



# CODE OF ETHICS

**TODINI** COSTRUZIONI GENERALI S.P.A.

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## CONTENTS

1. INTRODUCTION.....	3
2. WHERE AND TO WHOM IT APPLIES .....	3
3. GENERAL PRINCIPLES .....	3
3.1 Compliance with the Law .....	4
3.2 Equality.....	4
3.3 Confidentiality.....	4
3.4 Value of Human Resources.....	4
3.5 Correctness.....	5
3.5.1 Correctness and Fair Competition .....	5
3.5.2 Conflict of Interest .....	5
3.5.3. Correctness in the Relations with Shareholders.....	5
3.5.4 Correctness with Employees .....	5
3.6 Quality of Services.....	5
3.7 Sustainability.....	5
3.7.1 Social Responsibility .....	5
3.7.2 Environmental Protection .....	6
3.7.3 Health and Safety Protection.....	6
4. ETHICS OF RELATIONS WITH THIRD PARTIES .....	6
4.1 Criteria of Conduct in Business .....	6
4.2 Relations with Clients, Suppliers, Contractors and Subcontractors.....	7
4.3 Relations with Commercial Partners and External Consultants .....	7
4.4 Anti-Money-Loundering Principles .....	8
4.5 Relations with Competitors .....	8
4.6 Relations with Political and Trade-Union Organisations .....	8
4.7 Institutional Relations.....	8
4.8 Contributions and Sponsorship.....	9
5. ETHICS OF THE PUBLIC ADMINISTRATION RELATIONS.....	9
5.1 Relations with Public Administration .....	10
5.2 Relations with Legal Authorities and Institutions Enforcing Order and Public safety.....	10
6. ETHICS OF THE RELATIONS WITH EMPLOYEES.....	10
6.1 Equal Opportunities .....	10
6.2 Moral Integrity of Employees: Ban of Discriminatory Conduct.....	11
6.3 Harassment at the Work Place .....	11
6.4 Alcohol or Drug Abuse .....	11
6.5 Spread of Personnel Policies.....	11
6.6 Main Duties of Employees .....	11
6.7 Employee Privacy Protection.....	12
6.8 Confidentiality Obligations .....	12
7. PROTECTION OF SHARE CAPITAL, OF CREDITORS AND OF THE MARKET .....	12
8. TRANSPARENCY OF ACCOUNTS AND INTERNAL CONTROLS.....	13
8.1 Accounting Records.....	13
8.2 Internal Controls.....	13
9. EFFICIENCY OF THE CODE OF ETHICS AND CONSEQUENCES OF ITS VIOLATION.....	14
9.1 Entry into Force of the Code of Ethics and Its Revision.....	14
9.2 Adherence to the Code.....	14
9.3 Consequences of the Violation of the Code of Ethics .....	14
9.4 Social Bodies and Members of the Supervisory Body .....	14

9.5 Employees ..... 14  
9.6 Third Parties..... 15  
10. REPORTING PROCEDURE ..... 15  
10.1 Prohibition of False or Unfounded Reports and Retaliatory Acts against the Reporter..... 15

## 1. INTRODUCTION

The present Code of Ethics of the Company (hereinafter “*Code of Ethics*”) constitutes the instrument of guarantee and reliability, to protect the assets and reputation of the Company and, pursuant to Legislative Decree 231/01, forms a constituent part of the ethical system of Todini Costruzioni Generali S.p.A. (hereinafter “Todini” or the “Company”) together with the Organization, Management and Control Model and the Policies.

## 2. WHERE AND TO WHOM IT APPLIES

The present Code of Ethics is applicable in Italy and abroad with due regard for the cultural, political, social, religious, economic and commercial differences that exist in various countries in which Todini operates.

*Corporate Bodies* (Board of Directors and Board of Statutory Auditors), *Top Management* (General Managers, Heads of Departments, etc.) as well as all *Employees*, *Commercial Partners* (for example Business Partners), Clients, Suppliers, Contractors, Subcontractors, and the *External Consultants* (independent workers, auditors, intermediaries, agents, etc.) of the Company shall all comply with the present Code of Ethics while performing their duties and responsibilities.

The Company further requires of anyone related to it directly or indirectly to conduct themselves in compliance with the principles stated in the present Code of Ethics.

The Company recognizes the value of its ethics as an ideal of cooperation working to the reciprocal benefit of the parties involved; therefore the Company requires that each party applies the same principals and rules of ethical conduct in regard to the Company and other parties involved.

The Company will also make every effort to ensure that its associated companies conform their respective conduct to the general principles established by the Code.

The Supervisory Body of Todini supervises the compliance with the Code of Ethics. Each party concerned has to be aware of the rules and conduct to be observed.

To this regard, the Supervisory Body of Todini will ensure:

- maximum spread and observance of the Code of Ethics among those whom it may concern;
- that the Code of Ethics is constantly updated and elaborated in order to adopt it to developments in civil sensitivity and norms applicable to it;
- the provision of appropriate means to understand, clarify, interpret and implement the present Code of Ethics;
- verification of notification or suspect of episodes of the Code of Ethics violations, as well as application of adequate sanctioning measures in case of ascertained violation;
- the protection of anonymity of those who inform about possible violations of the Code of Ethics.

The Code of Ethics is available in English, Russian and French at [www.todini.it](http://www.todini.it) in order to guarantee its best availability to all personnel and public.

## 3. GENERAL PRINCIPLES

The Code of Ethics consists of:

- *general ethical principles* that define in abstract terms reference values of Todini;
- *specific principles of conduct* that determine the guidelines and norms to comply with;
- *principles of conduct aimed at prevention* of the offenses envisaged by the Decree;
- *practical implementation mechanisms*, including systems for control and observation and constant update and improvement of the Code of Ethics.

### **3.1 Compliance with the Law**

The parties are required to comply with the laws and regulations in force in the countries in which they operate, as well as to respect the principles of impartiality, honesty, transparency, fairness and goodwill towards shareholders and other parties, as well as the public authorities and other subjects or entities with which the Company comes into contact while carrying out its activities.

### **3.2 Equality**

In decisions that regard its external or internal interlocutors, Todini avoids all forms of discrimination based upon the age, gender, sexual preferences, health, race, nationality, political or religious belief, or any other criteria that might interfere with the fundamental rights and freedom of the individuals.

Within the context of their professional activities, the parties are required to comply with all due diligence with the laws currently in force in the country in which they operate, as well as with the Code of Ethics, business procedures, internal regulations and the norms of professional ethics if required.

Under no circumstances the pursuit of the interests of the Company may be used to justify the conduct that violates the regulations and procedures mentioned above.

### **3.3 Confidentiality**

The Company ensures the confidentiality of the information in its possession and refrains from searching, spreading or using of confidential data, except in cases where express and informed authorisation has been granted and in compliance with legislation currently in force.

The administration bodies, as well as control and supervision bodies, the employees, the commercial partners and the external consultants should all act in the best way possible to ensure the confidentiality, also outside working hours, in order to preserve the know-how of the Company in all sectors, including the internal ones (for example with reference to the technical, financial, legal, administrative, commercial, human resource information, etc.).

The foregoing provisions apply in particular to those who come into possession of confidential and relevant information due to their service duties.

It is therefore forbidden to spread, by any means, any information under the confidentiality request, anticipating explicitly that the violation of the obligation seriously affects trustful relationship with the company and may result in the application of disciplinary or contractual sanctions, as well as appropriate court procedures.

Information relating to the Company and directed to the mass media may only be disclosed by the bodies delegated to do so, or with their prior authorization.

### **3.4 Value of Human Resources**

Top Management, employees, commercial partners and external consultants of the Company are an indispensable factor in its success.

Therefore the Company defends and promotes the value of its human resources, so as to improve and augment the experience and the knowledge assets, with the attitude aimed at developing the skills, abilities and potential of the personnel.

No form of irregular, child, forced or obliged labour is tolerated.

Furthermore, the Company guarantees the physical and psychological integrity of its managers, employees, commercial partners and external consultants. Likewise, it guarantees working conditions in respect of individual dignity, personal opinion and beliefs, as well as safe and healthy workplace, ensuring appropriate protection and prevention measures for health, safety and hygiene.

### **3.5 Correctness**

#### **3.5.1 Correctness and Fair Competition**

The Group does not tolerate incorrect conduct. Incorrect conduct is a conduct – assumed by an individual, a group of individuals or organisation that operates on behalf of Todini – that constitutes a violation of the rules of civil coexistence and social and commercial relations that are universally recognised or provided for and governed by laws and regulations.

Todini bases its activity on the values of the free market and fair competition as tools for the achievement of a legitimate profit, thus refraining from practices that could disturb the correct functioning of market mechanisms.

#### **3.5.2 Conflict of Interest**

In the performance of any activity and sustaining any relation of the Company, situations in which the parties involved in the transactions have a conflict of interest must be carefully avoided. In case if the situation is unavoidable the party involved must notify the Supervisory Body in advance, unless the situation is already known to it and to the entire Company.

There is a conflict of interest both in case when a Corporate Body or its member, or a shareholder, a member of the Top Management or an employee has an interest, including personal interest in competition with the one pursued by the Company, and in case if representatives, commercial partners, external consultants or institutions, both private or public, have an interest, including personal ones, in competition with that of which they are holders in relation to the position held or the function performed.

#### **3.5.3. Correctness in the Relations with Shareholders**

Todini creates the conditions for full and aware participation of the shareholders in the decision making of their competence, and promotes the equality of information and protection of interests, both of Todini and of shareholders, in case when actions on the part of the shareholders or their coalitions aimed at making their particular interests prevail.

Furthermore Todini strives to ensure that its economic and financial performance is such as to safeguard and increase the value of the company, in order to adequately remunerate the investment of the shareholders.

#### **3.5.4 Correctness with Employees**

Relations between employees, at all levels, have to be correct, collaborative, fair and reciprocally respectful, free of any racial, ethnical, gender, religious or ideological discrimination.

In hierarchical relations, or in any case involving subjection or disparity of positions, authority must be exercised with fairness, respect and moderation, avoiding any abuse.

Any exercise of power damaging the dignity and autonomy of employees and co-workers must be particularly avoided. The employees and co-workers must be safeguarded from the acts of physical or psychological violence and any discriminatory attitude or conduct must be prevented.

### **3.6 Quality of Services**

The Company directs its business to the satisfaction and protection of its customers, taking into the utmost consideration the requests that may favour an improvement in the quality of the services provided. Todini assumes the obligation to provide its customer or client with a product (work/project/service) fully compliant with the contractual clauses.

### **3.7 Sustainability**

#### **3.7.1 Social Responsibility**

Todini carries out its business aware of the social responsibility it has towards the countries and territories in which it operates and relates to them through dialogue and interaction in compliance with individual, economic and social rights.

To regard these aspects, Todini has adopted a management system strongly oriented towards the integration of social and environmental objectives into the corporate business and, in its QHSE component, complies with the international standards ISO 9001; ISO 14001 and ISO 4500.

### **3.7.2 Environmental Protection**

Todini recognises the environment as a resource to be protected also for the benefit of future generations, and is committed to carry out its business complying with the most advanced international criteria and norms for environmental protection and protection of natural resources, as well as with an applicable legislation.

Todini therefore considers the assumption of responsible attitude in terms of environmental protection to be an integral part of the performance of each employee, co-worker or counterparty in general.

Todini commits itself to the adoption of strategies aimed at the continuous improvements in the field of environmental protection, focusing efforts on the prevention and minimization of risks and environmental impacts, and operating in line with the following principles:

- to define specific environmental objectives and improvement programs aimed at minimizing significant environmental impacts;
- to use proper control tools and monitor systems for major environmental issues connected with its activities and for the improvement programs adopted;
- to adopt environmental management systems, integrated with quality, health and safety management systems;
- to promote internal environmental awareness and training activities in its regard, pursuing the growth and dissemination of ecological awareness and a sense of responsibility;
- to adopt a spirit of collaboration with the institutions, the public administration and with the environment protection and improvement associations.

### **3.7.3 Health and Safety Protection**

Todini undertakes to preserve the health and safety of workers and to adopt the measures that are necessary to protect their physical and moral integrity, according to the peculiarity of the work performed, experience and technique.

Todini is committed to spreading and consolidating the practice of health and safety in the workplace by developing workers' awareness of the risks related to the activities carried out and promoting responsible conduct by all employees and co-workers in compliance with national and international regulatory provisions. In this respect, Todini adopts, through specifically qualified structures, an integrated system of organisation and management of health and safety at work, implying both preventive measures and analysis, monitoring and control activities aiming at continuous improvement.

The use of alcohol and/or drugs (or substances with a similar effect) constitutes an element of risk to the safety in the workplace and is opposed by Todini both during the course of work in the workplace and the work performance under the effects and/or after-effects of the use of the mentioned substances.

## **4. ETHICS OF RELATIONS WITH THIRD PARTIES**

### **4.1 Criteria of Conduct in Business**

Todini's conduct in business relations is based on the principles of loyalty, correctness, transparency, efficiency and openness to the market.

The parties should comply with the correct conduct in regard to the activities of the Company's interest, regardless of competition on the market and the importance of the deal. In all countries in which the Company operates, practices of corruption, illegitimate favours, collusive behaviour, pressure and solicitation, direct and/or through third parties, for personal and career advantages for oneself or for others, are prohibited.

Gifts, presents, accommodation or other benefits cannot be accepted or offered by employees, co-workers, etc. in relations with third parties, unless their value is such as not to compromise the corporate image and, in any case, is in compliance with existing company procedures and current regulations.

Internal directives define the conduct allowed for the giving or receiving of gifts, presents or benefits.

The company representative or the co-worker who receives gifts or other forms of unauthorized benefits must take every appropriate initiative in order to refuse said gifts or benefits and inform their superior and the Supervisory Body, who will assess the adequacy of the gift or benefits and will inform the sender about the Company's policy on the matter.

While carrying out their duties and when performing their work, each company representative or external consultant must refrain from activities that are not in the interest of the Company or the Todini Group.

In any case, employees must avoid all situations and activities in which a conflict with corporate interests may arise or which may interfere with their ability to impartially make decisions in the best interest of the Company and in full compliance with the regulations of the law and of the Code of Ethics.

The business conduct must be based on the compliance with rules of fair competition, recognizing the fundamental importance of a competitive market. For this purpose the Company avoids practices that could represent a violation of competition laws (e.g. creation of cartels, division of markets, conditional agreements, etc.). With regard to fair competition, the Company does not violate deliberately the intellectual property rights of third parties.

Furthermore, the Company undertakes to represent its own interests and positions and those of the Group in a transparent, rigorous and consistent manner, avoiding collusive attitudes and condemning any form of conditioning that may interfere with the lawful performance of its business. In this respect the Company collaborates and requests collaboration from all its exponents and interlocutors, internal and external, so that any occurrence of crime, including organized crime, encountered by them, is reported to the competent authorities.

#### **4.2 Relations with Clients, Suppliers, Contractors and Subcontractors**

Todini works for the final satisfaction of the Client. The Company's right to receive the agreed remuneration is directly dependent on the Client, as well as its right to access the market.

In fact, operating in the public procurement sector, the Company obtains the certification of its activity volume by the Client that certifies its good execution thus allowing the Company to acquire, maintain and increase registrations in categories and classifications of works, necessary for participation in competition procedures.

In the contract, procurement and service supply relationships in general, the parties are obliged to:

- verify the reliability, integrity and professionalism of the counterparty, before establishing relations or entering into contracts with counterparties;
- observe the internal procedures for the selection and management of relations with suppliers, not precluding any supplier company in possession of the requisites from the possibility of competing;
- adopt objective evaluation criteria, declared in advance in a transparent manner;
- establish a register that can be used in case it is necessary to procure goods and services;
- obtain the collaboration of suppliers in constantly ensuring the satisfaction of customer needs in terms of quality, costs and delivery times, to an extent at least equal to their expectations;
- draw up the agreements in the form prescribed by the Company, and in any case in writing, and stipulate them before starting the activity;
- be guided by the principles of correctness and good faith in correspondence and communication with suppliers, in line with the most rigorous commercial practices.

Suppliers, Contractors and Subcontractors, starting from the selection stage, are aware of the attention paid by the Company to ethical principles and of the fact that compliance with these principles contributes to the evaluation and choice of the Company. They are contractually required to comply with the provisions contained in the present Code and appropriate sanctions are established for its violation, such as, for example, the termination of the contract.

#### **4.3 Relations with Commercial Partners and External Consultants**

Commercial partners and external consultants are asked to abide by the principles and provisions contained in the Code of Ethics.

Agreements with commercial partners and external consultants must be drawn up in the form prescribed by the Company, and in any case in writing, and must be stipulated before the activities commence.

Contracts for external cooperation must include the obligation to comply with the Code of Ethics and establish appropriate sanctions for its violation, such as, for example, the termination of the contract. However, the remuneration to be paid must be exclusively commensurate with the service indicated in the contract and, in



any case, with the professional skills and the actual service performed; it must also be supported by suitable proof (invoice, etc.), properly channelled and duly recorded.

#### **4.4 Anti-Money-Loudering Principles**

Employees and co-workers of the Company are strictly prohibited from receiving cash payments before establishing relationships or entering into contracts with suppliers and other partners in long-term business relationships, as well as replacing or transferring money, goods or other benefits deriving from crime; carry out other operations in this regard in order to hinder the identification of their criminal origin. It is also forbidden the usage of the mentioned assets in economic or financial activities.

Moreover, employees and co-workers must verify, through the company structures set up for this purpose, the moral integrity, reputation and good name of the counterparty.

Cash payments must not be made neither to a person, other than the authorized representative of the contractual counterpart, nor in a country other than that of the parties or of the execution of the contract.

#### **4.5 Relations with Competitors**

Todini refrains from acts aimed at disruption of the competition procedures.

The Company respects the rules of the market and for this reason it abstains, and expects the abstention of its representatives, from conduct and practices that are not only illegal, but also deceptive, abusive and collusive or that in any case, even when the practice does not constitute an offence, can alter the correct relationship with competitors, that is to move it away from the grounds of capacity, professionalism and competence.

In order not to infringe the principles of free competition, the Company refrains from implementing cartel or interest group actions, aimed at gaining an advantage over other competitors or unbalancing competition in its favour, restricting access to the market or determining privileged or dominant situations.

#### **4.6 Relations with Political and Trade-Union Organisations**

The Company recognizes equal dignity to parties as free associations of citizens who join in them to participate "with a democratic method" in determination of national politics. The Company evaluates possibilities to make contributions to political parties, in compliance with due legislation in force, without contributions compromising the principle of neutrality on which the relation of the Company with political parties is based or in case when the contributions may determine or attempt to bring about a return in terms of advantages or benefits.

Similar to political parties, the Company recognizes an important social function to trade unions, as entities organized for the purpose of defending the interests of certain categories of workers.

The Company promotes dialogue with trade unions, regarding them with availability and a spirit of collaboration, in the certainty that dialogue based on the principles of loyalty, transparency and balance is the most effective way to deal with the needs of workers.

The Company refrains from taking any initiatives that may directly or indirectly constitute forms of pressure or undue favours towards political parties or trade union representatives or organizations.

#### **4.7 Institutional Relations**

Relations with national or international public institutions, directed at the implementation of the programs of the Company or the Group, are aimed at knowing, investigating or evaluating the implications of the legislative and administrative activity for the Company and the Group, as well as responding to informal requests or inspection deeds or disclosing the position of the Company on issues relevant to one or the other.

To this purpose, the Company undertakes to represent its own interests and positions and those of the Group in a transparent, rigorous and consistent manner, avoiding collusive attitudes.

In order to guarantee maximum clarity and transparency in these contexts, contacts with institutional interlocutors are held exclusively by the assigned functional bodies.

#### 4.8 Contributions and Sponsorship

Todini can adhere to requests for contributions, limited to proposals from bodies and associations that are declared non-profit and with regular statutes and constitutional acts, which are of high cultural or beneficial value.

Sponsorship activities, which may concern social, environmental, sport, entertainment and art areas, are intended only for events or organizations that offer a guarantee of quality and reliability, and in respect of which any connivance or conditioning capable of altering the Company's business or compromising compliance with the Code of Ethics is excluded.

### 5. ETHICS OF THE PUBLIC ADMINISTRATION RELATIONS

For the purpose of the present Code of Ethics, "Public Administration", both in national and foreign or community legal order, refers to any administration of the State, local or community public bodies, as well as any public body, agency or independent administrative authority and related articulations, any person acting in the capacity of a public official or a person in charge of a public service.

The parties must operate in accordance with the law and ethics in relations with Public Administration and must refrain from any conduct that could integrate the offenses in relations with Public Administration, referred to in Articles 24 and 25 of the Decree, including corruption crimes in its various forms, extortion, fraud to the detriment of the State or other public body, undue receipt of contributions, loans or other disbursements by the State or other public body, etc..

In order to prevent the aforementioned offenses, the Company adopts and observes the following principles of conduct:

- Identification of individuals with decision-making powers and their limits  
First of all, the Company identifies, for each company area, the individuals with decision-making powers. In particular, one person should be identified to manage the financial resources in the area of reference, and the amounts must be specified within which decisions can be made individually and beyond which they must be taken collectively, or with prior authorization.
- Prohibition to offer gifts, presents or benefits  
It is strictly prohibited to offer, promise or give presents, gifts or benefits in any form to Public Administration representatives, physical or legal, who work for or on behalf of Public Administration or their family members, both directly or through the intermediaries, as well as to apply illicit pressure to induce, facilitate or reward a decision, a completion of an official act or counteract.  
The same conduct put in place by the same subjects to favour or damage a party in a civil, criminal or administrative trial, and bring a direct or indirect advantage to the Company is also strictly prohibited.  
Exceptions to the prohibitions imposed above are constituted by reasonable and ordinary representative expenses, or by gifts of modest value that correspond to normal practice in relations. To this regard, the Company defines internal guidelines for the implementation of these expenses, with reference to the authorization process, as well as the related control and reporting modes.
- Contributions and funding requested or received from the State or other public authorities  
It is strictly prohibited to mislead Public Administration with artifices or deceptions to procure the Company an unfair profit, direct or indirect, consisting in obtaining or using contributions, funding, or other disbursements, however named, granted by the State, by a public body or by the Community Institutions.  
In particular it is prohibited to:
  - to use or present false declarations or documents or to attest things that are not true or to omit required information, in order to obtain contributions, funding, or other disbursements, however called, granted by the State, a public body or Community institutions;

- to allocate contributions, funding, or other disbursements, however named, granted by the State, by a public body or by Community institutions, to initiatives other than those aimed at the realization of works or the performance of activities of public interest for which they were obtained.
- Use of IT or telematic system  
It is strictly prohibited to alter in any way the functioning of an IT or telematic system or to illegally intervene in any way on data, information or programs contained in an IT or telematic system to the detriment of the State or a public body.

The Company requires all parties to strictly observe the aforementioned principles, with particular emphasis in managing relations with the Public Administration when participating in tenders, private negotiations, competition procedures and in the execution of the contract with Public Clients.

## **5.1 Relations with Public Administration**

The good performance of the Public Administration in the exercise of legal functions is an interested particularly regarded by the Company attributing strong disapproval to the conduct that may enhance prejudice. In this respect, the Company imposes the obligation on all parties who act in its interest and on its behalf, to refrain from offering or promising to a public official or person in charge of a public service, money or other utility to favour or harm a party in a civil, criminal or administrative process.

This is regardless of whether the Company is a party to the process or whether it has an interest in it and that the position of one of the parties to the trial changes, receiving or not receiving a benefit.

## **5.2 Relations with Legal Authorities and Institutions Enforcing Order and Public safety**

The Company recognizes the value of impartiality of justice and acts in compliance with the protection of its regular administration and its proper functioning .

The Company firmly believes in the legal authorities and in the institutions responsible for the protection of public order and security, recognizing them an important role as a point of reference also in its activities.

The Company declares itself permanently available to the legal authorities and the aforementioned institutions and requires all those who act on its behalf equal availability whenever needed in the area of their work performance.

The Company condemns any form of conditioning that may interfere with the lawful performance of its activities and in this sense it collaborates and asks for collaboration from all its exponents and interlocutors, internal and external, so that any occurrence of crime, including organized crime, encountered by them, is to be reported to the competent authorities.

## **6. ETHICS OF THE RELATIONS WITH EMPLOYEES**

### **6.1 Equal Opportunities**

The Company guarantees all employees and co-workers equal job opportunities, ensuring that everyone is treated equally, basing on their skills and abilities, without any discrimination.

For this purpose, the HR functions must:

- identify and implement the criteria for selecting and developing resources based on merit and strictly technical-professional competence;
- develop a system of selection, hiring, training, professional development, remuneration and management of employees and collaborators such as to prevent any discrimination and to favour a personalized knowledge of each resource;
- create a work environment in which personal characteristics cannot constitute the premise for political, religious, racial, or sex discrimination.

## 6.2 Moral Integrity of Employees: Ban of Discriminatory Conduct

Todini undertakes to protect the moral integrity of employees, to guarantee the right to working conditions that respect the dignity of the person, safeguarding workers from acts of psychological violence or mobbing, and to prevent any discriminatory or harmful attitude or conduct to the person, personal beliefs and inclinations.

## 6.3 Harassment at the Work Place

Todini demands that no harassment is permitted in working relationships, internal and external, such as listed below for mere demonstrative purpose:

- creation of an intimidating, hostile or isolating work environment towards individuals or groups of workers;
- unjustified interference with the performance of other people's work;
- obstacle to the job opportunities of others for mere reasons of personal competitiveness;
- sexual harassment and a type of conduct or speech that can upset the sensitivity and modesty of the person.

## 6.4 Alcohol or Drug Abuse

It is prohibited to work, even on an occasional basis, under the effects of alcohol, drugs or substances of similar effect.

It is also prohibited, in the course of work and in the workplace, even occasionally, to consume or transfer alcoholic substances and drugs for any reason during the work performance.

## 6.5 Spread of Personnel Policies

Todini undertakes to spread the personnel management policies to all employees, through corporate communication tools (notice boards, delivery or sharing of organizational documents and circulars and service communications).

## 6.6 Main Duties of Employees

Employees must act loyally in order to comply with the obligations underwritten in the employment contract, ensuring the required services, as well as with the obligations provided for in the Code of Ethics, and in particular:

- Information management: the employee must know and implement the provisions of company policies to ensure the integrity, confidentiality and availability of information.
- Conflict of interests: the employee must avoid situations that could generate conflicts of interest and, in the event of the inevitability of the conflict, must immediately inform the superior or the Supervisory Body directly.
- Use of company assets, every employee that uses company assets should:
  - operate with diligence;
  - adopt, in their use, responsible conduct, in line with the provisions of the procedures;
  - document accurately their employment when necessary;
  - avoid improper use that may cause damage or efficiency reductions, or in any case harmful for the Company's interest.
- Use of IT resources, the hardware and software resources must be used only for business purposes or for other uses expressly authorized by current legislation and according to the procedural and operational rules established by the competent departments in each company. The use of unlicensed software is strictly prohibited. Every employer must:
  - use equipment, systems and technological devices for the purposes expressly authorized by the company;

- only use software programs that comply with official company standards, unless authorized in writing by the competent technical sectors;
- refrain from introducing illegal copies of software into the Company's computer system;
- be informed about the restrictions on the use of the technological resources with which the employer operates, so as not to violate the licenses of use or perform acts that involve a liability on the part of the Company.

## 6.7 Employee Privacy Protection

Todini undertakes not to communicate to anyone the information relating to its employees and third parties, generated or acquired during its activity, without the authorization of the interested parties, except in cases provided for by law, and to avoid improper use of such information.

Employees' right of confidentiality is protected on the basis of standards that identify the information that the Company may request from employees, as well as the relative methods of treatment and storage.

Any investigation into the ideas, preferences, personal tastes and, in general, private life of employees is to be excluded.

## 6.8 Confidentiality Obligations

All information, knowledge, data acquired or processed by employees during their work belong to Todini and cannot be used, communicated or disclosed in the absence of authorization from the superior.

For this purpose the Company's information must be accessible only to authorized individuals and must be protected from undue disclosure. Only the individuals expressly authorized by the Company may have access to the Company's internal information, whether in paper form or on magnetic, electronic or optical media, and it can be used only for the purposes and for the periods specified in the relative authorizations.

Passwords are equivalent to the workers' signature, they can only be known by their respective owners and cannot be disclosed to third parties. The workers will be directly responsible for adopting all the necessary measures to preserve the Company's information from risks of damage or loss and will have to provide for their custody for the time periods established by the laws and internal regulations.

However, it is forbidden for all parties to disclose information relating to the organization and production methods of the Company or to use it in such a way as to prejudice the Company.

## 7. PROTECTION OF SHARE CAPITAL, OF CREDITORS AND OF THE MARKET

Todini intends to guarantee the spread and observance of the principles of safeguarding the integrity of the share capital, the protection of creditors and third parties who establish relationships with the Company and, in general, of transparency and correctness of Todini's activities in economic and financial terms, also to prevent the corporate crimes contemplated in art. 25 *ter* of the Decree.

For this purpose all parties are requested to:

- keep a correct, transparent and collaborative conduct, in compliance with the law and company procedures, in all activities aimed at the formation and externalization of the financial statements and other corporate communications required by law and directed to the shareholders or the public, in order to provide the shareholders and third parties with true and correct information on the economic and financial situation of the Company and the Group;
- strictly observe the regulations laid down by law to protect the integrity and effectiveness of the share capital and act in compliance with the company procedures that are based on these regulations, also in order not to damage the guarantees of creditors and third parties in general;
- observe the laws and company procedures aimed at the regular functioning of the Company and the corporate bodies, guaranteeing and facilitating all forms of control over the corporate management provided for by law, as well as the free and correct formation of the shareholders' will;

- refrain from the conduct that could hinder the correct performance of the functions of the supervisory authorities in charge of the Company's sectors of activity and, to this end, make all communications promptly, correctly, completely and in good faith and provide any form of collaboration required by law and regulations;
- conduct any *liquidation operations of the Company* with regard to the preeminent interests of the corporate creditors. It is therefore forbidden to distract the corporate assets from their destination to creditors, dividing them among the shareholders before the payment of the entitled parties, or setting aside the sums necessary to satisfy them.

## 8. TRANSPARENCY OF ACCOUNTS AND INTERNAL CONTROLS

Transparency towards shareholders and third parties is ensured through a careful accounting transparency policy and an appropriate internal control system.

### 8.1 Accounting Records

Accounting transparency is based on the truth, correctness and completeness of the basic information for the related accounting records. All Todini employees are required to cooperate so that the management facts are correctly and promptly represented in the accounts.

Each operation must be recorded and accompanied by adequate supporting documentation of the activity carried out, to allow:

- easy accounting registration;
- identification of different levels of responsibility;
- the accurate reconstruction of the operation, reducing among other things the probability of interpretative errors.

Each record must reflect exactly what is shown in the supporting documentation. Each employee must ensure that the documentation is easily traceable and ordered according to logical criteria.

If anyone becomes aware of omissions, falsifications, negligence of the accounting or of the documentation on which the accounting records are based, they must report the facts to their superior or directly to the Supervisory Body.

### 8.2 Internal Controls

It is Todini's policy to spread at every level a mentality and conduct characterized by the awareness of the existence of controls and oriented towards the exercise of control.

Internal controls imply all the activities and tools necessary or useful to direct, manage and verify business activities in order to ensure:

- the cost-effectiveness (effectiveness and efficiency) of company operations in accordance with company strategies, objectives and policies, also for the purpose of safeguarding company assets;
- the reliability of the corporate information system, both for its components aimed at preparing the financial statements for publication and for those aimed at preparing internal management reporting;
- compliance with the legislation applicable to the company.

The implementation of controls, with particular reference to line controls, is a primary responsibility of operational management.

## **9. EFFICIENCY OF THE CODE OF ETHICS AND CONSEQUENCES OF ITS VIOLATION**

### **9.1 Entry into Force of the Code of Ethics and Its Revision**

The Code of Ethics is adopted by the Board of Directors of Todini. The Board of Directors can review the Code of Ethics at any time and make changes or additions to it, also on the recommendation of the Supervisory Body.

The Supervisory Body must take care of the reviews of the Code of Ethics made by the Board of Directors, no later than 90 days from their approval. The changes/additions made are promptly brought to the attention of all parties through appropriate informative means.

### **9.2 Adherence to the Code**

After the adoption of the Code of Ethics, each employee receives a copy of the same and must sign a declaration in which they confirm the receipt and understanding of the Code.

The Human Resources and Organization Department must obtain this declaration from each newly hired employee (within 30 days of the adoption of the Code of Ethics for employees already hired) and must keep it in the employee's dossier.

Each commercial partner and external consultant will also receive a copy of the Code of Ethics and must sign a declaration containing, in addition to the confirmation of receipt and understanding of the Code, the commitment to comply with the provisions contained therein.

The Human Resources and Organization Department must obtain this declaration from the coordinated and continuous co-workers upon signing the contract with them (or by 30 days from the adoption of the Code of Ethics for existing contracts) and must keep it in the position of the declarant, as must do the Legal and Corporate Affairs Department in regard to the commercial partners and external consultants.

### **9.3 Consequences of the Violation of the Code of Ethics**

Compliance with the regulations contained in the present Code of Ethics must be considered an essential part of the contractual obligations envisaged for employees, pursuant to and for the purposes of Article 2104 of the Civil Code.

### **9.4 Social Bodies and Members of the Supervisory Body**

Compliance with the Code of Ethics by the members of the Corporate Bodies and the Supervisory Body integrates and expresses the obligations of diligence in the performance of the office assumed.

The violation of the regulations of the Code of Ethics and the operational protocols of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001, therefore constitute a non-fulfilment of the obligations deriving from the organic representation relationship, with the consequent application of the sanctions provided for by the law and/or by the sanctioning and disciplinary system.

### **9.5 Employees**

Compliance with the Code of Ethics by employees and managers integrates and expresses the obligations of loyalty, fairness and correctness in the execution of the employment contract in good faith and is demanded by Todini, also pursuant to and for the purposes of the article 2104 of the Civil Code.

In case of violation of the regulations of the Code and of the operational protocols of the Organization, Management and Control Model referred to in Legislative Decree 231/2001, the sanctions envisaged by the sanctioning and disciplinary system specifically approved and compliant with the Workers' Statute and in line with the provisions of the National Collective Labour Agreement applicable to Company employees will be applied.

## 9.6 Third Parties

Compliance with the Code of Ethics and the operational protocols of the Organization, Management and Control Model pursuant to Legislative Decree 231/2001 by the commercial partners and external consultants linked to the Company by a non-subordinate employment relationship, integrates the obligations to fulfil the duties of diligence and good faith in the negotiations and in the execution of existing contracts with Todini.

The violation of the regulations of the Code of Ethics and of the protocols referred to in the contract may constitute, depending on the seriousness, a just cause for revocation or termination of the contracts with all legal consequences, including compensation for damage.

## 10. REPORTING PROCEDURE

In order to facilitate the reporting of possible violations of the Code of Ethics, of the Model 231 (envisaged in Legislative Decree 231/2001) and of the internal procedures (Company and Organizational) by anyone who becomes aware of them, the Company has prepared and made accessible suitable communication tools to communicate with the Supervisory Body, which represent the recommended channel for the aforementioned reports, and which are indicated on the web page [www.todini.it](http://www.todini.it).

Such reports of conduct and/or significant events may be made in writing, even anonymously, in the following ways:

- by email: **odv231@todini.it**;
- by written communication to:  
**Todini Costruzioni S.p.A. – Organismo di Vigilanza 231**  
**via Aurelia n. 475/477**  
**00165 Roma.**

### 10.1 Prohibition of False or Unfounded Reports and Retaliatory Acts against the Reporter

False or manifestly unfounded reports constitute a violation of the Code of Ethics and the reporter in this case is liable to sanctions.

The conduct, direct or indirect, aiming at the retaliatory actions against the reporter of violations of the Code is prohibited, therefore the person who undertakes or requests such actions is to be sanctioned.