



ETHICAL CODE

COGNE ACCIAI SPECIALI SPA

ETHICAL CODE CONTENTS

1.	INTRODUCTION _____	3
2.	GENERAL ETHICAL PRINCIPLES _____	3
2.1.	Lawfulness _____	3
2.2.	Fairness _____	3
2.3.	Transparency _____	3
3.	BEHAVIOUR CRITERIA IN RELATIONS WITH PERSONNEL _____	4
4.	BEHAVIOUR CRITERIA IN RELATIONS WITH SUPPLIERS _____	4
5.	BEHAVIOUR CRITERIA IN RELATIONS WITH CUSTOMERS _____	5
6.	BEHAVIOUR CRITERIA TO PROTECT INDUSTRY AND TRADE _____	5
7.	BEHAVIOUR CRITERIA IN RELATIONS WITH THE PUBLIC ADMINISTRATION _____	6
8.	BEHAVIOUR CRITERIA REGARDING CORPORATE, ADMINISTRATIVE OR FINANCIAL ACTIVITIES _____	7
9.	BEHAVIOUR CRITERIA IN THE USE OF COMPANY ASSETS AND INFORMATION/COMPUTER SYSTEMS _____	8
10.	PROHIBITION OF TRANSACTIONS AIMED AT RECEIVING STOLEN GOODS AND LAUNDERING AND USING MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN _____	8
11.	HEALTH AND SAFETY PROTECTION AT WORK _____	9
12.	PROTECTION OF THE ENVIRONMENT _____	9
13.	RELATIONS WITH THE COMMUNITY _____	10
13.1.	Trade unions and parties _____	10
13.2.	Press and other mass media _____	10
14.	COMPLIANCE WITH THE ETHICAL CODE _____	10
15.	AMENDMENT OF THE ETHICAL CODE _____	10

1. INTRODUCTION

This document, which is an integral part of the Organisational Model pursuant to (Italian) Legislative Decree D.lgs 231/01, defines the behaviour values and principles that are important for the purposes of good operation, reliability, compliance with laws and regulations as well as the image of COGNE ACCIAI SPECIALI SPA.

It contains a whole series of rights, duties and responsibilities of the parties involved inside and outside the Company, beyond and irrespective of regulatory requirements.

All persons working towards achieving company objectives, whether they are persons in top management positions or employees, are obliged to comply with this ethical code in the carrying out of company business and activities.

This code is also applied, at the points of interest, to external collaborators and consultants who act in the name and on behalf of COGNE ACCIAI SPECIALI SPA.

The people this document is aimed at must maintain a behaviour marked by compliance with the basic principles of honesty, moral integrity, fairness, transparency, objectivity and respect for the individual, in the pursuit of company objectives and in all relations with persons and bodies inside and outside the Company.

On no account may pursuit of the interests of COGNE ACCIAI SPECIALI SPA justify action that does not conform to an honest line of conduct. Therefore COGNE ACCIAI SPECIALI SPA reserves the right to be able not to undertake or continue relations with anyone who adopts behaviour that differs from what is laid down in the ethical code.

2. GENERAL ETHICAL PRINCIPLES

2.1. Lawfulness

The people this document is aimed at are obliged to comply with the ethical, expert's and professional rules applicable to the transactions carried out on behalf of the Company.

The people this document is aimed at are also obliged to comply with company regulations, because they are an implementation of ethical, expert's or professional obligations.

2.2. Fairness

The people this document is aimed at are obliged to comply with the laws and, in general, with the regulations in force in the country they are working in.

The people this document is aimed at are also obliged to comply with company regulations, because they are an implementation of regulatory obligations.

2.3. Transparency

The people this document is aimed at are obliged to observe transparency understood as clarity, completeness and pertinence of information, and avoid misleading situations in transactions carried out on behalf of the Company.

The people this document is aimed at are obliged to comply with company regulations, because they are an implementation of the principle of transparency.

3. BEHAVIOUR CRITERIA IN RELATIONS WITH PERSONNEL

COGNE ACCIAI SPECIALI SPA protects and promotes the value and the development of human resources, also because it is an important success factor for the company, so as to favour their full professional realisation on the basis of merit criteria.

In the management of relations involving the establishment of hierarchical relationships, COGNE ACCIAI SPECIALI SPA requires authority to be exercised with impartiality and fairness, and prohibits any behaviour that can be considered prejudicial to an employee's dignity and autonomy.

All forms of discrimination should be avoided and in particular any discrimination based on race, nationality, gender, age, disability, sexual orientation, political or trade union opinions, philosophical or religious beliefs towards any person inside and outside of COGNE ACCIAI SPECIALI SPA.

Sexual harassment or acts of physical or psychological violence are not tolerated. COGNE ACCIAI SPECIALI SPA undertakes to protect the moral integrity of its collaborators and guarantee the right to working conditions that are respectful of human dignity.

No form of irregular work is tolerated.

Employee privacy is protected according to D. Lgs. 196/03.

At the start of employment, every employee must receive detailed information regarding:

- characteristics of their function, responsibilities of their role and jobs to be carried out;
- regulations and pay, standards and procedures to be adopted in order to avoid behaviour that is contrary to rules of law and company policies.

Personnel must avoid initiating or facilitating transactions in actual or potential conflict of interest with the Company, and also activities that might interfere with their ability to take decisions impartially in the best interests of the Company and in full compliance with the principles of this code.

Personnel in particular must not have financial interests in their choice of supplier, in a competitor company or in a customer and may not carry out work activities that might involve a conflict of interest.

4. BEHAVIOUR CRITERIA IN RELATIONS WITH SUPPLIERS

The relation with suppliers is marked by principles of transparency, loyalty, integrity, discretion, diligence, professionalism and objectivity of judgement.

In contract or procurement relations and, generally speaking, in relations for the supply of goods and/or services, it is prohibited, on the basis of public and/or available information in compliance with current regulations, to establish and maintain relations:

- with persons implicated in illegal activities and, in any case, with persons without the necessary requisites of business honesty and reliability;
- with persons who, even indirectly, hinder human development and contribute to not respecting human dignity and the individual and/or violating basic human rights;
- with persons who do not comply with current labour laws, with particular attention to child labour, and worker health and safety, and in general also the principles provided for in this ethical code.

Personnel in charge of carrying out the purchase processes ensure compliance with all the relevant regulatory provisions.

COGNE ACCIAI SPECIALI SPA advises its suppliers to abstain from offering goods or services, particularly in the form of gifts, to the company's collaborators that exceed normal practices of courtesy and prohibits its employees from offering goods or services to personnel of other companies or bodies to obtain confidential information or significant direct or indirect benefits, for themselves or for the company.

Violation of the principles of lawfulness, fairness, transparency, discretion and respect for human dignity is just cause for termination of relations with suppliers.

5. BEHAVIOUR CRITERIA IN RELATIONS WITH CUSTOMERS

Professionalism, competence, helpfulness, respect and fairness are the guiding principles and the style of conduct to follow in relations with customers.

Therefore, it is essential for relations with customers to be marked by complete transparency and fairness, by compliance with the law and by independence from all forms of internal and external conditioning.

Contracts and communications to customers must be:

- clear and simple;
- compliant with current regulations, without resorting to evasive or in any case unfair practices;
- compliant with company business policies and with the parameters defined in them;
- complete, so as not to omit any fact that is important for the purposes of the customer's decision.

In business relations with customers, it is prohibited to behave in ways that may damage consumer trust, at the same time adversely affecting the transparency and security of the market.

6. BEHAVIOUR CRITERIA TO PROTECT INDUSTRY AND TRADE

COGNE ACCIAI SPECIALI SPA intends to protect the value of fair competition by abstaining from collusive and predatory behaviour.

The company and its collaborators must observe the principles and rules of free competition and must not break current laws on competition, antitrust and consumer protection.

It is therefore prohibited to adopt any conduct that violates the usual and free execution of trade and industry and that as such damages business trust and good faith in business.

In the context of fair competition and consumer protection, the Company and its collaborators undertake not to infringe upon the rights of third parties regarding intellectual property and to comply with rules protecting the distinguishing marks of original works or industrial products (trademarks, patents).

It is prohibited to market products that show the use of signs, figures or captions giving false information sufficient to mislead the consumer as to the real origin of the product.

There are checks on the quality, provenance and origin of raw materials/semi-finished products and products that will subsequently be marketed, also through the insertion of clauses in contracts with suppliers that provide for their guarantee, also for the action of sub-contractors, not to harm the rights of third parties.

7. BEHAVIOUR CRITERIA IN RELATIONS WITH THE PUBLIC ADMINISTRATION

It is not permitted, neither directly nor indirectly, nor through a third party, to offer or promise money, gifts or remunerations, in any form, nor to exert unlawful pressure, nor to promise any object, service, supply or favour to Public Administration executives, officials or employees or to public service officers or their relatives or cohabitants for the purpose of persuading them to carry out an official act or an act contrary to their official duties, having to consider as such also the purpose of favouring or damaging a party in a civil or criminal lawsuit or administrative proceedings in order to bring a direct or indirect advantage to the company.

It is likewise not permitted to carry out services or payments in favour of collaborators, suppliers, consultants or other third parties that work on behalf of the Company, that do not find sufficient justification in the context of the contractual relation constituted with them or in relation to the type of job to be carried out.

The only forms of courtesy permitted must fall within the concept of modest value and be aimed at promoting the Company's image or initiatives promoted by the Company; these must in any case be authorized by Management and supported by suitable documentation.

In the case of business relations with the Public Administration, including participation in public invitations to tender, it is necessary to always work in compliance with the law and fair trade practices.

Deceptive behaviour that can mislead the Public Administration is not allowed.

In particular, the following actions are not allowed: using or presenting declarations or documents that are false or state untruths or omitting information to obtain, to the advantage or in the interests of the company, contributions, financing or other disbursements (howsoever called) granted by the State, a public body or the European Union.

It is prohibited to use contributions, financing, or other disbursements (howsoever called) granted by the State, a public body or the European Union, for purposes other than those for which they were given.

It is prohibited to alter in any way the operation of an information/computer system or to illegally interfere by any method with the data, information and programmes contained in it or pertaining to it, in order to make an unfair profit at the expense of others. This prohibition is reinforced if the unfair profit is made at the expense of the State or a public body.

Correct operation of the civil service, particularly the judicial function, is also guaranteed through the prohibition, imposed on all persons obliged to comply with this ethical code, to directly or indirectly undertake any unlawful action that may favour or damage one of the litigants during civil or criminal lawsuits or administrative proceedings.

In particular, it is prohibited to adopt illegal pressure (offers or promises of money or other utilities) or unlawful coercion (violence or threats) in order to persuade the person called to give statements before the court not to give statements or to give mendacious statements that can be used in criminal proceedings, when this person has the right to remain silent.

8. BEHAVIOUR CRITERIA REGARDING CORPORATE, ADMINISTRATIVE OR FINANCIAL ACTIVITIES

Generally, it is obligatory to behave in a fair, transparent and collaborative manner, in compliance with the rules of law and internal procedures, in all activities aimed at forming the financial statements and other company communications, in order to give shareholders and the public true and fair information on the Company's assets and liabilities and economic and financial position.

Every operation or transaction must be precise, verifiable and legitimate.

This means that each action and operation must have an appropriate book entry and must be supported by suitable documentation, in order to allow the carrying out of checks, identification of the various levels of responsibility and accurate reconstruction of the operation.

All persons who, in any capacity, even as mere data suppliers, are involved in the formation of financial statements and similar documents, or in any case of documents that represent the Company's assets and liabilities and economic and financial position, and also, in particular, directors, auditors and those in top management positions:

- are obliged to give the maximum cooperation for specific aspects and to guarantee the completeness and clarity of the supplied information and also the accuracy of the data and processed data;
- are prohibited from presenting untrue facts, even if the subject of evaluation, or omit information or withhold data in direct or indirect breach of regulatory principles and internal procedural rules, so as to mislead the recipients of the above-mentioned documents.

It is prohibited to initiate fictitious transactions or disseminate false information about the Company and also about its activity.

It is prohibited to prevent or in any case obstruct the carrying out of control activities legally assigned to shareholders or to other company bodies.

It is prohibited to adopt fake or fraudulent conduct aimed at influencing the Meeting for the purpose of obtaining unfair profit for oneself or for other people.

COGNE ACCIAI SPECIALI SPA intends to guarantee the dissemination and observance of behaviour principles intended to protect share capital and protect creditors and third parties that establish relations with the company in full compliance with the rules of law.

In particular, it will be expressly prohibited to:

- return contributions to the shareholder or free the shareholder from the obligation of carrying them out, except in cases of legitimate share capital reduction;
- distribute profits or interim profits not actually obtained or appropriated by law to reserve, or distribute unavailable reserves;
- purchase or subscribe for shares of the company except in cases provided for by law, with infringement of share capital integrity;
- effect share capital reductions, mergers or splits, in breach of legal provisions protecting creditors, so damaging them;
- carry out fictitious formation or increase of share capital, by means of assignment of shares or stakes for a value lower than their nominal value during share capital increase, reciprocal subscription of shares or stakes, significant over-valuation of contributions of assets in kind, receivables, or the Company's assets in the event of transformation;

- carry out any kind of illegal operation on shares or stakes of the Company (or of the controlling company);
- initiate any kind of operation that may cause damage to creditors;
- bring about, with fake or fraudulent actions, fictitious majorities in the meetings of the companies of the Group.

9. BEHAVIOUR CRITERIA IN THE USE OF COMPANY ASSETS AND INFORMATION/COMPUTER SYSTEMS

Documents, work tools, systems/fixtures and equipment and every other tangible and intangible asset (including intellectual patents and trademarks) belonging to COGNE ACCIAI SPECIALI SPA are used exclusively for accomplishing corporate objectives, with the methods set by it.

They may not be used for non-legitimate purposes, and must be used and looked after with the same diligence as one's own property. Any illegal uses are punishable, also by disciplinary action, whether or not they are behaviours that can be criminally prosecuted under the law.

The company protects the personal data of all persons who have dealings with it, according to current personal data protection regulations.

Information learned while carrying out one's duties, which is also Company property, is subject to legal requirements and the duty of discretion. These duties must be observed also after termination of the relation with the company, in accordance with the requirements of the aforesaid regulations.

Information/computer tools (such as telephones and fax machines, electronic mail, internet, intranet and, generally speaking, the supplied hardware and software) made available to personnel are work tools and, consequently, must be used for company purposes only: this applies equally to the use of personal computers and of other tools, programmes and services.

Every employee is likewise obliged to give the necessary commitment in order to prevent the possible commission of crimes through the use of information/computer tools.

In particular, personnel are prohibited from:

- illegal access to an information/computer system;
- unauthorized possession and illegal dissemination of passwords to information/computer systems;
- circulation of computer equipment, devices or programs aimed at damaging or interrupting an information/computer system;
- illegal interception, prevention or interruption of information/computer communication;
- damaging computer information, data and programs and information/computer systems.

Personnel may not load borrowed, unauthorized or unlicensed software into company systems, and they are also prohibited from making unauthorized copies of licensed programs, for personal or company use or for third parties.

10. PROHIBITION OF TRANSACTIONS AIMED AT RECEIVING STOLEN GOODS AND LAUNDERING AND USING MONEY, GOODS OR UTILITIES OF ILLEGAL ORIGIN

COGNE ACCIAI SPECIALI SPA adheres to the principle of maximum transparency in business transactions and prepares the most suitable tools in order to impede the receipt of stolen goods and the laundering and use of money, goods or utilities of illegal origin.

Personnel must never carry out or be involved in activities that may mean the laundering (namely acceptance or handling) of proceeds from criminal activities in any form or way.

Employees and collaborators must check in advance the available information (including financial information) on business counterparties, consultants and suppliers, in order to establish their moral integrity, their respectability and the legitimacy of their activity before establishing business relations with them.

The Company must always comply with the application of both national and international laws on organized crime and anti-money laundering in any competent jurisdiction.

The directors, employees and collaborators of the Company are obliged to strictly comply with the laws and company policies and procedures in any economic transaction (even infra-group) in which they are involved, ensuring full traceability of inward and outward financial flows and full compliance with anti-money laundering laws where applicable.

11. HEALTH AND SAFETY PROTECTION AT WORK

COGNE ACCIAI SPECIALI SPA undertakes to pursue worker safety and health improvement objectives as an integral part of its activity and as a strategic commitment as regards the Company's more general aims.

To that end, the Company:

- undertakes to disseminate and consolidate a safety and health at work culture by developing an awareness of the risks and promoting responsible behaviour by all collaborators;
- carries out institutional education, supplied at certain times during the employee's company life and regular training aimed at operational personnel;
- promotes and implements all initiatives aimed at minimising the risks and removing the causes that can jeopardize the safety and health of employees, by carrying out technical and organizational interventions, also through the introduction of an integrated system for the management of risks, safety and the resources to protect.

The personnel must take care of their own health and safety and that of other persons present in the workplace, who are affected by the effects of their actions or omissions, according to the training, instructions and means provided by the employer.

12. PROTECTION OF THE ENVIRONMENT

COGNE ACCIAI SPECIALI SPA intends to ensure the full compatibility of its activities with the territory and with the surrounding environment.

To that end, it undertakes to carry out company activities in total respect for the environment, in its widest sense, in particular:

- by considering the environmental impact of new activities and new production processes;
- by using natural resources in a responsible and mindful manner;
- by developing a constructive cooperation relation, marked by the utmost transparency and trust, both within the company and with the general public and the institutions in the management of environmental issues;
- by maintaining high indices of safety and environment protection through the implementation of effective management systems.

13. RELATIONS WITH THE COMMUNITY

13.1. Trade unions and parties

COGNE ACCIAI SPECIALI SPA does not donate contributions of any kind, directly or indirectly, to political parties, to political and trade union movements, committees and organizations and their representatives and candidates unless this is according to the procedures and methods provided for by current regulations.

13.2. Press and other mass media

COGNE ACCIAI SPECIALI SPA maintains relations with press and mass communication organs, solely through the corporate bodies and the company positions appointed for that purpose. These relations must be marked by principles of fairness, helpfulness and transparency in compliance with the communication policy defined by the Company.

Employees and collaborators may not give information to the mass media without the prior specific authorisation of the competent functions.

Information and communications regarding the Company must be accurate, complete, true, transparent and homogeneous.

14. COMPLIANCE WITH THE ETHICAL CODE

Infringement of the rules of this ethical code damages the relationship of trust established with the Company and may lead to disciplinary action and compensation for damage.

Compliance with this code by employees and collaborators and their commitment to observe the general duties of loyalty, fairness and performance of the employment contract in accordance with good faith must be considered an essential part of the contractual obligations also under and for the purposes specified in article 2104 of the (Italian) civil code.

Employee behaviours in breach of the behavioural or procedural rules contained in this ethical code must be understood as punishable disciplinary offences in compliance with applicable regulations.

Compliance with the ethical code by third parties (suppliers, consultants, etc) completes the obligation to fulfil the duties of diligence and good faith in negotiations and in the performance of existing contracts with the company.

Breaches committed by third parties will be punishable in accordance with what is provided for in the relevant assignments and contracts.

15. AMENDMENT OF THE ETHICAL CODE

All amendments of and/or additions to this ethical code fall within the competence of the Board of Directors.