



*Model 231/01
Code of Ethics*

SPECIAL PART “B”

CODE OF ETHICS

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1. FOREWORD

This code of Ethics (hereinafter also the “**Code**”) brings together the ethical principles and values which inform the company’s culture and which must guide the conduct of the Parties bound by the Code who operate in the interest of CESAB CARRELLI ELEVATORI S.P.A. (hereinafter also “**CESAB**” or the “**Company**” or “**Firm**”) both inside and outside the company organisation.

The Code constitutes an integral and essential part of the Model of Organisation, Management and Control (hereinafter the “**Model**”) adopted by CESAB pursuant to Legislative Decree No. 231 of 8 June 2001, for the purpose of avoiding and preventing the perpetration of crimes entailing the administrative liability of entities.

This code also constitutes a special and integral part of the “*Toyota Material Handling Europe Code of Conduct*” (hereinafter also “**THME Code**”) adopted by CESAB and by all the other companies belonging to the Toyota Industries Corporation Group (hereinafter also “**Toyota Group**” or the “**Group**”). The THME Code should be seen as an asset and common factor of all companies belonging to the Toyota Group worldwide, and represents the basis of the inderogable principles which characterise all the companies in the Group.

Any reference to the Code of Ethics in this or other documents is intended to refer both to this Code, and the THME Code of the Toyota Group.

All Parties bound by the Code who work at or with CESAB, without any distinctions of any kind, are required to observe and ensure the observance of the principles of the Code within the framework of their functions and responsibilities. The belief that one is acting to the advantage of CESAB can in no way justify the adoption of behaviours conflicting with the laws and rules in force everywhere, or the principles, values and rules of conduct expressed or referred to in this Code, the observance of which by the Parties bound by it is of fundamental importance for the correct operation, reliability and reputation of CESAB.

All the rules of conduct and principles set out in the Code must be followed by the Parties bound by it in their relations with persons, companies, and public and private bodies both in Italy and abroad.

2. APPLICATION OF THE CODE

2.1 Scope of application of the code

All Parties bound by the Code are required to comply with the Code and must ensure that their conduct conforms with the principles established in it. In particular, by way of example only:

- the members of the company bodies of CESAB must draw upon the principles expressed by the Code in setting the objectives pursued by the Company;
- the executives and heads of function must ensure, in practice, compliance with the values and rules expressed in the Code both inside and outside the company, insofar as they represent a point of reference and an example for their employees, thus guiding them to comply with the Code and rules, and reinforcing trust, cohesion and team spirit;
- employees, in accordance with the laws and regulations in force, must harmonise their actions and behaviours with the principles, objectives and values expressed in the Code;
- contractors, consultants, commercial partners and suppliers must also harmonise their conduct and professional practices with the principles set out in the Code.

The Parties bound by the Code must abide by the laws and regulations in force in all the countries in which CESAB operates. The Parties bound by the Code are therefore required to know these laws and regulations and act in accordance with them. They are also required to know the Code and the rules and values expressed in it; they must refrain from adopting behaviours in contravention of the Code, contribute actively to its implementation, updating and improvement and report any shortcomings to their line manager, or to the Head of Personnel and/or the Supervisory Body.

In particular, observance of and compliance with the provisions of the Code constitute an essential part of the contractual duties of all CESAB employees pursuant to and by virtue of art. 2104 of the civil code¹.

CESAB undertakes to promote, facilitate and ensure knowledge of the Code among all Parties bound by it, by communicating it and making it known to the latter by means of specific, suitable communication activities (e.g. postings on the company notice board; issue of a copy to all employees; distribution by email; preparation of dedicated sections on the company intranet and/or web site for consultation purposes). The Code is also brought to the attention of all persons with whom CESAB enjoys business relations. All updates, amendments and/or additions to the Code must be promptly notified by suitable means to all Parties bound by it.

2.2 Implementation of the code

¹ Art. 2401 c.c.: "Providers of work services must use the diligence required by the nature of the work they perform, in the interest of the company and the higher interest of national production. They must also adhere to orders for the execution and organisation of work given by the entrepreneur and collaborators of the latter to whom they report on a hierarchical basis".

Without prejudice to the duties of the company bodies pursuant to the law, and those of the Supervisory Body ex Legislative Decree 231/2001, all Parties bound by the Code are required to cooperate in its implementation within the sphere of their own duties and functions.

2.3 Obligations of the Parties bound by the Code

Each Party bound by the Code is required to be conversant with the rules contained in it, as well as the reference provisions which govern the activity carried out within the framework of their own function. Should any doubts or erroneous misinterpretations on the part of Parties bound by the Code regarding the contents of the Code and/or the meaning of its rules come to its attention, CESAB must promptly and effectively remedy these, by means of suitable training and information instruments.

CESAB employees must:

- refrain from adopting behaviours contrary to these rules;
- ask their superiors, or the Head of Personnel or the Supervisory Body, if they need clarification of the procedures for the application of such rules;
- report promptly to their superiors or to the Head of Personnel or to the Supervisory Body any information, whether acquired directly or via others, regarding possible violations of the Code;
- report promptly to their superiors or to the Head of Personnel or to the Supervisory Body any request addressed to them and/or any pressure brought to bear upon them to violate the rules of the Code;
- cooperate with the bodies appointed to verify possible violations.

Following the referral of information regarding a possible violation, should the employee feel that the question has not been adequately addressed or resolved, or that he has been subject to reprisals, he may report the matter to the Head of Personnel and/or the Supervisory Body.

The employee may not conduct personal investigations or report the information to any parties other than his superiors, or the Head of Personnel or the Supervisory Body.

All managers and/or heads of function and/or members of company bodies must:

- represent with their behaviour an example for the employees and external partners of CESAB;
- guide employees and external partners to comply with the Code and urge them to raise any issues or questions relating to its rules and compliance with them;
- act to ensure that employees understand that compliance with the rules of the Code constitutes an important and imperative part of their work;
- select carefully, within their own sphere of competence, employees and external partners in such a way as to prevent the assignment of tasks to persons who are not fully dependable in relation to their commitment to observe the rules of the Code;
- promptly report to their superior, or the Head of Personnel or the Supervisory Body any information acquired directly or from employees regarding possible violations of the rules;
- adopt immediate corrective measures when the situation requires;

- prevent any type of reprisal for reporting possible violations of the Code and its reference standards.

In their relations with third parties, all employees, managers and members of the company bodies of CESAB, by virtue of their specific functions and duties, must:

- inform them adequately of the commitments and obligations imposed by the Code;
- insist upon fulfilment of the obligations which relate directly to their activities;
- take the appropriate initiatives, if within their sphere of competence, in the event of non-fulfilment on the part of third parties of the obligation to abide by the rules of the Code.

3. RULES OF CONDUCT IN DETAIL EX LEGISLATIVE DECREE 231/2001

CESAB is aware of the fact that integrity, honesty, compliance with the laws and regulations in force, and ethical values constitute a fundamental part of its company activity. CESAB therefore asks all Parties bound by the Code to base their conduct on these principles and to refrain from any behaviour in conflict with them.

In particular, Legislative Decree No. 231/2001 - which introduced provisions governing the administrative liability of companies for facts of criminal significance - establishes that the perpetration of certain offences by employees, heads of function, managers and/or external partners of CESAB can lead to direct liability of CESAB itself (and carry substantial sanctions). In view of the above, and for the particular purpose of safeguarding the good of the company (which could otherwise be seriously compromised), the Parties bound by the Code, as well as being required to abide by the laws and principles of conduct already quoted, are required to comply with the more rigorous rules of conduct set out below.

3.1 Relations with the Public Administration

A) Rules of conduct

The Parties bound by the Code are strictly prohibited from adopting, collaborating, cooperating or in any way giving rise to behaviours which, singly or considered as a whole, may abstractly integrate, directly or indirectly, the crimes defined in articles 24 and 25 of Legislative Decree 231/2001, as illustrated in Special Part A of the Model, or might in any event favour or facilitate their perpetration.

CESAB's relations with national, EU and international institutions (hereinafter the "**Institutions**"), and with public officials or public service agents, or bodies, representatives, deputies, exponents, employed members, consultants, agents appointed to public functions or public services, of public institutions, public bodies, including of an economic nature; public entities or companies of a local, national or international nature (hereinafter "**Public Functionaries**") may be maintained exclusively by the heads of function and employees assigned to the task, and must be undertaken in the strictest respect of the legislation in force, and in accordance with the principles of transparency, integrity and fairness.

On no account may CESAB allow itself to be represented, in its relations with the Institutions and with Public Functionaries, by external partners, consultants or third parties, if the risk of conflict of interest may thus arise.

Parties bound by the Code, who, by virtue of their appointment, function or mandate, interact directly or indirectly with Institutions or Public Functionaries must:

- ensure that relations with Institutions and Public Functionaries take place in absolute compliance with the laws and regulations in force, and with the principles of fairness and integrity, at all stages of the relationship;
- ensure that the aforementioned relations are handled exclusively by parties invested with appropriate powers;
- in the event of inspections or meetings with public officials or public service agents, ensure that at least two company resources take part;

- ensure the appropriate traceability of relations maintained with Institutions and Public Functionaries;
- report promptly and fully to their line-manager on the progress of the individual phases of the process, or on any exceptions encountered in the course thereof;
- notify without delay their line-manager or the Head of Personnel, and at the same time, the Supervisory Body, of any behaviours adopted by persons operating within the ambit of their public counterpart, aimed at obtaining favours, illicit grants of money or other benefits, including to third parties, and any other critical matter or conflict of interest which may arise within the framework of relations with Institutions or Public functionaries.

Within the framework of relations, of any nature, with Institutions or Public Functionaries, including activities of control and verification or applications for public contributions and loans, the Parties bound by the Code are strictly forbidden from:

- promising and/or offering, including through intermediaries, money, free gifts, presents, benefits or other items of utility to Public Functionaries or members of their families or parties connected with them;
- illicitly seeking or entering into personal relations of favour, influence and interference which may directly or indirectly affect the outcome of the relationship;
- promising and/or offering job opportunities or commercial opportunities to Public Functionaries or persons indicated by or connected with the latter;
- accepting free gifts, presents, benefits or other items of utility from Public Functionaries or parties, including third parties, connected with them, or ceding to exhortations or pressure from them;
- soliciting and obtaining confidential information;
- falsifying and/or altering any report, summary or document, either created by the Company or by third parties, or omit to present true documents, for the purpose of obtaining undue advantages or benefits of any nature and/or to avoid or evade the imposition of sanctions of any kind against CESAB;
- falsifying and/or altering documents or omitting to present them for the purpose of obtaining the favour or approval of a project not conforming with the legislation in force or the grant of a loan not due or due in a different amount;
- procuring unduly for CESAB contributions, loans, facilitated mortgages, exonerations from social security obligations, tax relief or other benefits of any kind, through the use or presentation of false or mendacious documents or the omission of required information;
- using contributions, subsidies or loans assigned to CESAB for purposes other than those for which they were granted;
- undertaking (directly or indirectly) any activity which may favour or damage one of the parties to a dispute, in the course of civil, criminal or administrative proceedings;
- removing, altering or manipulating data and the contents of IT and ICT systems of Institutions, for the purpose of obtaining unjust profit or causing damage to third parties.

In pursuance of their duties, the Parties bound by the Code must cooperate with the Judicial Authorities, Law Enforcement Agencies and any other Public Functionary invested with inspective powers, and provide them with the utmost assistance.

Parties bound by the Code who learn of any anomalies with respect to the obligations and prohibitions set out above must promptly report them to their line manager or to the Head of Personnel and/or to the Supervisory Body.

B) Instrumental activities

The crimes vis-à-vis the Public Administration set out in paragraph A) Rules of conduct above, can also be committed through the violation of rules of conduct relating to relations with customers and suppliers, to the conferment of professional appointments and the bestowal of gifts and presents.

In view of the above, the following rules of conduct must therefore be observed in the course of such relations.

Parties bound by the Code who, by virtue of their appointment, function or mandate, handle relations with customers, including the Public Administration, must:

- observe internal procedures for the handling of relations with customers;
- not impair, directly or indirectly, the reputation which CESAB has built up among its customers over the years;
- provide accurate and exhaustive information about CESAB products in such a way that customers can make conscious decisions.

Parties bound by the Code who, by virtue of their appointment, function or mandate, attend to the procurement of goods, services and professional appointments, including with the Public Administration, must:

- observe internal procedures for the procurement of goods, services and professional appointments;
- attend to the selection of contractors by means of clear, certain and non-discriminatory procedures;
- select only qualified persons or companies who enjoy a good reputation;
- select, from a pool of potential suppliers, the supplier who provides the best value for money;
- give grounds for and record the process of selection of suppliers / professionals;
- ensure that no relations are entered into with persons or entities who do not intend to conform with the ethical principles and principles of governance of the Company, with particular reference to the Code;
- ensure that any appointments assigned to third parties to operate as representatives of and/or in the interest of the Company are always assigned in writing and in accordance with legal requirements, and that, if appropriate, a specific clause binding the contractor to compliance with the ethical principles and rules of conduct adopted by CESAB, as reflected in the Model and the Code, is included in their contract;
- require that all consultants and suppliers undertake to adhere rigorously to the laws and regulations in force in Italy and the countries in which CESAB operates, and to the principles and procedures established in the Model and the Code of Ethics, by including, if appropriate, specific clauses to this effect in their respective contracts;
- verify actual fulfilment of the supply or service to which the contract pertains and any milestones, by means of a specific written declaration issued by the personnel involved,

- on the basis of a practical check, accompanied, if necessary, by a declaration issued by the supplier/consultant;
- ensure that all the control activities envisaged in company procedures are systematically carried out, both at the selection stage and when subsequently managing the contract;
 - ensure the correct filing of all the documentation produced within the framework of the process of procurement of goods, services and professional appointments, with particular reference to those documenting: *i)* the grounds for the choice made at the supplier selection stage; *ii)* actual fulfilment of the supply or service to which the contract pertains and any milestones;
 - pay remuneration in a transparent, documented manner, which can be reconstructed at a later date, and therefore retaining the relevant documentation for this purpose;
 - report immediately to their line manager or to the Head of Personnel and/or the Supervisory Body, any critical issues which emerge in the course of the aforementioned contractual relations and with regard to any doubts about possible violations of the Code on the part of suppliers, external partners and consultants.

The following acts are also prohibited:

- negotiating, promising, proposing or assigning professional, commercial, or financial appointments, or appointments for the supply of goods or services, to persons, entities or companies which are known to, or can be reasonably believed to be close to or viewed favourably by exponents of the public administration, for the purpose of obtaining favoured treatment or advantages of any kind for the Company and, in any event, in the absence of the necessary requirements of quality and cost-effectiveness of the purchasing operation;
- making payments in favour of suppliers, consultants, professionals and similar parties who operate on behalf of the Company, which are not adequately justified in the context of the contractual relationship entered into with them;
- making payments in favour of a party other than the counterparty to the contract or in a third country other than the country of the parties to or execution of the contract, without adequate reason expressed in writing;
- reimbursing expenses in favour of suppliers, consultants, professionals and similar, which are not adequately justified in relation to the type of duty performed;
- creating funds through the acquisition of non-existent or partially non-existent supplies and/or professional services;
- favouring, in the procurement processes, suppliers and sub-suppliers and consultants on the basis of instructions from exponents of the public administration as a condition of the subsequent performance of activities (e.g. award of an order, granting of a licence, etc.);
- allowing oneself to be represented by consultants or third parties, if the risk of conflict of interest may thus arise.

No Party bound by the Code may offer or promise, directly or indirectly, money and/or material benefits of any type and/or magnitude to third parties, public officials, public service agents or private individuals, to influence or remunerate an act of their office or to induce them to perform or omit an activity within the scope of their office or in any event to acquire or promote conditions of favour for the Company.

Acts of commercial courtesy, such as gifts or forms of hospitality, are permitted provided that they are of moderate value (i.e., by way of a guideline, not exceeding €100.00) and in any event such as not to compromise the integrity or reputation of one of the parties and not be interpreted, by an impartial observer, as intended to acquire advantages or favourable treatments in an improper manner. Expenses of this kind must always, in any event, be authorised and adequately documented.

Employees, heads of function and/or managers who receive gifts of immoderate value (i.e. by way of a guideline, exceeding €100.00) or favourable treatments not directly attributable to normal relations of courtesy, must promptly notify their line manager, or the Head of Personnel and/or the Supervisory Body.

3.2 Relevant activities from a corporate point of view - Corporate Governance

The Parties bound by the Code are strictly prohibited from adopting, collaborating, cooperating or in any way giving rise to behaviours which, singly or considered as a whole, may abstractly integrate, directly or indirectly, the crimes defined in art. 25 ter of Legislative Decree 231/2001, as illustrated in Special Part A of the Model, or might in any event favour or facilitate their perpetration.

The conduct of CESAB is characterised by the highest respect for the legislation in force and is founded on principles of transparency, integrity and fairness for the purpose of assuring the integrity of the company's share capital and the protection of creditors and third parties who enter into relations with CESAB.

Transparency of accounting is founded on the truth, accuracy and completeness of the basic information underpinning accounting records. The Parties bound by the Code, within the framework of their respective functions and spheres of competence must:

- cooperate in such a way that the facts of operations are represented correctly and promptly in accounting records, and that each record reflects exactly what the supporting documentation shows.
- behave in a correct, transparent and collaborative manner, in accordance with the law, with accounting principles and with internal company procedures, in all activities aimed at forming the financial statements and other corporate communications, in order to provide Shareholders and other third parties with a true and fair view of the economic, capital and financial situation of the Company;
- adhere to the rules of correct, complete and transparent record-keeping in the accounting of facts relating to Company operations;
- make certain that all operations, as well as being correctly recorded, are also authorised, verifiable, legitimate, coherent and congruous;
- ensure that, for all operations, adequate documentary evidence exists for the purpose of proceeding, at any time, with the performance of checks ascertaining the characteristics of and reasons for an operation, and identifying who authorised, made, recorded and checked the operation in question;
- rigorously observe all provisions imposed by the law for protecting the integrity and effectiveness of the company share capital, in order not to impair the guarantees of creditors and third parties in general.

For all operations, it is compulsory to keep on file adequate documentary evidence of the activities performed, so as to enable:

- easy recording of accounts;
- identification the various levels of responsibility;
- accurate reconstruction of the operation, including for the purpose of reducing the probability of errors of interpretation.

Each entry must reflect exactly what is shown by the supporting documentation. It is the duty of each Party bound by the Code, within their own sphere of competence, to ensure that documentation is filed, readily located and ordered according to logical criteria.

Any Parties bound by the Code who learn of possible omissions, falsifications or oversights in the accounting or documentation on which the accounting entries are based, must report the matter to their line manager, or to the Head of Personnel or the Supervisory Body, to whom they can also turn in the event of doubts about the procedures for handling and storing the aforementioned documentation.

Any Parties bound by the Code who learn of possible omissions, falsifications or oversights in the accounting or documentation on which the accounting entries are based, must report the matter to their line manager, or to the Head of Personnel or to the Supervisory Body.

Parties bound by the Code and involved in any capacity in the fulfilment of requirements relating to: *i)* the distribution of profits or reserves; *ii)* operations pertaining to the share capital and the obligations connected with such operations, such as conferments in kind and the valuation thereof; *iii)* operations on shares in the Company or in subsidiary companies; *iv)* mergers, splits or transformations, are required to act with honesty, integrity and transparency and in full compliance with the legislation in force.

The following acts are also prohibited:

- performing simulated operations or disseminating false information about the Company or its subsidiaries, and their activities;
- representing or transmitting for the purposes of processing and representation in financial statements, reports and summaries or other corporate communications, false or incomplete data or data not corresponding to reality, in relation to the economic, capital and financial situation of the Company and its subsidiaries;
- omitting data and information required by the law regarding the economic, capital and financial situation of the Company and its subsidiaries;
- returning conferments to shareholders or exonerating them from the obligation of making them, outside the scope of legitimate reduction of share capital;
- distributing profits or advances on profits not actually earned or which the law requires to be allocated to reserves;
- acquiring or subscribing shares in the Company and/or its subsidiaries outside the scope of the cases envisaged by the law, which damage the integrity of the company share capital;
- making reductions in share capital, mergers or splits, in violation of the laws protecting creditors, and thus causing loss to the latter;

- bogusly forming or increasing share capital, by assigning shares for a value lower than their nominal value in the course of share capital increases;
- determining or influencing the passing of resolutions by the shareholders' meeting, by performing simulated or fraudulent acts aimed at altering the due and proper process of forming the will of the shareholders' meeting;
- disseminating false information, or performing simulated operations or other artifices capable of causing a significant alteration in the price of financial instruments not listed on a regulated market, or of affecting public trust in the equity stability of banking institutions.

The Parties bound by the Code are required to provide the maximum cooperation and transparency in relations they may be called upon to enter into with the Board of Statutory Auditors, other Auditors or the Audit Company, the public supervisory authorities and shareholders, in relation to the control activities exercised by the aforementioned, and must refrain from any conduct aimed at obstructing the research or deflecting the attention of the statutory auditors, other auditors and shareholders in the exercise of their respective monitoring activities.

Within the ambit of such relations, the Parties bound by the Code must:

- conduct themselves, vis-à-vis the monitoring activities assigned to the Statutory auditors, other auditors or Audit Company and to the public supervisory authorities, in such a way as to enable the said parties to perform their institutional duties;
- ensure the due and proper operation of the Company and company bodies, by conducting and facilitating all types of internal control on company operations envisaged by the law, and the free and correct formation of the will of the shareholders' meeting.

The following acts are also prohibited:

- concealing documentation necessary for the performance of control activities by Statutory Auditors, other auditors, public supervisory authorities and shareholders;
- providing documentation containing unclear, inaccurate or incomplete information;
- acting in such a way as to obstruct the performance of control activities by Statutory Auditors, other auditors, public supervisory authorities and shareholders.

The Parties bound by the Code are required to comply promptly with any request from institutions, control authorities or public supervisory authorities, provide their full cooperation and refrain from obstructive behaviour.

3.3 Occupational safety

The Parties bound by the Code are strictly prohibited from adopting, collaborating, cooperating or in any way giving rise to behaviours which, singly or considered as a whole, may abstractly integrate, directly or indirectly, the crimes defined in art. 25 septies of Legislative Decree 231/2001, as illustrated in Special Part A of the Model, or might in any event favour or facilitate their perpetration.

CESAB plays its entrepreneurial role both in safeguarding working conditions, and in protecting the physical and psychological health of workers. CESAB and all Parties bound by the Code, must contribute together to the creation and maintenance of a suitable work environment for protecting

the safety of everyone, and are required to adhere scrupulously to the standards in force governing occupational safety, health and hygiene, including the specific rules and procedures established internally at the Company by the parties in charge of such tasks.

Parties bound by the Code must:

- observe rigorously and with the utmost diligence all laws and regulations governing occupational safety, health and hygiene, including those relating to access, transit and performance of work in the areas used by the Company;
- take part in information and training courses organised by the Company on topics relating to occupational health, safety and hygiene, and to the performance of their specific duties, to which they are invited;
- issue and make correct use of adequate personal protection equipment, in accordance with the legislation in force and on the basis of the duties undertaken;
- follow, in the course of work, the rules and instructions disseminated by the Company's prevention and protection service;
- ensure that suppliers and external partners of the Company, on the basis of the nature of the goods or services supplied, give evidence of their compliance with legislation governing occupational health, safety and hygiene;
- in the event of assignment of works to contractors and/or self-employed persons within the Company, to ensure, within their own sphere of competence, compliance with the procedure and duties established in art. 26 of Legislative Decree 81/2008 and, in any event, cooperate to this end;
- report to the competent functions any inefficiencies in personal protection equipment, or other supplies for the protection of health, safety and hygiene in the work place.

The Parties bound by the Code are also forbidden from:

- removing or modifying safety, signalling or control devices without authorisation;
- performing at their own initiative any operation or manoeuvre not within their sphere of competence or which might compromise their own safety or that of others;
- use machinery, equipment, instruments and devices which are unsuited to the specific operations to be performed or do not comply with the legislation in force;
- access work areas which they are not authorised to enter.

Any Parties bound by the Code who learn of possible omissions, inefficiencies or oversights in the management of safety in the work place, must report the matter promptly to their line manager, or to the Head of Personnel or to the Supervisory Body.

Express reference is also considered to have been made to all the obligations falling to the Employer, executives, managers and employees, which have been explained in greater detail in Special Part A of the Model.

3.4 Financial flows - Commercial relations

The Parties bound by the Code are strictly prohibited from adopting, collaborating, cooperating or in any way giving rise to behaviours which, singly or considered as a whole, may abstractly integrate, directly or indirectly, the crimes defined in art. 25 octies of Legislative Decree 231/2001, as illustrated in Special Part A of the Model, or might in any event favour or facilitate their perpetration.

The Parties bound by the Code, in relation to their own functions and sphere of competence, must:

- verify the commercial and professional dependability of suppliers and commercial/financial partners;
- verify the correctness of payments, with particular reference to the full match between the beneficiaries/ordering parties of payments and the counterparties actually involved in the transactions;
- perform periodic checks on company financial flows, both with reference to payments to third parties, and infra-group payments, and ensure that they are fully traceable;
- follow rules of transparency and traceability for the conclusion of agreements/joint ventures with other companies and verify the economic congruity of any investments;
- verify the lawful origin of goods originating from suppliers, even if the latter are Group companies.

The Parties bound by the Code who are involved in any capacity in the management of monetary and financial flows, must:

- ensure that the uses of liquidity and the financial requirements are suitably planned and established within the framework of a budgeting process;
- make payment orders and commitments and issue guarantees from the Company in favour of third parties only with authorisation from parties invested with appropriate powers.

The following are prohibited:

- making inadequately documented payments;
- creating funds through payments which are not adequately justified, either partially or as a whole;
- promising or paying sums of money, including via third parties, to functionaries of the public administration in a personal capacity, with a view to promoting or favouring the interests of the Company or subsidiary companies, including in response to illicit pressure;
- making payments or issuing remuneration in favour of third parties who operate on behalf of the Company, which are not adequately justified in the context of the contractual relationship entered into with them.

The following acts are also prohibited:

- negotiating or concluding transactions with suppliers, customers, consultants, commercial and financial partners, entities or companies which are known not to be or

- can reasonably be believed not to be suitably dependable from a commercial and professional point of view;
- making payments in favour of parties other than the counterparties to contracts or in a third country other than the country of the parties to or the execution of the contract, without adequate reason expressed in writing;
- negotiating, entering into the possession of or concealing money or assets of illicit or unclearly documented origin;
- substituting or transferring money or assets or performing other transactions to obstruct the identification of their illicit origin;
- using, applying and/or investing, in any form or manner, money or assets of illicit or unclearly documented origin in economic and financial activities.

Parties bound by the Code who learn of any anomalies with respect to the obligations and prohibitions set out above must promptly report them to their line manager or to the Head of Personnel and/or to the Supervisory Body.

3.5 Use of IT instruments and handling of data

The Parties bound by the Code are strictly prohibited from adopting, collaborating, cooperating or in any way giving rise to behaviours which, singly or considered as a whole, may abstractly integrate, directly or indirectly, the crimes defined in art. 25 bis of Legislative Decree 231/2001, as illustrated in Special Part A of the Model, or might in any event favour or facilitate their perpetration.

In the course of its business activities, CESAB avails itself, of necessity, of IT instruments, including personal computers, peripherals, storage devices, software, email, internet and the company computer network (hereinafter “**IT instruments**”), which may be made available for the use of Parties bound by the Code for the purposes of carrying out their respective work activity. As such, it is conscious of the need to ensure that such instruments are used in a correct and lawful manner and in such a way as to prevent the risk of undue or improper use thereof.

Therefore, the Parties bound by the Code must use the IT instruments in compliance with the legislation in force (with particular reference to the laws in force governing the protection of personal data, IT offences and copyright) and with the company procedures adopted.

In any event, the Parties bound by the Code, in relation to their own functions and sphere of competence, must:

- use the IT instruments exclusively for work purposes and not personal purposes;
- adhere scrupulously to the provisions of the “*Company regulations on the use of the IT system*”;
- adhere to the procedures relating to authentication and authorisation profiles when accessing the IT instruments;
- safeguard the confidentiality of passwords and codes for accessing the IT instruments in order to prevent unauthorised access;
- report promptly any theft or loss of IT instruments in such a way as to enable the Company to take the appropriate measures to prevent unauthorised access;
- submit to the IT Systems Area all files of uncertain or external origin, even if pertaining to work activities.

The following acts are also prohibited:

- accessing IT instruments using authorisation or authentication profiles other than those assigned;
- leaving IT instruments unattended or allowing access to them by unauthorised parties;
- modifying the hardware and software configuration set by the IT Systems Area (e.g. by installing unauthorised programmes, rewriters, wireless cards, modems, webcams, interface software with mobile phones, removable storage devices), without explicit prior authorisation from the Head of Company IT systems;
- perform operations involving the downloading, copying or saving of files and/or data not strictly related to work activity
- destroying, impairing, cancelling or deleting information, data or ICT programmes of others;
- using software or hardware or any other instrument or equipment capable of intercepting, falsifying, altering or deleting the content of computerised documents, or interrupting communications relating to an IT or ICT system (such as, for example, viruses, worms, Trojan horses, spyware, diallers, keyloggers, rootkits);
- unduly altering and/or modifying computerised documents through the use of the electronic signature of another person or in any other manner;
- processing or transmitting false and/or altered data by means of IT or ICT;
- entering an IT or ICT system protected by security measures, without authorisation, or procuring or possessing without authorisation access codes to IT or ICT systems.

Parties bound by the Code who learn of any anomalies with respect to the obligations and prohibitions set out above must promptly report them to their line manager and/or to the Supervisory Body.