

A close-up photograph of a tree trunk with numerous roots. The top half of the image is in natural light, while the bottom half is overlaid with a blue gradient. The text 'Nice' is in a white box on the top left, and 'Code of ethics' is in large white letters on the bottom left.

Nice

**Code of
ethics**



PROJECT	UPDATE OF MODEL 231 OF NICE S.P.A.
DOC. NO.	5
STATUS	DEFINITIVE
DATE	4 MARCH 2019
NO. COPIES	1 ELECTRONIC

**ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL
ADOPTED PURSUANT TO LEGISLATIVE DECREE 231/01**

CODE OF ETHICS

RECIPIENTS	
FUNCTION	NAME
INTERNAL SUPERVISOR	IRENE MAGGIOLI
GUIDANCE COMMITTEE	NICOLA BIONDO
	LUCA LONGHIN
	IRENE MAGGIOLI

The recipients of this document are authorised to the use thereof limited to the purposes of execution of the project assignment and solely in the sphere of Nice S.p.A.

This document may not be used by you for other purposes than those provided for in relation to the performance of the assignment, nor is its disclosure permitted to third parties who are not recipients of such documents.



INDEX

1	INTRODUCTION	3
2	THE RECIPIENTS OF THE CODE OF ETHICS	4
3	THE GENERAL AND FUNDAMENTAL ETHICAL VALUES	5
4	THE ETHICAL PRINCIPLES OF CONDUCT RELATING TO INDIVIDUAL OFFENCES .	6
4.1	A. OFFENCES AGAINST THE PUBLIC ADMINISTRATION	6
4.2	B. COMPUTER CRIMES AND UNLAWFUL DATA HANDLING	6
4.3	C. ORGANISED CRIME-RELATED OFFENCES	6
4.4	D. OFFENCES OF FORGERY OF MONEY, PUBLIC CREDIT CARDS, REVENUE STAMPS AND WATERMARKED INSTRUMENTS OR SIGNS.....	7
4.5	E. OFFENCES AGAINST TRADE AND INDUSTRY.....	7
4.6	F. CORPORATE OFFENCES.....	7
4.7	G. OFFENCES FOR THE PURPOSES OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER	8
4.8	H. FEMALE GENITALIA MUTILATION PRACTICES	8
4.9	I. OFFENCES AGAINST THE INDIVIDUAL	8
4.10	L. MARKET ABUSE OFFENCES	8
4.11	M. OFFENCES OF NON-VOLUNTARY MANSLAUGHTER OR SEVERE OR VERY SEVERE DAMAGE COMMITTED IN VIOLATION OF THE REGULATIONS FOR THE PROTECTION OF HEALTH AND SAFETY AT THE WORK PLACE.	9
4.12	N. RECEIVING OF STOLEN GOODS, MONEY LAUNDERING AND UTILISATION OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, AS WELL AS SELF-LAUNDERING.....	9
4.13	O. OFFENCES CONCERNING THE VIOLATION OF COPYRIGHT	9
4.14	P. INCITEMENT TO NOT MAKE STATEMENTS OR MAKING FALSE STATEMENTS TO LEGAL AUTHORITIES	10
4.15	Q. ENVIRONMENTAL OFFENCES	10
4.16	R. EMPLOY OF CITIZENS OF THIRD COUNTRIES WHOSE STAY IS IRREGULAR.....	10
4.17	S. TRANSNATIONAL OFFENCES	11
5	DISCIPLINARY AND SANCTIONS SYSTEM.....	12
6	THE ADOPTION AND DISTRIBUTION OF THE CODE OF ETHICS.....	12



1 INTRODUCTION

The Code of Ethics, approved by the Board of Directors of the Company and integral and substantial part of the Organisational, Management and Control Model pursuant to legislative decree 231/2001 of the Company, contains the general ethical values which, together with the statutory, regulatory and contractual provisions, represent the indications that must be adopted in the principles of conduct and in the control protocols as a protection against the risks-offences presented in the Special Sections of the Model.

The ethical principles of conduct, contained in this document, therefore characterise the activity of the Company, guide the company organisation, in the sense that it gives a planning indication of binding nature.

Consistent with the provisions of the Guidelines of Confindustria, the choice adopted by the Company has been that of placing, alongside broader and general ethical values, a set of ethical principles that meet the specific requirements laid down in the Legislative Decree and are aimed at avoiding, in particular, the commission of the offences referred to therein.

The Code of Ethics is therefore structured in a first section containing the general and fundamental ethical values, followed by the ethical principles of conduct relating to individual offences considered relevant for the Company, grouped for ease of description in line with the Special Sections of the Model.



2 THE RECIPIENTS OF THE CODE OF ETHICS

The following are recipients (hereinafter the “Recipients”) of the Code of Ethics of Nice S.p.A. (hereinafter the “Company”) and they agree to respect its contents:

- the directors and the executives of the Company (the so-called *senior management*);
- the employees of the Company (the so-called in-house persons *who are managed by others*);

As a result of specific acceptance or by virtue of appropriate contractual clauses, the following external parties (hereinafter the “External Parties”) may be recipients of specific obligations for complying with the content of the Code of Ethics:

- the contractors, consultants and, in general, parties that carry out activities in self-employment;
- the suppliers and partners (also in the form of a temporary association of undertakings and joint-venture);

In so far as they operate on behalf of or in the interest of the Company within the areas of activities identified as sensitive in the Organisational, Management and Control Model.

External Parties thus defined must also include those who, despite having a contractual relationship with other companies of the Group, in substance operate in a significant and/or continuous manner on behalf of or in the interest of the Company.

Compliance with the principles contained in the Code of Ethics is a moral obligation of the Recipients in order to pursue the company objectives according to the fundamental values of integrity, transparency, legality, impartiality and prudence, in full compliance with the national and international regulations.

In particular, such Recipients are requested to:

- behave in compliance with what is laid down in the Code of Ethics;
- immediately inform the Supervisory Body of any and all violations of the ethical principles of conduct, as soon as they become aware of them;
- request, if necessary, interpretations or clarifications about the ethical principles of conduct defined hereinafter.

3 THE GENERAL AND FUNDAMENTAL ETHICAL VALUES

In achieving its goals, the Company recognises the following general and fundamental ethical values, which are binding for the Recipients:

- **Integrity:** the activities are managed in a professional and responsible manner, in order to resolve situations of potential conflict, ensuring that the conduct is characterised by honesty, morality and fairness and that they are perceived as such;
- **Transparency:** in the relationships that are internal and external to the Company, held with the various interlocutors, clear, complete, timely and truthful information shall be provided;
- **Legality:** the conduct is bound, during the decision and implementation process, in full compliance with internal procedures, by all applicable national and international laws, as well as by the regulations defined by the Supervisory Body;
- **Impartiality:** the decisions and the conduct are applied with full respect of the personal characteristics of each, encouraging and rewarding integrity and sense of responsibility, respecting the differences and repudiating any type of discrimination based on age, health status, gender, religion, race, political and cultural beliefs, as well as personal or social condition;
- **Prudence:** the activities are managed with full awareness of the risks and with the objective of sound management thereof, which results in prudent measures, especially when from their own actions and decisions damages may result to persons and things.

In no case, may the pursuit of the interest or the benefit of the Company justify unethical or dishonest, or unlawful conduct.



4 THE ETHICAL PRINCIPLES OF CONDUCT RELATING TO INDIVIDUAL OFFENCES

In achieving its goals, the Company recognises the following ethical principles of conduct relating to individual offences¹, binding for the Recipients.

4.1 A. OFFENCES AGAINST THE PUBLIC ADMINISTRATION

The Recipients, in their respective roles and responsibilities, must:

- A.1. respect, in every active relationship, the regularity of the administrative proceedings and the proper functioning of the activities of the Public Administration, with formal and substantial respect of the financial interests thereof;
- A.2. ensure and promote, through their own conduct, fairness of evaluation, of procedure and of judgement of the Public Administration.

4.2 B. COMPUTER CRIMES AND UNLAWFUL DATA HANDLING

The Recipients, in their respective roles and responsibilities, must:

- B.1. ensure and promote the integrity and the safeguarding of data and information, guaranteeing individual access privileges to the data and the information consistent with their role and the responsibilities of each.

4.3 C. ORGANISED CRIME-RELATED OFFENCES

The Recipients, in their respective roles and responsibilities, must:

- C.1. ensure adequate risk protection against criminal infiltration and promote the adoption of methods of evaluating the reliability of the various subjects (natural persons or entities) with which the Company maintains relations.

¹ The adopted codification, followed by a letter of the alphabet, explicitly refers to the specific Special Section which bears the same codification.

4.4 D. OFFENCES OF FORGERY OF MONEY, PUBLIC CREDIT CARDS, REVENUE STAMPS AND WATERMARKED INSTRUMENTS OR SIGNS

The Recipients, in their respective roles and responsibilities, must:

- D.1. promote the correct information of the value of the industrial property, aimed at the preservation of their own related rights and the protection of the rights of third parties;
- D.2. ensure adequate collaboration with the competent authorities in the prevention, in the counteraction and in the repression of the counterfeiting and forgery of banknotes, coins and any other payment method.

4.5 E. OFFENCES AGAINST TRADE AND INDUSTRY

The Recipients, in their respective roles and responsibilities, must:

- E.1. promote the exercise of commercial practices according to the principles of good faith, correctness and loyalty and ensure adequate information and fair advertising of the products, aimed at protecting the trust given by the contractual partners and by the consumers.

4.6 F. CORPORATE OFFENCES

The Recipients, in their respective roles and responsibilities, must:

- F.1. ensure the adequacy and the efficiency of the administrative - accounting system, of aid to draw up and communicate accurate and complete, economic and financial data to the market, aiming at a clear, truthful and fair representation of the management operations; promote the institution and the use of suitable instruments to identify, prevent and manage the risks relating to financial information, as well as fraud and improper conduct;
- F.2. promote and ensure the legality of the acts, in the conduct of operations and in the relations with the Supervisory Body and the market;
- F.3. promote and ensure the observance of the principles of free competition and of proper functioning of the market in the selection of the contractual partners, in negotiations and in the closing of commercial operations and contractual arrangements.



4.7 G. OFFENCES FOR THE PURPOSES OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER

The Recipients, in their respective roles and responsibilities, must:

- G.1. refuse to engage in and strive to counter the diffusion of ideas and the undertaking of actions aimed at spreading terror or at the subversion of the constitutional democratic order;
- G.2. ensure and promote the protection of democratic values and respect for the State, for the Constitution and for the Public Institutions as fundamental values of our legal system.

4.8 H. FEMALE GENITALIA MUTILATION PRACTICES

The Recipients, in their respective roles and responsibilities, must:

- H.1. ensure and promote the protection of the health and the physical integrity of persons, inasmuch as these are fundamental goods of individuals.

4.9 I. OFFENCES AGAINST THE INDIVIDUAL

The Recipients, in their respective roles and responsibilities, must:

- I.1. ensure and promote the protection of individual freedom and of human dignity, as fundamental goods through which the human personality expresses itself;
- I.2. refuse to engage in and strive to counter child labour and exploitation, also by refusing to enter into contracts with third parties who do make use of it.

4.10 L. MARKET ABUSE OFFENCES

The Recipients, in their respective roles and responsibilities, must:

- L.1. ensure and promote the necessary confidentiality of the regulated information relating to listed issuers to which lawful access was granted as well as the use thereof for the sole purposes for which the lawful access was granted.

4.11 M. OFFENCES OF NON-VOLUNTARY MANSLAUGHTER OR SEVERE OR VERY SEVERE DAMAGE COMMITTED IN VIOLATION OF THE REGULATIONS FOR THE PROTECTION OF HEALTH AND SAFETY AT THE WORK PLACE

The Recipients, in their respective roles and responsibilities, must:

- M.1. be committed to providing a healthy and safe work place to their employees, clients, suppliers, contractors and surrounding community and to whoever may be present in their offices, in the warehouses and laboratories used by the Company, with particular attention for the prevention of accidents, occupational illnesses and minimisation of the risks;
- M.2. be dedicated to the continuous improvement of the health and safety performances, establishing objectives and targets subject to periodic review, aimed in particular at the prevention of occupational accidents and illnesses;
- M.3. commit to comply with applicable laws and regulations, provisions and voluntary agreements, working with institutions, local authorities and industrial organisations;
- M.4. promote internal and external communication, involving, consulting and by transferring greater responsibility to the employees, at all levels, and whoever may take part in company activities, through awareness-raising, information and training programmes.

4.12 N. RECEIVING OF STOLEN GOODS, MONEY LAUNDERING AND UTILISATION OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, AS WELL AS SELF-LAUNDERING

The Recipients, in their respective roles and responsibilities, must:

- N.1. ensure adequate traceability of financial flows, in full and diligent compliance with the legislation for the prevention of money laundering.

4.13 O. OFFENCES CONCERNING THE VIOLATION OF COPYRIGHT

The Recipients, in their respective roles and responsibilities, must:

- O.1. promote proper use of intellectual works, as well as of computer programs and databases.



4.14 P. INCITEMENT TO NOT MAKE STATEMENTS OR MAKING FALSE STATEMENTS TO LEGAL AUTHORITIES

The Recipients, in their respective roles and responsibilities, must:

- P.1. ensure and promote proper, transparent and cooperative conduct in their relations with the judicial police bodies and with the investigating and judiciary judicial authorities.

4.15 Q. ENVIRONMENTAL OFFENCES

The Recipients, in their respective roles and responsibilities, must:

- Q.1. ensure and promote environmental protection, as fundamental good for the society, through continuous improvement and research of environmentally friendly operating procedures;
- Q.2. strive to prevent pollution of the environment, through proper management of the business activities which could have an impact on the environment and the development, production and marketing of safe products based on intended use, energy-efficient, environmentally sustainable and reusable, recyclable or disposable in a safe manner on the market;
- Q.3. commit to reduce waste generation to a minimum and to preserve natural resources, also through awareness of the employees and suppliers, aimed at optimising the resources through reduction, recycling and re-use.

4.16 R. EMPLOY OF CITIZENS OF THIRD COUNTRIES WHOSE STAY IS IRREGULAR

The Recipients, in their respective roles and responsibilities, must:

- R.1. to counter the practice of undeclared work and illegal immigration, favouring the integration and the training of foreign employees in possession of a valid residence permit.

4.17 OFFENCES OF RACISM AND XENOPHOBIC CRIMES

The Recipients, in their respective roles and responsibilities, must:

- S.1. prevent propaganda, i.e. instigation and incitement to the negation of the Shoah or crimes of genocide, of crimes against humanity and war crimes;

S.2. counter propaganda, instigation and incitement to the negation of the Shoah or crimes of genocide, of crimes against humanity and war crimes, of which knowledge was gained in the work sphere

4.18 S. TRANSNATIONAL OFFENCES

The Recipients, in their respective roles and responsibilities, must:

S.1. ensure and promote proper, transparent and cooperative conduct in their relations with the judicial police bodies and with the investigating and judiciary judicial authorities.



5 THE DISCIPLINARY AND SANCTIONS SYSTEM

In case of breach of the Code of Ethics, the provisions provided for in the disciplinary and sanctions system presented in the General Section of the Organisation, Management and Control Model adopted pursuant to Legislative Decree 231/2001 by the Company are applicable.

6 WHISTLEBLOWING

Nice S.p.A. promotes the prevention and the verification of any conduct that is illegal or in contrast with the Organisational Model and, in the present case, with the adopted Code of Ethics encouraging the Recipients to promptly refer the afore mentioned conduct of which they become aware in their respective relations with the Company to the Supervisory Body.

Apart from cases of responsibility for defamation or libel, or on the same basis pursuant to article 2043 of the Italian Civil Code, the Recipient who in good faith reports illegal conduct or, in any case, in contrast with the Code of Ethics to the Supervisory Body, of which they became aware in their relations with the Company, may not be sanctioned.

7 THE ADOPTION AND DISTRIBUTION OF THE CODE OF ETHICS

The Code of Ethics is adopted by resolution of the Board of Directors of the Company, it was originally adopted by the Company with resolution of the Board of Directors on 25 March 2008 and subsequently amended by the Company with resolution of the Board of Directors on 7 June 2013 and, most recently, on 12 November 2015.

Every update shall be approved by subsequent resolution of the Board of Directors, and where appropriate upon proposal of the Supervisory Board, which may be rendered necessary as a result of:

- significant violations of the provisions of the adopted Model;
- significant changes to the organisational structure of the Company, or of the manner of performance of the business activities;
- Legislative changes, primarily following legislative integrations of the *numerus clausus* of the predicate offences.

It is the Board of Directors' responsibility to ensure that the principles contained in the Code of Ethics are communicated to all Recipients and that they are understood and observed.

The Recipients are required to read and to ensure complete understanding of the contents of the Code of Ethics. It is, in particular, the responsibility of the directors and the execu-



ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL ADOPTED
PURSUANT TO LEGISLATIVE DECREE 231/01 – CODE OF ETHICS

tives of the Company to create a culture which is structured on the principles contained in the Code of Ethics, promoting awareness and encouraging the commitment thereto.

Nice SpA
Oderzo, TV, Italy



Nice cares for the environment.
Using natural paper it avoids
excessive use of raw materials
and forest exploitation.
Waste is reduced, energy is saved
and climate quality is improved.

www.niceforyou.com