



CODE OF ETHICS

Approved by the Board of Directors on 20th February 2018



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AGRIFORM Soc. Coop. Agricola

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AGRIFORM S.C.A. Code of Ethics

This code defines the commitments and ethical responsibilities undertaken by all associates of AGRIFORM S.C.A. in conducting business and carrying out company activities, whether they be directors or employees, regardless of their level or role.

AGRIFORM S.C.A. firmly believes that maintaining high ethical standards when carrying out its business is a fundamental key to success, representing a tool to promote its image and an essential asset to the company.

AGRIFORM S.C.A. has therefore decided to adopt its very own code of ethics, aimed at managing company activities through a code of conduct that is in line with the principles of correctness, integrity and honesty already shared by the company, formally defining its general principles of practice.

The present Code is to be considered binding upon AGRIFORM S.C.A. and upon the conduct of all its employees and associates. Furthermore, AGRIFORM S.C.A. requires that all companies with whom it has dealings (including any parent or controlled companies, associated companies or investee companies, its main suppliers, clients, etc.), maintain a standard of behaviour that is in line with the general principles laid down by this Code, without prejudice to their specific religious, cultural and social requirements.

The present Code also forms an integral part of AGRIFORM S.C.A.'s organisational, management and control model, pursuant to Italian legislative decree no. 231 dated 8th June 2001, concerning "provisions on the administrative liability of legal persons, companies and associations, including those without legal personality, pursuant to article 11 of Italian Law no. 300 dated 29th September 2000".

The present code of ethics consists of:

- the general principles governing relations with stakeholders, defining, in abstract terms, the fundamental values concerning AGRIFORM S.C.A.'s activities;
- the code of conduct for each category of stakeholder, providing specific guidelines and the rules to be followed by AGRIFORM S.C.A.'s employees and associates in order to ensure that the general principles are respected and to prevent the risk of unethical behaviour;
- the methods of implementation, describing the control model adopted to ensure that the code of ethics is correctly followed and continuously improved.

As the Code of Ethics needs to be effective and compulsory, it will be made available on the Company's website (**www.agriform.it**) and on company notice boards; a copy will also be given to all of the company's new employees and associates as soon as they are recruited, as well as to all individuals who have a relationship with AGRIFORM S.C.A.

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I. PRELIMINARY PROVISIONS

1.1 Introduction

AGRIFORM S.C.A. is a 'secondary' cooperative, bringing together some of the largest cooperative cheese producers in the North East of Italy.

AGRIFORM's membership structure includes some of the most important cooperative dairies in Italy's Veneto region, covering more than one thousand member farms. Farmers, each located in their respective area, are stakeholders of the Producers (dairies), who are themselves contributing members. In addition, there are also other producing members working in partnership and two members from the finance department who are involved with the cooperative's activities as financing members; the latter refer to the business entities of Banca Monte dei Paschi di Siena and Confcooperative (the Italian Federation of Cooperatives).

AGRIFORM S.C.A. does not have speculative purposes and is subject to the provisions set forth by the Italian civil code with regard to 'prevalently mutual' cooperatives.

AGRIFORM S.C.A. understands how important it is to make known the guiding principles that underpin its business.

1.2 Definitions

In the present Code, the following terms shall have the meanings stated below:

"Code"	the present code and any attachments, as integrated and amended over time;
"Associates"	this term refers to individuals who have an economic-financial relationship with AGRIFORM S.C.A. or any other coordinated and ongoing working relationship or project-based relationship with the company, mainly personnel and without a contract of employment (such as, by means of example but not limited to, project-based work, temporary work; induction; summer internship) or any other relationship covered by article 409 of the (Italian) Civil Procedure Code and casual workers, as well as any other person under the management or supervision of any individual holding a senior position at AGRIFORM S.C.A., pursuant to (Italian) legislative decree no. 231, dated 8th June 2001;
Addressee"	individuals to whom the present Code applies and, in particular, Employees, Supervisors, Associates and Company Representatives;
Employees"	individuals who have an employment contract in place with AGRIFORM S.C.A., including temporary or part time staff;
"Company Representatives"	this term refers to the chairman, the chief executive officer, the members of the board of directors, the members of the board of statutory auditors, the members of the executive committee (if present) and general managers (if present), whilst in office, as well as the members of any other company body of AGRIFORM S.C.A. which may have been created pursuant to article 2380 of the (Italian) civil code (as amended by Italian legislative decree no. 6 dated 17th January 2003) or in accordance with special laws. This term also refers to any individual holding a senior position at the company, meaning any person whose role involves representing, running or managing one of AGRIFORM S.C.A.'s organisational units that is financially and operationally independent, as per (Italian) legislative decree no. 231 dated 8th June 2001;

“Supervisory Committee”	the Supervisory Committee that has independent powers of initiative and control in accordance with (Italian) legislative decree no. 231 dated 8th June 2001;
“Supervisors”	any employee who is responsible for one or more of AGRIFORM S.C.A.’s departments, in accordance with the company’s organisational chart in effect at the time;
“Members”	the members of AGRIFORM S.C.A.

1.3 Scope of application and effectiveness of the Code

The provisions laid down by the present Code are applicable to the Addressees, unless otherwise specified by the Code itself and, in any case, without prejudice to any legal regulations and contract requirements which may be applicable to their relationship with AGRIFORM S.C.A. at the time (including national, regional and company collective bargaining agreements).

The present Code is also applicable to any third parties with whom AGRIFORM S.C.A. has dealings, in accordance with the law or with the agreements in place with said third parties and within the limits defined by the present Code.

1.4 How the Code applies to Employees, Associates, Supervisors and Company Representatives

Compliance with the present Code forms part of each Employee’s contractual obligations, also pursuant to and by effect of article 2104 of the (Italian) civil code.

Violation of this Code could represent a breach of contract and/or a disciplinary offence and, if appropriate, may also lead to compensation for any damage suffered by the Company as a result of said violation, in accordance with the applicable regulations and collective labour contracts in force at the time.

Addressees are under the obligation to comply with the provisions of the present Code both in their relationships with each other (so-called ‘internal’ relationships) and in their relationships with third parties (so-called ‘external’ relationships). More specifically:

- (i) Company Representatives shall base their conduct on the principles of the present Code when carrying out their management and supervisory duties;
- ii) Supervisors shall base their conduct on the principles set forth by the present Code and they shall also call for Employees and Associates to do the same. To this end, the conduct of Supervisors serves as an example to others. For the purposes of the present Code, all Supervisors are directly responsible for the coordination and/or supervision of the employees and associates under their control, monitoring their conduct in order to avoid violations of the present Code. More specifically, all Supervisors are under the obligation to:
 1. notify employees and associates, in a clear, precise and comprehensive way, of their obligations and, specifically, of the obligation to comply with legal regulations and the present Code;
 2. unambiguously notify their employees and associates of the fact that violations of the present Code are not only disapproved of, but may also represent a breach of contract and/or a disciplinary offence, pursuant to applicable legislation, and may therefore lead to sanctions;
 3. promptly report to their own superior on any findings as well as on any notifications received from their employees and associates regarding potential or actual violations of the present Code by any Employee or Associate;
 4. within the scope of their attributed roles and responsibilities, implement or promote the adoption of appropriate measures to avoid repeated violations and prevent any reprisal against their own employees and associates or any other Employee or Associate.

- (iii) Employees and Associates shall adapt their conduct in line with the principles set forth by the present Code and following any messages received from their Supervisors.

Supervisors shall fulfil their role and their relative duties in compliance with the provisions of the present Code, as well as with the implementation and control procedures adopted by the Company at the time.

To the extent necessary, AGRIFORM S.C.A. may also promote the implementation of the present Code among Addressees by making reference to it in their respective contracts, including specific clauses stating the individual's obligation to comply with the provisions of the present Code.

1.5 How the Code applies to Members

AGRIFORM S.C.A. wishes to earn the trust of its Members and, as such, continuously aims at enhancing the value of their production and the work that they carry out, as well as the historical social heritage that they represent.

AGRIFORM S.C.A. regularly provides its Members with transparent and comprehensive information, accurately explaining financial statement transactions.

The Members subsequently undertake to comply with the fundamental principles and provisions of the present Code of Ethics, taking into account its judicial, social, economic and cultural system of reference.

1.6 How the Code applies to third parties

Addressees dealing with third parties when carrying out their duties, must:

- (i) inform the third party of the obligations laid down by the Code, to the extent necessary;
- (ii) demand that the third party comply with the obligations of the present Code that directly relate to the activities of said third party;
- (iii) report to the Supervisory Committee on any third party behaviour that goes against the present Code or which, in any case, could provoke Addressees to violate the present Code.

AGRIFORM S.C.A. promotes the enforcement of the basic principles laid down by the present Code and, considering the judicial, social, economic and cultural system of reference, the company also promotes the application of this Code's standards to the third parties with whom AGRIFORM S.C.A. has dealings. The company may also do this by inserting specific clauses into the respective contractual frameworks, stating the third party's obligation to comply with the provisions of the present Code, within the scope of their own business activity and organisation.

II. GENERAL PRINCIPLES

2.1 Legality

One of the basic principles for AGRIFORM S.C.A. is compliance with the law and with the regulations set forth by the company's Articles of Association.

Within the scope of their roles and responsibilities, Addressees are under the obligation to comply with the regulations of the judicial system where they work (national, supranational or foreign) and must, in any case, refrain from violating laws, regardless of whether they are punishable with imprisonment, fines, administrative sanctions or any other kind of penalty.

To this end, each Addressee shall undertake to carefully gather all necessary knowledge on legal regulations that are applicable to their role and that are in force at the time.

In addition to the general principles of diligence and loyalty referred to by article 2104 of the (Italian) civil code, each Addressee shall also comply with the rules of conduct included in applicable collective labour contracts.

2.2 Morality

The quality and efficiency of the company's organisation as well as the reputation of AGRIFORM S.C.A. represent a priceless asset and they greatly depend on the conduct of each Addressee. Through their own conduct, all Addressees are therefore under the obligation to help protect this asset and, in particular, the company's reputation, both inside and outside the workplace.

More specifically, when carrying out their duties, each Addressee shall ensure their conduct is based on moral integrity, taking into consideration the various social, economic, political and cultural contexts in question. In particular, Addressees shall base their behaviour on the following values:

- (i) honesty, correctness and good faith, taking on the responsibilities that are inherent to their specific role;
- (ii) transparency, promptly processing all information in their possession and ensuring all communication and information is clear, complete, precise and properly shared.

2.3 Dignity and equality

Each Addressee recognises and respects each individual's personal dignity, privacy and rights relating to personality. Each Addressee works with men and women from different nationalities, cultures, religions and races. Sexual, personal or any other kind of discrimination, harassment or insults are not tolerated.

2.4 Professionalism

Each Addressee shall carry out their role in the professional manner that is required from the nature of the task at hand and the duties being performed. Each Addressee shall make every effort to reach the objectives assigned to him/her and shall diligently carry out any necessary detailed study and refresher training.

2.5 Reputation

The image and reputation of AGRIFORM S.C.A. represent a common asset which needs to be protected and promoted, also by circulating, sharing and upholding the values, principles and rules of conduct contained in the present Code.

2.6 Confidentiality

In compliance with relative legislation, AGRIFORM S.C.A. keeps any strategic or confidential information relating to its suppliers, partners and third parties strictly confidential. AGRIFORM S.C.A. also expects said parties to act in the same way.

III. EXTERNAL RELATIONS

3.1 Gifts and other benefits

When carrying out their duties, it is strictly forbidden for Addressees to directly or indirectly offer or give, or accept or receive from, third parties unauthorised gifts or other benefits, even during festivities (including sums of money, goods or various types of services). An exception is made for gifts of modest value directly attributable to normal business courtesy and which, in any case, cannot be interpreted by the other party or by an impartial third party as being aimed at acquiring or granting unfair advantages, or which do not give the impression of being illegal or immoral.

Should an Addressee receive a gift or an offer of a gift that does not comply with the above, they must immediately notify the Supervisory Committee in writing so the necessary measures can be implemented.

It is also forbidden for Addressees to solicit any kind of gift being offered or granted or accepted or received, even if of moderate value.

Any Addressee who draws up contracts with third parties when carrying out their duties must ensure that said contracts do not include or imply the need for gifts in violation of the present Code.

3.2 Customer relations

Customers form an integral part of AGRIFORM S.C.A.'s corporate assets.

AGRIFORM S.C.A. manages its customer relations in accordance with the basic principles and the standards of the present Code, taking into account their judicial, social, economic and cultural system of reference.

Contracts drawn up with customers are based on simple, clear and easy-to-understand criteria, thereby avoiding any deceptive practices and creating a solid relationship based on the general values of correctness, honesty and professionalism.

In the event of unforeseen circumstances, AGRIFORM S.C.A. shall undertake not to exploit the position of dependence or weakness of its counterparty.

In particular, it is strictly forbidden to directly or indirectly offer (or receive from) customers any money, objects, services, favours or other benefits which go beyond acts of normal business courtesy of moderate value and which may be interpreted by an impartial third party as being aimed at obtaining an advantage, even if not economical, contrary to legal requirements, regulations and the principles of the present Code.

Each Addressee must manage customer relations in accordance with the criteria of legality and morality and in compliance with the principles of professionalism and integrity, in order to strengthen the esteem held by said customers and boost their loyalty as a result.

To this end, Addressees are under the obligation to carry out their duties on behalf of customers with expertise, precision, caution, insight, dedication and efficiency, as well as remaining honest, fair, available and transparent.

In particular, Addressees are under the obligation:

- to comply with the customer relations procedures issued by AGRIFORM S.C.A.;
- to provide accurate, precise and exhaustive information to customers relating to the services provided by AGRIFORM S.C.A.;
- not to use false or misleading statements when selling or marketing products and services.

Promotion of AGRIFORM S.C.A. services must be fair, accurate and compliant with applicable laws. Objective statements must be based on facts. Any comparisons with competitors' services must be balanced, accurate and verifiable.

3.3 Rapporti con i fornitori

AGRIFORM S.C.A. manages its supplier relations in accordance with the basic principles and standards of the present Code, taking into account their judicial, social, economic and cultural system of reference.

AGRIFORM S.C.A. avoids situations which may jeopardise suppliers' business and, in a context of mutual trust and collaboration with its suppliers, aims at reaching common goals, both economic and ethical.

The supplier selection process is based on objective assessments, based on the principles of transparency, impartiality, fairness, quality, value for money, innovation, continuity, integrity, precision and ethical conduct and, where possible, suppliers are also selected to further enhance the local area, all in strictest compliance with EU, national and company regulations.

The fee payable to suppliers must be directly proportional to the services indicated in the relative contract. Payments can only be made to the counterparty stated in the contract, unless specifically agreed otherwise between the parties, and payments cannot be made to a different country from the one of the contracting parties or from where the contract is carried out.

It is forbidden for suppliers to directly or indirectly offer to AGRIFORM S.C.A.'s personnel or their relatives, and it is forbidden for AGRIFORM S.C.A.'s personnel to receive, money, goods, services, favours or other benefits which go beyond acts of normal business courtesy of moderate value and which may be interpreted by an impartial third party as being aimed at obtaining an advantage, even if not economical, and which, in any case, may be considered inappropriate under the circumstances.

AGRIFORM S.C.A. undertakes to promote health and safety standards amongst its suppliers and, in particular, shall protect the health and safety of suppliers carrying out work on AGRIFORM S.C.A.'s premises by taking appropriate preventive measures of an organisational and technical nature.

Addressees shall follow the supplier selection and procurement procedures set forth by company directives, as well as any applicable public tendering procedures in accordance with current legislation.

With regard to relationships involving tenders, supply or service provision to AGRIFORM S.C.A., Addressees, when carrying out their duties, must comply with the following regulations:

- (i) the Supervisory Committee must be notified of any personal interests involved in carrying out their duties which could lead to a conflict of interest;
- (ii) in the case of competitive bids, suppliers must not be favoured or hindered in any way and, in any case, they must be compared in a correct and fair manner, by adopting objective assessment and selection criteria and using transparent methods for this purpose. As a result, Addressees must not prevent any candidate suppliers who are in possession of the qualification requirements necessary at the time, from being potentially granted the supply contract in question;
- (ii) it is permitted to accept invitations from counterparties only if they are appropriate in terms of the reasons behind them and their scope, and if refusing them would be considered discourteous.

3.4 Relations with Partners

AGRIFORM S.C.A. is organised in such a way as to ensure the transparency of management decisions and, in general, of the most important company events, indiscriminately granting all stakeholders the same access to company information, also in order to avoid the misuse of said information.

AGRIFORM S.C.A. undertakes to ensure that all external information is true, delivered on time, transparent and accurate.

AGRIFORM S.C.A. complies with sound corporate governance rules in the interests of all stakeholders, thereby ensuring the integrity of its management team and a fair balance between the powers held by managers and stakeholder interests.

All transactions are completed under normal market conditions, in compliance with the criteria of substantial and procedural fairness in order to allow for transparent and objective valuation, in compliance with regulations governing national and cross-border intra-group transactions and by always applying justifiable market prices for the exchange of services.

When taking part in initiatives together with other parties, or when participating in joint cooperative groups, consortiums or in companies, associations and entities whose purpose is not in conflict with the corporate objectives set forth by the Articles of Association, or when carrying out any other transaction in line with the nature of the company, Addressees must:

- only ever establish relations with partners or other members who have a trustworthy business relationship, who base themselves on ethical principles that are equivalent to the ones followed by the Company and who operate in line with the Code;
- ensure that all agreements are transparent and avoid signing secret pacts or agreements that go against the law;
- promptly notify the company Department in charge should an investee company, joint venture, partner or member behave in a way that is in violation of the Code.

3.5 Relations with governments and public institutions

AGRIFORM S.C.A. bases and shapes its conduct on and in accordance with the same impartiality and sound performance expected of the Public Administration, meaning the group of public or private parties carrying out a “public function” or a “public service”, with whom AGRIFORM S.C.A. interacts when conducting its own business. These include, but are not limited to, local authorities (Municipalities, Provinces, Regions, etc.), INPS (Italian National Institute for Social Security), ASL (Italian local health authorities) and other independent Authorities, the Guardia di Finanza (Italian finance police), NAS (Italian food hygiene inspectors), the fire service, local police, certification bodies for compulsory certifications, etc.

Relations with public institutions are managed by Company Representatives who are authorised to do so, or by individuals who they have delegated to do so, in accordance with the present Code and with the Company’s Articles of Association and special laws, with particular reference to the principles of transparency and efficiency.

With regard to relations between the Code’s Addressees and the Public Administration, also through third parties, the following principles must be followed:

- it is always necessary to act in compliance with the law and fair business practices. Any conduct which, in order to create an advantage for the Company or to pursue its interests, may constitute a criminal offence, is strictly forbidden.
- when business negotiations are underway or a request or relationship is in place with the Public Administration, employees, associates and any individual acting on behalf of the company must not attempt to improperly influence decisions, nor must they try to persuade executives, officials (including officials negotiating or making decisions on behalf of the Public Administration), or employees of the Public Administration or their relatives or cohabitants, to act against their official duties, even if doing so would be to the advantage or in the interests of the Company.

By means of example but not limited to the below list, the Code’s Addressees must not, directly nor indirectly:

- take into consideration or propose employment and/or business opportunities which could personally benefit employees of the Public Administration;
- offer or in any way provide money, presents or gifts;
- exert unlawful pressure or promise any good or service;
- make false declarations before national or EU public bodies in order to obtain public funds, contributions or favourable financing terms or in order to be granted concessions, authorisations, licences or any other administrative act;
- alter the functioning of an IT system or an online system or manipulate data contained therein in order to obtain unfair benefits, causing damage to the Public Administration;

- spend sums of money received from public bodies in the form of grants, contributions or financing, for purposes other than those for which they were issued;
- solicit or obtain confidential information that could compromise the integrity or the reputation of both parties.

For the purposes of the present provision, conventional gifts of moderate value that are in proportion to the case at hand, are not to be considered.

3.6 Relations with political organisations and trade unions

Relations with political organisations and trade unions are managed by Company Representatives who are authorised to do so, or by individuals who they have delegated to do so, in accordance with the present Code and with the Company's Articles of Association and special laws, with particular reference to the principles of impartiality and independence, at both national and international level.

3.7 Media relations

Relations with the press, television and, in general, with all forms of mass media, are managed by Company Representatives who are authorised to do so, or by individuals who they have delegated to do so.

All external communications must obtain prior authorisation, in compliance with the company procedures in force at the time.

3.8 Competitors

Each Addressee is under the obligation to comply with fair competition and antitrust legislation.

In order to avoid any violation of the aforementioned legislation, Addressees have the duty of notifying the Supervisory Committee of any behaviour that aims at or causes the prevention of fair competition within the market, such as, but not limited to:

- establishing relations with AGRIFORM S.C.A.'s competitors in order to agree upon sale or purchase prices, amounts or other contractual terms and conditions;
- drawing up non-competition agreements, even verbal, with AGRIFORM S.C.A.'s competitors;
- agreements for taking part in tenders or supply contracts or for market-sharing (also with reference to customers, areas or production programmes).

AGRIFORM S.C.A.'s products and services must only be sold on the basis of their merits and the advantages they offer. Under the present Code, it is forbidden to falsely denigrate competitors or their products and services.

The Company recognises that competition is a fundamental driver of the Country's development and economic and social progress. To this end, when conducting its business, the Company makes sure that all general conditions for business freedom are respected, allowing other businesses to gain access to the market and compete on an equal basis, and it protects its own customers and service quality improvements deriving from fair competition.

The Company shall not deny, hide or delay in providing any information requested by antitrust authorities and by other regulatory bodies when performing their inspections. The Company shall actively collaborate with the authorities during investigation procedures.

IV. HUMAN RESOURCES

4.1 Ethics, honesty and transparency

AGRIFORM S.C.A. requests that all addressees of the Code of Ethics ensure that their conduct is compliant with the criteria of transparency, honesty and ethical integrity and that they behave respectably and with dignity. Ethical conduct also includes obeying all laws and regulations that are applicable to their role and abiding by the present Code of Ethics.

The Company requests that all addressees of the Code of Ethics are aware of and abide by the provisions of said Code, as far as their specific roles and responsibilities are concerned. The Company also requests that Addressees, depending on their personal capabilities, promote awareness of the Code among newly hired staff, as well as among other addressees with whom they are in contact for the purposes of their role.

Each addressee of the Code is required to have enough knowledge of the legal requirements relating to their duties to allow them to recognise any possible risks and understand the most appropriate behaviour to adopt in such circumstances.

4.2 Recruitment and professional training and development

Human resources represent a key element on the basis of which AGRIFORM S.C.A. pursues its objectives.

AGRIFORM S.C.A. adopts criteria based on merit, expertise and assessment of individual skills and potential when recruiting and managing its personnel.

AGRIFORM S.C.A. enhances and develops the skills and abilities of each Addressee, also by organising professional training and refresher courses. All Addressees complete the aforementioned activities with great care, flagging up the need for any further or specific training in order to allow the company to implement the necessary initiatives.

4.3 Equal opportunities

AGRIFORM S.C.A. aims at consolidating a work environment that is free from racial, cultural, ideological, sexual, physical, moral, religious or any other kind of discrimination, offering Addressees equal opportunities under equal conditions.

All Addressees are under the obligation to contribute to achieving this objective.

4.4 Work environment

Addressees work together to achieve common goals and undertake to create a peaceful, stimulating and satisfying work environment.

Within the work environment, Addressees shall behave in a way that is serious, ordered and respectable.

AGRIFORM S.C.A. requires that there be no episodes of harassment or intolerance within internal working relationships

4.5 Side activities

Addressees may carry out activities on the side, under the condition that they do not jeopardise their ability to carry out their work in favour of AGRIFORM S.C.A.

Addressees must, however, refrain from carrying out side activities (even on a voluntary basis) which go against the specific duties taken on with respect to AGRIFORM S.C.A.

4.6 Use of company equipment and premises

AGRIFORM S.C.A.'s corporate assets, in particular the plants and machinery in the workplace, are only to be used for service requirements, in accordance with applicable legislation.

Under no circumstances is it allowed to use corporate assets and, in particular, IT resources and network, for purposes that are against the law, public order or public decency, nor is it allowed to commit or provoke offences or, in any case, racial hatred, violence or the violation of human rights.

No Addressee is allowed to record or make audio-visual, electronic, paper or photographed copies of company documents, unless this falls under their normal scope of activity under the roles assigned to them.

4.7 Alcohol and drugs; smoking

Drugs and alcohol abuse are strictly forbidden in the workplace.

Without prejudice to legal provisions regarding smoking in the workplace, AGRIFORM S.C.A. shall take into particular consideration the needs of those asking to be protected from "passive smoking".

4.8 Free gifts, presents and donations

It is forbidden to give or offer public officials and public or private sector employees payments, material benefits and advantages of any other kind in order to influence or compensate their official duties.

V. CONFLICT OF INTERESTS

Addressees of the Code of Ethics must avoid situations in which conflicts of interest may arise between personal economic interests and the duties carried out within the Company, refraining from benefiting from their position in any way and always acting impartially and in the best interests of AGRIFORM S.C.A., taking into account the purpose of said company.

The Supervisory Committee must be immediately notified of any situation which could potentially give rise to a conflict of interests, or which, in any case, may compromise the ability of the Addressee to make decisions in the best interests of the Company. Such a situation will mean that the Addressee in question must refrain from carrying out any actions connected with or relating to the situation in question.

The above is without prejudice to the regulations governing conflicts of interests regarding the board of directors and supervisory bodies, in accordance with the law.

VI. ACCOUNTING AND INTERNAL CONTROLS

6.1 Accounting records

Accounting transparency and keeping accounting records in accordance with the principles of truthfulness, completeness, clarity, precision, accuracy and compliance with current legislation, represent a fundamental requirement for checks and controls to be carried out efficiently.

For every transaction, records must be kept together with appropriate support documentation, allowing for straightforward bookkeeping and the reconstruction of the transaction and identification of any responsibility.

Each Addressee is under the obligation to contribute to the prompt and correct registration of accounting entries concerning each management event.

Addressees are also requested to present adequate support documentation when filing any expenses to be reimbursed.

AGRIFORM S.C.A. condemns any conduct aimed at altering the accuracy and truthfulness of figures and information contained in the financial statements, official reports or in any other company communication required by law or disclosed to the public or addressed to a supervisory authority, the Board of Statutory Auditors or auditing firms.

6.2 Internal controls

The functionality and efficiency of a complex structure, such as AGRIFORM S.C.A.'s, requires the structure to function correctly at all levels; in order to guarantee this, a system of internal controls is in place, aimed at checking and managing the organisation of AGRIFORM S.C.A.

Within the scope of their assigned roles and duties, each Addressee is responsible for defining the control system and ensuring that it works correctly.

6.3 Reporting

Within an articulated structure such as AGRIFORM S.C.A.'s, the circulation of information must be managed according to the criteria of truthfulness, accuracy and promptness. To this end, all reporting, both internal (colleagues, associates, shareholders) and external (customers, suppliers, institutional stakeholders), must be meticulously prepared in compliance with said principles.

Furthermore, AGRIFORM S.C.A. fulfils all legal requirements, including those relating to reporting to the relevant authorities, with particular reference to supervisory authorities, and cooperates with said authorities to help them perform their duties, in accordance with applicable legislation.

VII. COMPANY POLICIES

7.1 Environmental protection

Protecting the environment and safeguarding natural resources are a priority for AGRIFORM S.C.A.

When carrying out their duties and activities, each Addressee must contribute to pursuing exemplary results in this area. At the appropriate venue and when carrying out its own industrial activities, AGRIFORM S.C.A. contributes to the promotion of scientific and technological development aimed at protecting the environment and safeguarding resources.

7.2 Health and safety in the workplace

Each Addressee's responsibility with regard to their associates and colleagues means that they must make every effort to provide protection from the risk of injury. To this end, technical planning of the work place, equipment used and processes must be based on the highest level of compliance with applicable workplace health, safety and hygiene legislation.

Each Addressee must take the greatest care in carrying out their own duties, strictly complying with all the safety and preventive measures in place, in order to avoid any potential risk to themselves and to their associates and colleagues.

7.3 Intellectual property and the development of new products

Protecting AGRIFORM S.C.A.'s intellectual property, including any patents, industrial secrets, trademarks, distinctive signs, technical and scientific knowledge, know-how and expertise developed over the course of company activity, is fundamental in order to maintain the company's competitive advantage.

Employees are under the obligation to define, protect, maintain and defend the Company's rights in all areas of intellectual property that are significant for the business, and exercise said rights in a responsible way.

In addition to protecting AGRIFORM S.C.A.'s intellectual property rights, the intellectual property rights of others must also be respected.

7.4 Copyright

A lot of the material used by directors, officials, employees and representatives for work purposes is protected by copyright legislation.

Copying, circulating or making changes to materials that are subject to copyright, without the permission of the holder of said rights, is illegal and forbidden under the present Code, with the exception of legal exemptions such as those relating to so-called "fair use".

Unauthorised copying of materials that are subject to copyright may result in violations punishable by civil and/or criminal sanctions. Even though copyright violation normally refers to the unauthorised copying of publications and other printed material, this may also cover the unauthorised use of photographs and graphic displays or designs. Normally, software programmes for computers are protected by copyright and are sold subject to the licence agreement which could limit their use.

No director, official, employee or representative may copy software or use software on different computers, unless the licence agreements allow for this or unless there is an applicable legal exemption in place.

7.5 Corporate social responsibility

Corporate social responsibility of companies operating both in Italy and abroad is recognised as being of great value and is shared by AGRIFORM S.C.A.

AGRIFORM S.C.A. conducts its business in compliance with social and moral obligations aimed at contributing to enriching the economical, intellectual and social spheres in each country and community in which it operates.

VIII. INFORMATION AND CONFIDENTIALITY

8.1 Information relating to AGRIFORM S.C.A.

No confidential information relating to AGRIFORM S.C.A., which an Addressee has obtained or worked on whilst carrying out their duties or as part of their activities in their relationship with the Company, may be used, disclosed to third parties or circulated for reasons other than those relating to the Company. Confidential information includes all data, knowledge, deeds, documents, reports, contracts, notes, analysis, drawings, photographs and any other material relating to the organisation and company assets, business and financial transactions, research and development activities, as well as to legal and business processes relating to AGRIFORM S.C.A.

The obligation of confidentiality remains in force even after the relationship with the company has come to an end, in compliance with applicable legislation.

All confidential information must be kept in places that are inaccessible to unauthorised individuals.

8.2 Personal data protection

When conducting its business, AGRIFORM S.C.A. processes the personal data of Addressees and third parties.

AGRIFORM S.C.A. requires that Addressees, within the scope of their role and duties, undertake to ensure that data processing is carried out in compliance with the legislation in force at the time.

To this end, the processing of personal data is only allowed to be carried out by authorised personnel in compliance with regulations and AGRIFORM S.C.A.'s internal procedures, which in turn have been drawn up in compliance with applicable legislation.

IX. ETI (Ethical Trade Initiative) principles

In carrying out its activities, AGRIFORM S.C.A. undertakes to respect the principles in the ETI (Ethical Trade Initiative) Base Code, developed internationally by an alliance of companies, trade unions and voluntary organisations with the purpose of improving working conditions. The respect of these principles and minimum measures is verified through the SMETA audit methodology, conceived by SEDEX, a leading non-profit organisation for the improvement of conditions in supply chains.

9.1 Employment is freely chosen

AGRIFORM S.C.A. repudiates forced, bonded or involuntary prison labour.

In this regard, AGRIFORM S.C.A. undertakes not to require workers to "deposit" sums of money. Workers are free to leave AGRIFORM S.C.A. after reasonable notice.

9.2 Freedom of association and the right to collective bargaining are respected

Workers, without distinction, have the right to join or form trade unions of their own choosing and bargain collectively. AGRIFORM S.C.A. adopts an open attitude towards the activities of trade unions and their organisational activities. Workers representatives are not discriminated against and have access to carry out their representative functions in the workplace.

Where the right to freedom of association and collective bargaining is restricted under law, AGRIFORM S.C.A. facilitates, and does not hinder, the development of parallel means for independent and free association and bargaining.

9.3 Working conditions are safe and hygienic

AGRIFORM S.C.A. undertakes to provide a safe and hygienic working environment, bearing in mind the prevailing knowledge of the industry and of any specific hazards. AGRIFORM S.C.A. shall take adequate steps to prevent accidents and injury to health arising out of, associated with, or occurring in the course of work, by minimising, so far as is reasonably practicable, the causes of hazards inherent in the working environment.

Workers shall receive regular and recorded health and safety training in the workplace, and such training shall be repeated for new or reassigned workers.

Workers have access to clean toilet facilities and to potable water and, if appropriate, sanitary facilities for food storage shall be provided.

AGRIFORM S.C.A., in keeping with the ETI Code principles, assigns responsibility for health and safety in the workplace to a senior management representative.

9.4 Child labour shall not be used

There shall be no recruitment of minors under 16.

Young persons under the age of 18 shall not be employed at night or in hazardous conditions. These policies and procedures shall conform to the provisions of the relevant ILO (International Labour Organisation) standards.

9.5 Living wages are paid

Wages and benefits paid for a standard working week meet, at a minimum, national legal standards or industry benchmark standards, whichever is higher.

AGRIFORM S.C.A. shall provide all workers with written and understandable information about their employment conditions in respect to wages before they enter employment and about the particulars of their wages for the pay period concerned each time that they are paid.

Deductions from wages as a disciplinary measure are not permitted without the express permission of the worker concerned. All disciplinary measures are recorded.

9.6 Working hours are not excessive

Working hours comply with the provisions of national laws, collective agreements and the ETI Code itself, whichever afford the greater protection for the worker.

Working hours, excluding overtime, are defined by contract and do not exceed 48 hours per week.

All overtime is voluntary. AGRIFORM S.C.A. undertakes to use overtime responsibly, taking into account the extent, frequency and hours worked by individual workers and the workforce as a whole. Overtime shall not be used to replace regular employment and shall always be compensated at a premium rate, which is recommended to be not less than 125% of the regular rate of pay.

The total hours worked in any seven-day period shall not exceed 60 hours, except for the circumstances below.

Working hours may exceed 60 hours in any seven-day period only in exceptional circumstances where all of the following requisites are met: It is allowed by national law; it is allowed by a collective agreement freely negotiated with a workers' organisation representing a significant portion of the workforce; appropriate safeguards have been taken to protect the workers' health and safety; and the employer can demonstrate that exceptional circumstances apply, such as unexpected production peaks, accidents or emergencies.

Workers shall be provided with at least one day off in every seven-day period or, where allowed by national law, two days off in every fourteen-day period.

9.7 No discrimination is practiced

AGRIFORM S.C.A. undertakes to ensure that there is no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership or political affiliation.

9.8 Regular employment is provided

AGRIFORM S.C.A. undertakes to ensure that, to every extent possible, work performed must be on the basis of a recognised employment relationship established through national law and practice.

AGRIFORM S.C.A. also undertakes to ensure that obligations to employees under labour or social security laws and regulations arising from the regular employment relationship shall not be avoided through the use of labour-only contracting, sub-contracting, or home-working arrangements, or through apprenticeship schemes where there is no real intent to impart skills or provide regular employment, nor shall any such obligations be avoided through the excessive use of fixed-term contracts of employment.

9.9 No harsh or inhumane treatment is allowed

Physical abuse or discipline, the threat of physical abuse, sexual or other harassment, verbal abuse, and other forms of intimidation are repudiated by AGRIFORM S.C.A.

X. IMPLEMENTATION

10.1 General provisions

Through its Code of Ethics, AGRIFORM S.C.A. wishes to further confirm its compliance with the highest ethical standards, in which it firmly believes and with which it identifies itself.

All Addressees of the Code of Ethics are under the obligation to comply and make others comply with the provisions of said Code of Ethics.

Compliance with the principles of the Code is to be considered an essential part of employees' contractual obligations, pursuant to and by effect of applicable legislation (article 2104 of the Italian Civil Code "employee diligence").

In order to ensure that the principles of the Code are followed, AGRIFORM S.C.A. ensures:

- (i) that the present Code is circulated as widely as possible and is well-known to all interested parties;
- (ii) that the present Code is properly explained and implemented consistently;
- (iii) that checks are carried out following notifications of violations of the present Code and that sanctions are imposed if violations have in fact occurred, in compliance with applicable legislation;
- (iv) that any kind of reprisal against those contributing to the implementation of the present Code is prevented and repressed;
- (v) that the present Code is updated regularly, on the basis of changing requirements over time, also in the light of the aforementioned activities.

Without prejudice to the duties assigned to company bodies in accordance with the law to the Supervisory Committee, all Addressees are under the obligation to implement and contribute to the implementation of the Code, within the scope of their own role and responsibilities.

10.2 Supervisory Committee

Checks into the correct implementation and compliance with the so-called 'Model', Code of Ethics and ETI principles are entrusted to the Supervisory Committee. For details of the selection and appointment of the Supervisory Committee, please refer to the 'Model'.

With specific reference to the present document, please find below a list of some of the tasks carried out by the Supervisory Committee, by means of example.

The Supervisory Committee:

- meets with the company departments in charge in order to encourage adequate information flows and training;
- collects notifications of alleged violations;
- carries out the necessary investigations, reporting back to the company departments in charge on their findings and ensuring that the correct sanctions are imposed;
- guarantees that the identity of the individual making the notification remains confidential, protecting them from any possible reprisals;
- makes its own observations on uncertainties about interpretation, on ethical problems which may arise during the company decision making process, and on alleged violations of the Code of Ethics which it becomes aware of;
- provides all possible information and explanations on the correct interpretation and implementation of the provisions included in the 'Model' or in the Code of Ethics;

- analyses and proposes the necessary updates to the Code of Ethics and internal procedures in order to adapt them to changing company requirements and to areas of risk in the light of applicable legislation on this matter;
- notifies the company bodies in charge of any violations of the 'Model' or of the Code of Ethics, making recommendations for the sanction to be imposed and double checking that the imposed measures have been duly applied.

The Supervisory Committee is appointed by the Board of Directors, with the latter defining its composition, its term of office and any remuneration due.

10.3 Violation of the Code of Ethics and incentives to follow the principles stated therein

Compliance with the standards defined in the Code of Ethics is to be considered an essential part of the responsibilities of the Company Bodies and of the Company's employees, as well as an essential part of the contractual obligations taken on by so-called 'Third Party Addressees'.

Violations of the norms set forth by the Code of Ethics will lead to the application of the sanctions provided for by the Disciplinary System and/or, with regard to Third Party Addressees, the sanctions included in their contract clauses. With reference to Directors and Statutory Auditors, there are different types of applicable sanctions ranging from a written warning, to a formal notice regarding the 'Model', to the termination of their appointment.

With reference to individuals holding a so-called 'senior' position within the Company, there are different types of applicable sanctions which, in order of seriousness, range from a verbal warning to a written warning, to suspension from service or from pay and to dismissal.

With reference to so-called 'employees', there are different types of applicable sanctions which, in order of seriousness, range from a verbal warning to a written warning, to suspension from service or from pay and to dismissal.

Lastly, with regard to Third Party Addressees who are under the obligation to comply with the 'Model' and the Code of Ethics by virtue of specific clauses included in their contracts, the failure to comply with the norms contained in the 'Model' and the Code of Ethics may lead to sanctions being imposed that consist of, in order of seriousness, a formal warning, a penalty or the termination of the contract.

In order to provide an incentive to comply with the principles included in the present Code of Ethics, on a yearly basis the Company defines an incentive plan and assesses its personnel also on the basis of their conduct and compliance with the Code of Ethics.

10.4 Reporting any violations of the Code of Ethics

If an individual who is under the obligation to comply with the 'Model' and the present Code of Ethics becomes aware of facts or circumstances that could potentially risk them being violated, then they must promptly notify the Supervisory Committee. The Company has created the necessary, dedicated communication channels in order to make it easier to report to the Supervisory Committee.

In particular, a dedicated email address has been created, odv@agriform.it, which can be used to send any notifications regarding any failure to fulfil the requirements of the present Code. This email address will also be used to receive anonymous notifications, or notifications for which it is impossible to trace the identity of the sender. In addition, notifications can also be made by sending a letter to the company's headquarters. This letter may also be anonymous.

In any case, the Supervisory Committee shall act in order to make sure that the individuals who have reported to them do not become the object of reprisals, discrimination or, in any case, penalization, ensuring that their identity remains suitably confidential.

A copy of the present Code can be found on the AGRIFORM S.C.A. website, at the address www.agriform.it, and it shall be circulated among the addressees using the method considered most suitable at the time in order for it to be distributed effectively.



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