



THE ITALIAN  
TECHNOLOGY  
EXPERIENCE

Code of ethics

## CONTENTS

### Preamble

### Introduction

- A) Presentation of the Network
- B) Definitions

### Network Member Companies

- I General principles
- II Specific principles
  - 1) Management of the business in general.
    - 1.1 Honesty and integrity in relationships.
    - 1.2 Fair competition.
    - 1.3 Ban on giving/receiving gifts or other benefits.
    - 1.4 Conflict of interests.
    - 1.5 Elaboration of confidential and privileged information.
    - 1.6 Care in commercial transactions and ban on operations aimed at money laundering.
    - 1.7 Protection of Personal Data.
  - 2) Rapports among Network Member Companies.
    - 2.1 Protection and valorization of human resources and of the Member Companies.
    - 2.2 Obligations of the Network Member Companies.
    - 2.3 Use of the goods belonging to the Network and IT instruments.
  - 3) Relationships with the Public Administration.
    - 3.1 Relationships with the Public Administration.
    - 3.2 Relationships with Judicial Authorities and with Authorities having inspection powers in the realm of inspections, access, assessments made by such Authorities.
  - 4) Relationships with Third Parties.
    - 4.1 Suppliers.
    - 4.2 Customers.
    - 4.3 Relationships between Network Member Companies and the Network.
    - 4.4 Political organizations.
    - 4.5 Environmental protection.
  - 5) Behavior in administration management.
  - 6) Execution and Control.
    - 6.1 Body responsible for the execution and control of the Code of Ethics.
    - 6.2 Modalities of actuation and control.
      - 6.2.1 Actuation.
        - 6.2.1a Communication and training.
        - 6.2.1b Interpretational issues related to the Code of Ethics.
        - 6.2.1c Modifications and revisions.
        - 6.2.1d Conflicts with the Code of Ethics.
      - 6.2.2d Interpretational issues related to the Code of Ethics.

## Preamble

The Network called Tissue Italy, in compliance with the criteria of correctness, transparency and good faith, drafts the following Code of Ethics in the intent to pursue its management and organizational goals according to criteria in compliance with law regulations.

The Code of Ethics (hereinafter also "Code") is the Network's "Constitutional Charter" listing the moral rights and obligations that define the ethical-social responsibilities to be followed by every participant of the Network.

The Code of Ethics is an official document of the Network and is annexed to the Network Contract.

For the whole of the Network Member Companies, the Code of Ethics represents the codification of the control policies of individual behaviors. The Code of Ethics is an effective means to prevent irresponsible or unlawful behavior by the Network Member Companies and by those acting in the name and on behalf of the Network because it introduces a clear and explicit definition of the ethical and social responsibilities of the Network Member Companies as well as of its collaborators and suppliers, even occasional.

The Code of Ethics is the main instrument through which to implement ethics within the Network and is a means that guarantees fair and effective management of transactions and of human relations, that supports the Network's reputation so as to create trust both among the Network Member Companies as well as towards third parties.

Observance of the Code by all those participating in the Network or having rapports with the Network is hence of foundational importance; for this reason, the Code will be disseminated through appropriate instruments.

## Introduction

### A) Presentation of the Network Contract (N.C.) and of the Network

The N.C. is an associative contract that gives rise to a Network having legal status, whose Network Program is the one defined in the N.C., to which the present Code of Ethics is annexed and constitutes an integral and important part.

### B) Definitions

- "Code": the present Code of Ethics;
- "Law Decree no.231/01": Italian Legislative Decree n. 231 of 8 June 2001, establishes the "Regulations on the corporate social responsibility of legal entities, companies and associations, including those without legal status, as per the terms of Article 11 of Law No. 300 of September 29, 2000", and introduces the corporate social responsibility of legal entities, companies and associations, including those without legal status, for certain types of crimes committed to their advantage and in their interest by persons holding roles of representations, administration or direction of the entity and by subjects under their direction or supervision;
- "N.C.": the associative Network Contract called Tissue Italy;
- "C.D.": the Network's Steering Committee.

## Recipients

Recipients are all those subjects to whom the Code is addressed, both in Italy and abroad, i.e., the members of the Network Organs (Partners' Meeting, Steering Committee, Network President/Manager), the Network Member Companies, the consultants and suppliers of the Network.

### I) General principles

In its activity, the Network is inspired by the deontological regulations mentioned in the present Code and has as unalienable principle the respect of current laws and regulations, in addition to what is set forth in the N.C. itself.

At the basis of this document is a long-term commitment that flanks and gives ethical foundations to the Network's economic goals of industrial development, pursuant to the Project illustrated in the N.C. itself.

The Network does not hold business relationships with those whose activity is not inspired by the foundational principles of the present Code.

Specifically, the Network promotes and disseminates to its Recipients the behavior norms compliant with criteria of legitimacy, loyalty professional correctness and rigor, aimed at preserving respectability and image, as well as maintaining clear and transparent relationships with its Associates.

The Network pursues the following primary goal: the valorization of technology produced in the field of Tissue in Italy in the different industrial districts, the valorization of the territory where these technologies are produced, designed and developed as well as the defense and development of employment.

The behaviors necessary for the attainment of such goals must be based on the criteria described above, both for what concerns internal Network rapports as well as in relationships with external parties.

The Network has also recommended all the Partners of the Network Member Companies to behave with diligence, accuracy, impartiality and honesty, not only in the performance of their tasks but also in relationships between members and in relationships with third parties.

The Network condemns any form of discrimination and/or abuse in the realm of internal and external rapports.

Furthermore, it complies with the principle of responsibility, according to which every individual Member Company, based on its own position, is competent and responsible for its own actions and omissions.

The Network caters with particular regard to the satisfaction of visitors to the Event, being inspired by models of excellence.

## II) Specific principles

The Network's activities are inspired by the ethical provisions mentioned in the present Code and its essential principle is to respect binding laws and regulations in addition to what is set forth in the N.C. itself.

### 1) Management of the business in general

#### 1.1 Honesty and integrity in relationships

Network Member Companies must show a behavior that is aligned with the Network Program that can never be translated, albeit finalized at the pursuit of the Network Program, in actions contrary to the law, to current norms in force, or to the rules dictated by the N.C. adopted with reference to the individual functions defined in the N.C., both in regards to the other Network Member Companies as well as to third parties.

In relationships between the Network and third parties and in rapports with the Public Administration, all Recipients must act pursuant to ethical principles and to applicable laws, with explicit ban to recur to unlawful favoritisms, collusive practices, corruption or solicitation of advantages for themselves or for others.

Network Member Companies are held to face any problem that may arise with the utmost transparency, correctness and loyalty, with spirit of collaboration towards the other Network Member Companies, performing their actions with diligence within the Network.

The Recipients, the Network Member Companies and the subjects making any purchase of goods or services on behalf of the Network must act in full respect of the criteria of correctness, transparency, economy, quality, lawfulness, working with due diligence.

The Network and its Network Member Companies pledge not to consciously entertain, either directly or indirectly, financial, economic and commercial rapports with subjects that violate in any way the norms regarding protection of underage work and protection of women and/or exercise activities of unlawful procurement or use of the workforce through immigrant trafficking or slave trade.

#### 1.2 Fair competition

In relationships with customers and suppliers, the Network and its Network Member Companies pledge to respect the principles and laws that govern the protection of competition, facing the markets in legal and correct fashion, trusting in the quality of their products and in full respect of contract contracts.

#### 1.3 Ban on giving/receiving gifts or other benefits

Regarding rapports with the Public Administration, it is not allowed to offer directly or indirectly money, gifts or benefits of any nature whatsoever, to directors, managers of employees of customers, suppliers, consultants, for the purpose of influencing them in the performance of their duties and/or to receive unfair advantages.

Acts of commercial courtesy are allowed as long as these are of modest values such as not to compromise the integrity or the reputation of one of the parties or to be interpreted by an impartial observer as finalized at obtaining undue advantages and/or in improper fashion.

The members of the Steering Committee (S.C.) of the Network and its Network Member Companies must not accept,

even during the holiday season, gifts or other benefits for itself or for others, except for customary gifts of modest value and/or ascribable to normal correct rapports of courtesy, and in any case such as not to compromise the integrity or the reputation of one of the parties or to be interpreted by an impartial observer as finalized at obtaining undue advantages and/or in improper fashion.

The Network Member Company or its representatives who receive gifts or other benefits of non-modest value and in any case different from what is set forth above, must give prompt notice through written communication to the Network's S.C. who can establish the restitution thereof. If this is not possible, the gift shall be placed at the disposal of the Network Member Companies.

#### 1.4 Conflict of interests

Every Network Member Company must avoid situations and decisions that may entail real or apparent conflicts of interest with the Network.

This prescription is to be extended also to activities performed by the Network Member Companies outside the time dedicated to performing the activities set forth in the Network Program, should these appear to be in conflict with the Network's activity.

By way of example and by no way of limitation, the following situations can determine a conflict of interests:

- accepting money or favors from persons that have undertaken or intend undertaking business relationships with the Network;
- taking advantage of one's corporate role (for example, a member of the Network's S.C.) for the realization of interests in contrast with those of the Network;
- using information acquired as a Network Member Company in contrast with the interests of the Network.

Any situation that can constitute or determine a conflict of interests must be promptly communicated to the Network within and no later than 30 days from its taking place.

#### 1.5 Elaboration of confidential and privileged information

Every piece of information and other material obtained by the Network Member Companies in relation to their activity within the Network cannot be disseminated externally unless duly authorized in advance.

By way of example and by no way of limitation, the following are considered confidential information: business projects, including commercial, industrial and strategic plans, information concerning know-how and technological processes, financial operations, operational strategies, investment and divestiture strategies, accounting, financial and economic data, personal Member Company data and databanks relative to customers, suppliers, collaborators. The obligation not to disseminate confidential data remains even after the end of the charge as member of the S.C. or the quality of Network Member Company, except in the case that the information is already of public domain.

All the documentation (including copies) generated within the Network, every piece of information and other material obtained by the Associates due to their position within the Network or due to the fact that they hold business rapports with it, are and remain the exclusive property of the Network.

All Network Member Companies must destroy the a-m documents, information and material upon dissolution of the N.C..

#### 1.6 Care in commercial transactions and ban on operations aimed at money laundering

Network Member Companies must never perform or be involved in activities that imply the possession of stolen goods, laundering (i.e. acceptance or processing) and the employment of revenue, goods or benefits deriving from criminal activities in any form or modality whatsoever.

The Network, just like any Company belonging to it, must always comply with applicable legislation regarding anti-money laundering norms and the fight against organized crime - both national and international - also being careful that the operations it is involved in do not present - even partially - the risk of favoring the receipt or use of money or goods deriving from criminal activities.

The S.C. and each Network Member Company are held to strictly follow the laws, strategies and procedures of the Network in any economic transaction.

#### 1.7 Protection of personal data

In the performance of its business activity, the Network collects a substantial quantity of personal data and confidential information that it pledges to process in compliance with all current laws in force and through the best practices applied regarding confidentiality and privacy.

## 2) Rapports with Network Member Companies

### 2.1 Protection and valorization of Network Member Companies

The honesty and professionalism of the Network Member Companies are foundational values and conditions for the attainment of the goals illustrated in the Network Program.

In particular:

- for the protection of safety, health and integrity and the prevention of discriminations, in particular for race, sex, age, nationality, religion, personal beliefs, political opinions, state of health, personal and social conditions, as well as the prevention of abuses of all types;
- for the offer by each Member Company of equal opportunity in carrying out the Network Program;
- the definition of roles, responsibilities, mandates and availability of information appropriate so that each Network Member Company may perform its tasks in the interests of the Network itself.

The Network Member Companies are requested to collaborate in an atmosphere of decorum and mutual respect of each individual's dignity.

### 2.2 Obligations of the Network Member Companies

The Code is an integral and substantial part of the N.C.

Consequently, the Network demands that all Network Member Companies strictly observe the regulations of the Code. Any violation of its regulations shall be sanctioned.

The Network Member Companies must hence:

- 1 - completely adopt the regulations of the Code regarding their specific activity as established in the Network Program;
- 2 - adopt actions and behaviors coherent with the Code and abstain from any conduct that may damage the Network or compromise the honesty, impartiality or reputation of the other Network Member Companies; cooperate fully in any investigations performed in relation to violations of the Code, maintaining the strictest confidentiality about the existence of such investigations and actively participate, where requested, in auditing activities on the functioning of the Code.

The Network shall do all it can to ensure that the Network Member Companies do not create types of violations that can entail the application of one of the financial sanctions or bans set forth by Law Decree no. 231/01 (where applicable), in the event that such violations are being created to the advantage of or in the interest of the Network.

### 2.3 Use of the goods of the Network and IT instruments

Strictly follow the procedures and strategies of the Network regarding IT security and the security of personal data.

## 3) Relationships with the Public Administration

### 3.1 Relationships with the Public Administration

Relationships with the Public Administration must be based on the utmost transparency, clarity and correctness and must be such as not to induce into partial, distorted, ambiguous or misleading interpretations any public institutional figure with whom rapports are being undertaken, in respect of reciprocal roles.

Contacts with the Public Administration, Italian or foreign, are limited to persons specifically and formally authorized by the Network to deal with or have contacts with such administrations, public executives, entities, organizations and/or institutions.

It is forbidden to allocate contributions, grants or financings obtained from the State or from other public entities to purposes different from those for which they were allotted, even if these are of modest value and/or amount.

The N.C. also condemns any behavior aimed at pursuing, by the State or other Public entity, any type of contribution, financing or facilitated loan or other disbursement of the same type, through altered or falsified statements and/or documents, or through omitted information or, more generically, through artifice or trickery, including those performed through an It or telematics systems, aimed at duping the entity disbursing the sum.

### 3.2 Relationships with Judicial Authorities or with Authorities having inspection powers in the realm of inspections, access, assessments performed by such Authorities.

The Network acts in full respect of the law and does not obstruct, within the limits of its competences, the correct administration of Justice.

#### 4) Relationships with Third Parties

##### 4.1 Suppliers

The network demands that suppliers holding contract rapports with it act in full respect of the rights of people, of workers and of the environment.

To be pointed out, by way of example, the Network demands that suppliers abstain from using child or underage labor and from discrimination, abuses or coercions to the detriment of workers, and that they respect environmental norms.

Selection of suppliers and the drafting of purchase conditions of goods and services for the Network is dictated by the values and parameters of competition, objectivity, respectability, correctness, impartiality, price equity, quality of the goods and/or of the service, attentively assessing assistance guarantees and the offer scenario in general.

Purchase processes must be based on the quest for maximum competitive advantage for the Network and the pursuit of the Network Program and on the loyalty and impartiality in regards to every supplier in possession of the requirements demanded.

In particular, the Network's S.C. must:

1 - not exclude the possibility by any supplier who has the requirements demanded to compete for the creation of offers, adopting objective and documentable criteria in the choice of candidates;

2 - assure sufficient competition in the choice of the supplier.

In detail, the S.C. who acts in the name and on behalf of the Network cannot:

3 - receive any form of payment by third parties for the execution of an action that falls within its duties or contrary to its tasks;

4 - accept any form of conditioning by third parties external to the Network. To guarantee maximum transparency and efficiency in the purchasing process, the Network must also set up, through the S.C., traceability procedures.

The products and/or services purchased must be justified by concrete needs expressed by the Network, motivated and resulting from internal facts in regards to the purpose of the purchase, the identification of the person requesting it and the authorization process for the purchase, within the limits of the available budget and in any case in contract with and based on the Network Program.

At the end of the rapport, and in any case before payment of the related invoice, pro-share, the Network and the Network Member Companies shall verify the quality, congruity and promptness of the good and/or service received and the fulfillment of all obligations assumed by the supplier.

The stipulation of a contract with a supplier must always be based on extremely clear relationships, avoiding, where possible, the assumption of contract limitations that entail forms of mutual dependency.

Sharing the Code represents the necessary prerequisite for establishing and maintaining relationships with suppliers.

The Network's S.C. - in the event that it becomes aware of the fact that a supplier, in the performance of its activity for the Network, has adopted behaviors that are not in line with the contents of this Code - can take appropriate measures up to the interruption of the current rapport and, in any case, to the preclusion of any other occasions for collaboration.

##### 4.2 Protection of the Market and of Customers/Visitors of the Event in the realm of Tissue

Network Member Companies, based on the pursuit of the Network Program, in the realm of relationships with Customers/Visitors and in full respect of internal procedures, must favor the utmost satisfaction of the criteria of maximum collaboration, availability, professionalism, transparency, confidentiality and protection of the privacy.

The Network and all its Network Member Companies pledge to:

- not create disturbances in the tissue market, not to agree on prices of the machines, values and services and any other element that may create or give the idea of or seem like a cartel operation among Companies associated with the Network, and to allow customers to be fully autonomous in choosing freely.

The Network pledges to guarantee appropriate quality standards of the services for the establishment and execution of the Network Program. Such standards are object of periodical monitoring by all the Network Member Companies and by the S.C..

Communications to customers/visitors are based on clarity and comprehensibility and comply with current laws in force. The Network does not recur to elusive or irregular practices and supplies customers/visitors complete communications in order not to neglect any relevant element for the final decision by the customer/visitor.

#### 4.3 Relationships between the Network and Network Member Companies

The Network demands that Network Member Companies adhere to the values expressed in the Code of Ethics and show fair competition in the attainment of goals, in absolute respect of the law and of current norms.

The Network abstains from behaviors that may result prejudicial for the integrity, autonomy or the image of the Network Member Companies.

The circulation of information within the Network must be performed in compliance with the criteria of truthfulness, correctness, completeness, clarity, transparency, in full respect of the activity of each Network Member Company.

#### 4.4 Political organizations

The exponents and representatives of the Network Member Companies may be involved in political activities only if this participation takes place on a personal basis, during their free time, at their own expense and in compliance with the laws in force.

The Network cannot make direct or indirect contributions, in any form whatsoever, or designate funds and financings in support of political subjects.

#### 4.5 Environmental protection

In the performance and execution of its Network Program, the Network adopts an environmental management system that complies with national and international norms.

### 5) Behavior in administration management

Regarding registration of revenues and payments, every operation and transaction must be first of all functional to the pursuit and the attainment of the Network Program, legitimate, authorized, coherent and congruous so as to make verification of the decision-making, authorization and actuation process possible.

The Network demands that the members of the Network's S.C. hold a correct and transparent conduct in the performance of their roles, above all in relation to any request made by the Network Member Companies.

The members of the Network's S.C. must never hold any behavior aimed at causing damage to the integrity of the Network's heritage.

### 6) Execution and Control

#### 6.1 Body responsible for the execution and control of the Code of Ethics

The role of surveillance of the observance and functioning of the Code of Ethics lies with the Network's S.C..

The Network Member Companies that should become aware of violations to the principles of the Code or of other events susceptible to altering its scope and efficacy are held to promptly notify these.

Among the tasks of the S.C. is that of promoting the diffusion of the Code among the Network Member Companies and of supplying assistance to those who notify non-compliant behaviors, making sure the Network protects them from pressures, interferences, intimidations and retaliation.

#### 6.2 Modalities of actuation and control

##### 6.2.1 Actuation

##### 6.2.1a Communication and training

In order for all the Network Member Companies to become aware of the Code and in order for it to become a binding force, the Code is:

- unanimously approved by the Partners' Meeting and disseminated within the Network, delivered in copy to the Network Member Companies;
- diffused and shared externally to the Network through specific informative document by placing the Code on the Network's website.

Furthermore, in order to allow full effectiveness of the Network's Code, the S.C.:

- guarantees prompt diffusion among the Network Member Companies of the Code and of its subsequent updates and modifications;
- supplies the Network Member Companies with appropriate training and information support, also for the purpose of solving interpretational doubts relative to regulations contained in the Code of Ethics;
- guarantee that the Network Member Companies that should notify violations to the Code are not subjected to any form of retaliation;
- proposes to the whole of the Network Member Companies the adoption of fair sanctions, in proportion

to the type of violation of the Code of Ethics in full respect of law and contractual regulations applicable to every individual company;

- sets up periodic assessments in order to ascertain respect of the Code's norms.

The Network encourages constructive contributions to the contents of the Code by the Network Member Companies both in the execution phase and in the subsequent phase, should deficiencies or the need for an update be demonstrated (following evolutions in norms or in established international practices, as well as due to experience acquired in the application of the Code), notified to the S.C..

6.2.1b Interpretational issues related to the Code of Ethics

For issues related to the interpretation and application of specific norms or for clarifications on the Code, the Network Member Companies shall decide based on absolute majority of the Network members.

6.2.1c Modifications and revisions

The Code may be subjected to revision by the Network Member Companies and every update, modification or integration of a substantial nature must be approved by all the Associates of the S.C. through absolute Majority.

Furthermore, the S.C. has the faculty of making any modifications of an exclusively formal nature, on condition that it remains unchanged in its substance. All the Network Member Companies must be promptly informed of any and all such modifications or integrations.

6.2.1d Conflicts with the N.C.

In the event that even just one of the precepts of the Code should enter into conflict with the regulations set forth in the internal regulations or the procedures of the N.C., the N.C. shall prevail over the Code of Ethics.

**Signed:**

Mauro Celli - Alessandro Mennucci - Pierluigi Renieri - Giovanni Gambini - Stefano Di Santo

Marco Domenico Giovanni Dell'Osso - Sergio Casella - Marco Calcagni - Andrea Tonini - Matteo Gentili

Domenico Piazza - Massimo Franzaroli.