
ETHICAL CODE

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Management. Engineering. People.

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PROGER – ETHICAL CODE

1 PREMISE

Founded in 1951 as a Professional Engineering Firm, **Proger** was incorporated as a company in 1983 and today this is one of the leading Italian Engineering Companies providing Integrated Engineering and Management Services to private and public clients in Italy and abroad.

With thousands of projects carried out as Consulting Engineering, Main Contractor and Project & Construction Manager, **Proger SpA** (“Proger”) has built and consolidated its know-how through a network of advanced integrated systems and technological standards, based on the most modern Project Management Principles.

Since the beginning of its activity Proger has been inspired by the continuous improvement philosophy, based on a balanced combination of technical and economic, operational and ethical capacities, as well as the sharing of the objectives with the Human Resources of the Company, to continuously research levels of excellence and sustainable development, both in Italy and abroad.

The international development strategy implemented in the last years led Proger to open different worldwide branch offices in areas like Middle East (UAE), Central Asia (Kazakhstan), Central Africa (Republic of Congo), East Europe (Romania and Bulgaria), North Africa, Turkey, etc.

The particular care and attention paid to the human resources, to the relations and interpersonal relations of the team-work, the integration and transfer of knowledge, the training and professional updating are Proger’s main values.

The challenges of the sustainable development, the continuous improvement of the client’s satisfaction, the increase of the value for the Shareholders, the development of the competences and the professional growth of its own human resources highlight the importance of defining those values and responsibilities that Proger recognizes, accepts, shares and assumes through the preparation of this Ethical Code, drawn up during the verification of the conformity of the organizational and internal control system in compliance with the Lgs. D. 231/2001.

The observance of **Proger’s Ethical Code** (“Code” or “Ethical Code”) by Proger’s administrators, management and employees, as well as by all those who work in Italy and abroad for the achievement of the Company’s objectives is fundamental; Proger carefully monitors its implementation by providing appropriate tools and information, prevention and control procedures, intervening, if necessary, with corrective or disciplinary and contractual actions, as a consequence of eventual violations.

Ethics in the conduct of its own business is considered as the main condition for the success of the Company and a tool for the promotion of its own image and reputation, as these are primary and essential values.



2 GENERAL PRINCIPLES

2.1 General Ethical Principles

In developing its activity, Proger gets inspirations from the below mentioned ethical principles, for which observance by all members involved is required:

- **Compliance with laws:** Proger carries out its own activity in compliance with community, national and international norms, rejecting corruption and any illegal practice; the respect of laws and regulations in force in the national and international territory is a fundamental principle. Any behaviour contrary to the legislation in force, to this Ethical Code or to the internal procedures set by the corporate governance bodies, the company's management and in general by all employees and collaborators while executing the committed tasks cannot be justified or entitled and it involves disciplinary actions by the Company - even if motivated by the pursuing of an interest or advantage for the Company.
- **Correctness management:** this is one of the fundamental principles for all Proger's activities, initiatives, proceedings and communications, and it is the essential element of the organizational management.
- **Trust and cooperation:** the development of the professional performances carried out by the Company's employees and collaborators is extremely important and is based on diligence, competence, loyalty, good faith, professionalism and efficiency, in order to provide its clients with high quality performances; only in this way it is possible to ensure the continuity of trusting and cooperative relations to achieve a mutual benefit and a sustainable growth of the created value.
- **Transparency:** with reference to both internal and external relations, Proger considers the impartiality of treatment as a fundamental value, with the aim of undertaking commitment to clearly inform the Shareholders, without favouring any group or single member.
- **Staff protection and Safety at the workplace:** Proger considers each single person, his/her values and rights as assets to be protected and guarantees his/her safety.
- **Protection of corporate assets:** Proger aims at protecting the corporate assets, safeguarding tangible and intangible assets, technological resources, IT supports, equipment, information and know-how.

In particular, the conviction to act for the company's interests does not justify those behaviours contrasting with the aforesaid principles. Moreover, those working in Proger, without any exception or distinction, are committed to observe and ensure that everyone follows these principles according to functions and responsibilities. Such a commitment requires that even those individuals with whom the company has relations of any kind act with norms and methods inspired by the same values.

Therefore, throughout the Ethical Code, Proger aims at:

- **Defining** and making explicit those values and general ethical principles that shape its own activity and the relations with clients, suppliers, shareholders, community, employees, collaborators, administrators, public institutions, the Public Administration and every other person involved in the company's activity.
- **Formalizing** the commitment to act on the basis of the following ethical principles: moral legitimacy, equity and equality, protection and enhancement of the individual, protection and enhancement of the environment, diligence, transparency, honesty, confidentiality, impartiality and health protection;
- **Focusing and reaffirming** the commitment to safeguard the legitimate interests of its own members;



- **Indicating** to its employees, collaborators and administrators the principles of conduct, the values and responsibilities for which the punctual respect of the professional performance is required;
- **Defining** the realization, implementation and diffusion tools of the Code within the Company, with communication, information and training activities, by monitoring the effective activation of those principles contained in the Code with feedback and interactivity;
- **Adjusting** the corporate organization to the principles of the Code.

2.2 Quality and Environmental System

The effective application of the Quality and Environmental Management System able to increase the Client's satisfaction and the organization's ability to create value for all stakeholders are Proger's primary objective.

The Company continuously and systematically monitors those factors indicating the quality of the service in order to guarantee the standard level and to allow the improvement that characterizes the service offered by Proger.

2.3 Addressees of the Ethical Code

The norms of the Ethical Code are applied to Proger's employees and to all those participating and collaborating to the development of its activity and to the achievement of its objectives; everyone must know its norms, regulations and principles.

The principles of the Ethical Code have to inspire the members of the Board of Directors in making management decisions and conforming its own activity to values like honesty, loyalty, correctness and integrity. At the same time, in order to give practical effect to management activities, managers have to get inspiration from the same principles, to represent a constant role model to the Company's employees and collaborators.

The employees and all those who collaborate with Proger (i.e. partners of Temporary Business Associations, Consortiums, Joint Ventures, etc.) have to adapt their behaviour to the dispositions and principles of the Ethical Code and avoid those initiatives contrasting and violating the Code itself, refraining from any activity that might be attributable to conflict of interest hypotheses, whereas the contrast is direct and/or indirect.

2.4 Value and Effectiveness of the Ethical Code

Proger considers the observation of the principles, norms and regulations of the Ethical Code as an essential and integral part of the contractual obligations, in accordance with Article 2014 of the Civil Code: these obligations have to be accepted both by employees who have subordinate employment contracts and by non-subordinate collaborators, with reference to the contractual agreements for the time to come.

The violation of the aforesaid norms can constitute the non-fulfilment of the obligations deriving from employment or collaboration relationships, with all legal or contractual consequences including termination of the employment contract.

The Ethical Code is the main instrument of ethics implementation within the Company, aimed at clarifying and defining the set of principles required to comply with its interests and the mutual relations among its stakeholders.

Moreover, the addressees have to respect the values and principles of the Code and have to safeguard and preserve Proger's respectability and image, along with the integration of its economic and human resources.



3 ACTIVITY OF THE CORPORATE BODIES AND ORGANIZATION

3.1 Relations with the Top Management

Being aware of its responsibilities, Proger's Corporate Bodies share the principles contained in this Code and perform their activity according to values like honesty, integrity, loyalty, correctness, respect of people and rules, mutual collaboration.

The President, the Chief Executive Officer and the Councillors responsibly manage the Company, in order to achieve those objectives to create value.

Auditors have to clearly fulfil the commitments they have undertaken.

The collaboration between President, Administrators and Auditors is based on a system that shares Proger's strategic and operating objectives for which the different management, coordination and vision roles find a harmonic balance.

The evaluation of conflict of interests or incompatibility of functions, tasks and positions outside and within the company bears upon each single individual. Administrators, Managers and Auditors have the duty to rigorously appreciate and evaluate these circumstances, favouring a transparent and profitable relation between the Company and those involved in the company's activity, institutions, members and clients.

Members of the corporate bodies are required to:

- 1) Behave autonomously and independently and provide correct information;
- 2) Demonstrate an assiduous and well-informed participation;
- 3) Behave with integrity, loyalty and sense of responsibility;
- 4) Be aware of their responsibilities;
- 5) Share the objectives and critical spirit to guarantee a significant personal contribution.

The legitimate expression of different opinions cannot damage Proger's image, prestige and interests. Any interview and statement to the press and any sort of public speech have to be strictly coherent with this principle.

Official business information has to be considered as confidential, prohibiting any use not resulting in the institutional accomplishment of the commitments assigned to each Administrator or Auditor.

Loyalty and confidentiality commitments bind the Administrators and the Auditors even upon termination of their relation with Proger.



4 RELATIONS WITH THIRD PARTIES

4.1 Relations with Clients

Proger shows a constant sensibility and a concrete commitment to safeguard and monitor the quality of the relations with the clients throughout:

- 1) The full and constant satisfaction of the client to whom performances and services are addressed;
- 2) The creation of a solid relation with the client based on correctness, transparency, effectiveness and principles of courtesy;
- 3) The maintenance of a professional, competent and collaborative behaviour with regard to the client.

While developing its own activity and managing the relations with the clients, Proger strictly adheres to the laws and principles of this Ethical Code and to the Company's internal procedures; employees and collaborators are asked to avoid any situation of conflict of interests with the Company.

With reference to the relations with private and public clients, Proger's administrators, employees, collaborators and officers are prohibited to give or promise money or any other sort of benefit, both if such a conduct is in the exclusive interest of the acting subject, and if it is in the interest of the company.

Moreover, it is strictly prohibited any form of gift, present or benefit to those individuals having commercial and/or managerial relations with Proger, except when these gifts, presents or benefits are of limited value and are linked to the holiday season (i.e. Christmas and Easter).

Each one of Proger's employee has to require formal authorization to the manager of the office with which he/she works, before making any form of gift, present or benefit exceeding the limited value set by the Italian standards; each collaborator has to inform the manager of the office with which he/she collaborates, in order to agree on the conduct to be taken, according to the indications provided by the Ethical Code.

The office manager has to be authorized by his/her superior for whatever action he/she wants to directly take on.

Basically, anyone working in the name and on behalf of Proger has to refrain from practices not permitted by law, commercial uses or ethical codes – if known – of public and private interlocutors, both in Italy and abroad.

Proger's employees or collaborators receiving any sort of gift, present or benefit have to communicate this information to their respective office manager, who will inform the person in charge of the internal control whereas the value of the gift exceeds the limited value to monitor activities at risk.

4.2 Relations with Business Partners

In constituting and developing Temporary Business Associations, Consortiums, Joint Ventures and similar, Proger works in compliance with the norms and ethical principles contained in this code.

In particular, Proger's employees and collaborators have to:

- Establish relations only with partners or other members benefiting from a respectable reputation and involved in lawful activities;
- Verify that the Joint Venture, the Consortium or the Temporary Business Association work in line with the principles contained in this Ethical Code;
- Ensure the transparency of the agreements, by avoiding the subscription of any secret agreement and/or contrary to law;



- Maintain with the commercial partners relations inspired to clear and correct criteria and documentation about these relations;
- Promptly report to the Company any sort of behaviour by the Temporary Business Association, Consortium, Joint Venture, partner or member, which could appear contrary to the ethical principles contained in this Code.

4.3 Relations with the Public Administration and with Bodies carrying out activities of Public Utility or Public Interest

In managing the relations with the Public Administration and with Bodies carrying out activities of Public Utility or Public Interest (in general in relations with public entities), Proger adopts the strictest observance of the applicable community, national and corporate norms.

The management of negotiations, the assumption of commitments and the management of relations of any kind, even purely institutional, with the Public Administration and with Bodies carrying out activities of Public Utility or Public Interest are exclusively reserved to authorized corporate officers.

In the relations with the Public Administration the Company, and each employee, collaborator or consultant, does not have to improperly influence the decisions of the interested institution, in order to obtain the fulfilment of those acts contrary to the office rights, in particular offering and promising, directly or indirectly, gifts, money, favours, benefits or utilities of any kind. In such a case, the employee or the collaborator has to immediately inform the Surveillance Authority (as indicated in the following paragraph 6).

In accordance with the abovementioned principle, each employee or collaborator is strictly prohibited from offering or accepting any sort of valuable object, service, performance or favour to obtain a more favourable treatment from the Public Administration. Proger refrains from initiatives that could directly or indirectly constitute forms of undue pressure towards representatives of public or political institutions, namely public institutions, political organizations or trade unions.

4.4 Relations with Surveillance and Control Authorities

Proger bases its cooperative relations with the Surveillance and Control Authorities upon full respect of their institutional role, with a prompt execution of their provisions.



5 RELATIONS WITH EMPLOYEES

5.1 Relations with Employees

Human Resources are the main success factor of each company, due to the professional contribution of the people working in it, characterized by loyalty and mutual trust.

The Company requires its employees to know and observe the regulations of the Ethical Code according to their single possibilities; they share their knowledge with newly employees, and with third parties interested in the application of the Ethical Code, as they get in contact with the company for business reasons.

Proger foresees the widest diffusion of the Ethical Code among its employees throughout information and training measures.

Employees have to inform the Surveillance Authority (as described in the following paragraph 8) of any violation of the Ethical Code by colleagues, collaborators and consultants of which they become aware. Any false warning made to cause damages to colleagues and/or collaborators is considered as disciplinary infraction.

Proger considers merit, competence, honesty and correctness as privileged criteria for the professional growth of the employees; moreover it avoids favouritism, nepotism and any form of clientelism and discrimination.

The personnel to be hired is assessed on the basis of the company's needs and on the profile of the candidate, safeguarding the equal opportunities for all interested individual and avoiding any form of discrimination. The requested information is strictly linked to the verification of those aspects foreseen by the professional and psycho-aptitude profile, respecting the private life and the opinions of the candidate.

The individual is hired with formal labour contract, excluding any irregular contractual form. Proger commits to safeguard the personal data of its employees according to the Legislative Decree n. 196/2003; these data are acquired, handled and kept depending on the working relation, in order to avoid their irregular and improper use.

The Company commits to safeguard the moral integrity of its employees and ensures working conditions respecting the human dignity.

Employees have to respect the rights and personalities of colleagues, collaborators and third parties, depending on their hierarchical position within the Company.

Any request or offer of money or favour of any kind (including, but not limited to, low valuable presents or gifts) unduly made to or by those acting on behalf of Proger with reference to relations with the Public Administration (either in Italy and abroad) or with private entities (either in Italy and abroad) must be immediately reported to the Surveillance Authority and to the competent Corporate representative, in order to take the right actions.

Employees have to correctly use the available company's assets, safeguarding their value.

5.2 Relations with collaborators and consultants

Proger identifies and selects collaborators and consultants with total impartiality, autonomy and independence of judgement.

Those behaviours contrary to the principles of the Ethical Code could be considered as serious violations of duties in the execution of the contract, cause of damage to the fiduciary relation and right cause of termination of the contractual relationships.



Each single manager or organizational unit of the Company has to identify eventual violations of this Code by those who professionally collaborate with his/her own office, in case of absence of a relation of subordination. Each single director or administrator has to identify eventual violations of this Code by those who directly collaborate with the general management and the administration.

The Surveillance Authority can arrange assessments to verify the respect of the Ethical Code and to develop its own activity, according to the received warnings; if the violation is confirmed, it has to be submitted to the Chief Executive Officer who, after careful assessment, applies the actions foreseen by the Code or by the Organizational Model.

6 RELATIONS WITH SUPPLIERS, CONTRACTORS AND SUB-CONTRACTORS

6.1 Relations with Suppliers, Contractors and Sub-contractors

In choosing suppliers, contractors and sub-contractors, assets and service providers, Proger works in compliance with the norms and principles of this Code and with the internal procedures, even with reference to the Quality Management System realized by the Company, with the aim of achieving the greatest competitive advantage, assuming non-discriminatory attitudes.

Those employees in charge of the relations with suppliers and service providers have to select and manage them according to impartiality and correctness criteria, in order to avoid situations in which a conflict of interest may arise.

The Company takes into account also the technical capability and the economic convenience of its contractors, evaluating their reliability in relation to the specific performance to be made.

Relations with suppliers, contractors and sub-contractors are ruled by specific contracts aimed at achieving the highest level of transparency.

7 RELATIONS WITH THE COMMUNITY

7.1 Environmental policy

Proger pays its utmost attention and priority to the respect of the community: both nature and environment are core values to be protected and safeguarded; therefore, the Company tries its best to orient and manage its own activities in order to respect such interests and values. Proger takes into account the environmental and landscaping impact, prevents and condemns any environmental damage and deterioration.

The person in charge of the environmental safeguard coordinates and controls the respect of regulations on the environment, town planning and construction, pollution, waste disposal and similar.

7.2 Mass-media and other means of mass-communication

Proger's appointed personnel deal with the mass-media and mass- with utmost correctness, availability and transparency, in the respect of the communication policy defined or in use by the Company.

7.3 Contributions and Sponsorships

Proger can exclusively contribute to not-for-profit bodies and associations having regular statutes and certificates of incorporations, carrying out valuable cultural and charity activities.



Sponsorship activities relative to social, environment, sport, arts and tourism, are only destined to events or entities offering quality warranties, avoiding any possible conflict of interest at personal or corporate level.

8 ACCOUNTING ACTIVITIES AND DATA PROCESSING

8.1 Accounting records

Proger strives so that the economic/financial results are able to safeguard and increase the value of the company, in order to adequately remunerate the risk assumed by the investment of its own capitals.

Proger aims at maximizing long-term values. For this reason, the Company uses financial and control planning standards and accounting systems coherent and adequate to the accounting principles applicable to the Company.

Proger observes correct, complete and transparent accounting norms, according to those criteria indicated by the legislative provisions, by accounting principles currently in force, as well as by the directives released by the legitimate social bodies.

The accounting activity referring to the management of the company, of the employees and of the collaborators have to scrupulously respect the norms in force and the internal procedures, so that every operation is correctly registered, authorized, verified and legitimated.

Employees and collaborators have to act with transparency towards Auditors or the eventual Company in charge of the accounting review and to provide the utmost collaboration in the development of its own verification and control activities.

8.2 Privacy Protection

Proger preserves the confidentiality of information and data, pertaining to employees, collaborators or third parties, collected to develop the working activity; each employee or collaborator has to comply with these principles.

Proger uses the standard procedures to handle and protect data according to the obligations set by the Legislative Decree 196/03 and has arranged and adopted all useful measures to manage and protect data, with the aim of avoiding the indiscriminate use and treatment of sensible and non-sensible data.



9 PRINCIPLES ON HEALTH AND SAFETY AT WORK

9.1 Obligations by Proger SpA and its Employees

Proger ensures the safety and health of its employees in all work-related aspects complying with Article 3 of the T.U.S. n. 81/08 and with the overall regulation on health and safety at the workplace.

For what concerns its own responsibilities, Proger has adopted those actions necessary to safeguard the health and safety of the employees, including those activities preventing professional and training risks.

Proger commits to constantly update these measures throughout its own Prevention and Protection Service, in order to take into account the changing circumstances and to improve the existing situations.

On the other hand, Proger's employees have to take care of their own safety and health, in compliance to their training and instructions or to the means provided by the employer ex T.U.S. n. 81/08 (or by the Appointed Manager); moreover they have to observe the dispositions provided by the employer, managers and officers aimed at guaranteeing the collective and individual protection. This implies the appropriate use of the appointed protection devices, the immediate signalling of their damages, as well as the danger conditions of which they are aware, undertaking the planned sanitary checks.

10 PRINCIPLES TO CARRY OUT SPECIFIC ACTIVITIES

10.1 Technical engineering services for feasibility studies, and technical territorial, environmental and safety development

Proger pays its utmost attention to the execution of feasibility and technical progress studies, with reference to territory, environment and safety, involving its best internal and external professionals of the various disciplines.

Consequently the company demands to its employees and collaborators the use of the best working equipment and tools offered by the marketplace, the utmost correctness, professionalism and intellectual honesty. In order to keep contacts with all competent national and international institutions, the company promotes a continuous update and qualification of its own staff and ensures the presence of the Company itself and of its brand in all main technical and scientific sectors to affirm its know-how.

Proger continuously monitors the technical, legal and financial problems of the sector, both at national and international level, by following the norms and/or the legislative regulations, in order to have always a correct and precise knowledge of the reference frame at the basis of the activities carried out for its own clients.

10.2 Integrated Design and Construction Supervision Technical Services for the realization of engineering works

With reference to the design and construction supervision activities for the realization of the engineering works, Proger pays its utmost attention to:

- The systematic adoption of quality, efficiency and effectiveness criteria of those solutions to be implemented, taking into account the different environmental and urban planning needs;
- The economy and durability of the works, their peculiarity, maintenance costs and the level of service expected by the client, with a continuous research of the best solutions, technologically adequate and updated to their use characteristics, in full compliance with all the reference norms;



- The selection of the dedicated staff and of the procedures to be used to control and account the works, in compliance with all contractual norms and laws, and with the procedures foreseen by the adopted Quality System.

10.3 Economic feasibility studies, technical studies and research projects

The need to strengthen the infrastructure system has led to new legislative dispositions both at national and international level, able to legitimate the project financing and the feasibility studies.

Being aware of the importance of the public/private partnership and of the possibility of synergies with Universities and Institutions, Proger sets its activities to efficiency and effectiveness criteria, by also considering possible socio-environmental, economic and financial issues or constraints to safeguard the cultural heritage, within a changing regulatory and legislative scenario, in compliance with the contents and values of the Ethical Code.

10.4 Selection of collaborators and participation in tenders

Proger demands to its employees and collaborators that all activities are carried out and executed in compliance with the current norms in force and with the internal procedures, with the aim of achieving high quality standards for its client.

The Company pays similar attention to the selection of its external collaborators, professionals and partners, who have to assume correct behaviours and proven and efficient skills; in this regard, Proger continuously monitors its activities to achieve its objectives and to improve its organization, even with the constant update of its Vendor List.

11 IMPLEMENTATION METHODS AND OBSERVANCE OF THE ETHICAL CODE AND CONSEQUENCES OF ITS VIOLATION

11.1 Surveillance Authority

In accordance with the abovementioned Legislative Decree 231/2001, Proger has constituted a Surveillance Authority with powers of control and its own regulations.

The observance of the Ethical Code will be ensured by the Surveillance Authority that will promptly and confidentially inform the Board of Directors of eventual violations, except for those cases foreseen by law.

The process of reporting and applying the sanction is reported in "Proger's Organizational Model 231".

11.2 Consequences for the violation of the code by Employees

The non-compliance and/or violation of the rules of conduct by the employees of the company, constitutes the non-fulfilment of the obligations resulting from the employment relation ex. Art. 2104 c.c. and disciplinary violation.

With reference to the applied sanctions, it is pointed out that they will be applied depending on their seriousness, in respect of what foreseen by the C.C.N.L. in force and that their application occurs according to the set procedures.

The infractions, the management of disciplinary procedures and the application of sanctions are verified by those in charge of this service or by those eventually appointed.



11.3 Consequences for the violation of the Code by Managers, Administrators and Auditors

In case of violation of the internal procedures, of the corporate Principles ex. Lgs. D. 231/01 and of the Ethical Code by managers-employees, the Company will evaluate their behaviours and conduct and will undertake appropriate actions given that these violations are the non-fulfilment of the obligations of their employment contract under ex article 2104 c.c.

In case of violation of the Ethical Code by Proger's Administrators and Auditors, the Surveillance Authority will inform the Board of Directors about the actions to be undertaken. Depending on the seriousness of the fault, these violations will be punished with:

- a formal written communication;
- a pecuniary sanction;
- the total or partial suspension of proxies or powers of attorney;
- the proposal to the Assembly of their revocation, in compliance with the provisions of law.

11.4 Consequences for the violation of the Code by collaborators, consultants and other third parties

Any violation of the Ethical Code by collaborators, consultants and other third parties related to Proger with a non-employment contract, including business partners within Temporary Business Associations, Joint Ventures and similar, could determine the resolution of the contractual relation according with art. 1456 c.c. on the basis of the clauses included in the contracts and letters of appointment. The only exception refers to eventual compensations for damages, whereas this conduct could cause damages to the Company, even regardless of the resolution of the contractual relation.

12 CONCLUSIONS AND CLAIMS

The content of the present Ethical Code is coordinated with the dispositions of the Articles of Association, of the Civil and Criminal Code, of special reference laws, in particular the Lgs. D. N. 231/01. Moreover, the Code has to be coordinated with the referees of the CCNL (National Labour Contract) and with the Managers.

The following Ethical Code is an integral part of "Proger's Organizational Model 231" and has been approved by the Board of Directors of the Company.

Date, 20 March 2017