

VERRES S.P.A.
CODE OF ETHICS

Text approved by the
Board of Directors
during the meeting held on 6 December 2006

Introduction

Verres s.p.a. in the conduct of its business activities conforms to the principles of legitimacy, loyalty, fairness and transparency.

Company directors, managers, employees and all collaborators of Verres s.p.a., as Addressees of this Code of Ethics, are obliged to follow these principles, pervading everyday company behaviours; the Code of Ethics must be used as a means of guarantee and trustworthiness to significant advantage of general common good.

All those (suppliers, hired persons, consultants, etc) who of various qualification collaborate with Verres s.p.a, are bound in their relations with the company to abide by the rules of this Code of Ethics to the extent said rules apply to them.

The rules contained in this Code of Ethics integrate the behaviour that company directors, employees and all collaborators are bound to abide by also in accordance with the rules of diligence to which the mandatory and every hired person are legally bound.

Verres s.p.a. is committed to circulating the Code of Ethics, updating said Code periodically, making available every possible means that favours its full application, making sure the principles contained therein are observed, checking any report of violation and, in case of confirmed violation, evaluating the facts and consequent implementation of suitable sanctions.

In order to guarantee its observance and effectiveness, Verres s.p.a. assigns a Controller with the management, implementation, circulation and monitoring of this Code of Ethics.

The Controller coincides with the Compliance Officer appointed by Verres s.p.a. within the framework of application of the Organisational and Management Model in conformity with Legislative Decree 8 June 2001, no. 231.

Chapter 1 –Social values

- The principle of *legitimacy* requires that all the addressees of this Code, within the sphere of their working and professional activity, observe and ensure observance of the laws and regulations in force in the countries in which they work.

The principles of *loyalty and transparency* involve the commitment of all Addressees to supply due information in a clear and comprehensive manner, by means of verbal or written communication easily and immediately understandable by the person to whom the actual information is addressed. This also involves a precautionary check of the truthfulness and well-founded completeness, in addition to clearness, of the information given externally and internally.

The principle of *fairness* involves the respect, by all Addressees, while carrying out their duties, of the rights of every subject no matter how involved in the working and professional activity.

Such respect is also meant with regard to appropriateness, discretion and decorum. It also implies the refusal of any situation that creates arbitrary discriminations towards personnel, as well as substantial conflicts of interest between each worker, executive or employee of Verres s.p.a.

- Verres s.p.a. declines any unlawful behaviour even when adopting such with the intent to pursue the interests of the company itself.
- Verres s.p.a. acts in respect of fundamental human rights and avoids in its relations with interlocutors all unlawful discriminations based on age, gender, and health condition, ethnic group, nationality, political opinions and religious beliefs.

Chapter 2 – Behaviour in business conduct

- Addressees must refrain from giving or promising third parties, under any circumstance and even if subject to unlawful pressures, payments of sums of money or other utilities in any shape and way, even indirect, to promote or favour the interests of Verres s.p.a. Addressees must neither accept for themselves or for others payments or the promise of payments to promote or favour the interests of third parties in the relations with Verres s.p.a.

An Addressee who receives requests or offers, explicit or implicit, of such payments, must immediately inform the Compliance Officer (hereafter known as the CO) and suspend any relationship with the third parties involved pending specific instructions.

Exception to these rules only are gifts of modest value when attributable solely to acts of kindness within the limits of fair trade practices and are not expressly prohibited or, in any case, cannot influence the discretionary power or rather the independence of the third party.

- The Addressees who, whilst carrying out their duties and always relating to corporate objects and in accordance with company policies, find themselves in situations that can be, or believe could be, or even only seem to be, (for reasons of even only potential conflict or concordance of personal interests, or for any other reason) influential on the relations with third parties, must immediately inform the CO, together with their hierarchical seniors.
- The line of business carried out when acquiring job orders must be carried out in compliance with fair business principles, in the normal market environment and in fair competition with competitors, in continuous observance of the rules of law and applicable regulations. All information that Addressees become acquainted with when carrying out job orders shall be treated with utmost secrecy and used exclusively to carry out the assigned task.

- Relations with customers, public and private, are marked by a sense of responsibility and spirit of transparency and co-operation.
No claims shall be put forward towards customers if not considered tenable and legitimate.

Chapter 3 – Corporate management – Use of information

- The Addressees, of any qualification, involved in activities of creating the balance sheet are obliged to abide by the rules and regulations concerning truthfulness and clearness of data and evaluations.
- All the administrative bodies shall give their utmost and prompt cooperation to all controlling bodies that legitimately request them for information and documentation regarding the business trend.
- Company Directors shall refrain from adopting transactions in company shares, or rather other transactions in any case prejudicial to creditors, outside the cases allowed by the law and shall refrain from adopting behaviours anyway in conflict of interests with Verres s.p.a., or rather with another company of the Group.
- All information, not of public property concerning the company or other entities of the Group or their business activities or affairs, which an Addressee has knowledge for reasons of their functions or in any case their work relations, shall be considered confidential. Such information is strictly the property of these Entities and must be used only to carry out their business activities.
Addressees shall place the greatest care to avoid illegal circulation of said information.
- Addressees must neither use nor allow the use of any information not of public property regarding Verres s.p.a. or other entities of the Group or their business

activities or affairs, or rather regarding subjects that have business relations with the aforesaid, to promote or favour their own interests or those of third parties.

Chapter 4 – Relations with shareholders

- The main goal of Verres s.p.a. is to create value for the majority of its shareholders. Each Addressee, in observance with the fundamental principles mentioned above, shall direct their actions in pursuit of this goal.
- Verres s.p.a strongly condemns any violation of the rules and infringement of the principles of fairness, loyalty, transparency and legitimacy in its actions and regards such as decidedly contrary to its goal of increasing value as mentioned above.
- It is in the interest of Verres s.p.a. to establish a continuous dialogue with the majority of its shareholders. Relations with the shareholders are maintained exclusively by duly delegated company functions, in observance of the rules and procedures regarding the communication of company documents and information.
- The Directors of Verres s.p.a. shall encourage and make it easier for shareholders to fully participate at general meetings, at which all the Directors themselves will participate if possible.

Chapter 5 – Relations with third parties

- Business relations with third parties (customers, suppliers, external collaborators, partners, competitors, means of communication, civil and economic contexts both national and international) must be marked with loyalty and fairness, to protect company interests.

The same loyalty and fairness is likewise expected from third parties.

- Information supplied externally must be truthful, transparent and in keeping with the policies of the company and Group to which it belongs.

Relations with the press and means of communication in general shall only be maintained by duly delegated company functions, or with the explicit authorisation of said functions.

The addressees requested to supply any information externally regarding company or Group objectives on occasions of participating at conferences, public interventions and editing of publications in general, are obliged to obtain preventive authorisation from the appointed company functions.

- Addressees shall not simply refrain from behaviours and declarations that in any way damage the image of Verres s.p.a., but shall also promote the image of Verres by keeping to the correct behaviour they are bound.

- Relations with public institutes and first of all with the autonomous Valle d'Aosta Region shall only be maintained by duly delegated functions, or with the authorisation of said functions.

Gifts to representatives of the Region, the Government, as well as other public officials and public employees, also foreign, are only allowed when of symbolic value and are not expressly prohibited or, in any case, cannot influence the discretionary power or rather the independence of judgement.

- Verres s.p.a. shall not distribute direct or indirect contributions to political parties, movements, committees and political and trade union organisations, neither to their representatives, nor in any way support them.
- Verres s.p.a. evaluates its customers and selects suppliers and business partners to avoid any situation that may directly or indirectly favour organisations of terrorist or subversive origin.

Chapter 6 – Protecting the dignity, health and safety of workers – Protection of the environment

- Human resources are an indispensable contributing factor for the existence, development and success of the company. The professional competence and dedication of all its collaborators are fundamental values in achieving company goals.
- Verres s.p.a. is committed to improving expertise and stimulating the abilities and potential of its employees, in order that they can fully succeed in reaching their goals.
- Verres s.p.a. offers equal work opportunities to all its employees based on their specific professional qualifications and performance abilities, without any unlawful discrimination, in that qualified functions select, assume and manage employees exclusively based on a criteria of ability, competence and merit.
- Qualified company functions shall check that the work environment is, in addition to being suitable from a personal health and safety point of view, free from prejudices and that every individual is treated with respect, without any intimidation and in respect of their moral personal nature, avoiding unlawful conditioning and illegal hardships.
- Verres s.p.a. regards protection of the environment as paramount importance in its business activities and, therefore, directs its strategic choices in order to meet the principles of sustainable development and in this sense promotes environmental awareness of Addressees and third parties who enter into business with the company.

Chapter 7 – The Internal Control System

- Verres s.p.a. has adopted an Internal Organisational Model, which provides for the setting up of an inspection body called the Compliance Officer, a means that contributes to assuring that company business activities are carried out in observance with internal and external disciplinary rules. Consisting in a series of rules of behaviour, procedures and methods that allow it to adequately impede errors, frauds and risk factors, which may interfere with the correct execution of company activities, aimed at providing suitable protection for the shareholders and all persons, of various qualification, who interact with the company.

Chapter 8 – Method of implementation and circulation

- Verres s.p.a. intends making public the principles of this Code and, consequently, properly train its interlocutors regarding the commitments and obligations laid out by the Code itself.
- All the Addressees and interlocutors of Verres s.p.a. can report, verbally or written, any violation or suspicion of violation of this Code of Ethics to the Compliance Officer who will arrange for appropriate investigations to be made. In the same way, it is possible to request elucidations concerning the principles and contents of the Code itself.
- To make it easier to forward reports, these can be sent in one of the following ways:
 - by e-mail: CO@verres.com
 - by letter addressed to: Verres s.p.a., Via Glair, 36, 11029 Verres (AO) – Compliance Officer.
- The CO assures the confidentiality of the reporting person's identity in good faith and subject to law requirements.