

# Code of Ethics

## **BRIANZA PLASTICA SPA**

**Annex to the Organisational, Management and Control Model  
(pursuant to Legislative Decree no. 231 of 8 June 2001, and also in  
implementation of article 30 of Leg. Decree no. 81/2008)**

Rev. 1 of 18/06/2012

Approved by the BOARD OF DIRECTORS

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## **GENERAL INFORMATION**

In line with its policy, the company has prepared this document with the aim of prescribing the principles of conduct and action that must govern the activity of every director, manager, employee and collaborator/contractor of the Company.

These principles, referred to in the dedicated section of the Organisational, Management and Control Model, are reproduced in this Code of Ethics and each director, manager and employee of the Company is required to personally follow them and ensure that they are followed.

The application of these principles constitutes a condition of belonging to Brianza Plastica SpA.

## **QUALITY, HEALTH AND SAFETY POLICY**

Brianza Plastica SpA is convinced that the organisation's success is closely linked to an integrated management of the processes needed to meet the customers' requirements, both in terms of product and service conformity and respect for the health and safety of its employees.

The main aims are:

1. Customer Satisfaction: the key to success lies in complete Customer Satisfaction → to best meet the needs of Customers with the product and service;
2. Professional integrity: loyalty and fairness in relations and complete sharing of the company objective; improving sensitivity, the spirit of collaboration and attention of all staff to quality aspects;
3. Compliance with laws: to comply with the prescribed laws, regulations, standards, and commitments applicable to the product/service, to Occupational Health and Safety and to the Environment;
4. Accident Reduction: the objective of achieving zero accidents and occupational diseases from the point of view of prevention, through the definition of a Health and Safety Management System in compliance with the OHSAS 18001 requirements, and an Organisational, Management and Control Model suitable for having an effective exemption from administrative liability pursuant to Leg. Decree no. 231 of 08/06/2001 as amended.
5. Cost containment: to optimise the company processes in order to reach the maximum level of effectiveness and efficiency;
6. Continuous improvement: to continuously improve the processes and products in order to maintain a high level of competitiveness.

Brianza Plastica S.p.A. sees quality as a response to the needs of the Customer, and as an integral part of an indissoluble combination, which for our industry translates into conformity and reliability of the product, prompt and effective before/after sales service. The involvement and training of personnel, the availability of adequate resources (systems, test equipment and materials), the selection and growth of qualified suppliers are the strengths for achieving the quality objectives.

Brianza Plastica S.p.A. considers the health and safety of its employees to be the first commitment in the management of its activities. This objective is pursued by complying with the current legislation and applicable standards and by defining improvement procedures and plans aimed at preventing the possible occurrence of unwanted events such as accidents and occupational diseases. These documents are an integral part of the Organisational, Management and Control Model (Leg. Decree no. 231/2001) approved by the Board of Directors.

Brianza Plastica SpA is aware of the importance of preventing environmental crimes involving administrative liability with regard to the application of Leg. Decree no. 231, which can be summarised in offences concerning the following aspects:

- Wastewater discharges and atmospheric emissions;
- Pollution of the soil, subsoil, surface water or groundwater;
- Collection, transport, recovery, disposal, trade and intermediation of waste;
- Management of radioactive waste;
- Management of ozone depleting substances;
- Trade in protected species (flora and fauna);
- Habitat deterioration.

For this reason, it analyses and assesses the risks in order to precisely identify the potential existence of individual environmental crimes and to assess the risk that these crimes may be committed. This assessment is carried out through an analysis of the company processes with the support, if necessary, of specialised external personnel.

The Quality, Health and Safety and Environmental commitments are translated into annual plans of measurable objectives and indicators, which are assigned to the various levels of the organisational structure.

General Management redefines and assigns the objectives during the Review of the Quality, Health and Safety Management System. On this occasion, it disseminates them to the main company functions.

The Quality, Health and Safety Policy is implemented daily by all personnel and under the constant attention and supervision of the Quality, Health and Safety Manager; periodically (ref. "Management Review" procedure and "Training and Development" procedure) General Management organises meetings to disseminate the principles, objectives and commitments for managing these aspects. General Management encourages the application, improvement and development of the system and ensures that the contents of the manual, the Procedures and Instructions are disseminated, understood and shared by all employees and collaborators.

## **PRINCIPLES OF CONDUCT**

Brianza Plastica SpA believes that the fundamental values that its directors, managers and employees share are professional commitment, respect for people, integrity, loyalty, solidarity, fairness and respect for customers and others in general. These values constitute the code of conduct of each of them.

The Principles of Conduct listed below are the cornerstone indispensable for every employee and collaborator of Brianza Plastica SpA, in order to work with passion, enthusiasm and positive energy.

**a) Professional commitment** is necessary for enabling all internal and external collaborators to use their skills and to put their experience to good use, to better themselves over time and to carry out their duties. It consists of the permanent implementation of the skills and expertise acquired and their updating. It requires personal commitment and the willingness to carry out the designated tasks and to acquire the required knowledge.

Adequate professional commitment is fundamental for achieving the Health and Safety objectives that the company has set itself, and also for preventing the pollution and protection of the external environment.

- b) Respect for people:** the accomplishment of company activities cannot be separate from the professional and individual development of everyone; the respect for people is an absolute requirement for the individual and professional development of each individual. It is applied in the field of personnel management and implies respect for pluralism and cultures, as well as openness to all origins. It is manifested through listening, information, explanation and dialogue. For the Company, the quality of people is fundamental to the creation of value. This is why it is necessary for everyone to work consistently, transparently and responsibly, favouring teamwork and conveying a positive attitude. Brianza Plastica SpA achieves its goals by working in a healthy environment, with total respect for the people who work there.
- c) Integrity.** A serious approach and respect for honesty are the basis for building one's professional activity, with regard to both internal and external collaborators and in relations with third parties, whatever the local practices. Dedication to one's work must not involve the pursuit of personal interests, but rather be the fruit of the common objectives of Brianza Plastica SpA. In a vision of sustainable growth, the company is committed to spreading the culture of respect for the environment, the territory and health. It bases its work on economic sensitivity, on planning its activities carefully, on monitoring the results and continually seeking the balance between effectiveness and efficiency.
- d) Loyalty** requires rectitude and fairness in relations with superiors, colleagues, subordinates and external collaborators. In particular, it prohibits the search for personal ends that are in contradiction with the objectives pursued by the Company. It entails compliance with the internal rules and regulations of the Company, with a transparent behaviour towards everyone on all occasions.
- e) Participation** is based on the sense of responsibility of everyone, within their own professional environment, in ruling out individualistic behaviour and promoting the enhancement of both teamwork and mutual contributions. We reject management or operational procedures that privilege personal satisfaction rather than the interest of Brianza Plastica SpA.
- f) Solidarity** is based on the sense of responsibility of everyone, within their own professional environment, in ruling out individualistic behaviour and promoting the enhancement of both

teamwork and mutual contributions. Brianza Plastic SpA rejects management or operational procedures that privilege personal satisfaction rather than the interest of the company.

**g) Correctness and respect towards customers and third parties** plays a central role in defining the paths to follow. Relations with customers must be based on mutual trust and satisfaction. In particular, the company guarantees customers the commitment to providing them with quality products, services, support and advice that exceeds their expectations.

## **PRINCIPLES OF ACTION**

Brianza Plastica SpA also defines the principles of action that govern the activities of all its directors, managers and employees while performing their functions. It wants to be competitive on the market.

Quality is its credo, which forms the basis of its consolidated reliability.

The company has certified its quality management system according to the ISO 9001:2008 standard.

It works with economic sensitivity, respecting the law, environment and occupational health and safety. It plans its activities and monitors the results in accordance with the principles of transparency within the framework of corporate administrative/accounting responsibilities.

These principles of actions contribute to the achievement of a responsible and sustainable development, in line with the long-term strategy conducted by the Company.

### **a) Respect for the law**

The company applies, in every field, the laws, regulations and standards in force in the country or countries in which it operates, in order to achieve the objectives of quality, health and safety that the company sets itself.

All employees, whatever their qualification, are aware of and are trained and informed about the legal implications of their activities. The company periodically communicates through scheduled internal courses and the provision of documents available on the company's intranet in order to inform people about the legal implications of its activities or the failure to comply with the set rules.

In particular, Brianza Plastica SpA:

- prohibits actions that are likely to contravene the rules of competition law;

- rejects any form of corruption, whether active or passive, in national or international operations.

Furthermore, it prohibits deliberately taking advantage of any loopholes or inadequacies in laws and regulations in the event of a failure to comply with the Company's rules.

Where the consistency between the latter and the provisions of the law is not immediately comprehensible, judgement and common sense must prevail; each employee and collaborator will consult and receive advice from their respective managers, where necessary.

The Company has the tools necessary to inform and train each employee on the provisions of the law, as well as the rules and regulations deriving from the application of the company systems.

#### **b) Respect for occupational health and safety**

The Company takes the necessary measures to ensure the best possible protection for health and safety in the workplace and the prevention of all potential forms of risk.

It also defines a policy to ensure the best possible protection of health, safety in the workplace and prevention of all potential forms of risk with regards to continuous improvement of the company.

This policy is applied indifferently both to its own employees and to employees of external companies when the latter works in the Company's premises.

To develop and check the compliance of the Health and Safety management, the Company implements a system based on the updated and shared Risk Assessment Document, which is checked periodically and makes reference to international standards (BS OHSAS 18001), national guidelines (UNI INAIL 2001 guidelines) and the Company' Quality, Safety and Environmental Policy.

The Company develops and checks the effectiveness of the Health and Safety management with the use of a well-defined system that provides for:

- a targeted company organisation that identifies the level of responsibility, the division of tasks and the level of autonomy of each organisational position;
- the Quality, Safety and Environment department, in collaboration with General Management, acts as a centre of competence capable of creating the conditions for obtaining shared results in line with the company's ethical values. It deals with management aspects, developing the necessary documentation of the Integrated Quality and Safety Management System (manuals,



procedures, instructions, forms) in collaboration with the Prevention and Protection Service, for aspects relating to Health and Safety, and with the entities involved.

- a system of management procedures referred to above, deriving from the Risk Assessment Document, which specifies the risks and indicates the operating methods;
- a system of operating instructions, derived from the system of management procedures, which indicates in detail – where necessary – the safe working methods.
- a system of paper and computer records, deriving from the system of management procedures and operating instructions, which provide objective evidence of the activities carried out and the results obtained.

All employees, collaborators and third parties are required to scrupulously comply with all the measures requested by the procedures and the internal rules of Brianza Plastica SpA, in the field of Workplace Health and Safety, which are prepared and updated in accordance with the current legislation. In particular, all employees, collaborators and third parties are required to report any inefficiencies or possible improvements to their direct superior.

#### **c) Respect for the environment**

The Company actively promotes the protection of the environment.

It implements the methods for managing its plants that allow it to set measurable objectives for its environmental performance and to regularly assess and control this performance. In environmental matters, it endeavours to increase the main environmental performance indicators to levels higher than those required by law.

#### **d) Respect for the community**

Brianza Plastica SpA is aware of the direct and indirect influence that the performance of its activities can have on the context in which it operates, on economic and social development and on the general well-being of the community, and intends to conduct its investments and development in an environmentally sustainable manner, respecting the local communities.

#### **e) Compliance with the principles of transparency in accounting, administration and corporate responsibilities**

Brianza Plastica SpA adopts adequate financial planning and control standards and accounting systems, operating with maximum accounting transparency. This transparency is based on true, accurate and complete information at the basis of the accounting records.

In implementation of the Company's policies, Brianza Plastica SpA promptly produces periodic financial reports, ensuring that they are complete, accurate, reliable, clear and comprehensible. The Company's financial statements are periodically audited by a certified company to verify their accuracy.

#### **f) Respect for the rules of free competition**

Brianza Plastica SpA aims to protect the value of fair competition, refraining from collusive behaviour and abuse of a dominant position; it does not deny, conceal or delay any information requested by the competition authority and other regulatory bodies during their inspection, and collaborates actively during the investigation procedures.

#### **g) Respect for employees' rights**

The Company scrupulously monitors the respect of the rights of all employees, so as to ensure active social dialogue.

Moreover, without any limitation, and even if permitted by the applicable local legislation, it:

- prohibits the use of forced labour, compulsory labour and child labour, both directly and indirectly, and through external companies working in the Company's premises;
- prohibits any discrimination against its employees, both in the selection and recruitment phase, as well as during or at the end of the employment relationship.

#### **h) Relations with suppliers**

Relations with suppliers are regulated by behaviours and rules common to the entire Company.

The drawing up of a contract with a supplier must always be based on relations of extreme clarity, avoiding forms of dependence.

The choice of suppliers and the purchase of goods and services are made based on objective assessments of the competitiveness, quality, possession of technical/professional requirements, cost-effectiveness, price, integrity, reliability of the supplier and compliance with the regulations on the Health and Safety of workers.

The choice of contractors and employees must be carefully assessed so as to ensure that all the occupational health and safety regulations are complied with, so as to prevent environmental pollution, especially regarding the activities of coordination. Furthermore, Brianza Plastica SpA maintains relations only with companies that meet the environmental requirements and comply with current legislation in this area.

#### **i) Relations with customers**

Correctness and respect towards customers and third parties play a central role in defining the paths to follow. Relations with customers must be based on mutual trust and satisfaction. In particular, the Company is committed to providing customers with quality products, services, support and advice that exceeds their expectations.

In its commercial relations with customers, Brianza Plastica SpA may use incentive systems for the development of the product and the Company within the general rules of the market.

#### **l) Relations with Public Institutions and the media**

Relations with public institutions, institutional stakeholders and the mass media aimed at safeguarding the general interests of Brianza Plastica SpA in relation to its operating programmes are reserved exclusively to the specifically delegated company functions.

Brianza Plastica SpA does not tolerate any type of corrupt behaviour towards public officials, or any person connected to or associated with public offices, in any form or manner and in any jurisdiction concerned.

No forms of gifts or benefits are allowed that can even be interpreted as exceeding normal business practices and the relevant legal provisions, or in any case aimed at acquiring preferential treatment in business dealings with Brianza Plastica SpA.

Relations with Institutions (national or international) and the mass media that are related to forms of communication aimed at representing the activities of Brianza Plastica SpA must:

- represent the interests and positions of the Companies in a transparent, rigorous and consistent manner, avoiding collusive attitudes;
- establish, without any kind of discrimination, stable channels of communication with all institutional interlocutors and the mass media at an international, community and local level.

#### **m) Economic relations with associations, contributions and sponsorships**

In implementation of the Company's policy, Brianza Plastica SpA may accept requests for contributions originating solely from non-profit organisations and associations, with regular articles of association and deeds of incorporation, and which have a high cultural and scientific or beneficial value.

In any case, when choosing which proposals to accept, Brianza Plastica SpA pays particular attention to any possible conflict of interest of a personal or corporate nature. For purposes of consistency, contributions and sponsorships must always be managed according to the following criteria:

- clear and documentable allocation of resources;
- express authorisation by the Company's departments responsible for managing these relations;
- compliance with the applicable ethical and deontological principles, as well as with the applicable legal requirements.

#### **n) Conflict of interest**

All decisions taken and business choices made on behalf of Brianza Plastica SpA must reflect the best interests of the Company. Therefore, all employees are required to avoid any possible conflict of interest, with particular reference to personal interests which could interfere with their ability to make impartial decisions and generate a possible conflict of interest with Brianza Plastica SpA.

Employees of Brianza Plastica SpA must immediately report to their superior any situation that constitutes, generates or may even only appear to constitute a conflict of interest.

The above rules may not be circumvented, not even by third parties who have any type of collaborative relationship with Brianza Plastica SpA.

#### **o) Protection of company information**

The collaborator must know and implement what is provided for in the company's policies regarding the security of information, including those in electronic format, to ensure the integrity, confidentiality and availability of said information. All information obtained by a collaborator in relation to their activity is the property of Brianza Plastica SpA.

The information is processed by Brianza Plastica SpA in full respect of the confidentiality and privacy of those concerned, in accordance with current legislation. In particular, the Company:

- has set up an organisation for the processing of information that ensures the correct separation of roles and responsibilities;
- submits third parties who process and handle information to the signing of confidentiality agreements.

Collaborators who become aware of information that is not in the public domain must use the utmost caution and care in using such information, avoiding its disclosure to unauthorised people, both inside and outside the company. This obligation will remain in force even after the termination, for whatever reason, of the employment relationship.

Employees and collaborators who have doubts as to the degree of confidentiality of information or the ability to communicate certain information to third parties should contact their direct supervisor.

Confidential information includes, by way of example and not limited to: technical information relating to products and procedures; purchase programmes; research and development programmes and relative results, even partial, achieved; agreements and contracts with third parties and any pending disputes, cost, pricing, marketing or service strategies; reports on income and other non-public financial reports; information relating to sales, mergers and acquisitions, internal procedures, confidential login codes or passwords.

Once the instruments for the protection of industrial property are in place, in accordance with company procedures and with the appropriate means for the protection of confidentiality, information relating to scientific and technological research activities may be exchanged with universities, public and private research institutes.

In this context, Brianza Plastica SpA respects the academic prerogatives and traditions of its partners, as well as the need for researchers to see the results of their studies published, without prejudice to the protection of industrial property.

The computer processing of information is subject to the security controls necessary to protect the Company from undue intrusion or illicit use.

The material or electronic media of the information must be destroyed in compliance with the applicable regulations and within the limits provided by law.

**p) Protection of company assets**

Each employee and collaborator is required to work diligently to protect company assets, both physical and intangible, through responsible behaviour and in line with the operating procedures set up to regulate their use, accurately documenting their use. In particular, employees and collaborators must:

- use the assets entrusted to them scrupulously and sparingly;
- avoid improper and/or personal use of company assets that may cause damage or reduced efficiency or, in any case, in contrast with the interests of the company.

With regard to computer applications, each employee is required to:

- scrupulously adopt the provisions of the company's security policies, in order not to compromise the functionality and protection of IT systems;
- read and accept the "Computer Data Management" provisions of Brianza Plastica SpA;
- not to surf internet sites with inappropriate or offensive content and in any case not in the interest of their own activity.

## **VIOLATIONS OF THE CODE OF ETHICS AND DISCIPLINARY MEASURES**

### **Controls**

The Code of Ethics is one of the basic elements of the system of controls and is an integral part of the Organisational Model implemented by Brianza Plastica SpA in compliance with Leg. Decree no. 231/2001.

The internal audit system must be oriented to the adoption of instruments and methods aimed at warding off potential business risks, in order to bring about a reasonable guarantee of compliance not only with the laws but also with the internal instructions and procedures.

Management must constantly ensure that the conduct and behaviour conforms to the provisions of the Code, and if necessary, create specific verification programmes.

### **Observance of the Code of Ethics, reporting of violations to the Supervisory and Control Body**

Compliance with the rules of the Code of Ethics must be considered an essential part of the contractual obligations of employees pursuant to and for the purposes of article 2104 of the Italian Civil Code. It must also be considered an essential part of the contractual obligations of all non-subordinate collaborators and/or people having business relations with Brianza Plastica SpA.

Directors and Managers of the Company are responsible for ensuring that the Company's expectations towards collaborators/employees are fully understood and put into effect by them. Directors and Managers, therefore, must ensure that all commitments specified in the Code of Ethics are put into practice.

In order to guarantee the effective application of the Code of Ethics, Brianza Plastica SpA – by respecting people's privacy and individual rights – provides information channels through which all those who become aware of any cases of non-compliance with the Code inside the Company may report them freely, directly and confidentially to their direct superior, or in an emergency, directly to the Supervisory Body in a closed envelope or by email: [odv@brianzaplastica.it](mailto:odv@brianzaplastica.it). In any

case, reports must be made in writing and not anonymously (letter addressed to Brianza Plastica SpA, via Rivera 50, 20048 Carate Brianza –MB – Supervisory Body).

With reference to reports of an actual or attempted violation of the rules contained in the Code of Ethics, the Company guarantees that no one in the workplace suffers from reprisals, illicit influence, distress or discrimination of any kind for having reported the violation of the Code of Ethics or of internal procedures to the Supervisory Body. Moreover, following the report, the company will promptly perform the appropriate inspections and, if necessary, implement the appropriate sanctions.

### **Sanctions**

Once established, any violation of the principles set forth in the Code of Ethics and of the procedures provided for by the internal protocols impairs the relationship of trust between the Company and whoever committed the violation (e.g. directors, employees, consultants, collaborators in various capacities, customers, suppliers, business and financial partners).

Violations shall be harshly and promptly punished through the adoption – against those responsible for said violations, where this measure is deemed necessary to protect the company's interests, and compatibly with the provisions of the regulations in force – of adequate and proportionate disciplinary measures, regardless of the criminal relevance of such conduct, and the institution of criminal proceedings in the cases when said conduct constitutes a criminal offence.

Verified violations of the Code of Ethics, after hearing the Supervisory and Control Body, shall give rise to specific measures adopted by the Human Resources Department or competent managers. In compliance with the legal and contractual regulations, verified violations may lead to the dismissal from the Company of those responsible.

Any form of retaliation against those who have reported a possible violation of the Code or have requested asked for clarification on its application method also constitutes a violation of the Code of Ethics.

The effects of any violation of the Code of Ethics and internal protocols must be taken into serious consideration by all those who, for any reason, have relations with the Company. To this end, the Company shall disseminate the Code of Ethics and the internal protocols and/or procedures, as well as inform on the sanctions provided for in case of a violation and on the methods and procedures for their application.

To protect its image and safeguard its assets and resources, the Company shall not have any type of relations with those who do not intend to operate in strict compliance with the current laws,



and/or who refuse to act in accordance with the values and principles laid down in this Code of Ethics and to comply with the procedures and regulations laid down in the annexed protocols.

## **IMPLEMENTATION OF THE CODE OF ETHICS**

This Code of Ethics is disseminated through:

- delivery to the United Trade Union Representations and the Representative for Workers' Safety for dissemination to all workers;
- posting on the Company's notice boards;
- delivery to all staff;
- delivery to all company suppliers;
- adequate and specific training modules;
- publication on the Company's websites and extranet.

## **HISTORY OF REVISIONS**

Rev. 1 of 18/06/2012

Rev. 0 of 18/05/2009                      First issue