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1	01.04.2016	Revisione Generale	L. D'Ambrosio	G. A. Mondora	G. A. Mondora
0	01.12.2011	Prima emissione	L. D'Ambrosio	G. A. Mondora	G. A. Mondora
Rev.	Date	Description	Prepared by	Verified by	Approved by

1.0 GENERAL

The Company intends to comply with the law wherever we operate and to conduct all business activities with the highest ethical standards.

This Code of Ethics and Conduct summarizes the standards that must guide our actions.

These standards represent the Company Policy and establish conditions for our employment.

We also expect contractors and other individuals who work on our behalf to be guided by these standards.

Adhering to this Code is imperative. Our reputation and integrity depend upon each of us assuming a personal responsibility for our business conduct.

Our commitment flows naturally from our responsibilities to our shareholders, our customers, our families, our vendors and suppliers, the communities where we live and work, and each other.

Each employee at the Company is responsible for his own behaviour. While performing our duties, we are responsible for ensuring that we conduct ourselves in a manner that reflects positively on the Company.

Every employee's personal responsibilities include:

- Complying with all applicable laws and regulations.
- Complying with all applicable Company policies.
- Maintaining appropriate ethical behaviour.
- Reporting any suspected misconduct, illegal activity, fraud, abuse of Company assets.

2.0 EMPLOYEES

We believe in treating people with dignity and providing equal employment opportunity for all employees in our practices of recruiting, compensation and professional development.

We believe in respecting human rights, providing safe and healthy working conditions, and respecting employees' rights to bargain collectively.

We recognize that integrating the unique attributes and talents of our diverse workforce contributes to more creativity and better solutions to problems.

We expect our employees to speak out when they see ethical lapses.

We do not want others to ask our employees to do anything wrong and, likewise, will not ask anyone else to do anything wrong.

3.0 FAMILIES

We strive for a healthy balance between our work and our family lives.

We want our families to be proud of the jobs we do and proud that we work for a company known for its honesty and integrity.

4.0 COMMUNITIES

We strive to contribute to the overall quality of life wherever we operate and to use resources responsibly to preserve the environment.

We want communities to count on us for our help in civic, charitable and other community activities.

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5.0 SUPPLIERS

We strive to choose vendors and suppliers objectively and strive for honesty in all business dealings with them.

We will make purchasing decisions on the basis of such factors as price, quality, delivery, service and integrity.

Our obligations are for the long term. These obligations demand that we adhere to the highest professional, industry and personal ethics.

We will build on our history of integrity so that people will have an abiding trust in the Company and our employees; they will know they can count on us.

6.0 EQUAL OPPORTUNITIES

All employees desire and deserve a workplace where they feel respected and appreciated.

Our policies are designed to ensure that employees are treated fairly and with respect, by the Company and each other.

The Company will hire, evaluate, transfer, compensate and promote employees based on skills and performance, and not on any unlawful considerations.

7.0 HARASSMENT-FREE WORKPLACE

Harassment may occur when the words, actions or behaviour of members of the work group create an intimidating, hostile or offensive work environment.

This type of harassment can be destructive to a positive work environment and will not be tolerated.

Unwelcome sexual advances or other inappropriate personal conduct are prohibited. Sexual harassment may take many forms, including but not limited to, overt advances to demeaning comments, jokes, language and gestures.

8.0 HEALTH AND SAFETY

We are committed to providing a safe and healthy work environment. There are extensive local and national laws designed to promote a safe workplace and these laws are strictly enforced. Extensive and continuous training and regular safety audits are essential for understanding and complying with safety laws.

9.0 ENVIRONMENT

We are committed to promoting environmental stewardship.

Employees must understand and comply with the environmental laws and regulations that affect our business activities.

We also insist that contractors, suppliers and others who work with us follow the appropriate laws and regulations.

10.0 SUBSTANCE ABUSE

It is the policy of the Company to maintain a safe, healthful and productive work environment for all employees. To that end, the Company will act to eliminate substance abuse as it increases the potential for accidents, absenteeism, substandard performance, poor employee morale or damage to the Company's reputation.

As a condition of continued employment with the Company, employees must comply with all applicable substance abuse policies, guidelines and/or procedures.

According to the national laws, involvement with certain drugs is illegal.

11.0 CONFLICT OF INTEREST

Employees dealings with customers, suppliers, contractors, competitors or any person doing or seeking to do business with the Company must be in the best interest of the Company to the exclusion of consideration of personal preference or advantage.

A conflict of interest occurs when our private interests interfere in any way with the interests of the Company.

It is equally important to avoid apparent conflicts of interest, where a reasonable observer might assume there is a conflict of interest, and therefore a loss of objectivity in their dealings on behalf of the Company.

12.0 DONATIONS, GIFTS, FAVOURS, ENTERTAINMENT

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, accommodations, travel and other merchandise or services.

In some cultures business gifts play an important role in business relationships.

However, a problem may arise when such courtesies compromise – or appear to compromise – our ability to make objective and fair business decisions.

Company policies prohibit the offer of any type of payment or benefit to any national or foreign governmental authority for the purpose of obtaining or maintaining business or any commercial advantages.

Employees should neither seek nor accept for themselves or others any gifts, favours or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with, or is a competitor of the Company.

The Company may decide to offer contribution to charity institution and social programs with exclusion of political parties.

13.0 CORRUPTION, BRIBES, KICKBACKS

It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes or kickbacks in any form. These are criminal actions that can lead to prosecution.

The Company is structured for the purpose of detecting any deviation, fraud, illegal acts against the national and foreign public administration.

In case of suspicious of fraud and/or corruption, the Company starts with appropriate activities of investigation and applies relevant sanctions to the guilty subjects.

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Employees are encouraged for the denunciation of irregularities directly to the top management of the Company and the good faith denunciators are adequately protected by the consequences of their collaboration.

The effectiveness of the anticorruption program and the application of the present Code of Ethics and Conduct are verified periodically at the time of the management review and follow up.

14.0 ELECTRONIC COMMUNICATION SYSTEMS

Our internal electronic communications systems are used primarily for Company business, but never for personal gain or any improper use.

People are generally allowed to use Internet access, e-mail, fax and telephone systems for incidental or occasional personal use, as long as there is no significant added cost to the Company, it does not interfere with our work duties and is not related to an illegal activity or to any outside business.

Don't access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment.

Important note: e-mail is less private than traditional mail or the telephone. It can be saved and forwarded to others without our knowledge, and even reconstructed after deletion.

Personal privacy is not protected when using Company e-mail. Unless prohibited by law, the Company has the right to view your e-mail. Adversaries can even obtain it through discovery proceedings and use it as evidence in lawsuits. Avoid careless, exaggerated and inaccurate e-mail statements that could be misunderstood, or could be used against you or the Company in legal proceedings.


15.0 INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

Our creativity and innovative ideas make significant contributions to Valland SpA continued success in the marketplace. We must protect and leverage our intellectual property, which includes inventions, discoveries, improvements, ideas and proprietary information.

Examples of proprietary or confidential information include:

- business, research and new product plans
- objectives and strategies
- unpublished financial or pricing information
- processes and formulas
- salary and benefits data
- employee medical information

Employees who have access to proprietary and confidential information are obligated to safeguard it from unauthorized access, not disclose this information to persons outside the Company, not share this information with other employees except on a legitimate "need-to-know" basis.

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16.0 FINANCIAL REPORTING INTEGRITY

We need to make sure that every business record is accurate, complete and reliable.

This standard also applies to all operating reports or records prepared for internal or external purposes, such as environmental data, product test results, quality control reports or sales projections.

Many of these records are critical to the management of our business. Make sure all your records are truthful and accurate. False, misleading, or incomplete information undermines our ability to make good decisions about resources, personnel, and programs and, in some cases, violates the law.