

Code of Ethics

SOGES S.p.A.

Organization, Management and Control Model

under the Decreto Legislativo

8th June 2001, n° 231

Code of Ethics

PRELIMINARY REMARKS

The values and principles declared in the present Codes of Ethics reflect the ethical norms on which Soges S.p.A. is based, our culture, our decisions and our sense of responsibility.

These are the values and principles which have been built thanks to the experience of women and men working in each organizational area, of consultants and experts who every day guarantee an outstanding professionalism, aware of being part of a history of more than forty years of great achievements.

These are the values and principles which guide our engagement towards clients, which ensure the respect of everyone's work and that are at the base of our passion and enthusiasm in playing an active role in changes.

DEFINITIONS

The CAPITALISED words in the present document refer exclusively to following definitions.

COMPANY	Refers to Soges S.p.A. With registered office in Corso Trapani, 16 – 10139 – Torino (TO) Corporation Stock € 825.000,00 (full paid) Tax Code and V.A.T. Registration Number: 09864900015 And all its organizational unities.
CLIENTS	Refers to every natural and/or juridical person who, coming in contact with the COMPANY , benefits from its services.
CODE OF ETHICS	Is the official document of the COMPANY which contains and declares values, rights, duties and responsibilities of the organization towards its stakeholders (employees, providers, clients,...). It is part and parcel of the ORGANIZATION, MANAGEMENT AND CONTROL MODEL .
DECREE	Refers to Decreto Legislativo, 8 th June 2001, n° 231 and following integrations/modifications.
RECIPIENTS	Refers to all EMPLOYEES, EXPERTS , commercial partners and associates of the COMPANY with any function or qualification.
EMPLOYEES	Refers to the entire staff of the COMPANY with a subordinate employment contract and with any function or qualification and to those who, acting in compliance with the law in force, deliver services in a coordinate and continuative way in the interest of the COMPANY .
EXPERTS	Refers to all the professionals who, without being classified as EMPLOYEES , act in compliance with the law in force and deliver services for specific orders or project typologies of the COMPANY , in Italy or abroad.

ORGANIZATION, MANAGEMENT AND CONTROL MODEL (MODEL)	Firm self-discipline system adopted by the COMPANY , whose implementation is controlled by the SUPERVISORY BOARD . It contains the procedures to comply with during all activities in order to prevent the committing of a crime ex Decreto Legislativo 231/2001 and in order to respect values and principles contained in the CODE OF ETHICS .
SUPERVISORY BOARD (SB)	Collective body, autonomous and independent from the management board of the COMPANY . It supervises the effectiveness and respect of the ORGANIZATION, MANAGEMENT AND CONTROL MODEL .
THIRD PARTY	All natural or juridical person, who is not an EMPLOYEE or EXPERT , who provide services for the COMPANY or is linked to it.

OUR VISION

Soges S.p.A. aims at operating with effectiveness and passion with the purpose to provide the best solution in order to create “value” for the **CLIENT**.

OUR MISSION

In order to reach the objective defined in our Vision and to consolidate our role of *knowledge transfer*, Soges S.p.A. commits itself to:

- Focus its activities on the human capital, the value and the engagement of the people, following the philosophy of the company **To know, to know how to do and to know how to be**;
- Enhance the company know-how (resources, activities) in the market;
- Understand specific expectations and needs of the **CLIENT**;
- Design and provide consultancy and training services meeting contract agreements and in compliance with the law in force;
- Pursue the maximum satisfaction of **CLIENT**'s expectations and needs;
- Maximize efficiency by adopting technological solutions supporting the staff's capacity;
- Consider partners and suppliers contribution as important as the quality of the delivered services;
- Continually monitor the company performance through significant indicators which allow to improve and develop future strategies.

AREAS OF APPLICATION

The regulations contained in the CODE OF ETHICS are enforced by all individual contributing to the activities of the COMPANY observing the principles of healthy and wise management and acting in compliance with regional, national and European norms as well as policies, plans regulations and procedures.

In particular:

- All RECIPIENTS, without exception, carry out their activities in the area of their responsibilities in accordance with the principles listed in the CODE OF ETHICS;
- The THIRD PARTY is encouraged to respect the principles contained in the CODE OF ETHICS. For this purpose the COMPANY spreads its CODE OF ETHICS through appropriate modalities.

The COMPANY adopts appropriate instruments in order to guarantee the due application of the CODE OF ETHICS by the RECIPIENTS. For this purpose, an apposite section of the web page <http://www.sogesnetwork.eu> will be activated, in which are listed clarifications about the implementation of the stated principles.

All RECIPIENT has to know the contents of the CODE OF ETHICS, understand its meaning and, if necessary, ask for clarifications.

The CODE OF ETHICS is a complementary dimension of the Quality System in force adopted by the COMPANY, certified and in compliance with the UNI EN ISO 9001:2008 Norm.

GUIDING ETHIC PRINCIPLES

Through the adoption of the CODE OF ETHICS the COMPANY reinforces its commitment to perform and act in compliance with international, national and regional norms in force in Italy and in any Country in which it works, also through local branches.

In conformity to the above-mentioned **Principle of Legality**, the activities carried out by the COMPANY are guided by following principles:

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- **HONESTY:** in the relations to CLIENTS, among RECIPIENTS and towards THIRD PARTIES. The adoption and the implementation of the rules contained in the present CODE OF ETHICS constitute the basis of the firm good management.
- **OPENNESS:** COMPANY relations of any kind and towards any stakeholder are characterized by the clearness of the intentions and the absence of will of concealment, in compliance with the treatment of confidential data laws in force.
- **NEUTRALITY and TOLERANCE:** the COMPANY relations are based on the total absence of discrimination regarding gender, social status, ethnic group, religion, ideological and political belief and foster a workplace where differences are welcomed.
- **VERIFICATION:** all the COMPANY activities are duly registered in order to allow the verification of the decision-making, authorization and implementation processes.
- **VALUE OF THE HUMAN CAPITAL:** The COMPANY acknowledges the desire and awareness of each RECIPIENT to play an important role in every change. All action focuses on the personal value of the individual.
- **VALUE OF THE SERVICE:** the ability to create value for the CLIENT arises from the COMPANY daily engagement to understand the needs of the CLIENTS and to satisfy their expectations.
- **ENVIRONMENTAL and SOCIAL VALUE OF THE WORK:** the COMPANY pursues the achievement of its objectives bearing in mind the social and environmental impact of its outcomes. It tries to minimize the possible negative impacts originating from its decisions.
- **INNOVATION CAPACITY and CLIENT-ORIENTED:** Soges S.p.A operates through a continuous pursue of innovative methodologies which enriches its know-how, in order to fully satisfy its CLIENTS and answer to their specific requests.
- **RESPECT:** The COMPANY and all RECIPIENTS recognize the right, the decency, the dignity and the personality of all person they work with, abstaining from injure them deliberately through actions, messages, or other bothering acts of all kind and nature.

PRINCIPLES PERTAINING TO THE COMPANY MANAGEMENT

The COMPANY executes an administrative, accounting and financial management which ensures a sound and correct management and the firm continuance in the interests of the RECIPIENTS, the THIRD PARTIES, the CLIENTS and, in general, of all person linked to the COMPANY.

The firm accounting system guarantees the recording of all economic, patrimonial and financial operation fulfilling the principles, the criteria and the compilation and bookkeeping procedures in compliance with the law in force.

The COMPANY provides periodical information about its economic, patrimonial and financial trend, in compliance with the Openness principle, and publishes the business budget and its economic, patrimonial and financial intermediate situation in the section *Who we are/Financial Statements* of the web page <http://www.sogesnetwork.eu>.

RELATIONS WITH THE CLIENTS

The COMPANY executes its activities in the different areas of competence pursuing and maintaining adequate quality standards.

The COMPANY produces – on demand – certificates and documents attesting its eligibility to operate and, in addition, it makes known its parameters of excellence achieved and recognized by the institutions in charge and the market.

The COMPANY believes in a relation with the CLIENT based on confidence, fairness, loyalty and the acknowledgement of different professional and technical prerogatives.

The RECIPIENTS are not allowed to promise and carry out favouritisms towards CLIENTS which could lead to inequality of treatment and grants of privileges in providing a service.

All communication (documental, broadcasting, information or oral) at the outside of the COMPANY has to respect the organization, the firm policies and the present CODE OF ETHICS.

In order assure the completeness and the coherence of information, the relations between the COMPANY and the mass media are held only by selected RECIPIENTS identified by the firm managers.

RELATIONS WITH THE RECIPIENTS

The COMPANY standardizes the selection and hiring process of its EMPLOYEES and EXPERTS to the principles and values contained in its CODE OF ETHICS according to comparative criteria based on merit. The COMPANY, furthermore, plans the optimization of the human resources employment conforming its decision-making process in this field to the criteria of the maximum efficiency pursuit and the objective achievement. For this purpose the COMPANY human resources are allocated following merit, effectiveness and efficiency, in compliance with the law, the specific contractual rules adopted and the ethic principles of reference.

RECIPIENTS fulfil their office duties conforming to the obligations subscribed in the contract concluded with the COMPANY and standardize their work to the rules stated by the COMPANY and contained in the present CODE OF ETHICS.

RECIPIENTS and EXPERTS work following the rules defined by the Quality Management System adopted by the COMPANY. This ensures an economic/technical standard and enhances the accountability of various private and public buyers.

RECIPIENTS and EXPERTS are not allowed to give or promise money or other benefit to CLIENTS or THIRD PARTIES in order to gain an advantage, also non economical, on behalf of the COMPANY or the acting person.

RECIPIENTS and EXPERTS are not allowed to receive money, gifts or other benefits from CLIENTS or THIRD PARTIES (unless their modest value shows they represent just a sign of simple kindness).

RECIPIENTS receiving gifts or other benefits – which are not just a sign of simple kindness of modest value – have to communicate the fact to the SB, which estimates its relevance and significance and, if this might be the case, returns the good in question and informs the CLIENT or the THIRD PARTY about the COMPANY policy regarding this matter.

RECIPIENTS have to respect the principles contained in the present CODE OF ETHICS every time they enter in relation with other RECIPIENTS, CLIENTS and THIRD PARTIES or release with all kind of communication medium – also a mass-media – declarations which could have repercussions on the COMPANY.

RECIPIENTS engage themselves in building and maintaining the value, also intangible, of the COMPANY based on a trustworthy relation and the reliability towards CLIENTS and THIRD PARTIES.

Furthermore, RECIPIENTS commit themselves to not disclose confidential information of CLIENTS and of the COMPANY, including information contained in present or previous contract relations between the COMPANY and the RECIPIENTS.

The compliance with the rules stated in the CODE OF ETHICS is part and parcel of the contractual duties of RECIPIENTS and EXPERTS.

Violating the founding principles of the present CODE OF ETHICS entails the enforcement of the measures provided for the disciplinary system contained in the General Part of the ORGANIZATION, MANAGEMENT AND CONTROL MODEL and the COMPANY right to claim for damages because of its image and honourableness injury.

For this purpose the regulation of the relation between the COMPANY and the EXPERTS could include contract cancellation clauses.

RELATION TO THIRD PARTIES

By selecting providers of all kind, the COMPANY uses appropriate comparative evaluation criteria in order to identify the best contractor, basing its decision on the quality of the goods/services compared to the best price or on the more advantageous offer and the provision conditions of the goods/services requested.

RECIPIENTS are not allowed to favour THIRD PARTIES through treatment inequality or granting a privilege in the goods and services purchase procedures.

RECIPIENTS in charge of stipulating contracts or conferring assignments of all kind on behalf of the COMPANY have to carry out negotiation proceedings which pursue the maximum advantage for it. The above mentioned proceedings have to be carried out in the light of the criteria established by the sector regulations and the execution firm directions which constitute a guarantee in the choice of the contractor. RECIPIENTS have to uniform their actions to the Openness and Impartiality principles and respect the provisions listed in the Quality Management System adopted.

RECIPIENTS concerned by the previous point carry out the functions of which they are in charge of acting in the exclusive interest of the COMPANY and abstain from behaving in a manner which could make arise a conflict of interests and refrain from breaking the law

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or committing a crime.

Violating the principles contained in the present CODE OF ETHICS by a THIRD PARTY could imply the cancellation of the contract as well as the right of the COMPANY to claim for damages because of its image and honourableness injury.

For this purpose the regulation of the relation between the COMPANY and THIRD PARTIES could include contract cancellation clauses with the above mentioned content.