



Code of Ethics

Modena, 22 June 2023

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PART I - INTRODUCTION

- GLOSSARY

ABI: Associazione Bancaria Italiana – The Italian Banking Association.

ABI Guidelines: Guidelines of the Italian Banking Association (ABI) for the adoption of organisational models on the administrative liability of banks (significant pursuant to art. 6, paragraph 3, of Italian Legislative Decree No. 231/2001 as they were drawn up by an association representing the category and communicated to the Ministry of Justice).

Administrative Liability: the Bank's administrative liability in the event of an employee or an individual in a senior management position committing one of the predicate offences under Legislative Decree no. 231/01 or Law no. 146/06.

Articles of Association: BPER's Articles of Association, updated with the amendments resolved upon by the Extraordinary Shareholders' Meeting of 4 July 2019, the Board of Directors of 11 July 2019 and the Chair's act of 25 July 2019.

Bank: BPER Banca S.p.A.

B.o.D.: Board of Directors.

BPER: BPER Banca S.p.A.

C.C.: Civil Code.

C.C.N.L.: *Contratti Collettivi Nazionali di Lavoro* (National Collective Labour Agreements), entered into by the main trade unions representing the employees, currently in force and applied by the Company.

Code of Conduct: the Internal Corporate Governance Code of the BPER Group. - Conduct of members of Corporate Bodies, employees, external staff and financial advisors - General principles for the internal organisation and relationships with customers and investors

Code of Ethics: adopted by the Bank pursuant to Legislative Decree no. 231/01, the Code of Ethics is a document in which the Bank describes the set of rights, duties and responsibilities it has towards all subjects it enters into a relationship with to achieve its business purpose.

Company: BPER Banca S.p.A.

Controversial weapons: anti-personnel mines, cluster munition, biological or nuclear weapons, weapons of mass destruction banned by International Treaties.

Corporate Bodies: The Bank's Shareholders' Meeting, Board of Directors, Chair of the Board of Directors, Chief Executive Officer, Board of Statutory Auditors and General Management.

Corporate Social Responsibility (CRS) or "Sustainability": according to the definition of the European Commission (2011), CSR is the responsibility of enterprises for their impacts on society.

C.P.: *codice penale* (Italian Criminal Code).

Crime, criminal offence, incriminating event: the predicate offences for the administrative liability of institutions under Legislative Decree no. 231/01 as later amended and supplemented, and transnational crimes pursuant to Law no. 146 of 16 March 2006.

Financial education: the process by which financial consumers/investors improve their understanding of financial products, concepts and risks and, through information, instruction and/or objective advice, develop the skills and confidence to become more aware of financial risks and opportunities. (OECD definition).

Financial inclusion: development of products (such as current accounts or "IBAN cards") designed for customers with basic financial needs (young people, low-income retirees, immigrants, etc.) to prevent their exclusion from the financial system.

Group: BPER and the Banks and Companies under its direct control pursuant to art. 2359, para. 1 and 2 of the Italian Civil Code.

Legislative Decree no. 231/2001 or Decree: Legislative Decree no. 231 of 8 June 2001 (concerning the "administrative liability of legal entities, companies and associations, with or without legal personality", as later

amended and supplemented.

Micro-credit: financial tool that allows access to credit for people in conditions of economic vulnerability. Generally, two types of microcredit facilities can be identified: “Social Loans” for households in difficulty and “Micro-Credit for Businesses” for the launch and development of a small business.

MOG ('Modello di Organizzazione e Gestione') / Model: Organisation and Management Model pursuant to art. 6 and 7 of Legislative Decree no. 231/01.

O.d.V. (*Organismo di Vigilanza*): Supervisory Body provided for in art. 6, para. 1, letter b) and art. 7 of Legislative Decree 231/2001, with the task of supervising the functioning of and compliance with the Model and ensuring that it is updated.

Parent Company: BPER Banca S.p.A.

Person in charge of a public service: pursuant to art. 358 of the Criminal Code whoever performs a public service for whatever purpose shall be considered to be in charge of a public service. Public service shall mean an activity that is governed in accordance with the same modalities as a public function, although in the absence of the power vested in the latter, and excluding the performance of simple ordinary tasks and exclusively material work.

Public Administration (P.A.): “Public Administration” should be understood as any public body, independent administrative agency, natural or legal person acting as a public official or as a person in charge of a public service, or as a member of a body of the European Communities or official of a foreign State. This includes, by way of a non-limiting example: the Judicial Authority, National and Foreign Institutions and Public Administrations, Consob (the Italian Securities and Exchange Commission), the Bank of Italy, the Italian Competition Authority, Borsa Italiana, the Financial Intelligence Unit (FIU), the Italian Data Protection Authority and other Italian and foreign Supervisory Authorities.

Public Official: Pursuant to Article 357 of the Criminal Code, a Public Official is a person who exercises a legislative, judicial or administrative public function. As provided for under the same law, the administrative function is public when it is regulated by public law provisions and authority’s acts; when it is featured by the formation and statement of the public administration’s will or by its implementation by means of authority and certifying powers.

Public Supervisory Authorities: Public Supervisory Authorities include, without limitation, Consob, the Bank of Italy, Borsa Italiana, the *Autorità per l’energia elettrica e il gas* (Italian Regulatory Authority for Energy, Networks and the Environment), the *Autorità garante della concorrenza e del mercato* (Italian Competition Authority), the *Agenzia per le garanzie nelle telecomunicazioni* (AGCOM, Communications Guarantee Authority), the *Garante per la protezione dei dati personali* (Data Protection Authority)

Recipients of the Code of Ethics: shareholders, members of the Corporate Bodies, employees and all players, even external to the Company, who operate directly or indirectly for BPER or with BPER (including, but not limited to: financial agents, financial advisors, co-workers in any capacity, consultants, suppliers, customers).

Recipients of the Model: the members of the Corporate Bodies, the Independent auditing firm, employees, and those who, although not qualifying as employees, work for BPER and are under the control and direction of the Bank (including, but not limited to: financial agents, financial advisors, interns, workers on a temporary contract or project, temporary workers).

Reported subject: the recipients of the Code of Ethics and/or the Model who have allegedly committed irregularities, breaches, reprehensible conduct and facts or any practice that does not comply with the Code of Ethics and/or the Organisation and Management Model mentioned in the report.

Reporting: any news concerning alleged findings, irregularities, breaches, reprehensible conduct and facts or any practice that does not comply with the provisions of the Code of Ethics and/or the Organisation and Management Model, or any corporate news or event that may be relevant for the purpose of preventing or suppressing unlawful conduct.

Reporting in bad faith: a report made for the sole purpose of damaging or harming a recipient of the Code of Ethics and/or the Model.

Reporting subject: *the* recipients of the Code of Ethics and/or the Model, and any other subject that interacts with the Bank for the purpose of making a report.

Stakeholder: natural or legal person that maintains relationships with the Company in any capacity.

Stakeholder Engagement: the “listening and communicating” activity that a company puts in place with its

main stakeholders to build a process of continuous improvement.

Subordinate workers or employees: all the employees of the Bank (personnel of the first, second and third “professional area”; managers; executives).

Third parties: BPER’s contractual counterparties, both natural and legal persons (or subjects other than natural persons) with whom the Company reaches any form of contractually regulated collaboration and who are expected to cooperate with the Company. Third parties include, but are not limited to: collaborators, suppliers; advisors (such as consultancy firms, auditing firms, lawyers); other third parties that have contractual relationships with BPER (such as outsourcing companies, temping agencies and temporary workers).

Top Management: the Chief Executive Officer and the General Manager, as well as other senior managers with delegated powers who carry out management functions in the Bank.

- IDENTITY

BPER Banca is a listed joint-stock company that maintains strong ties with its areas of coverage.

The Bank is strongly oriented to supporting production activities, especially small/medium enterprises and households. The Bank also allocates part of its profits to social solidarity initiatives, the protection of the artistic heritage, the promotion of culture, publishing and sport, and support for education.

The Bank's current name dates back to 1992, when the Banca Popolare dell'Emilia (born from the merger of Banca Popolare di Modena, founded in 1867 on the initiative of Società Operaia di Mutuo Soccorso (Workers' Mutual Aid Society), with the Banca cooperativa di Bologna) acquired the Banca Popolare di Cesena.

The Bank grew by both opening new branches and acquiring multiple local banking institutions, most of which were cooperatives.

In 1994, the Banking Group "Banca Popolare dell'Emilia Romagna" was established, with BPER as the Parent Company. As at the date of approval of this document, the BPER Group comprises 4 commercial banks, institutionally and legally independent, spread out throughout the country to cover almost every Italian region, with the addition of a bank under Luxembourg law and multiple product factories and ancillary services undertakings.

Strongly rooted in the areas where support for the development of the local economy is most needed, the combined banks continue to play their role more effectively, benefiting from the synergies of belonging to a nationally significant Group.

The federative structure of the Group has, thus, fostered the historical ties with the areas of origin and the communities served, for which the combined banks continue to be an important ally in enabling growth.

BPER Banca has been listed on the FTSE Mib, the most important equity index of Borsa Italiana, since September 2011 and on 26 November 2016, the Shareholders' Meeting of BPER Banca resolved to convert the Bank into a joint-stock company, in compliance with Law Decree no. 3 of 24 January 2015, enacted into Law no. 33 of 24 March 2015.

BPER pursues its corporate goals in a transparent, efficient and reliable manner, paying the utmost attention to the needs of customers and placing compliance with the rules at the heart of its operations.

The Bank truly believes that reputation is the most important value for a banking player and shapes its actions around formal and substantive fairness from a "multi-stakeholder" perspective in all types of relations: with its customers, shareholders, employees, collaborators, suppliers and all other subjects it comes into contact with.

Well aware of its social role and responsibility arising from being a leading banking company, the Bank intends to formalise and communicate the principles upon which it bases its actions.

All those who, in whatever capacity, come into contact with the Bank are called upon to comply with them.

Their synergistic action makes it possible to concretely achieve the ethical dimension that the Bank believes should permeate every social domain, starting with the economic system.

Every step taken in this direction is worth the effort it takes. BPER is strongly convinced of this and releases this document as a tool to illustrate both the values it believes in and its commitment to creating the conditions for their affirmation.

- CORPORATE MISSION

The mission of BPER Banca is to be:

- a Bank that creates value for its customers, through a focus on the quality of relations with customers, awareness of their different needs, the proposition of the products and channels of interaction that are most suited for each segment and market, and the deterrence of purely speculative behaviour and financial gambling;
- a Bank that creates value for its shareholders, through increased value and return on their investments over time, balanced growth, the diversification and expansion of markets served, informed risk management;
- a Bank that creates value for its personnel, enhancing their skills, developing an ongoing training process, encouraging professional growth, implementing a transparent and effective communication system at all levels, fostering personal and professional growth;
- a Bank that creates value for the community in which it operates, by seeking to achieve objectives that are not exclusively profit-oriented.

- PURPOSE OF THE CODE OF ETHICS

The Code of Ethics of BPER Banca:

- describes the set of rights, duties and responsibilities that the Bank assumes towards the subjects with whom it interacts to achieve its business purpose (customers, employees and/or collaborators, shareholders, suppliers, Supervisory Bodies, Institutions); it is therefore a standard whose rules of conduct must be taken into account in day-to-day work and whose first pre-condition is compliance with the laws and regulations in force, including rules internal to the Bank;
- is meant to set ethical standards of reference and rules of conduct to guide the Bank's decision-making processes and conduct;
- requires a consistent behaviour from the management and all the persons to whom it is addressed, i.e. actions that are not, even only in spirit, dissonant with the company's ethical principles;
- contributes to implementing the Group's Social Responsibility policy, in the awareness that the Group's decisions and actions have direct and indirect effects on society and that paying attention to social and environmental issues helps minimise the exposure to compliance and reputational risks, reinforcing the sense of belonging in its stakeholders.

The Code of Ethics does not replace the "Internal Corporate Governance Code" for the BPER Group employees, which remains in force.

PART II - APPLICATION OF THE CODE

- Article 1: ADOPTION AND UPDATING

This Code, adopted by resolution of the Bank's Board of Directors, far from being considered a non-modifiable document, should be construed as a tool susceptible to subsequent amendments and additions according to internal and external changes to the Company, as well as to the experience acquired over time, in order to ensure full consistency between the values adopted by BPER as fundamental principles and the conduct to be adopted according to the provisions of this Code.

The Code of Ethics complies with the principles laid down in the "*Guidelines of the Italian Banking Association (ABI) for the adoption of Organisational Models for the administrative liability of banks*" – adopted in February 2004 – as subsequently updated, and with the "*Guidelines for the Construction of Organisation, Management and Control Models*" issued by Confindustria (the General Confederation of Italian Industry) - adopted in 2002 - as subsequently updated

- Article 2: RECIPIENTS AND SCOPE OF APPLICATION

Given the purpose of ethically steering the Group's business, this Code is binding for shareholders, members of the Corporate Bodies, Top Management, employees, including executives, as well as all of those who, even if not part of the company, operate directly or indirectly on the Group's behalf (for example, financial agents, financial advisors, collaborators in any capacity, consultants, suppliers).

All the above-mentioned recipients are, therefore, required to comply and, to the extent of their competence, ensure compliance with the principles contained in the Code of Ethics. Under no circumstances, does the claim of acting in the interest of the Company justify the adoption of conduct contrary to the principles set out in this document.

Compliance with the rules of the Code must also be considered an essential part of the contractual obligations of the Company's employees pursuant to and for the purposes of the provisions of the Italian Civil Code.

- Article 3: CODE OF ETHICS OF BPER AND OTHER GROUP COMPANIES

In its role as Parent Company, BPER Banca requires that none of the companies belonging to the Group carry out behaviours or make decisions that are prejudicial to the integrity and reputation of the Group or its components. Therefore, all Group companies are required to include in their Code of Ethics the same values expressed in the Code of Ethics of the Parent Company, adapting their behaviours to it, in accordance with the current laws and with any regulations in force.

- Article 4: RELATIONSHIP BETWEEN THE CODE OF ETHICS, THE ORGANISATION AND MANAGEMENT MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/01 AND THE COMPANY'S ORGANISATION

The Organisation and Management Model of the Bank complies with the provisions contained in this Code of Ethics, of which it is an integral part. In this respect:

- the Code of Ethics is voluntarily adopted by the Bank and is the expression of the values and principles of conduct it recognises as part of its own identity and which all recipients are called upon to observe, as a first step for the prevention of any offence;
- the Organisation and Management Model pursuant to Italian Legislative Decree no. 231/01, inspired by the principles of the Code of Ethics, complies with specific legal requirements, for the purpose of preventing the perpetration of the offences covered by Italian Legislative Decree No. 231/01;
- each type of offence covered by Italian Legislative Decree no. 231/01 is taken into account in the Code

of Ethics adopted by the Company, which establishes the values and rules of conduct that each person working on its behalf must abide by. Therefore, these values and rules of conduct are also aimed at preventing and stigmatising the occurrence of conducts abstractly constituting the types of offences that are predicate to the administrative liability of legal persons.

BPER Banca strives to continuously improve its internal procedures in order to make corporate management more effective and efficient, by incentivising, *inter alia*, the use of IT tools, with a view to reducing repetitive and merely operational activities, to the benefit of those with a higher professional content, guaranteeing rapidity and timeliness in processing requests from customers and collaborators, while complying with current regulations; by doing so, the Company pursues the interest of the company and its shareholders.

- **Article 5: COMMUNICATION AND DISSEMINATION**

All parties (internal and external) are made aware of the Code of Ethics and its updates by means of appropriate communication and circulation of the same, so that its values and principles are known and applied, thus avoiding that an individual acting alone may lead to conduct that is inconsistent with the reputation that the company is seeking to pursue.

The Code of Ethics is published both on the website, accessible to all, and in the "Reporting" section of the application WEB 231, accessible from the corporate intranet B-Link.

A copy of the Code of Ethics, together with the link to the page on which the document may be viewed on the company intranet, is given to each board director, statutory auditor, employee or external staff member at the time of their respective appointment, hiring or entering into a business relationship.

To encourage its full application, the Code of Ethics is the subject of specific awareness campaigns for customers and other stakeholders, including by post, e-mail and other methods considered most appropriate at any given time.

- **Article 6: TRAINING**

The Human Resources department will include in the annual training plan initiatives that seek to promote the awareness of the values and rules of conduct set out in this Code of Ethics.

PART III - ETHICAL CONTEXT

- Article 7: FUNDAMENTAL VALUES

The actions, operations, transactions, and in general all the behaviours of the Recipients of the Code of Ethics, while performing their duties and responsibilities, must be inspired by the utmost integrity, honesty, correctness, loyalty, fairness, objectivity, personal protection, transparency, confidentiality and responsibility in the prudent use of corporate, environmental and social assets and resources.

These values and behaviours translate into concrete actions.

As part of the responsibilities of the role covered, each person must provide the highest level of professionalism possible to fulfil the requirements of customers and internal users.

Everyone is required to carry out the assigned activities with engagement, timeliness and accuracy, proactively contributing to the achievement of the company's objectives in compliance with the aforementioned values.

Developing the sense of belonging to the Bank and improving the company's image are shared objectives, constantly guiding everyone's behaviour.

BPER is inspired by the principles of sustainability set out by international organisations and institutions such as the European Union, the Organisation for Economic Co-operation and Development and the United Nations; it is also committed to promoting and respecting universally recognised human rights, as set out in the Universal Declaration of Human Rights.

- Article 8: INTEGRITY, HONESTY, CORRECTNESS AND LOYALTY

The respect for the values of integrity, honesty, correctness and loyalty implies, inter alia, that the Bank is committed to:

- promoting and requiring compliance with internal and external regulations in force by employees, collaborators, customers, suppliers and any other third party with which it has a legal relationship;
- strictly complying with the anti-money laundering legislation in force, undertaking in any case to report and refuse to engage in any transaction that is suspicious in terms of fairness and transparency;
- promoting at all levels practices aimed at preventing local and transnational corruption;
- safeguarding its own and others' intellectual property rights, including copyrights, patents, trademarks and identifying marks, by adhering to the policies and procedures provided for their protection;
- refusing to establish any kind of relationship that could facilitate any form of organised crime;
- refusing to grant financing, directly or indirectly, or any form of disbursement or economic relief to persons who are suspected of being involved in any kind of unlawful activity;
- opposing and rejecting any behaviour aimed at obtaining confidential information about its competitors in the market, in compliance with the applicable antitrust and fair competition legislation, undertaking not to take any action that may constitute a breach of such legislation;
- promoting fair and correct conduct, in every area of its activity, including business relations, , condemning any possible form of disruption to the freedom of industry or trade, as well as any possible form of unlawful competition, fraud, counterfeiting or usurpation of industrial property rights, calling upon all those who work in the interest of the Bank to comply with the existing regulations on the protection of instruments or signs of authentication, certification or recognition, the protection of industry and trade and copyright;
- ensuring and promoting internal compliance with all the contents of the Organisation and Management Model, drawn up for the purpose of preventing the perpetration of offences pursuant to Legislative Decree no. 231/01;
- recording each operation and transaction only if supported by appropriate documentation, in order to be able to carry out, at any time, checks that certify its characteristics and grounds and enable the

identification of who authorised, performed, recorded and verified the operation or transaction; consequently, employees and/or collaborators must make any accounting entry accurately, promptly and completely, scrupulously complying with civil and tax laws, as well as internal accounting procedures. Each entry must accurately reflect the data contained in the supporting documentation, which must be carefully preserved for possible verification. The reliability of operating events and their correct and timely recording make it possible to trace, even at a later date, the overall Company situation and are one of the objectives pursued by BPER Banca on an ongoing basis;

- adopting and complying with the governance principles established by the Bank of Italy' in the supervisory provisions concerning banks' Organisation and Corporate Governance.

- **Article 9: FAIRNESS, OBJECTIVITY AND PERSONAL PROTECTION**

The Bank considers the protection of personal safety, freedom and individual personality as an indispensable value. For this reason, the Bank repudiates any activity that may entail the violation of personal safety, such as the practice of female genital mutilation, as well as any possible exploitation or reduction of the person to a state of subjection and any possible form of financing that may favour or fuel the implementation of such practices.

Furthermore, the Bank condemns any conduct aimed at the illegal entry and stay of a foreigner into the territory of the Italian State or in any other State where the person is not a citizen or does not have a right of permanent residence, for the purpose of making direct or indirect profit.

The Bank also attaches the utmost importance to the protection of minors and the suppression of any kind of exploitative conduct against them.

To this end, it is therefore forbidden and entirely alien to the Company to misuse computer equipment and, in particular, to use it for engaging in or even merely facilitating conduct contributing to the crime of child pornography, including any which has virtual images as its subject.

Moreover, in order to ensure full respect for the individual, the Bank is committed to complying and ensuring that its employees, suppliers, collaborators and partners comply with current labour protection legislation, with particular attention to child labour.

Any employee who, in the performance of his or her work activities, becomes aware of facts or conduct that may contribute to damaging personal safety as identified above, or constitute exploitation or reduction of any person to a state of subjection, must, without prejudice to legal obligations, immediately inform his or her supervisors and the Supervisory Body.

Furthermore, respect for the values of fairness and objectivity implies that the Bank is committed to:

- avoiding all forms of discrimination, in particular if based on race, nationality, language, gender, age, physical disabilities, sexual orientation, political and trade union opinions, or religious beliefs;
- to ensure equal opportunities and treatment to all employees in order to encourage the full and effective participation of women at all levels of company activity;
- not tolerating sexual harassment and physical or psychological harassment, in whatever form and context they occur, especially if related to a person's sexual orientation or gender identity;
- listening to the requests of employees, customers, suppliers and any other Stakeholder without any preconception or conduct aimed exclusively at defending one's own position and actions;
- carefully considering any proposals coming from stakeholders, with a view to active "listening and dialogue" ("Stakeholder Engagement"), promoting the freedom to disagree and overcoming hierarchical and bureaucratic conditioning;
- showing sensitivity and respect towards all people, refraining from any behaviour that could be considered offensive;
- not tolerating direct or indirect retaliation or discrimination against anyone who sends reports of violation of the Organisation and Management Model and/or the Code of Ethics to the Supervisory Body pursuant to Legislative Decree 231/01, for reasons directly or indirectly connected to the report.

- **Article 10: TRANSPARENCY AND CONFIDENTIALITY**

Respect for the principles of transparency and confidentiality implies that the Bank is committed to:

- disclosing truthful, complete, transparent and comprehensible information, so as to enable the recipients to make informed decisions regarding relations to be maintained with the Bank or involving the Bank;
- updating, disseminating and enforcing the internal rules, issued by the Bank in compliance with the relevant sector legislation, regarding the management and processing of confidential and classified information, which the recipients are called upon to respect;
- protecting the confidentiality of the data and information that the Bank's employee and/or collaborator may have in their possession by reason of their office, in particular where such data and information may influence, if made public, the price of securities admitted to trading on regulated markets. In this regard, it is of fundamental importance to comply, not only with the laws, but also with the Bank's internal rules and procedures on Market Abuse. The members of the governing and control bodies, employees and collaborators must be fully aware that it is forbidden for them to engage in trading or other transactions, even through intermediaries, or to recommend the performance of such transactions, by exploiting information known because of the activity they carry out. More generally, all recipients of this Code of Ethics shall avoid any behaviour which may give rise to insider trading;
- considering confidentiality as the cornerstone of the banking business, fundamental to the Bank's reputation and the trust placed in it by customers. The Bank's employees and/or collaborators are required to strictly adhere to this principle, even after the termination of their employment or collaboration, however it may have occurred. It is therefore expressly forbidden to communicate, disseminate or make improper use of personal or sensitive data, as well as confidential information or news, concerning customers or third parties in general, with whom the Bank has, or is about to have, business relations. Personal data may only be disclosed to those who have a real need to know it for the exercise of their specific functions, who are bound by the same duty of confidentiality. Any person dealing with the Bank must avoid the undue communication or dissemination of such data and/or information.

Therefore, it is forbidden to:

- state -in the financial statements, reports or other corporate communications required by law, addressed to the shareholders or the public- material facts that are not true, even if subject to assessment, or omit information the disclosure of which is required by law on the profit and loss, balance sheet or financial situation of the Company or the Group (even if the information concerns assets owned or administered by the Company on behalf of third parties), in such a way as to mislead the recipients on the aforementioned situation, possibly causing financial damage to shareholders or creditors, with the intention of deceiving the shareholders or the public and in order to obtain an unfair profit for oneself or others;
- conceal documents or, with other suitable artifices, prevent or in any case obstruct the performance of control or audit activities legally assigned to the shareholders, corporate bodies or the auditing firm;
- distribute profits or advances on profits that have not been actually earned or are allocated by law to reserves, or distribute reserves, whether or not made up of profits, which may not be distributed by law;
- except for the cases permitted by law, purchase or subscribe for shares, causing an impairment of the endowment fund or of reserves that cannot be distributed by law;
- in violation of the legal provisions protecting creditors, make reductions in the share capital thereby causing damage to creditors;
- fictitiously form or increase the capital of the Bank, even partially;
- distribute the company's assets among the shareholders before paying off the company's creditors or appropriating the sums necessary to satisfy creditors' claims, thereby causing damage to the creditors;
- by means of simulated or fraudulent acts, determine the majority at a shareholders' meeting, in order to obtain an unfair profit for oneself or others;
- disseminate false information or carry out simulated transactions or other artifices that are concretely likely to cause a significant alteration in the price of financial instruments or to have a significant effect on the public's trust in the financial stability of banks or banking groups.

Recipients who become aware of conduct and/or transactions in breach of the provisions of this Article are required to promptly report the facts to the Supervisory Body.

- **Article 11: RESPONSIBILITY**

Respect for the value of responsibility implies that the Bank's activities should be conducted by:

- drawing inspiration from the principles of sound and prudent management, with the aim of being a solid, reliable, transparent Bank, open to innovation, understanding the ever-changing needs of its customers, attentive to the needs and expectations of its shareholders, interested in the best possible development and use of human resources and in the most efficient business organisation;
- pursuing the company's interests in compliance with the laws and regulations and recognising that competition is a positive stimulus to the constant improvement of the quality of the products and services offered to customers, basing its commercial conduct on the principles of loyalty and fairness;
- preserving corporate reputation and assets;
- seeking compatibility between economic initiative and environmental needs, not only in compliance with the legislation in force, but also taking into account the best practice on the subject;
- supporting the social and economic growth of the territories where the Bank is rooted, including through cultural, sporting and support initiatives for disadvantaged groups;
- promoting sustainable forms of economic development, with a view to safeguarding the interests and expectations of future generations.

PART IV - PRINCIPLES OF CONDUCT IN STAKEHOLDER RELATIONS

- Article 12: EMPLOYEE RELATIONS

Recognising the personnel as a fundamental and crucial element for corporate development, the Bank considers it important to establish and maintain relations with employees and collaborators based on mutual trust.

For this reason, the Bank undertakes to enhance the aptitudes and potential of its personnel in the performance of their duties, so that the abilities and legitimate aspirations of individuals are fully realised as part of achieving the company's objectives. More specifically, the Bank is committed to training all employees and to encouraging their participation in refresher courses and training programmes.

These purposes must inspire the operations of all the Company's structures and, in particular, of the function responsible for personnel management.

The Bank is committed to offering equal employment opportunities and professional growth to all employees on the basis of their professional skills and qualifications, without any form of discrimination, nepotism or favouritism.

In addition, the Bank demands that harassment of any kind must not occur in internal and external labour relations, such as the creation of a hostile work environment towards individuals or groups of individuals, the unjustifiable interference with other people's work or the creation of impediments and hindrances to the professional paths of other colleagues.

At the time of recruitment, applicants are assessed on the basis of their matching the profiles that the Bank requires. An assessment shall also be made of their professional characteristics and aptitude which can be developed further within the company organisation.

Staff are hired solely on the basis of regular employment contracts, as no form of illegal employment is tolerated. The candidate must be made aware of all the terms of the employment relationship.

At the inception and during the employment relationship, employees receive clear and specific information on legislative and remuneration aspects. In addition, for the entire duration of their working relationship, the employees or collaborators receive instructions which enable them to fully understand the nature of their task and perform it appropriately, in accordance with their grade and job title. Communication with employees must be based on the values of respect, listening, clarity, transparency, collaboration and circularity of the information flow, while duly protecting confidentiality where necessary.

Through the relevant functions, the Bank selects, hires, pays and manages its personnel on the basis of merit and competence, without any political, trade union, religious, racial, language, gender or nationality discrimination, in compliance with all the laws, employment agreements, regulations and directives in force.

The company's performance assessment system is managed as transparently and objectively as possible. It shall take into due consideration the compliance of personnel with the rules of this Code of Ethics, which constitutes the basis for the application of the reward or incentive and career progression systems provided for in the contractual regulations to strengthen motivation, fairly reward and encourage the achievement of results of excellence in line with the company's objectives.

Safeguarding the moral and physical integrity of employees and collaborators is a necessary condition for the performance of work. As a consequence, drawing on the best science and experience available at any given time, the Bank shall make every effort to protect the health and safety of its employees and collaborators, ensuring compliance with all relevant legal provisions. The Bank also undertakes to disseminate the culture of safety, by raising awareness of the risks and promoting responsible behaviour by all the employees.

The Bank undertakes to monitor and objectively measure the actual application of the principles and values expressed in this Article on an ongoing basis.

- Article 13: OBLIGATIONS OF PERSONNEL

Professionalism and engagement of personnel are a specific obligation, as they are necessary preconditions to achieve the Bank's objectives.

Employees and collaborators shall not be exempted from complying with the provisions of this Code of Ethics.

In particular, in the performance of their work, they undertake to constantly behave in accordance with the principles of discipline, dignity, morality and loyalty, according to the following rules of conduct:

- any situation or personal activity that may lead to even a potential conflict of interest with the Company or that may interfere with the ability to take impartial decisions in the best interests of the Bank must be avoided;
- if a situation of even potential conflict of interest arises, prompt notice shall be given to the relevant immediate supervisor, refraining from any actions;
- Employees are strictly prohibited from offering and accepting gifts, money, payments, benefits of any kind, as well as procuring business or employment, whether tangible or intangible, from customers, suppliers and third parties (e.g., services, promotions, discounts, except for those specifically covered by the company's bargaining framework). By way of partial exception to the foregoing, the occasional acceptance and proposition of gifts, from and to potential or existing customers and suppliers, and their agents or representatives, is permitted, provided they do not exceed a maximum courtesy amount, quantifiable according to the usual practice and type of business relationship;
- any request for or offer of money, gifts exceeding the amount set out in the preceding point, favours of any kind, received by an employee, must be promptly notified to the relevant immediate superior, who will inform the Supervisory Body, or communicated directly to the Supervisory Body;
- information acquired as part of their work must remain strictly confidential and appropriately protected and may not be used beyond the limits or for purposes other than those necessary to the office, nor communicated or disclosed to third parties who do not have the right to become aware of it;
- The heads of the various structures undertake to create a workplace that is adequate from the point of view of the safety and health of employees, promptly reporting any problems or shortcomings to the relevant company departments, and an environment that is free from prejudice and any form of intimidation or harassment, in which each individual is considered as a member of a team that is respectful of fellow employees' moral principles, preventing them from being subjected to unlawful conditioning or undue hardship;
- every employee must cooperate to create a working environment in which all colleagues feel welcome and encouraged to achieve their professional goals;
- in the performance of their work, each employee and collaborator has the duty to actively and intensely cooperate with the company in order to achieve increasing satisfaction of customers and internal users, based on the proper fulfilment of their needs and requirements;
- each employee takes care of their own skills and professionalism, enriching them with the experience and collaboration of colleagues, adopting a constructive and proactive attitude, stimulating the professional growth of their colleagues, with particular attention and willingness towards younger ones;
- the decisions taken must be based on principles of sound and prudent management, through the careful assessment of potential risks, in the awareness that one's choices contribute to the achievement of positive business results;
- In compliance with the provisions of Bank of Italy Circular No. 285 of 17 December 2013, (Chapter II, Title IV: "Remuneration and incentive policies and practices"), the personnel shall not make use of personal coverage strategies or insurance policies on their remuneration or on other aspects which might alter or invalidate the effects of risk alignment inherent in their remuneration mechanisms. Professional liability insurance coverage is an available option;
- All employees are required to work diligently to protect the company's assets, scrupulously and responsibly using the resources entrusted to them, avoiding any unauthorised or improper use that may cause damage, reduce efficiency, or otherwise be contrary to the interests of the Company;
- Respecting future generations, every employee is called upon to develop and demonstrate their "environmental awareness". Therefore, every employee must dispose of waste correctly, in accordance

with the instructions received, fulfilling all legal obligations, with a view to reducing waste and saving energy.

- Article 14: RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS

The principles of transparency, independence and integrity must also characterise relations between the relevant company departments and political and trade union organisations. Relations with the latter seek to promote fair negotiations, without any discriminatory or disparate treatment, to encourage a climate of mutual trust and constructive dialogue with a view to instilling a fair system of Trade Union Relations with as much consultation as possible.

Personal participation of the Recipients of the Code of Ethics in political organisations shall take place outside working hours and without any connection with the position they hold in the Company.

The Bank abstains from any direct or indirect pressure on political representatives and does not permit payment of any direct or indirect contributions, in cash or in kind or in any other form, to political parties, movements, committees and political and trade union organisations, or to their representatives.

- Article 15: PRINCIPLES OF CONDUCT OF THE CORPORATE BODIES

Aware of their responsibilities, and in compliance with the law, current internal regulations and the Articles of Association, the Corporate Bodies are required to observe the provisions and principles of this Code of Ethics. More specifically, their members are required to:

- maintain a conduct inspired by autonomy, independence and fairness in their relationships with public institutions, private entities, economic associations, political forces, as well as with any other national and international public or private entity;
- guarantee regular and informed participation in the meetings and activities of the corporate bodies;
- assess and communicate situations of conflict of interest or incompatibility of functions, assignments or positions outside and inside the Bank, abstaining from carrying out activities that may cause damage to the Company and from participating in the approval of resolutions of the Body they belong to relating to matters that present conflict of interests;
- make confidential use of the information which has come to their knowledge by reason of their position, and avoid using their position to obtain personal advantages, whether direct or indirect, or to have them obtained by third parties.

- Article 16: PRINCIPLES OF CONDUCT IN RELATIONS WITH CUSTOMERS

The Bank shows constant sensitivity and attention to the quality of customer relations and its continuous improvement, this being a necessary prerequisite for the process of creating and distributing value in the Company. Customers are, in fact, an integral part of the Bank's corporate assets.

In their relations with customers, each recipient of this Code represents the Company. To this end, the recipients shall perform their activities towards the customers with professionalism, competence, helpfulness, correctness, courtesy and transparency.

Behaviour shall always be imbued with professional respect for the confidentiality of information acquired in the course of business, as well as for the applicable national and supranational regulations on personal data protection.

In order to safeguard the Bank's image and reputation - built through the commitment, dedication and professionalism of its staff - it is essential that relations with customers be based on:

- full transparency and correctness, including with a view to creating a strong relationship that enables the customers to understand the characteristics and value of all the products and services they purchase or are offered;
- maintenance of high standards of service quality and maximisation of customer satisfaction. Training

activity, internal procedures and information technology in use support these aims, also through regular monitoring of the achievement of customer satisfaction and loyalty targets;

- prompt response to complaints, aiming at a speedy, out-of-court settlement of disputes. Complaints are an opportunity for improvement in order to overcome conflicts and recover customer trust and satisfaction;
- treating each customer or category of customers with care and attention, without any discrimination, favouring financial education initiatives and, where possible, microcredit services and financial inclusion programmes;
- compliance with the law, with particular reference to the prevention of money laundering and terrorist financing, usury, corruption and respect for transparency and fair competition, as well as compliance with the standards issued by the Supervisory Authorities;
- independence from any undue influence, both internal and external;
- principles of clarity, completeness and easy comprehensibility of the information provided to customers, in order to make it easier for them to compare the products and services offered by the Bank with those of its competitors and help customers make well-considered and informed decisions.

In addition, when starting commercial relations with new customers and managing existing customers, it is necessary, taking into account the available information, to avoid:

- maintaining relations with people known, or even merely suspected of being involved in illegal activity, particularly in connection with usury, organised crime, the production of "controversial weapons", trafficking in arms and drugs, money laundering and terrorism, and, in any case, with persons lacking the necessary requisites of professionalism and commercial reliability;
- financing illegal activities aimed at producing or marketing or illegally disposing of products that are highly polluting or hazardous to the environment and health;
- entering into financial relations with economic activities that, even indirectly, hinder human development and contribute to violating fundamental human rights (for example by exploiting child labour or prostitution).

- **Article 17: RELATIONS WITH SUPPLIERS**

The principles applied to customer relations must also characterise the Bank's business relations with its suppliers, with whom it undertakes to develop fair and transparent relations. In particular, inclusion in the Register of Suppliers and the criteria for selecting suppliers for the assignment of orders are subject to objective and transparent assessments of their professionalism and corporate structure, quality, price, service and delivery methods, with priority, all other things being equal, given to companies based in the local area of operation.

Service providers are selected by also assessing their ability to meet the confidentiality obligations required by the type of service offered.

Adherence to the above principles is guaranteed by the adoption and compliance with appropriate internal procedures regarding procurement and supplier selection.

Suppliers are sensitised to carry out their activity by following standards of conduct consistent with those set out in this Code.

As part of relations with suppliers, the recipients of the Code of Ethics are prohibited from promising or offering money or other benefits, for themselves or for others, to persons in top positions or employees in order for them to perform or omit acts in violation of the obligations inherent to their office or obligations of loyalty, thereby causing harm to the supplier.

- **Article 18: RELATIONS WITH SHAREHOLDERS**

In accordance with its fundamental values and identity, the Bank ensures:

- timely, transparent, clear, accurate and complete communication of information relating to the status of

implementation of the Bank's strategies and results;

- equal disclosure of the information outlined in the item above and attention to all shareholders without any discrimination or preferential treatment. equality of information is made possible by multiple channels, including the website where, in particular, the financial statements, mandatory periodic reports and main corporate documents are published;
- The widest possible participation of shareholders in shareholders' meetings.

- **Article 19: RELATIONS WITH THE PUBLIC ADMINISTRATION AND WITH SUPERVISORY AND CONTROL AUTHORITIES**

The Bank identifies and regulates the channels of communication with the Public Administration at local, national and international level.

For this reason, engagement with the Public Administration is reserved to the corporate functions appointed and authorised for this purpose, which are required to perform their duties with integrity, independence, fairness and transparency. Whilst avoiding hindering its institutional activities, relations with the Public Administration are based on the utmost collaboration, so as to preserve the proper scopes of mutual independence, avoiding any action or attitude that might be interpreted as an attempt to improperly influence decisions.

More specifically, the Bank is committed to collaborating with the Judicial Authorities and their delegated bodies, in the event of inquiries against the Bank or its customers.

Specifically, the following are prohibited:

- exercising pressure of any kind on the person called upon to make statements before the Judicial Authority, in order to convince said person not to make statements or to make false statements
- helping those who have committed a criminal offence to elude investigations or escape the Authorities.

As concerns both periodic communications or disclosure and specific, occasional reports, the Bank ensures the utmost collaboration, as well as completeness and integrity of the information provided and impartiality of the assessments carried out, while fulfilling all required obligations in due time.

The recipients of the Code are prohibited from promising or offering payments, gifts or other benefits to Public Officials, Persons in charge of a public service and, in general, to all employees of the Public Administration in order to promote or favour the interests of the Bank when undertaking commitments and/or managing any type of relationship with the Supervisory Authority, the Judicial Authority and the Public Administration (for example, when signing and assigning contracts, awarding and managing authorisations, inspections, control activities or other assignments as part of legal proceedings). In particular, the following is forbidden:

- offering the above-mentioned parties, even on the occasion of public holidays, gifts (with the exception of giveaways of purely symbolic value directly attributable to normal business courtesy and, in any case, not such as could give the impression to the other party, or to an extraneous and impartial third party, that they are aimed at acquiring from the Bank or granting to the Bank undue advantages, or such as to give in any case the impression of illegality or immorality;
- examining or proposing, as a means to an end, employment opportunities for employees of the Public Administration (or their relatives or kin) or business opportunities of any other kind that could unduly benefit them, beyond the ordinary treatment reserved for customers;
- incurring unjustified entertainment expenses not envisaged in the contract and for purchases other than promotion of the company's image;
- providing or promising to provide, soliciting or obtaining information and/or documents that are confidential or that may jeopardise the integrity or reputation of one or both parties;
- favouring suppliers and sub-suppliers in the procurement processes, only because they are recommended by representatives and/or employees of the Public Administration as a condition for subsequently doing business;
- knowingly producing false documents or documents containing false or altered data, removing or omitting documents or due information, for the purpose of improperly steering the decisions of the Public Administration in favour of the Bank or its customers;

- behaving deceitfully in a way that could mislead the Public Administration in order to obtain grants, financing, subsidised mortgage loans or other disbursements of the same kind or an unfair profit of any kind for the Bank;
- altering in any way the operation of the Public Administration's computer or telecommunication systems or unduly interfering with the data, information or programmes contained therein, in order to derive any unfair profit for the Bank;
- behaving deceitfully in a way that could lead the Public Administration into error in the technical-economic evaluation of the products and services offered/supplied, or unduly influencing the decision of the Public Administration;
- unduly requesting the donation or promise of money or other benefits, by exploiting or claiming existing or alleged relations with a Public Official or a Person in charge of a public service, as the price for one's own unlawful mediation or to remunerate a Public Official or a Person in charge of a public service.

The relevant corporate functions are required to verify that the disbursements, contributions or subsidised loans in favour of the Bank are used to carry out the activities for which they were granted.

Any employee receiving explicit or implicit requests or proposals for benefits of any kind from Public Officials or Persons in charge of a public service (or from persons claiming to have privileged relations with Public Officials or Persons in charge of a public service) must:

- suspend all relations with them;
- report the incident to their immediate supervisor, who will inform or report directly to the Supervisory Body.

Relations with the Supervisory Authorities are likewise based on the utmost cooperation, fairness and transparency, preventing their institutional activity from being actively or passively obstructed in any way .

- **Article 20: RELATIONS WITH THE MEDIA**

The Bank recognises the role played by the mass media in informing the public. To this end, it undertakes to fully cooperate with the media, without discrimination, respecting each other's roles. The Bank's communications to any organ of information must be truthful, clear, transparent, unambiguous and not driven by concealed motives; they must also be consistent, homogeneous and accurate, and conform to the Company's policies and programmes.

Relations with the press and other mass media are generally reserved for the Company's competent bodies and functions. Statements made on behalf of the Bank must be subject to the prior authorisation of the competent corporate bodies and functions.

Any promotional activity of the Bank respects the ethical values set out in this Code. The Bank pays careful attention to the information published on its institutional website so as to make it a comprehensive, effective tool, in line with market expectations.

PART V - IMPLEMENTATION AND CONTROL

- Article 21: MANAGEMENT AND CONTROL FOR COMPLIANCE WITH THE CODE OF ETHICS

Each corporate structure safeguards and ensures the compliance of its actions and activities with the principles and values of this Code of Ethics.

Within its remit, the Supervisory Body, appointed pursuant to articles 6 and 7 of Legislative Decree 231/01, monitors compliance with this Code of Ethics. More specifically, the duties of the Supervisory Body, without prejudice to the provisions of the "Regulations of the Supervisory Body", are as follows:

- check compliance with the Code of Ethics, so as to reduce the risk of committing the crimes identified in Legislative Decree no. 231/01;
- promote and coordinate the updating of the Code of Ethics, also through own proposals;
- promote and monitor initiatives aimed at fostering the communication and dissemination of the Code of Ethics to all parties required to comply with the relevant provisions and principles;
- suggest an ethical education plan;
- comment on any alleged violations of the Code of Ethics it becomes aware of, reporting any potential infringements to the competent corporate bodies.

- Article 22: REPORTING

The recipients of this Code are obliged to report any instructions received that are in conflict with the law, employment contracts, internal regulations or this Code of Ethics.

Failure to comply with the reporting obligation is expressly sanctioned.

Any breach of the principles and provisions contained in this Code of Ethics must be promptly reported by the recipients, in writing, preferably not anonymously, to the Supervisory Body or, in the case of reports by employees, to the Head of the Office/ Service/ Department/ Division to which the employee belongs, who, in turn, will inform the Supervisory Body.

More specifically, the Bank's employees or collaborators have the duty to report any situation or conduct they become aware of by reason of their professional activity that may constitute, in any form, a criminal offence. Reports shall describe in detail the alleged illicit conduct and shall be based on precise and consistent factual elements.

The Supervisory Body assesses the existence and risk of the reported offences in relation to the Company's values and regulations in force within the scope of its powers and functions pursuant to Legislative Decree no. 231/01.

The Bank will not tolerate direct or indirect acts of retaliation, discrimination and penalisation for reasons directly or indirectly connected to reports that have been made in good faith, without prejudice to legal obligations and the protection of the rights of persons accused wrongly or in bad faith. The Bank provides for sanctions against those who violate the measures for the protection of the reporting subject and against those who maliciously or negligently make reports to the Supervisory Body that turn out to be unfounded.

Contact with the Supervisory Body may take place by any means, either by sending a letter by post, including internal mail, or by sending an e-mail to the e-mail address provided for this purpose and reserved for the Supervisory Body.

- Article 23: DISCIPLINARY SISTEM

As concerns the classification of the violations of the provisions and principles of this Code of Ethics, and the sanctions applicable thereto, reference should be made to the Disciplinary System pursuant to Legislative Decree No. 231/01, which is an integral part of the Organisation and Management Model of the Bank.

In brief, the Disciplinary System identifies:

- the recipients;
- the relevant conducts;
- the general criteria for imposing sanctions;
- the applicable sanctions;
- the procedures for imposing disciplinary measures.

In particular, within the limits and according to the requirements laid down therein, the Disciplinary System is addressed to:

- employees;
- members of the Board of Directors and the Board of Statutory Auditors;
- members of the Supervisory Body;
- third parties.

Any breaches committed by managers, personnel of the first, second and third “professional area” shall be subject, depending on their severity, to the disciplinary measures laid down in the sanctioning system under the National Labour Contract applied by BPER (Chapter V - Rights and Duties of the Personnel - Disciplinary Measures) in compliance with the procedures set forth in art. 7 of the Workers’ Statute and any other special regulations applicable; more specifically, the following measures may be applied:

- sanctioning measures:
 - verbal reprimand;
 - written reprimand;
 - unpaid suspension from work for a period not exceeding 10 days;
 - termination due to a material breach of the employee's contractual obligations (justified reason);
 - termination due to such serious misconduct that the relationship cannot be continued, even temporarily (just cause);
- precautionary measures:
 - dismissal from service for precautionary reasons with remuneration continuing to be paid for workers subject to criminal proceedings including for offences that give rise to liability under Legislative Decree no. 231/2001;
 - temporary dismissal of the employee from service for as long as strictly necessary, when required by the nature of the misconduct or the need to investigate, pending a decision on the final disciplinary measure.

Offences committed by executives, depending on their severity, may result not only in expulsive sanctions, but also, based on case law interpretations on the matter, in conservative sanctions similar to those applied to other employees. More specifically, in compliance with the procedures set forth in art. 7 of the Workers’ Statute and any other special regulations applicable, the following measures may be applied:

- sanctioning measures:
 - verbal reprimand;
 - written reprimand;
 - unpaid suspension from work for a period not exceeding 10 days;
 - termination due to a material breach of the employee's contractual obligations (justified

reason);

- termination due to such serious misconduct that the relationship cannot be continued, even temporarily (just cause);
- precautionary measures:
 - dismissal from service for precautionary reasons with remuneration continuing to be paid for workers subject to criminal proceedings including for offences that give rise to liability under Legislative Decree no. 231/2001;
 - temporary dismissal of the employee from service for as long as strictly necessary, when required by the nature of the misconduct or the need to investigate, pending a decision on the final disciplinary measure.

As concerns Directors, the applicable disciplinary measures are:

- cease and desist warning;
- the revocation of powers, with subsequent reduction in remuneration;
- revocation under art. 2383 of the Italian Civil Code

With regard to Statutory Auditors, where the preconditions for just cause are met, revocation is applied under art. 2400 of the Italian Civil Code.

With regard to violations of their duties by members of the Supervisory Body, the Board of Directors takes the appropriate measures in accordance with the rules set out in the Supervisory Body Regulations.

In case of disciplinary offences by one or more members of the Supervisory Body, sanctions will be applied in accordance with the terms applicable to the category to which the various members of the Supervisory Body belong.

Disciplinary offences committed by third parties may result, depending on the severity of the facts and in accordance with the provisions of the specific contractual relationship:

- the cease and desist warning for strict compliance with the provisions and principles laid down in the Code of Ethics;
- the application of a penalty, conventionally set at no more than 10% of the agreed consideration;
- termination of the relevant contract, without prejudice to the right to claim compensation for damages incurred as a result of such conduct, including damages caused by the Court's application of the precautionary or sanctioning measures provided for by Legislative Decree 231/2001, should the breach cause financial damage to the Company or expose it to objective imminence of the danger of such damage.