



Ophthalmic
Lenses

LTL SPA (S.A.)

CODE OF ETHICS

Approved by a Resolution of the Board of Directors of LTL SPA (S.A.) of 13.01. 2016

DATE	REASON FOR REVISION	EDITED BY	SIGNATURE
13/01/2016	FIRST ISSUANCE	General Administration	

TABLE OF CONTENTS

1. CODE OF ETHICS

- 1.1. Purposes
- 1.2. Intended Recipients
- 1.3. General principles
 - 1.3.1 Impartiality
 - 1.3.2. Transparency and completeness of Information
 - 1.3.3. Lawfulness
 - 1.3.4. Correct behaviour in case of conflicts of interest
 - 1.3.5. Confidentiality
 - 1.3.6. Value of human resources
 - 1.3.7. Entrepreneurship
 - 1.3.8. Quality of services
 - 1.3.9. Unfair competition
 - 1.3.10. Responsibility towards the community

2. RULES OF BEHAVIOUR IN THE DRAFTING OF BALANCE SHEETS AND IN RELATIONS WITH CORPORATE BODIES

- 2.1. Accounting records and the corresponding drafting of balance sheets
- 2.2. Preparation of charts and/or documents concerning requests for investment, public offerings, and/or listing on regulated markets and/or extraordinary capital transactions (takeover bids, IPO's, public offerings)
- 2.3. Management of corporate commitments; capital transactions and share transactions
- 2.4. Liquidation of the company
- 2.5. Internal control procedures
- 2.6. Regulations against money laundering

3. RELATIONS WITH EMPLOYEES

- 3.1. Selection of personnel
- 3.2. Establishing the working relationship
- 3.3. Management of personnel
- 3.4. Harassment and of discrimination in the workplace
- 3.5. Alcohol or substance abuse
- 3.6. Smoking
- 3.7. Workers' safety and health
 - 3.8.1 Handling of personal data
 - 3.8.2 Handling of information technology goods and illicit processing of data
- 3.9. Duties of employees and associates
 - i. Due diligence and good faith
 - ii. Conflicts of interest
 - iii. Taking care of the company's assets and of the working environment
 - iv. Corporate information technology and telecommunications resources
 - v. Image management

4. RELATIONS WITH CLIENTS

5. RELATIONS WITH SUPPLIERS

- 5.1. Choosing a supplier
- 5.2. Integrity and independence in relations with suppliers

6. RELATIONS WITH EXTERNAL ASSOCIATES

7. RELATIONS WITH THE PUBLIC ADMINISTRATION

7.1. Contributions, financing, and other payments

7.2. Counterfeiting of currency, coins, and other values

8. RELATIONS WITH THE BOARD OF AUDITORS, AUDITING COMPANIES, AND OTHER CORPORATE BODIES

9. RELATIONS WITH THE OVERSIGHT AUTHORITIES

9.1. Institutional Relations

10. RELATIONS WITH OTHER PARTIES

10.1. Financial relations with political parties, trade unions, and associations

10.2. Relations with the media

10.3. Contributions and sponsorship

11. RELATIONS WITH COMPETITORS

12. FINANCIAL TRANSACTION CAPACITY

**13. CONFIDENTIAL INFORMATION AND SAFEGUARDING OF PRIVACY (LEGISLATIVE DECREE 196/03),
SIGNIFICANT OFFENSES, OVERSIGHT, AND SANCTIONS**

14. SIGNIFICANT OFFENSES

15. OVERSIGHT

16. SANCTIONS

1. CODE OF ETHICS

The present Code of Ethics constitutes an integral part of the Organization, Management, and Control Plan of LTL SPA (S.A.)

Compliance with both is supervised – according to the implementation of the Organizational Plan – by the Oversight Body established in accordance with Legislative Decree 231/01, which establishes standards for Companies' administrative responsibility.

1.1. Purposes

With the awareness that a company is evaluated not only for the quality of the products and services that it is capable of providing, but also based on its ability to produce value with respect for ethical principles, by means of the present Code of Ethics, LTL SPA (S.A.) intends to do the following:

- define and set out the principles and the rules of behaviour that inform its activities and the relations with employees, associates, trading partners, shareholders, institutions, and in general, with every other interested party (STAKEHOLDER);
- indicate the principles of behaviour with which all the intended recipients of the present Code of Ethics are expected to comply;
- establish the responsibility of those who act in the Company's field of action in terms of compliance with said principles, strengthening the awareness and commitment of those in charge of the organization to apply the currently valid sanctions, in order to ensure the effectiveness of the present CoE.

By adopting this Code of Ethics, LTL SPA (S.A.) also intends to communicate the Company's principles and rules externally, since they reinforce and provide a concrete definition of the general principle of lawfulness, which means respect for all the laws, regulations, administrative procedures, and in general all currently valid regulatory provisions.

1.2 Intended Recipients

The rules contained in the Organizational Model and in the Code of Ethics apply to those who actually perform management, administration, direction, or control functions within the Company, to the Company's employees, even those seconded abroad, in order to carry out their activities, as well as to those who, although they do not belong to the Company's personnel, are linked to it by a contractual relationship.

Such persons will be defined hereafter as “Intended Recipients”; in particular, on an indicative but not exhaustive basis:

- members of the Board of Directors;
- members of the Board of Auditors;
- members of the Oversight Committee;
- directors and managers;
- employees;
- consultants, agents, trading partners, and associates under any designation.

The intended recipients of the OM and of the CoE are expected to respect all of their provisions exactly, also in compliance with the duty of loyalty, correct behaviour and due diligence ensuing from the legal relationship established with the Company.

The Company condemns any behaviour contrary to not only the law but also to the provisions of the OM and the CoE, even whenever the behaviour is in the interest of the Company or with the intention of gaining an advantage for it.

1.3. General principles

The business activity of LTL SPA (S.A.) is inspired by the following general principles:

1.3.1 Impartiality

In the decisions that have an impact on the relations with its own stakeholders (client management, organization of work, selection and management of suppliers), LTL SPA (S.A.) avoids any form of discrimination based on the age, sex, physical condition, race, nationality, political opinions, and religious beliefs of its interlocutors.

1.3.2. Transparency and completeness of Information

The associates of LTL SPA (S.A) are required to provide complete, transparent, comprehensible and accurate information suitable to allow all the stakeholders to reach autonomous and informed decisions in the development of their relations with it.

In particular, in the formulation of any type of agreement, the Company will take care to specify the behaviour to be followed in the context of the relationship established to the contracting party in a clear and comprehensible way.

1.3.3. Lawfulness

In the performance of their activities and in any type of relations, the associates of LTL SPA (S.A.) are required to respect the currently valid laws, the CoE, and the internal regulations diligently.

In no case can pursuing the interests of LTL SPA (S.A.) justify actions that are not in compliance with a morally and legally correct standard of behaviour.

1.3.4. Correct behaviour in case of conflicts of interest

When engaging in any activity, situations in which the persons involved in transactions are, or may only seem to be, in a conflict of interest must be avoided.

1.3.5. Confidentiality

LTL SPA (S.A.) ensures the confidentiality of the information in its possession and refrains from searching for confidential data, unless expressed and aware authorization and compliance with the currently valid legal standards. The associates of LTL SPA (S.A.) are required not to use confidential information for purposes not connected with the implementation of their own activity.

1.3.6. Value of human resources

The associates of LTL SPA (S.A.) constitute an indispensable factor for success.

For this reason, LTL SPA (S.A.) cares for and promotes the value of human resources with the purpose of increasing their satisfaction to the maximum and enriching their range of skills.

Therefore, in the handling of relations that entail the establishment of hierarchical relations, LTL SPA (S.A.) requires that authority be exercised in a fair and correct manner, forbidding any behaviour that may be considered harmful for the associate's dignity and autonomy.

1.3.7. Entrepreneurship

Managing the company according to economic and efficiency criteria, in order to provide solutions and services with a high quality to cost ratio and achieve complete satisfaction among users.

1.3.8. Quality of services

LTL SPA (S.A.) orients its activity towards the satisfaction of and care for its client, as well as the appreciation by the community in which it is active.

For this reason, LTL SPA (S.A.) develops its activities according to high-level quality standards.

1.3.9. Unfair competition

LTL SPA (S.A.) intends to support the value of fair competition by refraining from collusion and behaviour contrary to competition.

1.3.10. Responsibility towards the community

LTL SPA (S.A.) is aware of the impact that its activities may have on the conditions, on the economic and social development, and on the general welfare of the community, as well as on the importance of social acceptance on the part of the communities in which it is active.

For this reason, LTL SPA (S.A.) intends to engage in activities aiming to achieve the company's objectives in terms of appreciation by society, with respect for the local and national communities with which it may interact.

2. RULES OF BEHAVIOUR IN THE DRAFTING OF BALANCE SHEETS AND IN RELATIONS WITH CORPORATE BODIES

2.1. *Accounting records and the corresponding drafting of balance sheets*

LTL SPA (S.A.) instructs its directors, employees, and associates to constantly guarantee truth, completeness, clarity, and timeliness of information, internal and external, as well as maximum accuracy in the drafting, safeguarding, and updating of accounting and company's data and information.

To this end, all operations and transactions must be correctly recorded on a timely basis in the company's accounting system, in accordance with the criteria indicated by the law and on the basis of the applicable accounting principles; each operation or transaction must be authorized, verifiable, legitimate, consistent and appropriate.

In order for accounting to comply with the requirements of truthfulness, completeness, and transparency of the data recorded, suitable and complete documentation in support of the activity carried out must be kept in the company's records, in order to allow for the following:

- the accurate recording in the accounts of each transaction;
- the immediate determination of the characteristics and motivations underlying it;
- the easy formal reconstruction of the transaction, even in chronological terms;
- the verification of the process of decision-making, authorization, and implementation, as well as identifying the various levels of responsibility and control.

Each accounting entry must reflect what arises from the supporting documents and should also take into consideration the real economic effect of the transaction or the contract recorded in the accounts.

Therefore, it is the duty of each employee and/or associate entrusted with this to act so that the supporting documents can easily be found and arranged in accordance with logical criteria and in compliance with the company's provisions and procedures.

Payment orders in the interest of the Company that lack adequate supporting documents justifying the transaction are forbidden.

Employees and associates of LTL SPA (S.A.) – the latter to the extent to which they are entrusted with this duty – who gain knowledge of omissions, falsifications or inaccuracies in the accounting records or in the supporting documents are required to inform the Oversight Committee on a timely basis.

Consultants, although on a basis limited to the activity performed on behalf of the Company, are also required to notify the Oversight Committee directly of any irregularities.

2.3. *Management of corporate commitments; capital transactions and share transactions*

The directors and the auditors of the Company, as well as the heads of units and associates or consultants involved on any basis in the implementation of required procedures concerning the following:

- i) distribution of profits and reserves;
- ii) capital transactions (increases and reductions thereof), as well as procedures connected with such transactions, such as contributions in kind and their appraisal;
- iii) transactions in shares of the company or the parent company;
- iv) mergers, divisions, and conversions;

Are required to act with honesty, correct behaviour and transparency and with full respect for the provisions of civil law in place – among other things – to safeguard the interests of the Company's creditors in maintaining the guarantees for their assets.

In case of preparation of documents or reports concerning the transactions mentioned above, the directors, auditors, employees, associates, and consultants of LTL SPA (S.A.) are required to guarantee the constant truthfulness, completeness, and clarity of information, as well as maximum accuracy in the processing of data and information, each in relation to his or her own specific competency and area of operation.

2.4. Liquidation of the company

Whoever performs the duties of a liquidator – even on a *de facto* basis – for the company LTL SPA (S.A.) is required to act with maximum loyalty and transparency in the course of the liquidation procedures, inspired by the principles of lawfulness, truthfulness and correct behaviour and in particular, complying with the duty not to proceed to the distribution to shareholders of company's assets before having satisfied the claims of the company's creditors or having set aside the necessary resources for this purpose.

2.5. Internal control procedures

“Internal control procedures” mean all the tools available or useful in order to direct, verify, and monitor the Company's activities with the aim of ensuring respect for the law and the company's procedures, protecting company's assets, managing the company's activities effectively and providing with clarity true, correct, and reliable information about the Company's assets and economic and financial situation, as well as preventing any risks that the company might incur.

It is the duty of LTL SPA (S.A.) to promote an internal culture at all levels characterized by the awareness of the existence of the control procedures and oriented towards the exercise of control itself.

The directors of LTL SPA (S.A.) are required to participate, in accordance with their respective competency, in the implementation of an effective corporate control system and to make other in this.

Employees of LTL SPA (S.A.) must, within the limits of their competency:

- contribute to the correct functioning of the control system;
- responsibly safeguard company's goods useful to the activity that they perform, whether these are material or immaterial, and not engage in inappropriate use of them.

Lastly, concerning internal control, it is noted that the Company has implemented Legislative Decree 231/01 by means of the adoption – in addition to the present CoE – of a specific OM and by instituting an Oversight Committee, which is invited to monitor compliance with the control standards envisioned by the OM itself and the present CoE.

2.6. Regulations against money laundering

Employees and associates of LTL SPA (S.A.) must not, in any way or under any circumstance, in violation of the company's procedures in force, receive or accept the promise of cash payments or run the risk of being involved in affairs concerning the laundering of money originating from illicit or criminal activity.

Before establishing relationships or concluding contracts with suppliers and other partners in long-term business relationships, they must be certain of the identity, moral integrity, reputation, and good name of the other contracting party.

The Company assumes a commitment to respect all the legal standards and provisions, both national and international, on the subject of fighting money laundering, especially but not exclusively Legislative Decree 231/07.

3. RELATIONS WITH EMPLOYEES

LTL SPA (S.A.) considers Human Resources a central element of the company and assumes a commitment to develop the skills and competence of each employee, in order for the energy and creativity of individuals to find full expression in the activity performed.

At the various stages of management of working relationships with its employees, the Company is inspired by the principles mentioned below.

3.1. Selection of personnel

LTL SPA (S.A.) offers the same opportunities, without any discrimination (for example, because of sex, race, language, religion, political opinions, trade union membership), from the time at which it selects its personnel.

The evaluation of the candidates participating in the selection process focuses on verifying that the professional and attitude requirements envisioned in the profile sought are satisfied, with respect for the dignity, personality, privacy, and opinions of the candidate.

No forms of favouritism, clientelism or nepotism are allowed. The person selecting employees or participating in the selection process must not be in a potential conflict of interest with the candidate.

3.2. Establishing the working relationship

Hiring takes place with a regular labour contract in full compliance with the law and the applicable national collective bargaining agreements in support of the insertion of workers in the working environment.

3.3. Management of personnel

LTL SPA (S.A.) offers the same career opportunities to those who possess the characteristics required for access to higher positions, duties, and/or profiles, without any discrimination and on the basis of meritocratic criteria, professional skill acquired, and in any case, on the basis of strictly professional parameters.

The Company considers the training of personnel and constant updating on specific subjects (for example: occupational safety and hygiene, privacy and data security) a company priority.

3.4. Harassment and of discrimination in the workplace

LTL SPA (S.A.) requires that no harassment of any kind directed towards employees, suppliers, clients, or visitors take place in internal and external working relationships. Harassment means any form of intimidation, threat, behaviour, or verbal offense that is an obstacle to the calm performance of one's duties, or the abuse by a hierarchical superior of his or her position of authority.

The Company also requires that in working relationships, internal and external, no discrimination of any type against employees, suppliers, clients, or visitors should take place based on a difference of sex, race, language, religion, political opinions, or personal or social conditions.

Whoever, when engaging in his or her own activity on behalf of the Company, claims to have been the subject of harassment or to have been discriminated against for any reason may notify the Director of Human Resources of what happened. Any act of reprisal against an employee who refuses, complains against, or informs of such regrettable acts is forbidden.

3.5. Alcohol or substance abuse

LTL SPA (S.A.) forbids each employee or associate from abusing alcoholic substances during working hours and before engaging in working activity; in addition, it forbids the taking of controlled substances, hallucinogenic substances, or substances that may impede or hinder the regular performance of working activity during working hours and/or before engaging in working activity.

In any case, the Company discourages the abuse of alcohol and the use of controlled substances by any employee or associate even outside working hours and regardless of the influence of such behaviour on the regular performance of working activity.

However, conditions of chronic dependence on alcohol and drugs that may affect working performance and disturb its normal implementation, regardless of whether the employee or associate did not abuse alcohol or use controlled substances during working hours, will be considered equivalent to the cases above.

3.6. Smoking

The Company requires respect for the prohibitions envisioned by the regulations concerning smoking and in any case, in places where it could endanger personal safety and healthy environments.

3.7. Workers' safety and health

LTL SPA (S.A.) assumes a commitment to disseminate and entrench a culture of safety by developing awareness of risks and promoting responsible behaviour by all employees and associates; in addition, it works to preserve the health and safety of workers, especially by means of preventive action.

The aim of the Company is to protect its human resources, assets, and finances, by always searching for the necessary synergies not only internally, but also with suppliers, companies, and clients involved in the company's activity.

The Company assumes a commitment to respect all the legal standards and provisions, both national and international, concerning hygiene and safety at work and taking care of workers' health, especially but not exclusively Legislative Decree 81/2008.

3.8.1 Handling of personal data

LTL SPA (S.A.) complies with the applicable legal prescriptions concerning the handling of personal data.

Specifically with respect to the handling of workers' personal data, the Company has prepared specific precautions and procedures that must be strictly respected by personnel and are intended to inform each employee of the nature of the personal data subject to handling by the Company, the ways in which they are handled, the framework of their communication, and in general, all data concerning his or her person.

The Company assumes a commitment to respect all the legal rules and provisions, both national and international, concerning the handling and safety of personal data, especially but not exclusively Legislative Decree 196/03.

3.8.2 Handling of information technology goods and illicit processing of data

LTL SPA (S.A.) complies with the applicable legal prescriptions concerning information systems, databases, computer programs, communication by means of information technology or telematics, and computer documents.

The rules for the handling of company's information technology and telematic assets are governed by § 3.9, point IV below.

The Company assumes a commitment to respect all the legal standards and provisions, both national and international, concerning the handling of information technology goods, especially but not exclusively Legislative Decrees 512/1998 and 48/2008.

3.9. Duties of employees and associates

i. Due diligence and good faith.

each employee and associate must act loyally and in good faith, respecting the commitments assumed in the employment contract and ensuring an active and intense cooperation, in accordance with the company's directives, as well as knowing and observing the rules of ethics contained in the present CoE, basing his or her own behaviour on respect and mutual cooperation.

All the actions, transactions, and negotiations, and in general, all behaviour implemented when engaging in working activity, must be based on the principles of honesty, correct behaviour, integrity, transparency, legitimacy, clarity, and mutual respect, and must also be open to verification and control in accordance with the currently valid regulations and internal procedures.

All the activities must be carried out with professional diligence. All parties must provide adequate professional contributions for the responsibilities assigned to them and must act with care for the prestige of the Company. Directors accept their duties when they consider that they can dedicate the necessary amount of time to their diligent performance.

The personnel of LTL SPA (S.A.) must know and implement the provisions of the Company in regard to care for the environment, occupational safety and health and respect for privacy, in relation to the duties performed and/or the level of responsibility assumed.

ii. Conflicts of interest

Directors, auditors, manager, employees, and associates of LTL SPA (S.A.) must refrain from engaging in activities that could even potentially be in conflict with the interests of the Company.

On an indicative but not exhaustive basis, situations that could cause a conflict of interest include the following:

- participation in decisions that concern business with persons or entities with whom the employee or a close relative of the employee has an interest, or from which a personal interest could arise (including legal entities belonging to him or her, or in which he or she has a direct or indirect interest in any case);
- making use of one's position and duties in order to serve interests that are contrary to those of the company;
- use of the name of LTL SPA (S.A.) in order to obtain personal advantages;
- use of information obtained when carrying out working activities for one's own advantage or that of a third party, in opposition to the Company's interests;
- engaging in working activities of any type (provision of services and intellectual work) for clients, suppliers, competitors, and/or third parties in opposition to the company's interests;

– concluding, amending, or initiating negotiations and/or contracts – in the name and on behalf of the Company – that have as the other contracting party relatives or partners of the employee or from which they could in any case obtain personal advantages, or

– accepting money or other benefits or favours from natural persons or legal entities who are in or intend to enter into a business relationship with LTL SPA (S.A.).

It is forbidden to obtain a personal advantage from matters of which one has gained knowledge in the course of performing one's duties within the Company.

Before accepting a consulting assignment, a position as a manager or director, the provision of dependent or autonomous work, or any other duties in favour of another party, or in the case that even a potential conflict of interests is detected, each employee is required to inform his or her own immediate superior or the Director of Human Resources of this.

Likewise, each employee is required to inform the company, in the same way as above, of situations of conflict of interest in which other employees may be involved of which he or she has gained knowledge. The use of confidential information obtained in the course of working activities for one's own benefit or that of a third party is forbidden.

iii. Taking care of the company's assets and of the working environment

Each employee and associate is required to safeguard the company's assets, conserving the movable goods and real estate properties, the equipment, the company's products, information, and the know-how of LTL SPA (S.A.).

In particular, each employee and associate must do the following:

- use the company's goods in accordance with company's policies, complying strictly with all the safety programs, in order to avoid their unauthorized use or theft;
- avoid improper use of company's goods that may cause damage or reduced efficiency, or is in any way contrary to the company's interests;
- maintain secrecy in regard to confidential information concerning the Company or its trading partners, avoiding their disclosure to third parties.

iv. Corporate information technology and telecommunications resources

Each employee and associate is required to safeguard the company's information technology and telecommunications assets, while keeping the technological resources and software of LTL SPA (S.A.) safe.

The rules of behaviour are listed in detail in the Regulations for the use of information technology and telecommunications resources of LTL SPA (S.A.). In particular, each employee and associate must do the following:

- strictly respect all the provisions of the regulations mentioned above and the company's safety policies, also in order not to damage the functioning and protection of information systems;
- not send threatening and abusive electronic mail messages that in any case are not pertinent to his or her own working activity or damage the Company's image;
- keep his or her own personal password and access code for the company's databases safe and not reveal them to unauthorized third parties;
- not reproduce company's software for personal use or use the tools private for private purposes;
- not save any software not authorized by the Information Systems Manager and computer files whose content is not strictly connected with working activity or is illegal to the company's servers;
- not surf on websites whose content is not strictly connected with working activity;
- not use the company's communication systems (e-mail, intranet, etc.) in order to negotiate the sale or purchase of goods or services extraneous to the performance of working activity, or to disseminate indecorous or offensive material or material harmful to the company or third parties (for example, computer viruses).

Each employee and associate is responsible for protecting the goods and technology resources assigned to him or her and has the duty to inform his or her immediate superiors on a timely basis of any events that are potentially harmful to said goods and resources.

v. Image management

The good name and image of LTL SPA (S.A.) represent an immaterial value of fundamental importance to be cared for at all times in business activity both inside and outside the Company.

The members of the Board of Directors, of the Board of Auditors, and of the Oversight Committee and the employees of LTL SPA (S.A.) assume the following commitment:

- (i) to act in compliance with the principles dictated by the present CoE in their relations with colleagues, clients, suppliers, and third parties in general, while maintaining a type of relationship based on quality, helpfulness, and decorum in accordance with the standards common to businesses with the size and importance of LTL SPA (S.A.);
- (ii) to refrain from any behaviour that may directly or indirectly cause harm to the Company and/or to the LTL SPA (S.A.) Group in terms of its image and/or credibility on the market.

4. RELATIONS WITH CLIENTS

LTL SPA (S.A.) aligns its behaviour in relations with clients according to principles of lawfulness, transparency, correct behaviour, reliability, responsibility, and quality.

Therefore, in the context of the duties assigned to them, the employees and associates of LTL SPA (S.A.) must do the following:

- strictly comply with all the provisions of the law and regulations, the provisions of the present CoE, and the internal procedures concerning the handling of relations with clients;
- provide the client with all information about the conditions and terms of contracts concerning the products and services offered, in order for the client to be fully aware at the time of concluding the definitive agreement, while strictly respecting the respective company's procedures;
- hold to the truth in advertising communications, refraining from any deceitful practices;
- adopt a behaviour focusing on helpfulness, respect, and courtesy, in line with the standards of LTL SPA (S.A.), characterized by the highest levels of professionalism;
- pay particular attention to the activities related to customer satisfaction, aiming for continuous improvement of the quality of the products and services offered, while receiving any suggestions or complaints from clients with courtesy;
- preserve their own independence with respect to internal and external pressures.

The following is expressly forbidden:

- maintaining commercial relations with persons involved with criminal activities, such as, solely for example: weapons trafficking, trafficking in controlled substances, money laundering, and terrorism;
- in any case, maintaining relationships with persons that, as far as is known, do not possess the necessary requirements of honesty, seriousness, and reliability;
- maintaining commercial relations with persons who, even indirectly, engage in behaviour contrary to individual freedom and dignity and/or violate or contribute to the violation of the fundamental rights of persons (for example, exploiting underage workers, supporting sexual tourism, child pornography, etc.);
- receiving money or other benefits from clients (or anyone other than LTL SPA (S.A.)), in order to engage in an action pertaining to one's duties or contrary to one's duties;
- giving or receiving, directly or indirectly, gifts, hospitality or other advantages, except for small courtesies or customary gift items such as those used on the occasion of holidays and celebrations.

An employee who receives gifts or other types of benefits from clients that cannot be attributed directly to normal relations of courtesy must undertake every suitable initiative, in order to refuse said gift or other type of benefit and must inform his or her immediate superior or the Director of Human Resources to this effect.

5. RELATIONS WITH SUPPLIERS

The Company bases its behaviour in its relations with suppliers on the principles of transparency, equal treatment, fairness, and competition.

In particular, employees of LTL SPA must do the following:

- strictly follow internal procedures concerning the selection and handling of relations with suppliers;
- in its relationships as a supplier, follow and comply with the applicable legal provisions and with the contractual terms established;

- follow the principles of transparency and provide complete information in correspondence with suppliers;
- avoid receiving money or other benefits from suppliers (or anyone other than LTL SPA (S.A.)) for the performance of one's duties or in contrast to one's duties;
- avoid directly or indirectly giving or receiving gifts, hospitality, or other advantages, except for small courtesy gifts, except for small courtesy gifts or customary gift items such as those used on the occasion of holidays and celebrations.

An employee who receives gifts or other types of benefits from suppliers that cannot be attributed directly to normal relations of courtesy must undertake every suitable initiative, in order to refuse said gift or other type of benefit and must inform his or her immediate superior or the Director of Human Resources to this effect.

5.1. Choosing a supplier

Purchasing procedures aim to seek the greatest qualitative and quantitative advantage for LTL SPA (S.A.) and care for the Company's image.

To this end, employees participating in said procedures must do the following:

- provide suppliers who comply with the necessary requirements with a fair opportunity to participate in the selection process;
- refrain from maintaining relations with suppliers who are known not to satisfy the subjective requirements in terms of professionalism and honourable behaviour;
- verify, also through suitable documentation, that suppliers who are participating in the selection process possess the means, including financial means, organizational structure, capability, know-how, quality systems and suitable resources for the requirements and image of LTL SPA (S.A.).

In particular, contracts with suppliers should include clauses that, depending on the case, may envision the following:

- statements by the supplier concerning the possession of the above subjective and organizational prerequisites, suitable know-how and resources for the requirements and image of the Company, as well as concerning the existence and effective implementation of adequate corporate quality systems;
- the possibility of conducting inspections at the production units or the operational headquarters of the supplier's company, in order to verify that said requirements are being satisfied.

5.2. Integrity and independence in relations with suppliers

Relations with all suppliers are governed by the same general principles and are subject to constant monitoring by LTL SPA (S.A.)

Specifically:

- independence from individual suppliers must be pursued, while avoiding, wherever this is not strictly necessary, establishing relations of an exclusive nature and/or with a long duration;
- consulting contracts for which an analysis of the effective company's requirements has not been carried out must be avoided;
- consulting contracts must in any case envision the evaluation of the effectiveness and quality of the services provided, at the end of every service provided by the supplier;
- it is not considered correct to induce a supplier to conclude a contract that is unfavourable to him or her, allowing him or her to understand that a subsequent contract will be more advantageous.

In order to guarantee maximum transparency and efficiency in the purchasing process, the Company has established the following:

- the separation of roles – wherever this is concretely feasible – between the department requesting the supply and the department concluding the respective contract;
- company's provisions that regulate the duty of adequately documenting the choices adopted (so-called "traceability");
- keeping the information and official documents concerning the selection of suppliers, however it may be designated, as well as the contractual documents, for the periods established by the currently valid regulations and mentioned in the internal purchasing procedures;
- operational instructions that regulate cases in which payments may be made to different parties from those who have provided the good or service.

LTL SPA (S.A.) informs its main suppliers of the content of the present CoE by means of the initiatives envisioned in the program for its communication and dissemination.

The infringement of the general principles of the CoE by suppliers entails the right of LTL SPA (S.A.) to implement express rescission clauses included in the individual supply contracts together with the provision of specific statements concerning knowledge of the principles contained in the CoE and undertaking the obligation to respect said principles.

6. RELATIONS WITH EXTERNAL ASSOCIATES

Each employee, in relation to his or her own duties, will take care of the following:

- strictly complying with the internal procedures concerning the selection and handling of relations with the Company's external associates, however they may be designated (associates, consultants, representatives, agents, brokers);
- avoiding choosing persons and companies that are known to lack unexceptionable moral character;
- contacting his or her direct superior or the Director of Human Resources on a timely basis in case of any violations of the CoE by associates of the company;
- expressly mentioning in all cooperation contracts, however they may be designated (cooperation, consulting, agency, brokerage), the obligation to follow the principles of the CoE, establishing sanctions for any lack of compliance with such principles, providing LTL SPA (S.A.) with the power to rescind the contract.

Associates, however they may be designated, are required to respect the principles contained in the CoE.

7. RELATIONS WITH THE PUBLIC ADMINISTRATION

Relations between LTL SPA (S.A.) and the Public Administration – national, regional, and municipal, Italian or European – or in any case concerning relations subject to public law, must be inspired by the strictest compliance with the applicable provisions of the law and regulations and cannot in any way compromise the integrity and reputation of the Company.

The undertaking of commitments and the management of relations of any type with the Public Administration and/or of relations subject to public law are reserved exclusively for the departments of the company that are in charge of this and regularly authorized.

In its relations with the Public Administration, LTL SPA (S.A.) must refrain from exercising improper influence on the decisions of the institution concerned.

In any case, in the course of relations with the Public Administration, as well as in case of inspections or verifications by the competent Authorities from time to time, LTL SPA (S.A.) undertakes the following commitments:

- not to offer job opportunities and/or commercial opportunities in favour of the Public Administration staff member involved in the relationship or in the inspections or verifications or to relatives of theirs, unless at least one year has elapsed in which they no longer have the status of a state employee;
- not to offer gifts or any benefit directly or indirectly to personnel of the Public Administration or to relatives of theirs, unless they are acts of commercial courtesy with a limited value and in any case, with respect for the limits of value established;
- not to influence the autonomous decision-making power of any other party in charge of handling relations with the personnel belonging to the Public Administration;
- not to request or obtain confidential information that may compromise the integrity or reputation of both parties.

In relations with the Public Administration, representatives and/or employees of LTL SPA (S.A.) are not allowed to pay or to offer sums of money or benefits of any kind, directly or through third parties, whether the other parties are public officials or persons entrusted with providing public services, representatives of the government, or public employees with whom LTL SPA (S.A.) maintains relations, in order to compensate them or pay them for an act belonging to their duties, nor in order to obtain the implementation of an action that is contrary to the duties of their office.

Such behaviour, in addition, in order to favour or harm one side in a civil, criminal, or administrative judicial procedure, and to obtain a direct or indirect advantage for the Company, is strictly forbidden.

Acts of commercial courtesy, such as gifts or forms of hospitality, or any other type of benefit (even in the form of donations) are allowed only if intended to promote the image of LTL SPA (S.A.) and only if they are of limited value, which correspond to normal customary acts within relations, contained within the limits envisioned by the respective procedure (which, furthermore, may list the categories of items that may be used as gifts) and suitable not to compromise the integrity and reputation of the parties, as well as being in keeping with custom; such acts, in any case, must not be interpreted by an impartial third-party observer, as acts aiming to obtain advantages and favours in an inappropriate way. In any case, such acts must always be authorized and suitably documented.

Whenever employees of LTL SPA (S.A.) receive explicit or implicit requests for benefits of any kind from the Public Administration or from natural persons or legal entities acting as employees or on behalf of the same Public Administration, they must immediately discontinue any relationship and inform their immediate superior.

The provisions mentioned above should not be eluded by seeking recourse to different forms of assistance and contributions, which, in the guise of assignments, consulting, advertising, sponsorship, representation expenses, etc., have the same purposes as those forbidden in the present paragraph.

External associates of LTL SPA (S.A.) who receive offers of gifts or unauthorized benefits are required, in accordance with the established procedures, to refuse them and immediately inform the Oversight Committee, in order to evaluate the compliance of the offer with the principles of the present Code of Ethics.

7.1. Contributions, financing, and other payments

LTL SPA (S.A.) forbids its employees from using or submitting false declarations or documents or ones that state untruths, or omitting information in order to obtain, to the advantage or in the interest of the company, contributions, financing, or other payments, under any designation, granted or paid by the state, by a public body, or by the European Community.

The Company also forbids its employees from deliberately misleading persons belonging to the paying entity with documents intended to obtain contributions, financing, or other payments, under any designation, for the Company in an undue manner, whether granted or paid by the state, by a public body, or by the European Community.

Lastly, the use of contributions, financing, or other payments, under any designation, granted to the company by the state, by a public body, or by the European Community for different purposes from those for which they have been assigned is forbidden.

7.2. Counterfeiting of currency, coins, and other values

The personnel of LTL SPA (S.A.) must respect the complete prohibition of holding, spending, or putting into circulation in any way currency, coins, public credit cards, or validation stamps that have been counterfeited or altered. Public credit cards mean, in addition to those that are legal tender as currency, cards and payment slips issued to the bearer by the government.

Whoever receives currency or coins or public credit cards suspected of being counterfeit or stolen must inform his or her immediate superior or the Director of Human Resources of this fact.

8. RELATIONS WITH THE BOARD OF AUDITORS, AUDITING COMPANIES, AND OTHER CORPORATE BODIES

The Company's employees are required to guarantee maximum cooperation and transparency in the relations that they may be invited to maintain with the Board of Auditors, with the Oversight Committee established in accordance with Legislative Decree 231/01, as well as, by means of the competent internal organizational units for each matter, with auditing companies and shareholders, in regard to the inspection activities carried out by them.

In particular, the Company's employees must refrain from any behaviour, act, or omission, that could lead to a refusal to auditors, accountants, or shareholders, hinder their research, or divert the attention of the auditors, accountants, shareholders, or the company's departments in charge of inspection activity, in the exercise of their respective institutional duties.

10. RELATIONS WITH OTHER PARTIES

10.1. *Financial relations with political parties, trade unions, and associations*

LTL SPA (S.A.) does not grant contributions of any kind, directly or indirectly, to political parties, political and trade union movements, committees, and organizations, either in Italy or abroad, or to their representatives and candidates, nor does it sponsor conferences or parties that have political propaganda as their exclusive purpose. It also refrains from subjecting political figures to any direct or indirect pressure.

In turn, the directors and employees of LTL SPA (S.A.) may not engage in political activity – except for trade union activity – during working hours, or use the Company's goods or equipment for such a purpose; they must also specify that any political opinions expressed by them to third parties are strictly personal and therefore do not represent the opinion and position of the company.

10.2. *Relations with the media*

Relations between the Company and the mass media in general are exclusively within the province of the company's departments and of the persons placed in charge of this and they must be maintained with respect for the communication policy and in accordance with the directives defined by the Board of Directors and by the Managing Director of the Company.

The Intended Recipients of the present CoE, therefore, may not provide information to the representatives of the mass media without the authorization from the competent departments.

In any case, information and communications concerning the Company and destined for external recipients must be accurate, truthful, complete, transparent, internally consistent, and always strictly compliant with the provisions of the law (for example, concerning abuse of privileged information and protection of personal data).

10.3. *Contributions and sponsorship*

LTL SPA (S.A.) may agree to requests for contributions that are limited to proposals with a cultural value or charitable proposals originating from non-profit entities and associations with recognized reliability and professionalism.

Sponsorship activity may concern social issues, the environment, sports, entertainment, and the arts.

In any case, when choosing which proposals to accept, LTL SPA (S.A.) pays particular attention to any possible conflict of interest.

11. RELATIONS WITH COMPETITORS

The Company reiterates that in the management of its business and its business relations it is inspired by the principles of fairness, lawfulness, correct behaviour, transparency, efficiency and openness towards the national and international markets.

The Company specifically pursues its success as a business through the provision of high-quality products and services and with respect for all national and international regulations established in support of fair competition.

In particular, in the framework of the currently valid national and international provisions regarding competition, the activities of the Company and the behaviour of its Employees, Directors, and its Managers and Associates, whose actions may in any way be associated with the Company itself, must be inspired by the highest level of autonomy and independence in regard to the behaviour of the Company's competitors on the Italian and foreign markets.

13. CONFIDENTIAL INFORMATION AND SAFEGUARDING PRIVACY (LEGISLATIVE DECREE 196/03)

The Company's activity may require it to obtain, keep, handle, communicate, and disseminate data, documents, and information concerning negotiations, procedures, transactions, and contracts.

In addition, the Company's databases may contain personal data protected by the regulations governing privacy, data that cannot be made known to external parties, and, lastly, data whose disclosure could cause harm to the company itself.

Therefore, every intended recipient is required to maintain the confidentiality of information obtained due to his or her duties at work.

All information, knowledge and data obtained by the intended recipients in the course of their duties may not be used, communicated, or divulged, except in compliance with the provisions envisioned by the regulations concerning the protection of personal data and the internal directives of the Company's Privacy Management System.

Each Intended Recipient must do the following:

- obtain and handle only the data and information that are necessary for and directly connected to his or her activity;
- maintain said data and information so as to hinder any extraneous third parties from gaining knowledge thereof;
- communicate and divulge data and information in the framework of the procedures adopted by the Company;
- evaluate and determine the confidential nature of the information;
- comply with confidentiality obligations even after relations with the Company have ended, in compliance with the currently valid regulations and/or contractual commitments previously assumed.

The Company, in turn, assumes the commitment to protect information and data concerning its own Intended Recipients and third parties and to avoid all improper use thereof.

Specific security measures are observed, in order to prevent the loss, illicit or improper use of the data subject to processing by the company and/or unauthorized access to the Company's website.

The Company voluntarily, on an annual basis, updates its Security Plan Document (SPD) by March 31st of every year, and add specific observations concerning the implementation status at the company of the regulations concerning personal data to the management report attached to the balance sheet for the financial year.

14. SIGNIFICANT OFFENSES

Legislative Decree 231/01 envisions certain categories of offenses (crimes and infringements) that may entail the liability of the Company. The offenses considered significant by Legislative Decree 231/01 in relation to the Company's activity are mentioned in the OM.

15. OVERSIGHT

The Company's personnel, associates, consultants, suppliers, and all the other interested parties (stakeholders) in relation to LTL SPA (S.A.) are required to address themselves directly to the Oversight Committee – based on the rules established in the OM – in order to report any violations of the OM and the CoE. To this end, the Company has adopted suitable procedures, in order to keep constantly confidential the identity of the person providing this information to the Oversight Committee.

Reports of potential violations of the OM and the CoE – which fit into the penal profiles of significant offenses in accordance with Legislative Decree 231/01- may be sent in the following ways:

- e-mail: organismodivigilanza@LTL SPAit
- by letter: Oversight Committee, LTL SPA S.p.A.

Via Clauzetto, 1 - 33078 San Vito al Tagliamento (PN).

The Director of Human Resources and the Oversight Committee of LTL SPA (S.A.), on issues pertaining to their respective competence, act in such a way as to guarantee informants against any type of reprisal, which is understood as an act that may lead to even the mere suspicion of discrimination or penalization. The secrecy of the informant is also ensured, without prejudice to obligations under the law.

16. SANCTIONS

Compliance with the regulations contained in the OM and the CoE must be considered an integral part of the contractual obligations envisioned for the employees of LTL SPA (S.A.), in accordance with article 2104 paragraph 3 of the Civil Code, as well as for the associates of the same Company. Infringement of the aforementioned regulations will constitute a lack of compliance with the obligations arising from the working relationship and a disciplinary offense, with every legal consequence, even in terms of the continuation of the working relationship.

LTL SPA (S.A.) assumes the commitment to establish and impose, with consistency, impartiality, and equal treatment, sanctions that are proportional to the respective violations of the CoE and in accordance with the currently valid provisions regulating labour relations.

(i) Sanctions for directors and auditors

It is specified that for sanctions arising from the infringement of the prescriptions of the present CoE, in regard to Directors and Auditors, the procedures and sanctions defined by the OM of LTL SPA (S.A.) will be applied.

(ii) Sanctions for managers and employees

Violation of the rules of behaviour indicated in the present CoE committed by managers and dependent employees of the Company constitute a lack of compliance with the obligations ensuing from the working relationship and gives cause to the imposition of disciplinary sanctions.

For sanctions due to the violation of the prescriptions of the present CoE – for managers and dependent employees – the applicable principles and rules established in the National Collective Bargaining Agreement and in the Organizational Model of LTL SPA (S.A.) will apply, as far as they are compatible with the labour and trade unions regulations.

In particular, in the case of violations of the CoE committed by employees of LTL SPA (S.A.), the Company will take care to apply the most suitable disciplinary measures towards the parties responsible for the censurable behaviour, in accordance with the provisions of the applicable collective bargaining agreement, in compliance with art. 7 of law no. 300 of May 20, 1970, n. 300 (the so-called Workers' Statute) and the currently valid regulations, without prejudice to the right to compensation for any damages incurred.

It is understood that all the procedures, provisions, and guarantees envisioned by art. 7 of the Workers' Statute and the National Collective Bargaining Agreement concerning disciplinary measures will be respected.

(iii) Sanctions for associates and consultants

Whenever the violation of the rules of the CoE is committed by an intended recipient who is not an employee of LTL SPA (S.A.) (for example, an independent worker, a supplier, or another party linked to the company by a contractual relationship), the sanction envisioned is the power to rescind the respective contract or withdraw from it for just cause, without prejudice to the right to compensation for any damages incurred, regardless of any potential penal dimension of the behaviour adopted and/or the initiation of a penal procedure wherever a penal offense has occurred.