

# Code of Ethics

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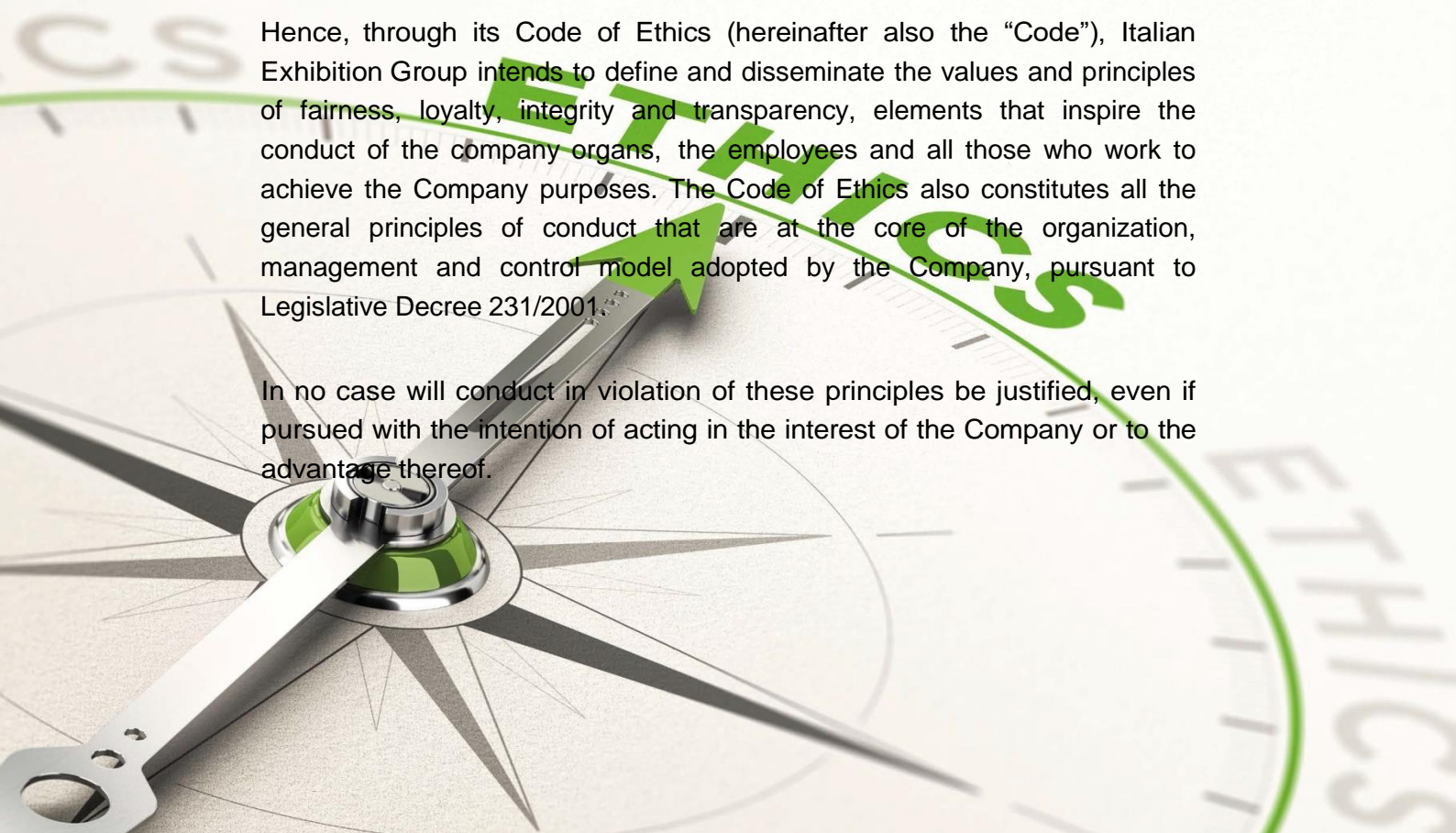
## INTRODUCTION

Italian Exhibition Group S.p.A. (hereinafter also “Italian Exhibition Group” or the “Company”) is committed to the ongoing quest for excellence in providing goods and services and has therefore, deemed it opportune to set forth in this document a series of ethical principles and rules of conduct, designed to shape its modus operandi in line with the core values of business ethics, as part of a corporate culture that considers compliance with applicable laws and the principles of lawfulness as key elements, even as a way of protecting the Company’s image and market reputation.

Italian Exhibition Group has also chosen to comply with the provisions of Legislative Decree 231 of 8 June 2001, which for the first time introduced into the Italian legal system the direct administrative liability of companies for a series of crimes committed by individuals within the company in representative, administrative or managerial roles or individuals acting under the management or supervision of the same.

Hence, through its Code of Ethics (hereinafter also the “Code”), Italian Exhibition Group intends to define and disseminate the values and principles of fairness, loyalty, integrity and transparency, elements that inspire the conduct of the company organs, the employees and all those who work to achieve the Company purposes. The Code of Ethics also constitutes all the general principles of conduct that are at the core of the organization, management and control model adopted by the Company, pursuant to Legislative Decree 231/2001.

In no case will conduct in violation of these principles be justified, even if pursued with the intention of acting in the interest of the Company or to the advantage thereof.



## 1. GENERAL PROVISIONS





## ADDRESSEES AND SCOPE OF APPLICATION

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The rules of this Code apply, without exception, to all Italian Exhibition Group employees and all those who work to achieve the Company objectives in the role of shareholder, company representative (director, member of a company organ, manager, etc.) or external collaborator, as well as all third parties that enter into a relationship with the Company (attorney, any type of consultant, intermediary, agent, contractor, customer, supplier, etc.); as a whole, these figures make up the Addressees of this Code (hereinafter the “Addressees”).

The aforementioned Addressees must be aware of and comply with the content of the Code and contribute to its implementation and dissemination of the principles therein, each in the sphere of their particular competence.

The rules of the Code integrate the conduct the Addressees must comply with in virtue of civil, criminal or administrative law, applicable regulations and the obligations provided for by collective bargaining and in particular, in virtue of the relationship with the Company adopting this Code.

All negotiations and transactions and in general, the conduct of all the Addressees of this Code in carrying out their occupational activity, are inspired by fairness and honesty in terms of the management, completeness and transparency of information, legitimacy from a formal and substantial point of view and clarity and truthfulness in accountancy, pursuant to existing applicable law and in-house procedures.

This Code is valid in both Italy and overseas, although in the latter case it takes into account the cultural, social, legislative and economic diversities of the specific local contexts, without prejudice to the core principles set forth in the Code itself.

## DISTRIBUTION

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The Company undertakes to distribute the Code to all Addressees so that, in carrying out their pertinent professional and occupational activity, they can adapt their conduct to it.

Furthermore, the Code should be brought to the attention of all those that Italian Exhibition Group has business relationships with.

In particular, the Code of Ethics is published on the Company’s Intranet, as well as on the Italian Exhibition Group website under the section [www.iegexpo.it/it-gruppo/codice-etico](http://www.iegexpo.it/it-gruppo/codice-etico); the Company also undertakes to make available every possible cognitive tool and clarification regarding the interpretation and implementation of the rules contained in the Code.

## 2. ETHICAL PRINCIPLES





In carrying out activities in the interest or to the advantage of the Company, Addressees of this Code, each with regard to their particular competence, should comply with the following ethical principles:

- lawfulness;
- honesty, fairness and prevention of corruption;
- impartiality;
- importance of the individual;
- transparency and completeness of information;
- confidentiality of information;
- use of IT resources;
- prevention of conflicts of interest;
- safeguarding health and safety in the workplace;
- environmental protection;
- combating money laundering;
- safeguarding competition;
- quality;
- corporate responsibility.

## **LAWFULNESS**

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In the occupational activities they carry out, the Addressees must abide by Italian, EU and international laws with honesty and diligence.

Equally, the Company and all those who act on behalf of it, either internally and/or externally, must comply with all the measures adopted by the competent authorities against the Company (including any measures that apply penalties or prohibitive precautionary measures). Nobody should commit a crime in the interest of the Company or to the advantage thereof, because committing a crime, whatsoever it may be, can never be in the interest of Italian Exhibition Group or to the advantage thereof.

## **HONESTY, FAIRNESS AND PREVENTION OF CORRUPTION**

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In carrying out its professional activities, the Company adopts honest and correct conduct, inspired by principles of fairness, loyalty and respect.

The Addressees must carry out their due activities, with a commitment appropriate to the responsibilities entrusted to them, diligently complying with applicable laws, the Code of Ethics and the corporate governance system.

The Addressees of the Code and all those with any form of shareholding in the Company, must adopt correct conduct in business affairs concerning Italian Exhibition Group and in relations with the Public Administration, regardless of the competitiveness of the market and the importance of the business deal.

Corrupt practices, illegal favours, collusive behaviour and requests for personal or career gains for oneself or for others, made either directly and/or through third parties, are strictly forbidden.

Without exception, the Company forbids any form of corruption in its activities and in any country, regarding both private individuals and public officials or public service appointees.

In general, the following qualify as illegal for Company directors, employees and collaborators and for anyone carrying out activities in favour or on behalf of the same: the promise, offer, payment or acceptance, either directly or through a third party, of money or any other advantage designed to obtain/maintain a business deal, gaining an unjustified advantage in relation to business activities or in any case, influencing or compensating an action by either private or public-sector third parties.

Business favours, such as gifts or forms of hospitality, are permitted if they are of modest value, do not compromise the integrity or reputation of either of the parties and cannot be interpreted, by an impartial observer, as being designed to gain an unjust advantage.

These types of expenses must always be authorised by the position established in benchmark corporate procedures and duly documented.

Addressees of this Code of Ethics who receive gifts, presents or benefits that are not of modest value or who receive requests for gifts, presents or benefits that are not of modest value must promptly communicate this to the Supervisory Body, established pursuant to Legislative Decree no. 231/2001.

## **IMPARTIALITY**

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Addressees should operate with impartiality in the best interest of the Company, adopting decisions based on objective assessment criteria.

From this point of view, the Company is committed to guaranteeing there is no room in the workplace for any form of discrimination based on age, gender, sexual preference, race, language, nationality, political opinion or trade union affiliation, religious belief or any other personal characteristic not pertaining to work.

## **IMPORTANCE OF THE INDIVIDUAL**

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Italian Exhibition Group recognises the centrality and importance of human resources, aware that the success of any company lies primarily in the professional contribution of the people who work for it, in a scenario of mutual respect and trust.



To this end, the Company promotes respect of the physical and cultural integrity of the individual and guarantees equal opportunities to all employees, on the basis of their professional qualifications and individual skills and know-how.

Abuse or harassment in the workplace is strictly forbidden. This means any type of unsolicited conduct that offends the personal dignity and freedom of employees such as those linked to race, gender or other personal characteristics, a workplace that is hostile, isolating or intimidating towards an individual employee or groups of employees, unjustified interference in carrying out the work activities of others.

## **TRANSPARENCY AND COMPLETENESS OF INFORMATION**

Without favouring any interest group or individual, Italian Exhibition Group is committed to providing prompt, complete and accurate information to all stakeholders to allow them to make autonomous and conscious decisions in developing relations with the Company.

In drafting any contractual commitments, the Company should ensure it clearly and comprehensively specifies to the contracting party the conduct to adopt in all circumstances envisaged.

Company employees who have to provide any information regarding corporate objectives, activities and results externally due to participation in public events, conventions, congresses or seminars or drafting of articles and publications in general, must obtain authorisation from the delegated company roles.

The dissemination of data and information outside the Company must be made by the competent company roles, in compliance with the laws and in respect of the transparency and truthfulness of the same. In particular, all data and information transmitted to the Public Administration and external representatives in the broadest sense, must be truthful, correct, transparent and complete and must be produced and disseminated pursuant to corporate organisational procedures and relative authorisation flows.

Should the Company entertain relations with listed companies or decide to list its own financial instruments, legislation regarding the abuse of privileged information will apply in full to the Addressees of this Code of Ethics.

## CONFIDENTIALITY OF INFORMATION

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The Company guarantees the confidentiality of information in its possession and abstains from using confidential data, unless it has received express and conscious authorisation to do so and, in any case, always in the strictest compliance with existing applicable legislation regarding personal data protection and privacy.

Confidentiality is also guaranteed through appropriate measures for protecting electronically-stored company data.

Discretion is recommended with regard to data and information concerning the Company and the work and professional activities carried out by the same that are not accessible to the public.

Anyone who, by exercising a particular function, profession or role, has access to confidential data and information concerning Company activity or corporate products, cannot use this to their own personal advantage nor to the advantage of others, but exclusively within the scope of and in order to execute their corporate role or activity.

## USE OF IT RESOURCES

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IT and electronic resources are a fundamental tool for the efficient and competitive running of the company, guaranteeing the speed, range and correctness of information flows. All data and information stored in corporate IT and electronic systems, including email messages, are the property of the Company and must be used exclusively for carrying out corporate activities and based on the methods and within the limits indicated by it.

## PREVENTION OF CONFLICTS OF INTEREST

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In exercising their roles and with reference to varying levels of liability, directors, as well as all Company personnel, should abstain from making decisions or carrying out activities which could lead to a conflict of interest between personal economic activities and the role covered within the structure.

A conflict of interest means any case in which directors or employees pursue an interest that differs from the corporate objectives or in other words, they carry out activities that could in some way interfere with their ability to make decisions in the sole interest of the Company or they personally benefit from the business opportunities of the same.

Pursuing personal interests to the detriment of corporate interest is not permitted, nor is making personal unauthorised use of Company property.



By way of example but without limitation, a conflict of interest includes:

- exploiting one's personal role to realize interests that contrast with those of the Company;
- using information acquired in carrying out a work activity for personal gain or to the advantage of a third party and in any case, in contrast with corporate interests;
- co-interest of the employee in the activities of suppliers, customers and competitors, even through family members;
- carrying out work activities of any nature (providing work, providing intellectual work) for customers, suppliers, competitors and/or third parties that are in contrast with the interests of the Company;
- carrying out activities, even outside work hours and away from the workplace, if these could appear to be in conflict with the interests of the Company;
- accepting money or favours from individuals or companies that have or intend to enter into business relations with Italian Exhibition Group or other companies in the group.

All the above being understood, managers are not permitted to have interests in rival companies, either directly or indirectly.

Any situation that could constitute or determine a conflict of interest must be promptly communicated to an immediate superior and/or the Supervisory Body.

## **SAFEGUARDING HEALTH AND SAFETY IN THE WORKPLACE**

The Company is committed to guaranteeing working conditions that respect individual dignity and workplaces that are safe and healthy, even by diffusing a culture of safety and risk awareness, promoting responsible conduct by all, in compliance with corporate procedures and existing applicable accident-prevention legislation.

From this perspective, every employee is called upon to contribute personally to maintaining safety in the workplace in which he/she operates and to behave responsibly, protecting their own safety and that of others.

In line with the applicable legal requisites the Company undertakes to:

- implement safe activities designed to protect the health of its employees, standardizing its operational strategies to comply with corporate policies on health and safety;
- assess specific risks in relation to the activities carried out by the Company and adopt any necessary prevention and protection measure, constantly supervising such activities with the aim of reducing accidents, injuries, professional illnesses, etc.



- guarantee training and information for all Company employees, regarding the safety risks they may be exposed to from time to time, guaranteeing them the means required by applicable legislation on matters relating to the type of activity carried out;
- continually monitor the efficiency of the system safeguarding risks connected to safety, in pursuit of the objectives of ongoing improvement in this difficult area.

Addressees of this document, in particular the employer, any directors and managers, employees, the Prevention and Protection Service Manager, the appointed doctor and the Workplace Health and Safety Representative contribute to the process of risk prevention and safeguarding of personal health and safety and the health and safety of colleagues and third parties, without prejudice to individual obligations and liabilities, pursuant to legal applicable provisions.

From the point of view of company activities, there is a general ban on the use of alcohol and drugs in the workplace. The workplace is a no-smoking zone, in compliance with existing legislation, and the ban also extends to any circumstance in which smoke could present a danger to company property or assets and to the health and safety of colleagues and third parties.

Italian Exhibition Group adopts a Health and Safety in the Workplace Management System that guarantees compliance with all the obligations provided for by existing legislation, as well as those that focus on compliance with the requisites indicated by the highest standards recognised on an international level (such as OHSAS 18001).

## ENVIRONMENTAL PROTECTION

The Company promotes policies that guarantee a balance between economic needs and respect for and protection of the environment. Italian Exhibition Group is thus committed to developing its activities in full compliance with applicable legal and regulatory provisions, cooperating fully with the public authorities responsible for assessing, monitoring and protecting the environment. In this respect, the Company constructively contributes to the ecological sustainability of all its activities, promoting the use of renewable energy sources and environmentally-friendly materials and abstaining from the use of toxic or polluting materials.

Thanks to the diffusion and consolidation of a corporate culture focused on respect of the environment, all Company personnel, within the scope of their particular role, take part in the process of protecting the environment and preventing connected risks.

Italian Exhibition Group adopts an Environmental Management System that guarantees compliance with all obligations provided for in applicable law and focuses on compliance with the requisites of top international standards (such as UNI EN ISO - 14001).

The main aim of the Environmental Management System is to pursue economic objectives in compliance with the fundamental principles of environmental protection, not limiting itself to simply observing compulsory requisites, with a view to constantly improving the territorial context, implementing all the actions necessary for achieving increasingly ambitious environmental goals.

## COMBATING MONEY LAUNDERING

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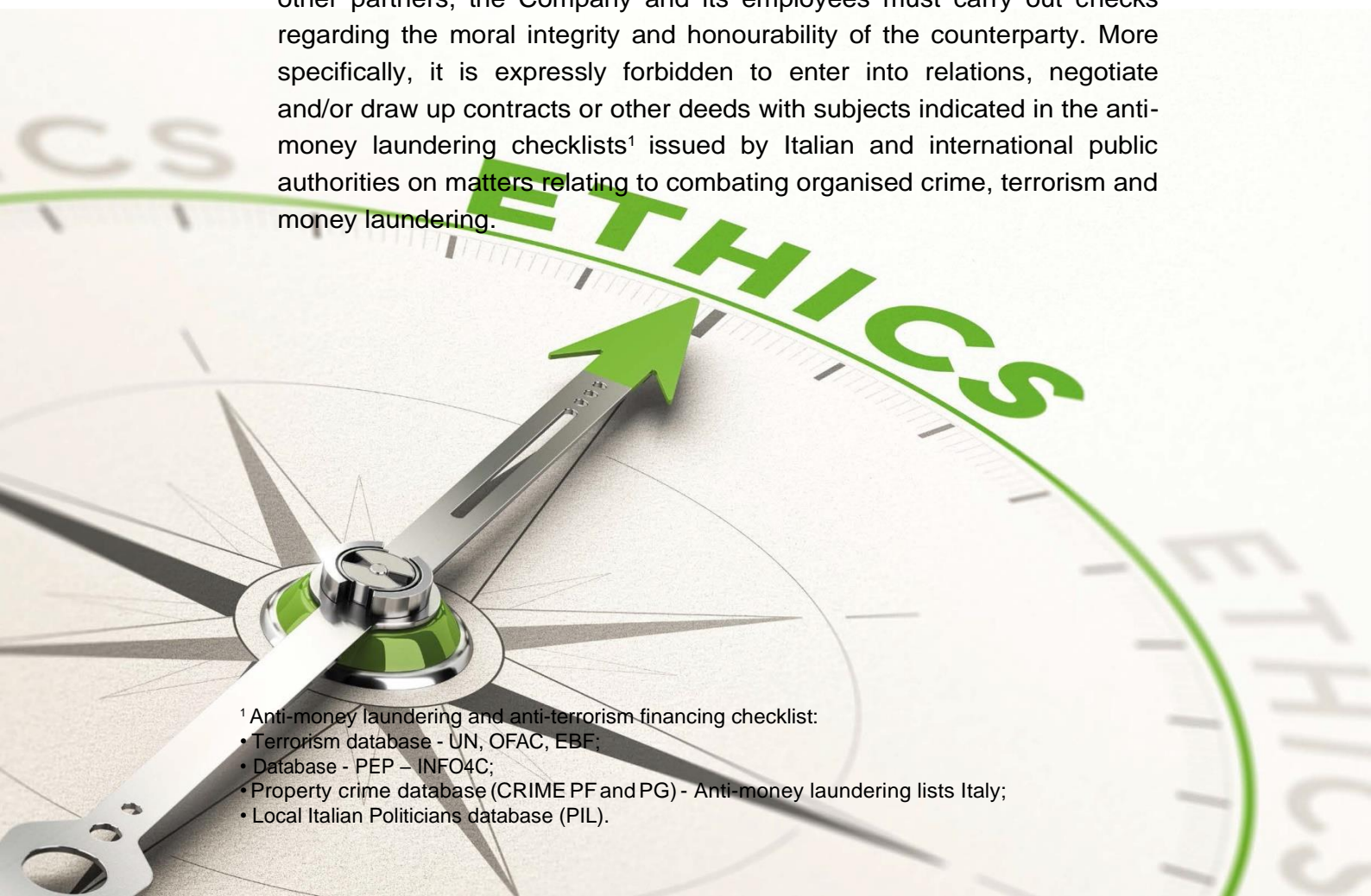
Italian Exhibition Group forbids its personnel to purchase, replace or transfer money, property or other asset if they are aware of the illegal origin of the same or carry out other transactions relating to the same designed to hinder identification of their illegal origin. It is forbidden to use money, property or other assets in economic or financial activities if aware of the illegal origin of the same.

The Company does not enter into and/or continue relations with subjects, companies, bodies or organisations in general, if there are well-founded reasons to believe that the counterparty could be involved in illegal or criminal activities, acting in full compliance with both Italian and international laws relating to combating money laundering.

Before establishing relations or drawing up contracts with suppliers and other partners, the Company and its employees must carry out checks regarding the moral integrity and honourability of the counterparty. More specifically, it is expressly forbidden to enter into relations, negotiate and/or draw up contracts or other deeds with subjects indicated in the anti-money laundering checklists<sup>1</sup> issued by Italian and international public authorities on matters relating to combating organised crime, terrorism and money laundering.

<sup>1</sup> Anti-money laundering and anti-terrorism financing checklist:

- Terrorism database - UN, OFAC, EBF;
- Database - PEP – INFO4C;
- Property crime database (CRIME PF and PG) - Anti-money laundering lists Italy;
- Local Italian Politicians database (PIL).





## **SAFEGUARDING COMPETITION**

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Aware that a sound and fair system of competition contributes to constant improvement and development, the Company complies with EU and Italian laws on competition and abstains from entering into or encouraging illegal agreements and oppressive conduct that could include forms of unfair competition.

Addressees must abstain from drawing up contacts or agreements that are anticompetitive, from making or receiving any exchange of confidential company information or from participating in formal or informal meetings about unfair competition or with anticompetitive objectives.

Any action designed to alter the conditions of fair competition is contrary to company policy and is forbidden for any subject acting for the Company. In no case can the pursuit of a Company interest justify conduct that is not compliant with the rules of this Code.

## **QUALITY**

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The Company's primary purpose is safeguarding its customers and ensuring maximum possible customer satisfaction. In this respect, corporate activity is guided by the criterion of quality, basically meaning the objective of full customer satisfaction, focusing on requests that could favour an improvement in the quality of services provided.

## **CORPORATE RESPONSIBILITY**

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The Company operates taking into account the needs of the community in which it conducts its activity and contributes to its economic, social and cultural development.







### 3. CRITERIA OF CONDUCT



The rules of conduct contained in this section aim to indicate the behaviour to comply with when carrying out the various corporate activities, in compliance with the general principles this Code aspires to.

These rules are broken down on the basis of the subjects the Company has relations with in carrying out its activity.

## **RELATIONS WITH SHAREHOLDERS, CORPORATE TRANSPARENCY AND INTERNAL AUDITS**

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It is a priority for the Company to add value to the investments of its shareholders/partners, in compliance with the provisions of the Articles of Association and applicable laws, in order to increase the solidity of the company with a view to medium-long term sustainability, based on market rules and in compliance with the principles of fairness and transparency.

The Company safeguards and recognizes the prevailing interest of those with holdings in corporate capital as a whole, compared to the individual interest of single shareholders or groups of shareholders. In this context, the Company undertakes to adopt all the tools necessary to ensure any situation of conflict of interest is fully transparent, even intervening with appropriate preventive measures.

### **CORPORATE GOVERNANCE**

Italian Exhibition Group adopts a system of corporate governance, meaning the system of “good government” rules on which the Company is managed and controlled, in compliance with legal provisions and international best practices. The rules adopted are coherent with the structure, dimension and organisation of the Company. This system of corporate governance aims to:

- comply with applicable law;
- maximize value for shareholders;
- monitor corporate risk;
- ensure transparency towards the market;
- balance the interests of all shareholders.

In particular, the Company believes that corporate conduct must be built on full formal and substantial compliance with applicable law. In this respect, the right to free determination of the Shareholder's Meeting is protected, transparent and reliable conduct is adopted, even towards creditors and the integrity of corporate capital and non-distributable reserves is protected. Corporate conduct is built on full collaboration with the authorities charged with carrying out controls and/or checks.

In carrying out corporate activities or activities that in any case have an even indirect effect on the same, the Addressees of this Code will have to abstain from any form of association that could in any way be interpreted as functional to committing a criminal offence.



## TRANSPARENCY OF ACCOUNTING AND INTERNAL AUDITING SYSTEM

Accounting transparency is based on truth, accuracy and completeness of basic information for relevant accounts entries.

The information provided in periodical reports and in the general and analytical accounts must correspond to the principles of transparency, fairness, completeness and accuracy.

The Company is committed to always operating with utmost transparency, coherently with the best business practices, guaranteeing that all operations carried out are authorised, verifiable, supported by appropriate documentation, legitimate and coherent. Utmost fairness and transparency in managing operations with correlated parties is also guaranteed. To this respect, within the scope of their role everyone must collaborate in the correct and truthful representation of corporate activities.

Anyone who becomes aware of omissions, falsifications or negligence in information and documentation must refer such situations to the organs charged with carrying out checks and especially, to the Supervisory Body. Information, documents, data and know-how can be acquired, used or communicated only by those authorised by their corporate position or role or by those specifically-appointed. The Company acts in full compliance with the principles provided for by benchmark law, with particular focus on the transparency, completeness and truthfulness of the information contained in the accounts.

Managers, employees and any collaborators involved in the activities of drafting the balance sheet must comply with laws and regulations inherent to the truthfulness and clarity of data and assessments. They must also promptly and fully collaborate with all auditing bodies that legitimately request information and documentation from them regarding Company administration.

The internal auditing system is a process carried out by managers and other company employees and aims to provide far-reaching guarantees on:

- the efficacy and efficiency of operational activities;
- the reliability of information and balance sheets;
- compliance to laws, regulations and internal directives.

The system adopted by the Company:

- guarantees all operations conducted are duly authorised, verifiable, legitimate and coherent;
- guarantees all operations are duly registered and documented and managed correctly and transparently;
- guarantees the prompt, accurate, correct and transparent drafting of periodical financial statements

- informs, trains and makes its collaborators aware of the procedures, implementation methods, purposes and importance of internal audits.

The Internal Auditing System involves checks the individual Italian Exhibition Group operational units carry out on their own processes.

The responsibility of realizing an efficient inhouse auditing system is common to every level of the organizational structure. All Company employees, in the scope of their roles, are responsible for the definition and correct functioning of the auditing system.

Corporate management must diffuse a “culture of auditing”, making collaborators participate in it, each with the responsibility resulting from their particular role.

## RELATIONS WITH CUSTOMERS

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The focus of the activity of Italian Exhibition Group is the quality of services offered and customer satisfaction. Relations with customers are based on the principles of fairness, honesty and mutual trust, guaranteeing correct and diligent fulfilment of any contract.

Any communication to customers, including publicity or any other kind of communication is based on the criteria of simplicity, clarity and completeness, without resorting to any misleading and/or unfair practice.

Furthermore, the Company promptly communicates any information regarding:

- contractual changes;
- variations to economic terms and conditions;
- variations to the conditions of providing services and/or products.

The Company undertakes to always reply to any complaints and suggestions made by customers, using appropriate and prompt communication systems.

Professionalism, expertise, helpfulness and courtesy are the guiding principles the Addressees of the Code must comply with in their relations with customers.

Conduct is based on keeping any information acquired during the activity strictly confidential, in full compliance with existing legislation on privacy.



## RELATIONS WITH SUPPLIERS

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The Company manages relations with suppliers of goods and/or services with integrity and professionalism, avoiding any illegal conduct.

Selecting suppliers and establishing the purchase terms and conditions is based on an objective assessment of quality and price and the ability to provide and guarantee services and/or products of a level that meets the needs of the Company.

In particular, any purchase made in favour of Italian Exhibition Group must be conducted with integrity, confidentiality, diligence, professionalism and objective judgement by experienced personnel that assumes all liability for its assessments and opinions, guaranteeing compliance with all legal aspects of the activity of purchasing for the Company.

In no case should a supplier be favoured over another based on personal relationships or advantages. Relations with the aforementioned subjects are based on correctness and good faith and must be documented and traceable.

Italian Exhibition Group makes its suppliers aware of the content of this Code, guaranteeing compliance to it in the respective commercial relations. Suppliers are expected to maintain conduct that is correct, diligent and conformant to legal provisions.

The Company undertakes to rescind any contract relationship with suppliers who adopt conduct that is incompatible with the values and principles expressed in this Code.

## RELATIONS WITH EXTERNAL COLLABORATORS

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Relations with external collaborators are managed pursuant to the principles that govern the Company Code. To this end, collaborators are expressly required to comply with the provisions of this document and to those referred herein, as well as to abstain from conduct that is contrary to applicable laws and regulations.

External collaborators are selected on the basis of criteria of professionalism, fairness and transparency, as well as for their integrity and good reputation.

Contract agreements with external collaborators must be drawn up before the start of any activity and in any case, must be in written form. Before drawing up any contract, collaborators must sign a specific declaration in which they certify they are not in a situation of conflict of interest with Italian Exhibition Group with regard to the area of intervention.

Remuneration for collaborators is established on the basis of the terms and conditions provided for in the contract, the professional skills and know-how and the job actually done. Payments can be made in favour of a subject other than the contract counterparty, unless express indications are formally provided by the latter.



Based on their particular role, Company personnel must comply with in-house principles and procedures for the selection and management of relations with external collaborators, as well as carrying out and documenting checks regarding the know-how and reliability of the counterparty.

## **RELATIONS WITH EMPLOYEES**

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The Company undertakes to protect the moral integrity of its employees, guaranteeing respect of the dignity of the individual and combating any discriminatory or detrimental conduct.

Management of employment policies and relations is based on respect of workers' rights, in compliance with benchmark legislation and full enhancement of their contribution, with a view to favouring professional development and growth.

All employees are asked to act legally, in order to comply with the obligations assumed in the work contract and the provisions of this Code, guaranteeing the performances due and compliance with the commitments undertaken.

### **SELECTION, HIRING AND MANAGEMENT OF PERSONNEL**

Company employee selection and salary policies are inspired by criteria of professionalism, expertise and merit, rejecting any kind of discrimination or pressure designed to favour hiring or entrusting jobs to individuals or subjects not of their free will.

In personnel selection, hiring and career promotion phases, the Company makes assessments based on conformity between the expected and requested profiles, as well as on transparent and verifiable considerations of merit. Employees are hired through standard work contracts, in full compliance with all legal and contractual regulations, favouring the inclusion of employees in the workplace.

Finally, the Company guarantees full protection of the privacy of its employees, adopting specific standards that manage the information and relevant processing and storage methods. Furthermore, such standards provide for a ban on communicating and/or diffusing personal data without prior consent from the data subject, with the exception of the situations provided for by law.

## PERSONNEL TRAINING AND GROWTH

Furthermore, compatibly with the exigencies and needs of the corporate organization and general work efficiency, the Company also offers its employees training and information tools designed to enhance the specific skills and promote the professional growth of each of them.

Every department manager must get the most out of employees while they are at work, demanding performances coherent with the exercising of their tasks and work organization plans.

## OBLIGATIONS AND DUTIES

All Company employees must:

- know the Code rules and the benchmark procedures governing the activities they carry out in their role;
- abstain from any conduct and/or activity contrary to such rules;
- in the event of the need to speak to superiors, contact specially-appointed in-house managers or the Supervisory Body for clarifications on application of the Code;
- refer any violation to the Code to the Supervisory Body;
- collaborate with the relevant in-house managers to check possible violations to the Code.

## FURTHER OBLIGATIONS FOR DIRECTORS AND COMPANY UNIT OR DEPARTMENT MANAGERS

Every director and company unit or department manager must:

- be an example and guide for Company employees, in compliance with the principles of conduct in business relations contained in this Code;
- disseminate amongst its personnel knowledge and sharing of the provisions of the Code as an integral part of the quality of a job;
- ensure Company personnel comply with the rules of the Code, ensuring pursuit of business results never overshadows compliance with the core principles and values of this Code;
- carefully choose, in as far as its competence, any external collaborators in order to entrust tasks exclusively to individuals that can be fully trusted in terms of their commitment to complying with the rules contained herein.

## USE OF CORPORATE ASSETS

Employees must use corporate assets and resources available to them or to which they have access with diligence, responsibility and transparency.



Every employee must make efficient use of the asset they are allocated and must manage its availability appropriately in order to protect its value. Should the Company discipline the use of particular assets or applications through specific policies, employees must comply with these scrupulously.

Information technology and electronic resources are a key tool for the efficient and competitive exercising of company business, guaranteeing the speed, comprehensiveness and correctness of flows of information. All data and information stored on corporate information technology and electronic systems, including email messages, are the property of the Company and should be used exclusively for carrying out corporate activities, based on the methods and within the limits indicated by the same. Any use whose purpose is the collection, archiving and diffusion of data and information for purposes other than those connected to exercising the corporate activity is strictly forbidden. Use of any information technology or electronic programme for which copyright is held by a third party and that has not been licenced to the Company beforehand is strictly forbidden. To prevent the crimes pursuant to Legislative Decree 231/2001 and to protect the company and its assets, the use of information technology and electronic tools is governed by applicable company policy.

## **RELATIONS WITH THE PUBLIC ADMINISTRATION AND INSTITUTIONS**

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Relations with the Public Administration and its public officials or public service appointees, both in Italy or overseas, should be inspired by strictest compliance with applicable legal provisions and the principles of transparency, honesty and fairness.

Relations with public-sector officials are reserved to subjects delegated to this task.

During business negotiations or relations, the Company abstains from the following conduct:

- promising and/or offering, either directly or through intermediaries, gifts, money or other benefits to public-sector officials or their family or to Public Administration employees or employees of other public-sector institutions in general designed to gain favourable treatment for the Company, with the exception of acts of commercial courtesy of modest value or in any case, that are part of standard commercial practices and do not compromise the integrity and reputation of the parties;
- force or persuade third parties to give or promise money or other utilities in favour of public-sector officials;
- establish any activity, either directly or through a third party, designed to influence the independent judgement of the Public Administration or other public-sector bodies or guarantee the Company any undue advantage;



- providing untruthful information or failing to communicate important facts, whenever requested to do so by the Public Administration;
- examining and suggesting commercial and/or job opportunities that could even indirectly benefit Public Administration employees, in exchange for illicit favours and payments to the Company;
- allocate public contributions, subsidies or funding to anything other than the purposes for which they were received.

These rules also apply to relations with the judicial authority and its representatives, associates and consultants. Should the Company rely on the support of consultants to represent it or receive technical-administrative assistance in its relations with the Public Administration, such subjects should behave correctly, drawing inspiration for their conduct from professional ethics and compliance with this Code.

Should a Company director, employee or external collaborator receive a request, either explicit or implicit, for benefits of any nature whatsoever from the Public Administration or in any case, from subjects working on the latter's behalf, the Supervisory Body should immediately be informed so that it can carry out the necessary checks.

## **RELATIONS WITH STAKEHOLDER ASSOCIATIONS**

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The Company believes that dialogue with associations is of strategic importance for the correct development of its business therefore, it has established and nurtures a permanent channel of communication and dialogue with associations representing its stakeholders, with the aim of cooperating in respect of mutual interests and in order to prevent any possible conflict.

## **RELATIONS WITH POLITICAL PARTIES, TRADE UNIONS AND OTHER ORGANISATIONS**

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Italian Exhibition Group does not make contributions of any kind, either directly or indirectly, to political or trade union parties, movements, committees or organizations or to their representatives and candidates, with the exception of those due on the basis of specific legislation.

The Company also disapproves of any form of participation by Addressees in associations whose purposes are forbidden by law and are contrary to public order and rejects any conduct that only aims to facilitate the activity or programme of organizations instrumental to committing crimes.

## RELATIONS WITH MASS MEDIA

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The Company is aware that communication to the media plays a fundamental role in creating its image and promoting its business. With this in mind, Italian Exhibition Group manages its relations with its interlocuters based on the principle of transparency and is committed to constantly informing all stakeholders directly or indirectly involved in its activities. Relations with the press and the mass media and with external interlocuters in general, must only be maintained by subjects expressly appointed to this role, in compliance with the procedures or regulations adopted by the Company. Therefore, all other personnel are forbidden to disseminate news regarding Italian Exhibition Group without prior authorisation. All personnel must also abstain from disseminating fake or deceptive news that could mislead the external community.

## CORPORATE RESPONSIBILITY

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The Company is aware of the economic, social and territorial impact its activity has on economic and social development and on the general wellbeing of the community.

To this end, management must operate by drawing inspiration from the following criteria:

- planning and creating trade fairs suited to hosting events of Italian and international importance, capable of welcoming, in the best possible conditions, organizers, exhibitors, visitors and providers of connected services;
- conceive the realization of infrastructures, even with the aim of improving environmental quality and the liveability and beauty of the places that host them, favouring their usability by visitors and resident citizens.



## 4. FINAL PROVISIONS





## IMPLEMENTATION AND CONTROL

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Italian Exhibition Group adopts organizational and managerial measures designed to guarantee that activities are carried out in compliance with the law and rules of conduct of this Code.

The Company is committed to carrying out checks regarding correct implementation of this Code and in the event of proven violation, to apply appropriate punitive measures.

Given the complexity of the activities and internal organization, the Company can adopt a system for delegating powers and roles, arranging to allocate specific mandates to individuals with appropriate know-how and expertise.

Application of the Code of Ethics is referred to the Administrative Body, also through communication and training regarding the content of this Code and aspects relating to its application.

The Supervisory Body is entrusted with the task of:

- monitoring distribution of the Code to all Addressees and compliance with it;
- verifying any notice of violation to the Code and informing the competent corporate organs and managers of the results of verifications so that punitive measures can be adopted;
- proposing modifications to the content of the Code in order to adapt it to the context in which the Company is operating and the exigencies deriving from organizational development of the same.

## REPORTING

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At all times and even anonymously, Addressees must report any violation or suspected violation of the Code to the company's Supervisory Body through the channels of communication set up by the same.

Confidentiality regarding the identity of the notifier is guaranteed, without prejudice to legal obligations and protection of the rights of any individual accused fraudulently or in bad faith, in compliance with criteria of privacy and the safeguarding of confidentiality.

The Company guarantees protection and assistance to those who report conduct that is not compliant with the Code of Ethics, safeguarding them from possible pressure, interference and retribution.

## **VIOLATIONS AND DISCIPLINARY CONSEQUENCES**

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Compliance with the guidelines contained in this Code is essential in order to allow Italian Exhibition Group to conduct activities in line with the ethical principles defined. No illicit, illegal or incorrect conduct or in any case, conduct in violation of the provisions of this Code can be justified or even considered less serious if carried out in the interest of the Company or to the advantage thereof. Also punishable are any act or omission unequivocally designed to violate the rules established by Italian Exhibition Group, even if the action is not carried out or the event does not occur for any reason whatsoever.

The Company punishes violations to this document, pursuant to applicable provisions relating to employment and collaboration relationships. In particular, compliance with the provisions of this Code should be considered an integral part of the contractual obligations undertaken by Company employees, pursuant to and by effect of Articles 2104 and 2105 of the Italian Civil Code ("Diligence of Workers" and "Obligation of Loyalty" respectively), as well as by managers pursuant to Article 2392 of the Italian Civil Code ("Liability towards the Company").

Any violation to the provisions of this Code may be deemed a violation to the obligations of the employment relationship or conduct warranting disciplinary action, in conformity with the procedures provided for by Article 7 of the Workers' Charter and pursuant to the applicable Italian National Collective Agreement, with all related legal consequences, even with regard to termination of the contract and may entail the Company's right to claim any resulting damage.

Furthermore, compliance with the principles of this Code forms an integral part of the contractual obligations undertaken by all those who maintain business relations with the Company. Therefore, violation of the provisions of this Code could constitute a breach of contract, with all resulting legal consequences, including rescission of the aforementioned contract and possible compensation for any resulting damages.

## **APPROVAL OF THE CODE OF ETHICS AND AMENDMENTS**

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This Code of Ethics has been approved by the Board of Directors of Italian Exhibition Group S.p.A. Any amendment and/or integration to the Code must be approved by the aforementioned company body and promptly distributed to the Addressees.



**ITALIAN  
EXHIBITION  
GROUP**  
Providing the future

