the above-mentioned obligations of alacrity, transparency, truthfulness and completeness.
2. to carry out any behavior that obstructs the duties of Public Control Bodies, also during inspections (specious refusals, obstructive attitude or lack of collaboration);
3. to omit communications due to such Authorities.

All the communications to Public Control Bodies required by the law must be prompt, clear and complete.

4. STAFF MANAGEMENT AND POLICIES

4.1 *Management of human resources*

Human capital is an essential element to IGB. The firm is committed to develop the abilities and the expertise of each employee, promoting professionalism as a key virtue in achieving the firm's goals. In IGB's view, it is crucial that its employees carry out their activity diligently, competently, professionally and efficiently, in order to guarantee high standards of service. IGB regards impartial treatment as an essential element in every relationship, both internal and external, protecting and promoting the individual, his/her values and rights.

The firm offers all its employees the same opportunities of professional growth, fostering a continuous education and making sure that everyone may benefit from a fair treatment based on meritocracy and expertise criteria. The firm underlines its commitment in hindering any kind of discrimination based on sex, sexual orientation, nationality, religion, political opinions, union opinions, personal opinions and economic conditions. The employee who believes he/she has been discriminated can report the matter to the Human Resources Unit or to his/her manager, who will verify the possible violation of the Ethical Code.

Each recipient will collaborate actively to assure mutual respect in the work environment, in terms of dignity and reputation. Employees cannot divulge information of any kind to the press and to the mass media, nor they can have any kind of contact with them with the aim to spread information about the firm without the Management's authorization.

IGB is committed to promote and strengthen security customs and responsible behaviors among its human resources, with the adoption of preventive measures. IGB's activities are performed in the full respect of the current laws concerning environmental protection and energy efficiency. IGB is also committed to guarantee the safeguard of the integrity of the employees' psychophysical conditions, respecting their moral personality, avoiding illicit conditionings and undue discomforts. The staff hire features regular contracts, thus no form of irregular employment is permitted.

The assessment of new staff resources is made guaranteeing equal opportunities for every person involved, in accordance with the correspondence between the candidates' profiles and the expectations based on the professional and psycho-attitudinal profile and in respect for the personal sphere.

Favoritism, nepotism or clientelism are not allowed in the selection and hiring phases.

Therefore, IGB hinders every discriminatory conduct or attitude detrimental of the individual and of his/her beliefs.

The staff, in turn, are committed to collaborate to develop, with great care and diligence, fair work relationships.

4.2 *Respect among co-workers*

IGB encourages collaboration and synergy among co-workers. Sexual harassment is not tolerated, intended as: the subordination of wage or career prospects to the acceptance of sexual favors; behaviors which can disturb and upset the recipient's serenity.

4.3 *Drug and alcohol abuse*

IGB demands that every employee contributes personally in maintaining mutual respect in the workplace. the abuse of alcohol or drugs is not tolerated in the workplace, as well as the consumption or provision of drugs during job performances.

4.4 *Smoking*

According to the current laws, smoking is not allowed in the workplace.

5. TRANSPARENCY OF THE ACCOUNTING REPORTS AND OF INTERNAL AUDIT

5.1 *Accounting reports*

Every work activity carried out has to be verifiable. Accounting transparency is based on the correctness and the reliability of documents, operational facts and of the relative accounting records. For each operation appropriate documental evidence is kept on records, in order to allow the identification of the different levels of responsibility and the accurate retracement of the operation.

Every record has to match precisely with the supporting documentary evidence; the recipient who learns of omissions, forgeries or modifications both in the information and in the documentary evidence has to report the fact to his/her manager or to the Control Body.

5.2 Internal Audit

Internal auditing aims at fostering the achievement of the firm's goals and has to be oriented to the improvement of the efficacy of the management processes. Everyone, within their duties, is responsible for the proper functioning of internal audits and of the corporate goods, both material and immaterial.

5.3 Anti-money laundering and anti-terrorism

IGB prevents any form of activities aiming at money laundering or at financing terrorism (or any criminal activity) which may be carried out by its employees, clients, suppliers and stakeholders in general, by checking the available information with the utmost care and assessing their respectability before establishing business relationships with them. Also, IGB carefully verifies that the operations in which it is involved do not imply, even just potentially, the risk of obtaining, substituting or using money or goods deriving from criminal activities.

5.4 Privacy protection

All the activities concerning the treatment of personal or reserved data must be managed in the most rigorous respect of the current laws on the subject. Each recipient has to ensure privacy for any information acquired, according with his/her role in the firm.

The information acquired cannot be used, communicated or divulged without the specific authorization of the manager; however, it is not possible to divulge information about the firm or its productive methods, or to use it in a way that could damage the firm itself.

Each recipient will acquire and use only the data necessary to his/her activity, and under specific procedures; these data have to be preserved in order to prevent unauthorized people from getting access to them.

6. APODTION, VALIDITY AND MODIFICATIONS

IGB, according to the government decree 231/2001, established an internal Control Body of monocratic nature, characterized by the requirements of autonomy and independence, and consequently endowed with autonomous and actual power of initiative, inspection and control; in reference to it, a specific set of "Internal functioning rules" periodically updated has been worked out and adopted. The Control Body has the following duties:

- Ensure the respect of the Ethic Code, informing the Board of Directors about any violation;
- Guarantee the spread of the Code of Ethics through an appropriate information plan;
- Ensure the constant updating of the Code, according to its concrete effectiveness, to the firm's changing necessities and to the current laws;
- Carry out controls, even precautionary, of any reported violation of the rules of the Code;
- Assess facts and propose adequate sanctioning measures.

The information and the reports acquired by the Control Body and by its structures are considered confidential and cannot be divulged, except for the cases prescribed by the current laws.

The present Code of Ethics is adopted on 13th January 2017, with immediate effectiveness from the same date.

Our purpose is to be an example for the people who work with and for us; for our customers and partners we aspire to represent a model of professional and, especially, behavioural excellence.

IGB and its subsidiaries value ethics not only as central in the definition of the corporate goals, but also as an essential lever in the planning of the future of our group, with the commitment of pursuing the creation of value for the years to come and for the new generations.

We hope that this Ethic Code may be a reference point for each of our stakeholders in the definition of their responsibilities and in the achievement of their goals.

The Sole Director
Giuseppe Bennici



For acknowledgment
The employee / partner / intern