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# Code of Conduct of Agrotec SpA

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0	15.01.18	Compliance Program First Adoption	Board of Directors

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## 1. INTRODUCTION

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The Code of Ethics (hereinafter also “Code”) is an official document approved by the Administrative Body of Agrotec S.p.A. (hereinafter also “Agrotec” or “Company”), aimed at conveying the values, ethical principles and rules of conduct to which the Company intends to adhere in its business and in the ordinary accomplishment of its activities.

Therefore the Code symbolizes a statement of the range of the rights, the duties and the responsibilities of Agrotec towards all the subjects it forms a relationship with, for pursuing its mission and the fulfilment of its business purpose (clients, suppliers, dependents, co-workers, consultants, properties, institutions, communities) and also the purpose to introduce and make binding within the Company the principles of conduct and the rules of behaviour that are important in order to reasonably prevent the crimes included in Leg. Decree n. 231 dated 8 June 2001.

All the activities carried out by Agrotec must be accomplished in compliance with the Law, with honesty, integrity, transparency and good faith, with due regard for third parties, dependents, partners, commercial and financial partners and generally for anybody being involved in the activity of the Company itself

Whoever works for the Company, without distinctions and exceptions, is committed to observe and enforce such principles within the scope of his tasks and responsibilities.

By no means the conviction to be acting for the advantage of the Company can justify the adoption of conducts conflicting with these principles or the ethic rules set out below, and also with the procedures regulating all the corporate activities

The present Code of Ethics becomes an integral part of the Organization and Management Model which in turn fits the wider compliance system already established within the Company.

The infringement of the provisions included in the Code will then constitute an illicit act of disciplinary concern and, as such, shall be prosecuted and sanctioned by the Company within the meaning and for the purposes of art. 7 of Law 300/1970 and may entail the compensation of the damages caused to the Company itself.

With regard to the co-workers, consultants and self-employed persons who perform their activity in favour of the Company, and to other third parties, subscribing the Code of Ethics, or an excerpt of it, or anyhow the endorsement of the principles it contains, is a prerequisite for entering contracts of any nature between the Company and these subjects; the undersigned or in any case, approved dispositions, also for conclusive facts, are an integral part of the contracts themselves

Agrotec intends to entertain with all parties relations reflecting the observance of the principles set out in the Code and wishes that the latter cooperate in turn in the observance of said values.

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## **1.1 Scope**

- I. The Code of Conduct (the "Code") is an official document of the Company. Provisions are the direct application of general obligations of diligence, honesty and loyalty that qualify the performance of work and behaviour in the workplace.
- II. Provisions are mandatory for all the employees and professionals, including the Management, of Agrotec ("Employees") and for all those who work for the Company, whatever the relationship. The Code will be notified to third parties, contractors and commercial partners.

## **1.2 Information and promotion**

- I. Agrotec informs staff and suppliers of the provisions of the Code, recommending its observation. Specifically, Agrotec provides to:
  - distribution (personnel and commercial partners),
  - interpretation and clarification of provisions;
  - verification of compliance with the Code;
  - updating of provisions according to the Company requirements.

Company also provides for:

- inform these parties about commitments and obligations required, delivering a copy and a commitment letter;
  - require compliance with the Code;
  - adopt contract terms and ethical standards.
- II. Any application questions related to this Code must be promptly submitted and discussed with Compliance Program Manager.

## **1.3 Liability**

- I. Agrotec staff carries out his activity with diligence, efficiency and fairness, in accordance with Company regulations and procedures.
- II. Breaches of the Code by employees may result in disciplinary actions according to local applicable regulations.
- III. Managers are expected to act as a role model and promote a culture of ethics and compliance.

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## **2. VALUES AND PRINCIPLES**

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### **2.1 Values**

#### **I. Fairness**

Collaboration, loyalty and mutual respect are basic principles.

Business-related information, including any acquired in the performance of assignments on behalf of the Company, shall be treated as confidential.

Any action, transaction and negotiation performed is inspired by the highest principles of fairness, completeness and transparency of information and legitimacy, in compliance with the applicable laws in force and internal regulations.

Gifts, entertainment or other benefits may only be offered or accepted relating to business activity and if deemed commonplace and appropriate to the circumstance (i.e. when they are reasonable and comply with local laws).

Commercial courtesy, such as small gifts or forms of hospitality, is only allowed when its value is small and it does not compromise the integrity and reputation of Agrotec.

#### **II. Legality and honesty**

Each employee and partner of Agrotec undertakes to act fully in compliance with current laws, with this Code of Conduct and with the internal rules, by ensuring that decisions made are not in any way influenced, or potentially, by a personal interest or in conflict with the fiduciary duties that apply to the position that they hold within the Company.

This commitment will also apply to consultants, suppliers, customers and anyone else who has dealings with the Company.

#### **III. Impartiality**

In decisions affecting the relations with all counterparts, Agrotec avoids any discrimination based upon age, racial or ethnic origin, nationality, political opinions, religious beliefs, health condition, gender and sexual preference of its interlocutors.

#### **IV. Human Resources**

People are basic components in the company's life. The dedication and professionalism of management and employees represent fundamental values and conditions for achieving Agrotec objectives.

Hiring procedures are exclusively based on merit and expertise, without discrimination of any kind.

#### **V. Personal information and privacy**

Personal information must be properly handled, and privacy rights must be respected. Personal information concerning third parties, whether customers, employees, suppliers or others, must be handled on a need-to-know basis and in accordance with local law.

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Personal data must be collected, processed and shared only for specified, legitimate and required purposes and to the extent they are strictly.

## **VI. Conflict of interest**

The Company demands the strictest observance of the regulation governing the conflict of interest contained in laws and regulations. There is a conflict of interest whenever the personal interests or activities influence the capability to operate for the entire interest of Agrotec. Among the possible cases of conflict of interest, in addition to those defined by the Law, there is also the case of a dependent or co-worker who uses his position within the Company, the information he has come to gain, or the opportunities of business acquired while performing his task, to his own undue advantage or that of third parties, or if the dependent and/or his kinfolk are engaged in work for suppliers or competitors.

The Recipients pursue, by carrying out their activity and/or assignment, the goals and interests of the Company, in compliance with the current regulation and of the present Code, avoiding any situation of conflict of interest, either real or just potential.

The Recipients notify without delay and taking in consideration the circumstances, their superiors or contact person of situations or activities in which they might be holders of interests conflicting with those of the Company (or if their close relatives are holders of such interests) and in any other case in which relevant reasons of convenience recur. The Recipients respect the decisions which the Company makes by abstaining, in any case, from performing transactions in conflict of interests.

Notably, each administrator is bound to disclose to the other administrators and also to the Board of Statutory Auditors, any interest, on his own or that of third parties, he might have in a specific transaction by the company upon which he is called to decide. This report must be precise and timely, meaning that it shall specify the nature, the terms, the origin and the extent of the interest itself; It will then rest with the Administrative Body to assess its conflict with respect to the interests of the company.

## **VII. Responsibility towards the community and forms of cooperation with the local authorities**

Agrotec is aware of the influence, even indirect, which its activities may have upon the general welfare of local communities and holds in the greatest account the needs of the community, contributing to its economic, social, cultural and civil growth. For this reason, it intends to carry out its investments with due regard for the community itself, by supporting initiatives with a social and cultural value in order to obtain an improvement of its reputation and social acceptance.

Agrotec commits to implement all the resources at its disposal to favour cooperation with the local authorities and law enforcement, with due regard for law and order.

## **2.2 General Principles**

### **Article 1 – Abidance of laws, provisions of professional standards, regulations and procedures**

I. The Recipients are bound to abide with diligence to the current laws of the Countries where it operates, the Code, any other provision of professional standards which the Company has adhered to and the internal regulations. In no case the pursuit of the corporate interest may justify a dishonest conduct or one that does

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not conform with the current regulation, to the provisions of professional standards of reference and to the present Code.

II. The recipients are bound to respect the operational corporate procedures.

#### Article 2 – Sound and prudent management

- I. The Company acquires an organization meant to ensure the sound and prudent management, the containment of risk and the capital stability, by regularly controlling and assessing the suitability and effectiveness of the requisites set forth by the applicable regulation and by promptly enforcing proper measures aimed at correcting possible deficiencies.
- II. The company is guided in its management by the following principles:
  - a) ensure a task allocation among and within the corporate bodies, in order to guarantee the balance of powers and an effective, positive discourse;
  - b) prevent the possible prejudicial effects for management deriving from the possible simultaneous presence in the same corporate body of two or more functions (strategic, managerial, control);
  - c) ensure a membership of the corporate bodies, in terms of number and professionalism, to allow the effective fulfillment of their tasks.

#### **Article 3 - Health & Safety**

- I. Agrotec ensures a healthy, safe and secure workspace. The Company guarantees to its Employees fair working conditions, ensuring a safe and healthy environment.
- II. The Company namely undertakes to:
  - consider the current Occupational Health and Safety regulation a priority;
  - avoid, as much as possible and guaranteed by the advancement of the best technique, risks for workers, also by selecting the most suitable materials and equipment, the least dangerous ones, in order to limit risks at the source;
  - properly assess the risks that cannot be avoided and suitably reduced through its personal and collective safety measures;
  - inform and educate workers with widespread, updated and specific training reflecting the performed task;
  - involve workers on the Occupational Health and Safety consultancy;
  - swiftly and efficiently address possible health and safety necessities or non-conformities transpiring from the work activities or during audits and inspections;
  - arrange work and its operational aspects in order to safeguard the health of workers, of third parties and the community where the Company operates.
- III. For the achievement of the goals listed above, the Company allots organizational, instrumental, and economical resources with the aim to guarantee the full compliance with the current injury-preventing

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regulation, the continued improvement of the health and safety of workers at the workplace and the related prevention measures.

IV. Dependents are bound to ensure the full observance of the legal rules, of the principles included in the present Code and of the corporate procedures and any further internal provision set to guarantee the safeguard of health and safety at the workplace.

#### **Article 4 – Safeguard of the environment**

- I. Agrotec is engaged in the safeguard of the environment. To this extent it is geared in its choices to guarantee the compatibility between business venture and environmental necessities.
- II. The Company commits therefore to improve the environmental impact of its activities, and to prevent the risks for the surrounding environment.

#### **Article 5 – Operations and transactions**

- I. Every operation and/or transaction, intended in the broadest sense of the word, must be legitimate, authorized, coherent, congruous, documented, recorded and verifiable for ten years.
- II. The procedures regulating operations must allow the possibility to carry out controls over the features of the transaction, the motivations permitting its completion, the authorizations for its effecting, the accomplishment of the operation itself.
- III. Every subject carrying out operations and/or transactions involving sums of money, assets or other utilities of economic value, belonging to the Company, must act following an authorization and provide upon request any valid evidence for them to be verified.
- IV. Every corporate function is responsible for the truthfulness, authenticity and originality of the set of documents and the information he provides in the performance of the activity within his mission
- V. The Recipients and in general every subject purchasing an asset and/or service, including external consultancies, on behalf of the Company, must act in the observance of the principles of correctness, cost-effectiveness, quality and lawfulness, operating with the diligence of the prudent man.
- VI. Dependents and co-workers, whose actions can somehow be referred to the Company shall conform to correct conducts in running the business of interest for the Company and, namely, in relations with the Public Administration, regardless of the competitiveness of the market or the importance of the negotiated business, abstaining from adopting, legitimizing, accepting or favouring conducts not strictly adhering to the current regulation and to the principles of correctness, diligence and loyalty provided for in this Code.



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### **3. RULES OF CONDUCT IN RELATIONS WITH DEPENDENTS AND GENERIC THIRD PARTIES**

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#### **3.1 Relations with dependents and co-workers**

##### **Article 6 – Human Resources**

- I. The Company acknowledges the fact that human resources are a factor of utmost importance for the growth of the Company. The management of human resources rests upon the respect for the personality and professionalism of each one of them within the general frame work of the current regulation.
- II. It is the Company's task to promote and develop the working attitudes and skills of each dependent.
- III. The Company is aware of the fact that the high professionalism of its dependents and their commitment towards the Company are essential and key factors to pursue and achieving of the Company's goals.

##### **Article 7 – Staff selection**

- I. The selection of staff to be hired is made by matching the candidates' profiles and their specific skills with the corporate expectancies and requirements and always in a framework of equal opportunities for all the involved subjects.
- II. The requested information is strictly connected to verifying the aspects required for the professional and psychometric profile, in the observance of the candidate's private domain and opinions.

##### **Article 8 –Establishment of the employment contract**

- I. The staff is hired by a regular employment contract; no irregular employment arrangements are tolerated. Upon establishment of the employment contract each worker receives detailed information about:
  - nature of the function and tasks to perform;
  - regulatory and remuneration elements, as set by the national collective contract of employment and the current additional corporate agreements;
  - rules and procedures to adopt aimed at avoiding possible health and safety risks associated to the work activity;
  - principles and rules of conduct included in the present Code and in the Organizational and Management Model, by receiving a copy of the text.
- II. This info is issued to the co-worker or dependent so that the acceptance of the assignment is based upon an actual understanding.

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- III. Receives, for the entire duration of the employment contract, instructions which enable him to understand the nature of his task and to perform it properly and knowingly, by observing his own role and the corporate provisions.
  - IV. It is forbidden to grant rewards to the Company's co-workers or partners unless justified by actually performed activities.
  - V. In carrying out any activity, all Co-workers are bound to avoid situations of personal interest which constitute or may constitute, even if just potentially, a conflict between individual and corporate interests. To this extent, all Co-workers are forbidden to participate, either directly or indirectly, by whichever way, to commercial activities which stand, even just potentially, in a state of competition with the Company, unless the corporate administrative body had been previously notified of and approved such participation, having consulted the Surveillance Body.

#### **Article 9 - Staff assessment**

- I. The Company commits to ensure that in its corporate organization the annual staff pre set goals, both general and individual, are planned so as not to induce to illicit conducts but instead focused upon a possible, specific, concrete, measurable result, associated to the time allotted to achieve them.

#### **Article 10 – Confidentiality and safeguard of the personal data**

- I. Agrotec complies with the prescriptions protecting personal data processing. The Company adopts specific standards to ensure that the data are processed with the aid of suitable safety and protection measures.
- II. Any survey of the ideas, preferences, personal tastes and, generally, the private life of dependents and co-workers is forbidden. It is forbidden, save for the statutory cases, to communicate/divulge personal data to third parties without the consent of the concerned person.
- I. In the agreements with dependents, co-workers and third parties, it's mandatory to sign specific duties of confidentiality

### **3.2 Relation with the Public Administration**

#### **Article 11 – Impartiality and proper running**

- I. The relations of the Company and the Recipients towards the National, EU and international public institutions ("**Institutions**"), as well as towards public officials or persons charged with a public establishment, or bodies, representatives, authorized representatives, exponents, members, dependents, consultants, persons in charge of public functions or services, of public institutions, of public administrations, of public bodies, also economic, of bodies or public companies at a local, national or international level ("**Civil Servants**") are entertained by each Administrator and each

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Dependent, whatever his function or assignment or, if that is the case, by each Co-worker, in the observance of the current regulation and based upon the general principles of correctness and loyalty, adjusting his own conduct to the observance of impartiality and proper running which the Public Administration is subject to.

II. Agrotec will act, in its relations with institutions, in full compliance with current legislation and with honesty, correctness, transparency and respect for the public nature of the institution.

III. Illicit payments are forbidden in dealings with the Institutions or with Civil Servants. All the Recipients are bound to abstain from undertaking payments of any amount for the purpose to obtain illicit benefits in representing the Company's interests towards the Public Administration

IV. It is not permitted to:

- promise or make gifts of money which do not constitute the fulfilment of precise and formal statutory and/or contractual duties;
- promise and/or give gifts or presents for purposes or aims unrelated to company practice or normal courtesies;
- propose employment and/or business opportunities that may advantage employees of the Public Administration for personal or family reasons;
- promise or grant benefits of any kind to influence freedom of opinion or to obtain any advantage for the Company;
- act in a deceptive manner that may induce the public administration to make incorrect technical/financial assessments of the products and services offered/supplied;
- allocate grants, subsidies, incentives, concessions or public loans, in full or in part, to purposes other than those for which they were obtained;
- omit information required by the institutions or present documents which are untruthful or false

#### **Article 12 –Equality and mutual respect in relations with suppliers**

I. Agrotec commits to deal with suppliers under conditions of equality and mutual respect, recognizing their legitimate expectancy to receive clear directions about the nature of the assignment as well as correct settlements of what is due to them. Commercial relations with suppliers are held in observance of the principles of impartiality, cost-effectiveness, transparency, loyalty and correctness, avoiding relations which could generate personal advantages or conflicts of interest

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II. Agrotec commits to inform its suppliers of the content of this Code, and they shall declare, when entering the contract agreement, to know the principles expounded in it, committing to their observance, within the framework of the activities they perform on behalf of the Company and not to adopt any conduct which may induce the Company, through its managers and dependents, in violating the rules specified in the Code itself.

**Article 13 – Selection and choice of suppliers**

- I. The selection procedures of suppliers shall be inspired to the following criteria and principles:
- a. Transparency in the selection procedures;
  - b. Equal opportunities of access;
  - c. Professionalism;
  - d. Dependability;
  - e. Cost effectiveness.

The principle of cost effectiveness shall never prevail upon the other criteria.

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## **4. PRINCIPLES GOVERNING SPECIFIC CASES OF CRIME according to Leg. Decree 231/2001**

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### **4.1 Corporate Crimes**

#### **Article 14 – Control and accounting transparency**

I. Employees must deal with financial data honestly and accurately, maintaining detailed and undistorted financial information in a recoverable format for the duration of the assigned retention period.

II. Financial reports must be truthful, fair, complete and in strict compliance with accounting standards. Financial statements and other information addressed to shareholders, regulators and the public must be understandable and publicly available according to the applicable local law.

III. The Company demands of all its dependents full and broad commitment to ensure that the facts of management and the operations put in place during all its activities appear in the accounting documents, in a correct and timely fashion.

IV. Every accounting item must therefore be supported by appropriate documentation proving the performed activity in order to permit:

- an easy accounting entry;
- the identification of the origin and/or the preparation of the documents;
- the accounting and mathematical re-enacting of the operations

V. Every dependent involved in writing the balance sheet, the consolidated financial statement and also the additional notes to the financial statement, is tasked to ensure that the accounting documents conform to the principles mentioned above and is easily traceable as well as arranged with logical criteria.

VI. Especially in the case of entries translated in balance sheets and the additional notes to the financial statement which need estimates (so-called evaluations), the observance of the accounting principles by anyone who is involved (third-party consultants also) in preparing said entries is essential

VII. The Company demands the entry of all balance categories, such as credits, inventories, holdings, risks and charges funds, to emerge from the unconditioned respect of all the current regulations regarding budgetary preparation and assessment.

VIII. Particularly dependents charged with preparing the balancing item at the end of the year, are bound to check and promote the audit of all the precursory accounting entries to said items, also for the purpose to reduce the possibility of misinterpretation.

IX. The documents stating the book-keeping activity must be able to permit the prompt re-enactment of the accounting entry, the detection of the possible error, and also the level of responsibility within the single operational step.

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X. It is the duty of the Recipients, again within the scope of their respective functions and tasks, to check the correctness and truthfulness of the accounting entries and disclose to the relevant individuals, possible errors, omissions and/or falsifications of the same.

**Article 15 - Relations with the Corporate Supervisory Bodies**

I. The Company demands all its personnel to observe a correct and transparent conduct in performing its tasks, notably with reference to any request by the governing organs in exercising the institutional duties entrusted to them.

**Article 16 - Safeguard of the registered capital**

I. The Company explicitly forbids any dependent, either directly or indirectly, to partake in carrying out illicit actions on shares of the capital stock or those of the parent company.

II. The Company has in fact adopted the safeguard of the integrity of the capital stock as its ethic principle. Therefore it forbids all dependents, and especially its administrators, to purchase or subscribe shares or capital shares, and/or those issued by the parent company, outside of the cases permitted by law.

III. The Company will apply disciplinary sanctions to all the conducts capable to vitiate the process of formation of the capital stock, performed by anyone.

IV. The Company has also adopted as its ethic principle the safeguard of the integrity of the profits and reserves non distributable by law; it therefore forbids the administrators to return, even by simulation, outside of the cases explicitly permitted by law, contributions to shareholders or to free them from the duty to perform them.

**Article 17 - Protection of the rights of social creditors**

I. The Company explicitly forbids its dependents to undertake any operation which could be prejudicial to creditors.

II. The company in fact pursues, as an ethic principle, the safeguard of the interest of the social creditors not to see reduced the guarantees of their credit.

III. Therefore it is forbidden to undertake reductions of the social capital or other operations aimed at causing damage to creditors.

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## **4.2 Crimes against Public Faith**

### **Article 18 - Use of banknotes, public credit cards, stamp values**

- I. The Company, being sensitive to the demand to insure correctness and transparency in conducting business, demands its Recipients to observe the current regulation concerning the use and circulation of coins, credit cards and stamps and will therefore sanction severely any behavior aimed at the illicit use as well as the forgery of credit cards, stamps, coins and banknotes.

## **4.3 Crimes against the safeguard of intellectual property and copyright**

### **Article 19 –Tools, identifying marks and protection of copyright**

- I. The Company protects the intellectual property rights, including copyright, patents, brands and identifying marks, complying to the policies and procedures provided for their safeguard and by also respecting the intellectual property of others. The unauthorized duplication of software, documentation or other materials protected by copyright is therefore against the Company's policies. The Company namely respects the restrictions specified in the license agreements concerning the production/distribution of products made by third parties, or those concluded with its own software suppliers and forbids the use or reproduction of software or documentation out of what each of said license agreements permits.
- II. The Company forbids any conduct aimed at causing the loss, the theft, the unauthorized diffusion or the improper use of its own intellectual property or that of others or else of confidential information. For this purpose, the Company commits to activate all the required precautionary and subsequent control arrangements, by ensuring compliance to the copyright regulation, as to that regarding the identifying marks, such as brands and patents. Moreover the Company is opposed to the use of data banks ( extraction, reproduction of data, public display, etc.) for purposes other than those which they have been assembled for and, anyhow, contrary to what the regulation protecting copyright and personal data allows.
- III. The Company condemns any conduct undertaken with the purpose to take illicit possession of commercial secrets, lists of suppliers and other information related to the economic activity of third parties.

## **4.4 Crimes aimed at accomplishing acts of terrorism and at subverting public policy**

### **Article 20 – Use of financial resources**

- I. The Company condemns the use of its resources to finance and accomplish any activity aimed at achieving subversive and goals and to support associations or military and paramilitary groups with no recognition by the International Law.

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#### **4.5 Crimes against the individual**

##### **Article 21 - Protection of the individual personality**

- I. Agrotec promotes the rights of human persons in compliance with the Universal Declaration of Human Rights and international Conventions
- II. The Company is opposed to child labour in all its forms

#### **4.6 Crimes of facilitating organized Crime and trans-national illicit acts**

- I. The Company condemns any conduct assumed on the domestic or foreign territory which may even indirectly favour the activity of organized criminal groups

#### **4.7 Crime of receiving stolen property, use of money, goods or other utility of illicit origin, self-laundering**

##### **Article 22 - Anti-money laundering**

- I. Agrotec is committed to the international fight against money laundering and the financing of terrorism, opposing any conduct that could be intended as supportive of these crimes.
- II. Every Recipient who engages, on behalf of the Company, in operations and/or transactions concerning amounts of money, assets or other valuable utilities must act by consent and provide – upon request – any valid proof for its verification at any time.
- III. Collections and payments must be strictly made by methods of payment guaranteeing the traceability of the transaction. In addition, all the Recipients are obliged not to:
  - a. accept assets and/or services and/or other utilities not backed by a suitably authorized order/contract;
  - b. make cash payments over € 2.500 (to this end, even payments made in several installments of minor amounts but referred to the same supply and whose total amount exceeds € 2.500).

#### **4.8 Crimes against Industry and Commerce**

##### **Article 23 –Safeguard of competition**

- I. Agrotec acknowledges and promotes the value of free competition within a market economy as a key growth factor and therefore commits to operate by abiding to the Community and National Laws intended to protect competition.



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- II. Agrotec commits not to undertake in any case aggressive or deceitful commercial policies, aimed at conditioning distributors and/or consumers in purchasing its own product by means of any kind of physical-psychological intimidation or by means of false statements regarding the product intended to mislead customers.
- III. The Company inspires its conduct towards competitors to principles of loyalty and correctness and, consequently, disapproves of any behaviour which may hinder or upset the operation of a business or of commerce.
- IV. All Recipients are explicitly prohibited from:
- a. exert violence on things or use fraudulent means to hinder the industrial or commercial activity of others;
  - b. carry out, in the course of an industrial, commercial or anyhow productive activity, acts of competition by recurring to violence or threats;
  - c. perpetrate conducts aimed at causing harm to the National industries by proposing for sale or anyhow putting on the National or foreign markets industrial products carrying counterfeit or altered names, brands or identifying marks;
  - d. deliver to the buyer, within the scope of a commercial activity or a commissary open to the public, an object instead of another ("*aliud pro alio*") or an object which by origin, source, quality or quantity is different from the declared or agreed one;
  - e. sell or anyhow put on the market intellectual works or industrial products carrying names, brands or identifying marks – either National or foreign – capable to mislead buyers about the origin, source or quality of the works themselves or of the product;
  - f. manufacture or industrially use objects or other goods made by encroaching or infringing the industrial ownership title, while being aware of the existence of the latter, or else try to benefit from the goods mentioned above by launching them on the National territory, by holding them and/or proposing them for sale or anyhow putting them on the market.
- V. The Company furthermore commits not to bring into being illicit or unfair conducts, with the purpose to seize industrial secrets, lists of suppliers, or information concerning facilities or further aspects of the economic activity of third parties. The Company also does not hire dependents coming from competing companies with the purpose to obtain confidential information, nor induces the employees or clients of the competing companies to reveal information they are not at liberty to reveal.

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## **5. FINAL AND ORGANIZATIONAL PROVISIONS**

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### **5.1 Organizational provisions**

#### **Article 24 – Internal Controls**

- I. Agrotec undertakes to disseminate a culture in which all levels of the Company are aware of the existence of internal controls and are conscious of the positive contribution that these make towards improving efficiency.
- II. Internal controls are all the tools necessary or useful for directing, managing and monitoring the Company activities to ensure compliance with laws and with company procedures, protect company assets, manage activities efficiently and supply accurate and complete accounting and financial data.
- III. Each level of the organizational structure is tasked to concur in establishing an internal efficient and effective control system. For this reason, consequently, all the dependents of the Company, within the performed functions and respective jobs, are responsible for the correct operation of the control system.
- IV. The Company ensures the corporate bodies, holders of a power to control, as well as the Surveillance Body, access to the data, documentation and any useful information for the enforcement of its own activity.

#### **Article 25 - Reporting**

- I. Staff immediately report to their superiors, and to the Compliance Program Manager, any information concerning a possible violation or any request to violate the Code.
- II. Recipients must immediately provide the Surveillance Body, also anonymously, with the following information:
  - i. any news regarding the violation, or possible violation, of the dispositions included in the Code;
  - ii. any request to violate the Code which may have been submitted to them.
- III. The Surveillance Body evaluates the incoming reports and proposes to the Competent Management the possible consequent provisions by hearing, if appropriate, the writer of the report and/or the person charged with the possible violation and motivating in written possible refusals to proceed to an internal investigation;
- IV. In any event, even in the presence of anonymous reports, the Surveillance Body proceeds in a preliminary mode to assess their soundness, by verifying how detailed and feasible they appear;
- V. Agrotec guarantees the reporting subjects against any kind of retaliation, discrimination or penalty and ensures anyhow the utmost confidentiality about the identity of the reporting person should the report not be anonymous.

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## **Article 26 - Penalty Provisions**

- I. The observance of the Code rules must be viewed as an essential part of the dependents' contract obligations as set forth in art. 2104 of the Civil Code. Violations of the Code rules may be considered as a non compliance with the primary obligations of the employment agreement or as a disciplinary illicit, in abidance with the procedures provided by art. 7 of the Workers' Statute, with all the legal consequences, including the upkeep of the job, and could entail the compensation for damages deriving from the same.
- II. Failure to observe the Code rules by the members of the governing organs may entail the adoption, by the competent corporate bodies, of the most suitable measures provided and allowed by Law.

## **5.2 Final Provisions**

### **Article 27 – Mandatory nature of the Code**

- I. No person at the apex and, even more so, no dependent, is entitled to approve exceptions to the rules included in this Code
- II. By no means the conviction to be acting with the intent to benefit the Company may justify the adoption of conducts conflicting with all the principles expressed above, because a violation of the present Code matches a violation of the Criminal Law and entails the imposition of punitive sanctions towards the actual crime perpetrator, furthermore exposing the Company to the risk of being subject to a criminal trial for the crime committed by the person responsible of the violation.
- III. In the light of the above, the Company will sanction violations to the present Code of Ethics and to internal procedures which have determined the conducts described above or which are even just in abstract apt to determine them, by imposing disciplinary sanctions.

### **Article 28 –Adoption, circulation, modifications and additions**

- I. The present Code of Ethics is approved by Agrotec Administrative Body. Any variation and/or addition of the same shall be approved by the very same Body and immediately circulated to the Recipients in the mode deemed to be the most suitable.
- II. A hard copy of the Code is handed out to the whole staff and new entrants upon their insertion into the Company.
- III. With the intent to ensure the full understanding of the present document by all the co workers, the Company arranges and carries out, also following the indications of the Surveillance Body, adequate training initiatives with the purpose to favour the knowledge of the ethic principles and rules. The training initiatives are different and match the personnel role and responsibility.

### **Article 29 – Conflict with the Code**

- I. Should even one among the dispositions of the present Code be in conflict with dispositions provided by the internal regulations or procedures, the Code will prevail upon any of these dispositions

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## **Signature of acknowledgement**

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I, the undersigned, \_\_\_\_\_ declare that I have received and read my personal copy of the Code of Ethics approved by the Board of Directors dated the 15th of January 2018 and published on the web site [www.agrotec-spa.net](http://www.agrotec-spa.net)

I, the undersigned also declare to have understood, accepted and that I intend to respect the principles and rules.

I, the undersigned finally declare that I will conform my conduct to the rules and principles expressed in the present Code, acknowledging the liabilities connected to the violations of said rules and principles.

Signed:

\_\_\_\_\_

First and last name

\_\_\_\_\_

Date

\_\_\_\_\_