



# **CODE OF ETHICS**

RELATING TO THE

**ORGANISATION, MANAGEMENT AND CONTROL MODEL**

**PURSUANT TO LEGISLATIVE DECREE NO. 231/2001**

**OF**

**VALAGRO S.P.A.**

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## INTRODUCTION

**Valagro S.p.A.** (hereinafter, in short, "Valagro") is a company with registered office in Atesa (Chieti) and head of the Group under the same name operating internationally in the production and marketing of raw materials, products and equipment for agriculture, gardening, the manufacturing industry, green turf, human and animal food, cosmetics, personal well-being and treatments.

In view of the fact that Valagro conducts its business in Italy and in many other countries worldwide, it has decided to adopt a Code of Ethics, as an integral part of the Model, in line not only with the Italian legislation pursuant to **Legislative Decree 231/2001**, but also with US legislation represented by: "The Foreign Corrupt Practices Act" ("**FCPA**") and by the "*FCPA a resource Guide to the U.S. Foreign Corrupt Practices Act, November 2012*" prepared by the US Department of Justice ("**DOJ**") and by the *Securities and Exchange Commission* ("**SEC**")

The Code of Ethics is one of the fundamental protocols for the purposes of building a valid Model, pursuant to the Decree, that is suitable to prevent the predicate offences specified by the same Decree.

In this regard, the DOJ and SEC highlight that, in order to ensure the success of a compliance program, it is of fundamental importance for the principle of compliance to stem from the conduct and commitment of the Board of Directors and the first line managers, granted that they are the entities that set the example for employees to follow. It is therefore necessary to implement a clear and structured anti-corruption procedure and/or a Code of Conduct/Ethics and procedures/policies specifically aimed at disciplining compliance-related aspects.

For this reason, VALAGRO has prepared a Code of Ethics, which sets out the general principles and rules of conduct, which the Company recognises as having a positive ethical value.

The Code of Ethics is the point of reference to ensure the highest ethical standards in the conduct of the corporate business on the part of all those who work on behalf of and in the interest of the Company.

This Code consists of four sections:

- i) the first section outlines the Recipients of the aforesaid Code;
- ii) the second section outlines the general ethical principles that identify the core values in the Company's activities;

- iii) the third section sets out the rules of conduct which the Recipients must adhere to;
- iv) the fourth section governs the communication, training and implementation of the Code of Ethics and the related monitoring and control.

By resolution of the Board of Directors, the Code of Ethics may be amended and supplemented, also based on the recommendations and guidelines put forward by the Compliance Office.

## **I) RECIPIENTS**

In view of the purpose of gearing Valagro's activities towards ethical principles and values, this Code shall be binding upon all directors, auditors and individuals working for the firm in charge of auditing the Company (hereinafter, referred to as 'Directors', 'Statutory Auditors' and 'Auditors'), its employees, including executives (hereinafter collectively referred to as 'Personnel'), without exception, as well as upon all those who, albeit operating outside the Company, work, directly or indirectly, for Valagro or, in any event, promote its products (e.g., attorneys, agents, employees in any capacity, consultants, suppliers, business partners, distributors, hereinafter referred to as 'Third Party Recipients') (all the entities specified in this paragraph shall be hereinafter collectively referred to as 'Recipients' or, individually, as 'Recipient').

All Recipients are therefore required to observe and, to the extent applicable, to ensure compliance with the principles enshrined in the Code of Ethics, which also apply to the Company's business conducted abroad. Under no circumstances shall the claim to act in the interests of Valagro justify the adoption of any conduct in conflict with the rules of conduct set forth herein.

In particular, compliance with the provisions of the Code must be deemed as an essential part of the contractual obligations to which the Company's employees are subject under and for the purposes of the provisions laid down by Article 2104 and following of the Civil Code.

Any breach of the Code of Ethics damages the relationship of trust established with the Company and may lead to disciplinary measures and compensation for damages, without prejudice to the employees' obligation to adhere to the procedures referred to in Section 7 of Law No. 300 of 20 May 1970 (so-called Italian Workers' Statute), of the collective bargaining agreements and of any corporate regulations adopted by Valagro.

## **II) REFERENCE ETHICAL PRINCIPLES**

In compliance with Confindustria (Italian Employers' Federation) Guidelines, Valagro intends to define the reference ethical principles for all Recipients.

Under no circumstances shall the belief of acting for the benefit of Valagro justify conduct contrary to the principles of this Code, which must be recognised as being core and overriding values.

### **II.1. Responsibilities and compliance with the laws**

Valagro's essential principle is compliance with laws, regulations, and, in general, with the laws in force in Italy and in all countries in which it operates, as well as with the democratic order constituted therein.

### **II.2. Fairness**

The principle of fairness implies respect for the rights of all parties involved in the Company's activities.

More specifically, the Recipients must act fairly in order to avoid conflicts of interest, which are taken to mean, in general, all situations in which the pursuit of one's interests is contrary to the Company's interests and mission. Furthermore, it is necessary to avoid situations through which an employee, director or other Recipient may derive an undue advantage and/or profit from opportunities known during and as a result of the performance of one's activities.

### **II.3. Impartiality**

Valagro disclaims and condemns all principles of discrimination based on sex, nationality, religion, personal and political opinions, age, health and economic conditions of its stakeholders, including its suppliers.

Any resources who deem to have been the subject of discrimination may report the incident to the Compliance Office, which shall take the necessary steps in order to verify the actual breach of the Code of Ethics.

### **II.4. Honesty**

Recipients must be aware of the ethical significance of their actions and must not pursue personal or corporate benefits in breach of the applicable laws and the rules of this Code.

In the preparation of the contractual agreements with clients, it is necessary to ensure that the terms are set out in a clear and intelligible manner, so as to guarantee equal conditions between the parties at all times.

#### **II.5. Integrity**

Valagro does not approve nor justifies any act of violence or threat aimed at obtaining conduct that is contrary to the legislation in force, including the Code of Ethics.

#### **II.6. Transparency**

The principle of transparency is based on the truthfulness, accuracy and completeness of information both inside and outside the Company.

In accordance with the principle of transparency, all operations and transactions must be correctly recorded, authorised, verifiable, legitimate, consistent and appropriate.

All actions and operations must be adequately recorded and it must be possible to verify the decision-making, authorisation and implementation process.

Each transaction must be accompanied by adequate supporting documentation in order to be able, at any time, to conduct inspections aimed at verifying the characteristics and reasons behind the transaction and identifying who authorised, completed, recorded and checked the same transaction.

The Company shall use objective and transparent criteria for the selection of its suppliers. Such a selection, in compliance with existing rules and procedures, must be based on objective evaluations relating to competitiveness, quality and the technical/economic conditions applied.

The supplier shall be selected also on the basis of its ability to ensure:

- compliance with the Code of Ethics;
- the implementation of adequate quality systems, if any;
- the availability of suitable organisational means and structures;
- compliance with labour law, including matters relating to child labour and women, workers' health and safety, trade union rights or otherwise association and representation rights.

Specific procedures are in place to support the documentation of the overall selection and procurement process, in order to ensure the utmost transparency in the evaluation and selection of suppliers.

#### **II.7. Efficiency**

All business activities must pursue the cost-effective management and use of corporate resources, in accordance with the highest quality standards.

Valagro also undertakes to safeguard and preserve corporate resources and goods, as well as to manage its assets and capital base by taking all the necessary precautions to ensure full compliance with the laws and regulations in force.

#### **II.8. Fair competition**

Valagro recognises the value of competition when inspired by principles of fairness, fair competition and transparency vis-à-vis market operators, thereby undertaking not to cause damage to competitors' image and products.

#### **II.9. Data protection**

Valagro is committed to protecting the privacy of the Recipients, in compliance with applicable regulations, in order to prevent the disclosure or dissemination of personal data without the consent of the person concerned.

The acquisition and processing, as well as the storage of information and personal data relating to the Personnel and the other entities whose data is in possession of the Company shall take place in accordance with specific procedures aimed at preventing disclosure to any unauthorised persons and/or entities. Such procedures are compliant with current regulations.

#### **II.10. Service mindedness**

The Recipients must gear their conduct, within the limits of their respective duties and responsibilities, towards the pursuit of the corporate mission, which aims to provide a service of high social value and utility for the community, which must benefit from the highest quality standards.

#### **II.11. Value of human resources**

Human resources are recognised as a key and essential factor for business development.

Valagro protects professional growth and development in order to enhance the wealth of skills possessed, in compliance with the current legislation on the rights of individuals, particularly with regard to Personnel's moral and physical integrity.

Valagro undertakes not to encourage forms of cronyism and nepotism, and not to establish any kind of working relationship with parties involved in terrorism.

The Personnel is hired exclusively on the basis of regular employment contracts, and all forms of illegal labour shall not be tolerated and the salary is in line with the collective agreements of the



applicable sector.. Valagro does not use companies that, directly or indirectly, exploits own personnel. New employees must be made aware of all the characteristics pertaining to the employment relationship.

The allocation of salary increases or other incentives (e.g., stock options, MBOs, one-off bonuses, etc.), and access to roles and positions of greater responsibility are linked, in addition to the rules laid down by law and by the collective labour agreement, to employees' individual performances, as well as their ability to translate organisational skills into conduct based upon the Company's reference ethical principles, as set out in this Code.

#### **II.12. Relations with the community and environmental protection**

Valagro recognises that environmental protection is essential in ensuring a consistent and balanced growth path.

Consequently, the Company is committed to safeguarding the environment and contributing to the sustainable development of the territory, including through the use of the best available technologies and the constant monitoring of business processes, and to the identification of industrial solutions with the lowest environmental impact.

All of Valagro's activities must be carried out so as to comply with the requirements laid down by environmental regulations. The search for benefits to the Company, if they result in or may result in the intentional or negligent breach of environmental standards, is never justified.

For this reason, the Company has prepared and disseminated a specific integrated health and safety and environmental management system policy, which is based on the following fundamental principles:

- implementing, putting in place and updating on a regular basis an Integrated Health and Safety and Environmental Management System which shall guide all employees and demonstrate the Company's commitment to environmental protection and health and safety in the interest of the continuous improvement and prevention of risks and occupational diseases, ensuring the necessary human and economic resources for the maintenance and continuous improvement of the integrated system;
- evaluating, preventing and minimising environmental impact, defining the methods used to check the status of implementation and updating of the programme, with the aim to reduce pollution through preventive actions in order to minimise the amount of waste generated by production cycles;
- promoting the use of technologies that allow the recovery and reuse of waste and the use of recycled and recyclable material;
- reducing, where possible, the consumption of raw materials, water and energy;
- reducing and limiting the introduction of pollutants into the environment;

- raising and consolidating environmental awareness among its employees in and outside of the Company;
- reducing and/or limiting the production of pollutants in water, soil and air;
- preventing, eliminating or reducing any possible adverse environmental effects both for employees and for the environment and the community;
- ensuring a safe and healthy environment for employees, contractors, visitors and stakeholders, promoting preventive measures with the aim of minimising the risk of accidents;
- critically evaluating the performance indicators of the integrated health and safety and environmental management system, in order to promote continuous improvement in these areas, and reporting the results to its employees;
- include objectives and targets of the integrated health and safety and environmental management system, shared and supported by the company management.

#### **II.13. Relations with local entities and public institutions**

Valagro pursue the highest levels of integrity and fairness in its relations, including of a contractual nature, with public institutions and, in general, with the Public Administration, including for matters relating to the request and/or management of public funds, in order to ensure the utmost transparency in institutional relations, in harmony with any business operator's need for organisational and management autonomy.

Relations with institutional partners are maintained solely through parties especially appointed for such purpose.

Should Valagro make use of a consultant or "third party" to represent it in its relations with the Public Administration, the same will be required to comply with the guidelines applicable to Personnel; furthermore, the Company must not have a consultant or "third party" represent it in its dealings with the Public Administration, where there are conflicts of interest, including of a potential nature.

#### **II.14. Relations with associations, trade union organisations and political parties**

Valagro shall not issue contributions, whether direct or indirect, for the purposes of financing political parties, movements, committees and political and trade union organisations, or their representatives or candidates.

Furthermore, the Company shall not finance associations nor sponsor events or conferences with political propaganda purposes.

Valagro may issue contributions and donations in favour of entities with social, moral, scientific and cultural purposes.

#### **II.15. Relations with international operators**

Valagro undertakes to ensure that all its dealings, including of a business nature, with companies operating internationally, shall be conducted in full compliance with the laws and regulations currently in force, in order to avert the danger of committing cross-border crimes.

To this end, the Company undertakes to take all necessary precautions in order to verify the reliability of such operators, as well as the legitimate source of the funds and means used by the latter within the scope of their relations with the Company.

Furthermore, Valagro undertakes, as far as possible, to cooperate, with fairness and transparency, with any Authorities, including foreign ones, which may request information or conduct inquiries into the relationship between the Company and international operators.

#### **II.16. Condemnation of all forms of terrorism**

Valagro condemns all forms of terrorism and intends to adopt, as part of its activities, the appropriate measures to prevent the risk of involvement in any acts of terrorism, so as to contribute to the achievement of peace among people and democracy.

To this end, the Company undertakes not to establish any professional or business relationship with entities, be they natural or legal persons, involved in acts of terrorism, and not to finance or otherwise facilitate any of these activities.

#### **II.17. Individual protection**

Valagro recognises the need to protect individual freedom in all its forms and condemns all displays of violence, especially if aimed at limiting personal freedom, as well as any phenomenon of child prostitution and/or pornography.

The Company undertakes to promote the sharing of the same principles within the scope of its business and among the Recipients.

#### **II.18. Workplace health and safety protection**

Valagro is fully committed to pursuing the objective of ensuring workplace health and safety protection.

In this regard, the Company shall take the most appropriate measures to avoid the risks associated with the performance of its business activities and, where this is not possible, to ensure the proper assessment of the risks, with the aim to counter them directly at source and ensure the elimination thereof or, where that is not possible, to ensure that they are properly managed.

As part of its activities, Valagro undertakes to adapt the work to the individual, including for matters relating to the design of work stations and the choice of work equipment and work and production methods, in particular to mitigate monotonous and repetitive work, as well as to reduce the effects of such work on employees' health.

With regard to workplace health and safety, Valagro also undertakes to operate:

- a) by taking into account the degree of technical progress;
- b) by replacing anything that is dangerous with something that is not dangerous or less dangerous;
- c) by adequately planning prevention and aiming at a standardised system that takes into account and incorporates technique, work organisation, working conditions, social relations and the impact of work environment factors;
- d) by giving priority to collective protection measures rather than individual protection measures;
- e) by giving appropriate instructions to the Personnel.

Such principles are used by Valagro for the purposes of identifying and adopting the measures required to protect workers' safety and health, including prevention of occupational hazards, information and training, as well as the preparation of the necessary organisation and means.

The Recipients must adhere to these principles, particularly when decisions must be taken or choices made, and subsequently, when they must be implemented.

#### **II.19. Protection of transparency in business transactions (anti-money laundering)**

Valagro pursues the principle of maximum transparency in business transactions and puts in place the most appropriate instruments in order to combat such phenomena as money laundering, self-money laundering and handling of stolen goods.

It is necessary to ensure the principles of fairness, transparency and good faith in dealing with all contractual counterparts, even if they are part of the same Group.



It is also necessary to ensure transparency and traceability of all operations and transactions, financial and not, that have to be faithfully reflected in the balance sheets items of the Company.

#### **II.20. Condemnation of organised crime**

Valagro condemns all forms of organised crime (particularly the mafia-type associations), on a national and cross-border level. The Entity shall take appropriate measures to prevent the risk of its involvement or that of its employees in relations and activities howsoever entertained and for whatever reason, including in the form of mere assistance and support, with those organisations.

To this end, the Company shall not establish any relationship of a professional, collaboration or business nature with entities, be they natural or legal persons, directly or indirectly involved in criminal organisations or, in any event, bound by kinship ties and/or close links with the representatives of known criminal organisations, and shall not finance or otherwise facilitate any activity linked to such organisations.

#### **II. 21. Protection of industrial and intellectual property rights**

Valagro complies with the legislation concerning the protection of trademarks, patents and other distinctive signs and with copyright law.

Specifically, the Company does not permit the use of intellectual property without the S.I.A.E. marking or with altered or counterfeit marking, and prohibits the reproduction of computer programs and the content of databases, as well as the ownership and distribution, in any form, of copyrighted material, including through the disclosure of its content before it is made public.

Valagro does not permit the use, for any reason and for any purpose, of products with counterfeit trademarks and signs and the manufacture or marketing or, in any case, any activity related to products already patented by third parties and over which it has no rights.

#### **II.22. Collaboration with the Authorities in case of investigations**

Valagro recognises the value of the judicial and administrative function and pursues the highest levels of integrity and fairness in its relations with the competent Authorities.

To this end, it prohibits any conduct intended or suitable to interfere with the investigations or inquires conducted by the competent Authorities and, in particular, any conduct intended to hamper

the search for truth, including through the incitement of parties summoned by the Judicial Authorities not to make statements or to make false statements.

the Company undertakes to take all the necessary measures to provide the cooperation requested by the Authorities, within the limits and in accordance with local regulations.

#### **II.23. Correct use of IT systems**

The Company pursues the objective of ensuring the correct use of IT or telecommunication services, in order to guarantee the integrity and authenticity of the data processed, with a view to protecting the Company's interests and those of third parties, with particular reference to public Authorities and institutions.

To this end, Valagro shall take appropriate measures to ensure that access to electronic and computerised data shall take place in full compliance with the regulations currently in force and the privacy of the parties involved, if any, and to guarantee the confidentiality of the information and ensure that it is processed by entities specifically authorised to do so, thereby preventing any undue interference.

Specifically, the Company shall prohibit:

- the abusive access to IT or telecommunications systems protected by security measures;
- the destruction, damage, cancellation or alteration of information, data or computer programs belonging to others, the State or other Public Entity;
- the exhibition of false electronic documents, whether private or public, having evidentiary effect;
- the installation of equipment designed to tap, prevent or interrupt communications relating to an IT or telecommunications system or among multiple systems;
- the removal, reproduction, distribution or unlawful delivery of codes, keywords or other means suitable to gain access to an IT or telecommunications system protected by security measures.

#### **II.24. Relations with private individuals and condemnation of corruption**

Valagro considers it of fundamental and essential importance to ensure that all relations with private entities (suppliers, competitors, clients, consultants, business partners etc.) be based on the utmost loyalty, integrity, fairness and good faith.

#### **II. 25. Protection of the share capital and creditors**

One of the key aspects that define the ethical conduct held by Valagro consists of the compliance

with standards of conduct designed to ensure the integrity of the share capital, the protection of creditors and third parties who entertain relations with the Company, and, in general, the transparency and fairness of the Company's activities from an economic and financial point of view. Therefore, Valagro intends to ensure the dissemination and observance of rules of conduct aimed at safeguarding the above values, also in order to prevent the commission of the corporate crimes covered by Legislative Decree no. 231/01.

## **II. 26 Relations with Shareholders and the Market**

Valagro considers it necessary for the shareholders to be able to participate in the decisions within their purview and make informed choices, ensuring the utmost transparency and timeliness of the information communicated to the shareholders and the market.

Relations with financial markets must be conducted in strict compliance with the sector rules and regulations and in accordance with the requirements of the authorities and supervisory bodies, in a manner such as to avoid possible disturbances, with honesty, transparency and equal access to information.

### *Corporate Information*

Valagro ensure, through appropriate procedures for internal management and external communication, the correct handling of corporate information.

### *Inside Information*

All Valagro Employees are required, within the scope of the tasks assigned to them, to ensure the correct handling of inside information and to familiarise themselves and comply with corporate procedures relating to market abuse. Employees are expressly prohibited from engaging in any conduct that may constitute or aid insider trading. In any event, the purchase or sale of Valagro shares must always be guided by a sense of absolute fairness and transparency.

## **II.27. Service and product quality**

Valagro gears its activities towards the satisfaction and protection of its customers by listening to all requests that can lead to an improvement in the quality of its products and services.

For this reason, Valagro bases its research, development and marketing activities on high quality standards for its services and products.

## **III) RULES OF CONDUCT**

### **III.1. Principles and rules of conduct for corporate body members**

The corporate bodies, aware of their responsibilities, as well as of their obligation to comply with the law, the applicable regulations and the Articles of Association, are required to adhere to the provisions of the Model and the Code of Ethics, which is an integral part thereof.

Their members are required to:

- engage in conduct based on autonomy, independence, and fairness with Government Institutions, individuals (including the company's creditors), business associations, political parties, as well as with any other national and international operator;
- behave with integrity, loyalty and responsibly towards the Company;
- ensure assiduous and informed participation in the meetings and activities of the corporate bodies;
- ensure the sharing of the *mission* and a critical approach, so as to ensure a significant personal contribution;
- assess situations of conflict of interest or incompatibility of functions, duties or positions outside and inside Valagro, refraining from engaging in any act in situations of conflict of interest within the scope of its activities;
- not to hinder in any way the inspection and/or audit activities carried out by the shareholders, by the other corporate bodies, including the Compliance Office, or by the Auditors;
- treat any information which they gain access to in the performance of their duties in a confidential manner, thereby refraining from taking advantage of their position to obtain personal benefits, whether direct or indirect. All communications directed outside of the company must comply with the laws and rules of conduct and must be aimed at safeguarding price sensitive information as well as inside information;
- comply, to the extent applicable and within the limits of their responsibilities, with the rules of conduct set forth for Personnel.

### **III.2. Principles and rules of conduct for Personnel and for any individuals engaged in activities in the interest of Valagro**

The Personnel and entities performing activities in the interest of Valagro must base their conduct, both in internal relations and vis-à-vis stakeholders outside of the Company, on the law, and, primarily, on the principles of the Model and this Code of Ethics.

With reference to the Model, it is necessary:

- a) not to engage in, give rise to or contribute to such conduct as to constitute any of the offences referred to in the Decree;
- b) cooperate with the Compliance Office during the verification and supervision activities



- performed by same, thereby providing any information, data and updates it may request;
- c) submit the reports provided for by this Code to the Compliance Office;
  - d) report to the Compliance Office any departures from or breaches of the Model and/or the Code of Ethics, in compliance with the provisions laid down in par. 3 of Section IV of this Code.

The Personnel and any individuals performing activities in the interest of Valagro may contact the Compliance Office at any time, both in writing (including by e-mail at [OdV@valagro.com](mailto:OdV@valagro.com)) and orally, also in order to request clarifications and/or further information about, for example:

- the interpretation of the Code of Ethics and/or other protocols associated with the Model;
- the legitimacy of a particular behaviour or specific conduct, as well as their opportunities or compliance with the Model or the Code of Ethics.

In addition to the general provisions set out above, the Personnel and entities performing activities in the interest of Valagro must also adhere to the principles and rules of conduct set out below and concerning both matters considered of particular significance in terms of ethics and specific areas of the business.

#### **III.2.1. *Conflict of interest***

The Personnel and entities performing activities in the interest of Valagro must refrain from engaging in or facilitating transactions involving conflicts of interest - whether actual or potential - with the Company, as well as any activity that may interfere with the ability to take impartial decisions in the best interests of the Company and in compliance with the provisions of this Code.

The Personnel and entities performing activities in the interest of Valagro, in particular, must not hold any financial interests in a supplier, competitor company or client and may not engage in professional activities that could lead to the occurrence of a conflict of interest.

Should they find themselves in a situation of conflict of interest, including a potential one, the Personnel and entities performing activities in the interest of Valagro must report such circumstance to their superior and the Compliance Office, thereby refraining from taking any action.

#### **III.2.2. *Relations with the Public Authorities and condemnation of corruption***

All relations with persons that qualify as Public Officials or Persons in charge of a Public Service must be conducted in full compliance with the laws and regulations in force, as well as with the Model and Code of Ethics, in order to ensure the absolute lawfulness of the Company's operations.

Within the limits set out below, Valagro shall prohibit its Personnel and entities performing activities in the interest of Valagro from accepting, offering or promising, even indirectly, money, gifts, goods, services, benefits or favours (including in terms of employment opportunities or through activities - including of a business nature - directly or indirectly attributable to the employee) in their relations with Public Officials or Persons in charge of a Public Service, to influence their decisions, in view of more favourable treatments or undue services or for any other purpose, including the fulfilment of their official duties.

If related to the aforesaid relations, any requests or offers of money, gifts (except those of modest value, intended as those of a customary nature in such circumstances), favours of any kind, given or received by the Personnel and by the entities performing activities in the interest of Valagro, must be promptly brought to the attention of their superior and the Compliance Office.

Gifts and gratuities to Public Officials, Persons in charge of a Public Service or, in any event, State employees are permitted only when, due to their being of modest value, they do not howsoever compromise the integrity and independence of the parties and may not be interpreted as a means of obtaining undue advantages.

In any case, in the course of negotiations or any other dealings with the Public Administration, the Personnel and entities performing activities in the interest of Valagro must refrain from engaging, directly or indirectly, in actions aimed at:

- proposing employment and/or business opportunities which may give rise to benefits, for themselves or others, to employees of the Public Administration or their relatives or in-laws;
- soliciting or obtaining confidential information that could compromise the integrity or reputation of one or both parties.

In the event of investigations, inquiries requests from the Public Authority, the Personnel and entities performing activities in the interest of Valagro are required to ensure due cooperation.

### **III.2.3. *Relations with clients and suppliers***

The Personnel and entities performing activities in the interest of Valagro must base their relations with clients (e.g. wholesalers, entities and institutions) and suppliers on the utmost fairness and transparency, in compliance with the laws and regulations in force, with the Model and the Code of Ethics, as well as with internal procedures and, in particular, with those relating to client relations and those relating to procurement and supplier selection.

The aforementioned rules of conduct apply, and as such must be complied with, even with regard to

relations with international operators.

#### **III.2.4. Internet sites**

With regard to the Internet sites set up by the Company and by the company operating under an agency agreement or distribution agreement and targeted at Italian consumers and operators, in addition to meeting the requirements of the regulations and laws currently in force on the matter, it is necessary to ensure that the sponsor, the source of all information on the site itself, the recipients of this information and the objectives of the site are clearly identified.

#### **III.2.5. Professional update obligation**

In the performance of their activities on behalf of the Company or regarding its products, the Personnel and entities performing activities in the interest of Valagro are required to maintain a high degree of professionalism at all times.

Moreover, the Personnel, in relation to their specific areas of responsibility, are required to be constantly updated on a professional level.

#### **III.2.6. Confidentiality**

The Personnel and entities performing activities in the interest of Valagro must treat with the utmost confidentiality, even after the termination of the employment contract, all data, news and information that they should acquire, thereby refraining from disseminating or using such information for their own purposes or those of third parties. Confidential information may be disclosed, within the Company, only to those who have an actual need to acquire such information for work-related reasons.

#### **III.2.7. Proper use of the Company's assets**

The Personnel must protect and preserve any valuables and assets belonging to the Company that has been entrusted to them, and contribute to the protection of the Company's assets, avoiding situations that might adversely affect the integrity and safety of such assets.

In any event, the Personnel must refrain from using the Company's resources, goods or materials for their own personal advantage or, in any event, for any unlawful purposes.

### **III.2.8. *Financial statements and other corporate documents***

The Personnel and entities performing activities in the interest of Valagro must pay particular attention to the activities associated with the preparation of the financial statements and the other corporate documents.

In this regard, it will be necessary to ensure, in accordance with the provisions laid down by US legislation and by the principles set forth by Confindustria Guidelines:

- adequate support to the corporate functions in charge of preparing the corporate documents;
- the completeness, clarity and accuracy of the data and information provided;
- compliance with accounting principles and standards.

### **III.2.9. *Workplace health and safety***

With regard to workplace health and safety, the Company's Personnel must, in particular:

- a) take care of their own health and safety and that of other people at the workplace, who are impacted by the effects of their actions or omissions, in accordance with the training, instructions and equipment provided by the employer;
- b) contribute, together with their employer, managers and supervisors, to the fulfilment of the obligations required to ensure workplace health and safety protection;
- c) respect the regulations and instructions issued by the employer, the executives and the supervisors for the purposes of collective and individual protection;
- d) use all work equipment, hazardous substances and preparations, means of transport, as well as safety devices correctly;
- e) make appropriate use of the protective devices put at their disposal;
- f) immediately report to the employer, executives or supervisors any shortcomings in the equipment and devices referred to in subparagraphs d) and e), as well as any threatening condition they may become aware of, acting directly, in an emergency, within their sphere of competence and abilities, and without prejudice to the obligation set out in subparagraph g) below, to eliminate or mitigate situations of serious and imminent danger, informing the workers' safety representative;

- g) refrain from removing or modifying safety, signalling and control devices without authorisation;
- h) take care of the personal protective equipment made available to them, without making any modifications on their own initiative and reporting any defects or issues to the employer or executive or supervisor;
- i) refrain from putting in place any operations or manoeuvres on their own initiative which are not within their sphere of competence or which may compromise their own safety or that of other workers;
- l) participate in the training programs arranged by their employer;
- m) undergo any health checks required by law or otherwise ordered by the physician in charge.

#### **III.2.10. *Anti-money laundering/ Self- money laundering/ handling of stolen goods***

The Personnel and subjects performing activities in the interest of Valagro (or promoting Valagro products) shall adopt all the necessary measures and precautions in order to ensure the transparency and fairness of all business transactions.

More specifically, it is mandatory, among other things, that:

- a) the duties assigned to any service companies and/or individuals who look after the Company's economic/financial interests be put in writing, with an indication of the contents and economic conditions agreed upon.
- b) the competent functions check that payments to all counterparties have been made regularly, also by checking the correspondence between the subject to which the order is made out and the subject collecting the related sums.
- c) the financial flows concerning any dealings (payments/intragroup transactions) with the Group companies (including foreign companies) be checked thoroughly;
- d) the minimum standards and requirements for the selection of the bidders of any goods and/or services that the Company intends to acquire be scrupulously observed;
- e) bid assessment criteria be established;
- f) all necessary information be requested and obtained with reference to the business/professional reliability of suppliers and partners;

g) the utmost transparency be ensured in the event of entering into any agreements/ joint ventures aimed at making investments;

h) it is followed a correct and transparent behaviour, in compliance with law and regulations, in carrying out all activities related to billing and recording of invoices in the mandatory accounting records;

i) it is followed a correct and transparent behaviour, in compliance with law and regulations, in the compilation and submission of tax returns;

l) it is avoided carrying out any action aimed at avoiding the payment of taxes due on the basis of tax declaration;

m) it is avoided carrying out any simulated or otherwise fraudulent operation aimed at allowing evasion of income tax and VAT;

n) it is provided to properly submit the tax returns and to properly pay the tax due.

### **III.2.11. Use of IT systems**

The Personnel and entities performing activities in the interest of Valagro (or promoting Valagro products), in the performance of their professional activities, must use the IT and electronic tools and services in full compliance with the current legislation (and, particularly, in relation to computer crimes, cyber security, data protection and copyright) and internal procedures.

More specifically, the Personnel is prohibited from:

- unauthorised access to an IT or electronic system;
- unauthorised possession and unlawful distribution of access codes to IT or electronic systems;
- distribution of computer equipment, devices or computer programs for the purpose of damaging or interrupting an IT or an electronic system's operations;
- tapping, blocking or illegally interrupting IT or electronic communications;
- damaging computer information, data and programs and IT or electronic systems.

The Personnel and entities performing activities in the interest of Valagro may not load borrowed or unauthorised software on to the Company's systems, and they are also prohibited from making unauthorised copies of programs licensed for personal, corporate or third-party use.

The Personnel and entities performing activities in the interest of Valagro must use the computers and computer tools made available by the Company solely for business purposes; accordingly, the Company reserves the right to verify the contents of the computers as well as the correct use of computer tools in compliance with company procedures.

Furthermore, the Personnel and entities performing activities in the interest of Valagro (or promoting Valagro products) are requested to refrain from sending threatening and insulting e-mail messages, using language that does not conform to the Company's style, or otherwise any inappropriate language.

#### **III.2.12. *Respect for the environment***

The Personnel, in the performance of their corporate duties, must always consider the overriding need to protect the environment as having priority over any economic consideration.

In addition, the Personnel must:

- contribute, to the extent applicable, to the fulfilment of the obligations required for the protection of the environment;
- always evaluate the effects of their conduct in relation to the risk of causing any harm to the environment;
- in accordance with their training and experience, as well as the instructions and means provided or arranged by the employer, refrain from adopting any imprudent conduct that could harm the environment;
- refrain from acting on their own initiative to implement operations or manoeuvres that do not fall within the scope of their duties or which are otherwise liable to cause harm to the environment;
- adopt the measures envisaged by the procedures aimed at preventing the production and at mitigating the harmfulness of waste;
- ensure the protection of the soil and subsoil, land conservation and the protection of surface water, marine water and groundwater;
- take all the required precautions to minimise air pollution and contain emissions so that they remain below the limits set by the law;
- comply with the procedures aimed at preventing environmental emergencies, in order to limit the damage if the same were to occur.

#### **III.2.13. *Bribery among individuals***

The Personnel is strictly prohibited from engaging in all forms of inducement, promise, donation, offer of money or other benefit, whether direct or indirect, of any kind to a private individual (suppliers, clients, agents, business partners, consultants etc.) for the performance (or lack thereof) of

an official duty, in breach of their professional and loyalty obligations, in order to receive a benefit of any kind for the Company and/or for themselves and/or third parties, regardless of whether such official duty is actually performed or not.

Similarly, they are prohibited from accepting money or other benefits, whether of an economic or any other nature, for the Company and/or for themselves and/or third parties if this is intended to influence the performance of an official duty.

Gifts of a modest value may be issued/accepted in compliance with company procedures.

### **III.2.14 Accounting audit and transparency**

Accounting transparency is based on the truthfulness, accuracy and completeness of the basic information for the relevant accounting records. All members of the corporate bodies, the management or employees shall cooperate, within their sphere of competence, in order to ensure that the company's operations are properly and promptly represented in the accounting records.

It is forbidden to engage in conduct that may adversely affect the transparency and traceability of financial reporting.

All operations recorded are accompanied by adequate supporting documentation of the activities carried out, so as to allow:

- easy and timely accounting entries;
- the identification of different levels of responsibility and allocation and segregation of duties;
- the accurate reconstruction of the transaction, also in order to reduce the likelihood of any material or interpretation errors.

Each record must reflect exactly what is shown by the supporting documentation. All Valagro employees must ensure that the documentation can be easily traced and filed according to logical criteria.

### **III.2.15. Protection of the share capital and creditors**

As established by Italian law and by the checks provided for by US legislation, to which the Company adheres, Corporate Bodies, the Management, Employees, and external Collaborators are required to:

- adopt at all times a correct, transparent and cooperative approach, in compliance with the rules of law and with internal corporate procedures, in all the activities targeting preparation of the financial statements and of the other corporate reports required by the law and



directed at shareholders or the general public, in order to provide a true and fair view of the Company's profit and loss, balance sheet and financial situation.

- strictly respect the legal provisions aimed at protecting the integrity and effectiveness of the share capital (e.g.: mergers, acquisitions of companies, distribution of profits and reserves, etc.) and to always act in compliance with internal company procedures, upon which those rules are based, in order not to jeopardise the rights of creditors and third parties in general;
- conduct any Company liquidation transactions having regard to the corporate creditors' best interests; it is therefore prohibited to divert corporate assets from their allocation to creditors, distributing them among shareholders before issuing payment to the entitled creditors, or setting aside the sums necessary to meet such payments.

Moreover, Valagro ensures the smooth functioning of its corporate bodies, guaranteeing and aiding any form of control over the Company's management required by the law as well as the free and correct expression of the shareholders' will; it is therefore mandatory to ensure strict compliance with the internal procedures prepared for this purpose by the Company and/or, in any case, the adoption of conduct in line with this principle.

With specific reference to the preparation of the financial statements, Valagro considers the truthfulness, fairness and transparency of the financial statements, reports, and other corporate communications required by law and addressed to the shareholders or the general public as essential principles in the conduct of the business and a guarantee of fair competition. This calls for an in-depth analysis into the validity, accuracy, and completeness of the basic information required for the accounting records.

Consequently, it is not permitted to conceal any information or allow the management and the entities subject to their direction and control to provide a partial or misleading representation of the economic, asset and financial data. Therefore, all employees - both inside and outside the Company - engaged in producing, processing and recording this information are responsible for the transparency of the Company's accounts and financial statements. Each transaction of economic, financial or asset significance must be adequately recorded and accompanied by adequate supporting documentation in order to be able, at any time, to conduct inspections aimed at verifying the characteristics and reasons behind the transaction and identifying who authorised, completed, recorded and checked the same transaction.

All transactions recorded are accompanied by adequate supporting documentation of the activities carried out, so as to allow:

- an easy recording of entries;
- the identification of the different levels of responsibility;



- the accurate reconstruction of the transaction, also in order to reduce the likelihood of any material or interpretation errors.

The Company demands full dedication from its Personnel to ensure that all operations and transactions carried out within the scope of their activities are correctly and promptly represented in the accounts.

Each record must reflect exactly what is shown by the supporting documentation.

Any negligence, omission or falsification which employees might become aware of must be promptly reported to the Compliance Office.

### **III.2.16. Relations with Shareholders and the Market**

The internal corporate structure of Valagro and the entities directly and indirectly involved in the various activities are organised according to rules capable of ensuring the reliability of the management and a fair balance between management powers and the interests of the shareholders and the other stakeholders in general, as well as the transparency and market knowledge of the corporate operations and events that could have a significant impact on the performance of the financial instruments issued.

As part of its endeavours to maximise shareholder value and ensure the transparency of the company's operations, Valagro defines a set of rules of conduct governing the corporate decision-making process and relations with shareholders and third parties, in accordance with the highest national and international standards, in the knowledge that the company's ability to adopt efficient and effective operating rules is an essential means of strengthening reliability, transparency and reliance on the part of stakeholders .

To this end, Valagro requires that the proper internal management and proper disclosure of corporate information are ensured at all times.

All entities associated with the Company are also required to properly manage inside information as well as to be familiar and comply with the procedures and corporate policies governing processes theoretically relevant to the occurrence of market abuse crimes.

It is also expressly forbidden to engage in any conduct that may constitute or aid insider trading. In any event, the purchase and sale of shares of Valagro or of companies outside Valagro must be based on the concepts of transparency and fairness.

With the purpose of aiding the implementation of the above principles, relations with the media are reserved exclusively to the corporate functions specifically appointed for such purposes and all entities related to Valagro are required to agree in advance with the competent functions on the

information to be provided to media representatives in addition to their commitment to providing such information. Furthermore, the following is provided for:

- the clear identification of the entities in charge and the clear division of responsibilities between the top management and the related appointed entities;
- the Directors and top management as well as the employees from the business areas/functions theoretically exposed to the risk of market abuse crime must be adequately informed/trained in market abuse matters and the related internal procedures;
- the identification of any significant transactions carried out by the competent entities or entities acting on their behalf involving shares and financial instruments;
- the establishment of rules governing the authorisation and control process for press releases, corporate information, and dissemination of inside information to the market;
- systematic reporting to the Compliance Office by directors, management and employees from the business areas/functions at risk, of any circumstances and/or conduct that may be symptomatic of market abuse practices and the resulting obligation to promptly report to the managing and/or auditing body any situations that may constitute an offence.

### **III.2.17. Relations with Third Parties**

Valagro pays special attention to the selection of third parties who may act in the name and on behalf of the Company.

More specifically, Valagro, in the management of its relations with these parties and in order to ensure full transparency and mutual fairness in such relations, adopts verification procedures on Third Parties, in compliance with the provisions laid down by the Confindustria Guidelines as well as by the foreign regulations to which the Company adheres, such as the American FCPA.

In the due diligence activities conducted by Valagro as a necessary step prior to the selection of the third party, an essential condition is the verification that the company/third party meets the necessary requirements (such as internal rules and procedures) to comply with Valagro's Model and Code of Ethics. To this end, Valagro introduces, in the contract submitted to the Third Party, a special clause aimed at formalising the third party's commitment to comply with the rules contained in Legislative Decree 231, the Company's Model and Code of Ethics.

### **III.3. Principles and rules of conduct for Third-Party Recipients**

In addition to the corporate body members and the Personnel, this Code of Ethics and the Model shall also apply to Third-Party Recipients, who are taken to mean any and all entities, outside of the Company, who operate, directly or indirectly, for Valagro (including, but not limited to, attorneys, agents, collaborators in any capacity, consultants, suppliers, business partners, distributors).

The Third-Party Recipients are therefore required to comply with the provisions of the Model and this Code and, in particular, within the limits of their respective competences and responsibilities, with the reference ethical principles (see Section II) and the rules of conduct laid down for the Company's Personnel (see Section III, par. 2).

In the absence of an express commitment to complying with the rules of this Code of Ethics, the Company shall not enter into and/or continue any relationship with the Third-Party Recipient. To this end, all letters of appointment and/or bargaining arrangements will include special clauses aimed at confirming the Third-Party Recipient's obligation to fully comply with this Code and providing for, in the event of breach, a formal notice to promptly comply with the Model or the application of penalties or even the termination of the contract.

For any contractual relationships already in place at the time of entry into force of the Code of Ethics, the Company shall have the Third-Party Recipient sign a special supplementary stipulation to the above effect.

### **III.4. Reporting obligations to the Compliance Office**

Recipients are required to provide timely information to the Compliance Office whenever they become aware of any breaches, including of a potential nature, within the scope of the Company's business, of the law or regulations, the Model, the Code of Ethics, and internal procedures.

In any event, the Compliance Office must be necessarily and immediately notified of any information:

- I. that may be related to any breaches, including of a potential nature, of the Model, including, but not limited to:
  - a) any orders received by one's supervisor and deemed to be contrary to the law, the internal regulations, or the Model;
  - b) any requests or offers of money, gifts (exceeding a modest value) or other benefits originating from, or destined to, Public Officials or Persons in charge of a Public Service and/or private individuals;
  - c) any significant departures from the budget or spending anomalies emerged following the final balance through the analysis conducted by the Management Control function;
  - d) any measures and/or reports coming from the criminal investigation police

- department or any other authority which indicate that investigations are being conducted which involve, even indirectly, the Company, employees or corporate body members;
- e) any requests for legal assistance put forward by employees under the national collective bargaining agreement, in the event of the start of criminal proceedings against same in relation to any activities carried out in the interest of VALAGRO;
  - f) any reports related to ongoing disciplinary proceedings and any sanctions applied or the reasons for their dismissal;
  - g) any reports, not promptly detected by the competent functions, concerning any shortcomings or inadequacies in work stations, work equipment, or the protection devices made available to the Company, or any other situation that may constitute a hazard associated with workplace health and safety;
  - h) any injuries or illnesses that may cause an employee's inability to attend to ordinary occupations at least for a period of forty days;
  - i) any breach, including of a potential nature, of environmental regulations as well as of the specific procedures issued on the matter by the Company;
  - j) any communications from the Auditor regarding issues that may indicate a lack of internal controls;
  - k) information relating to the existence of an actual or potential conflict of interest with the Company.
- II. relating to the Company's business, which may be relevant to the Compliance Office's fulfilment of the duties assigned to it, including, but not limited:
- l) information related to any organisational changes or changes in the current corporate procedures and updates to the system of powers and delegations;
  - m) decisions relating to the request, issue and use of public funds;
  - n) periodic reporting relating to workplace health and safety;
  - o) the annual financial statements, together with the explanatory notes, as well as the financial position ;
  - p) communications by the Auditor, relating to each critical issue emerged, even if resolved;
  - q) the duties conferred upon the auditing firm other than the auditing appointment;
  - r) information on any environmental permits due to expire and copies of the renewed permits related to areas exposed to environmental risks;
  - s) reports following the inspections carried out by the control bodies;
  - t) annual copy of the MUD (Environmental Declaration Form).
  - u) findings of all Internal Audits.

Reports to the Compliance Office may be forward, including anonymously, both via e-mail (to the

address OdV@valagro.com) and in writing to the address: Compliance Office, c/o Valagro S.p.A. Via Cagliari, 1 – 66041 Atesa (Chieti).

In any case, the Compliance Office shall take all necessary steps to ensure that the entity submitting the report, if identified or identifiable, is not the subject of any retaliation, discrimination or, in any case, penalties, thereby ensuring the confidentiality thereof (subject to the existence of any legal obligations that may dictate otherwise).

#### **IV) COMMUNICATION AND DISSEMINATION OF THE CODE OF ETHICS. IMPLEMENTATION AND MONITORING OF COMPLIANCE WITH THE CODE**

##### **IV. 1. Communication and dissemination of the Code of Ethics:**

The Company is committed to ensuring a timely internal and external dissemination of the Code of Ethics.

With specific reference to the Corporate Bodies and the Personnel, it shall ensure:

- the distribution of the Code of Ethics to all members of the Corporate Bodies and to the entire Personnel;
- posting thereof in a place of the Company's head office that is accessible to all
- support in the interpretation and clarification of the provisions of the Code;
- devising audit systems aimed at verifying actual compliance with the Code of Ethics.

The Compliance Office pursuant to Legislative Decree 231/01 (hereinafter, the Compliance Office), which is responsible for checking efficient compliance with the Model, in collaboration with the Legal & HR Function, promotes and monitors training initiatives relating to the principles of the Code of Ethics, which are structured and differentiated according to the position held and the responsibilities assigned to the resources concerned. The training will be more intense and characterised by a higher degree of detail for those entities who qualify as so-called 'senior managers' under the decree, as well as for those who work in areas so-called 'at risk' under the Model.

With specific reference to Third-Party Recipients and in any event to any other stakeholder, the Company shall also ensure to:

- inform the said entities of the commitments and obligations required by the Code of Ethics, by delivery of a copy thereof to same;

- disclose the Code through the Company's information systems;
- demand compliance with the Code of Ethics from same;
- the signing of any clauses and/or declarations contained and/or attached to the related contracts aimed at formalising, on the one hand, the commitment towards compliance with Legislative Decree 231/2001, the Model and the Code of Ethics and, on the other hand, at governing the sanctions of a contractual nature that will be applied following breach of said commitment. The Company will take care of the definition and the constant improvement of such clauses.

Any doubts in terms of application associated with this Code will be promptly discussed with the Compliance Office.

#### **IV.2. Duties of the Compliance Office**

The Compliance Office is responsible for checking the implementation of and compliance with the Model and the Code of Ethics.

Notwithstanding the provisions laid down in the General Section of the Model, the duties of the Compliance Office are, among others, the following:

- monitor compliance with the Model and the Code of Ethics, in order to mitigate the risk of committing the offences under the Decree;
- express opinions both in terms of any ethical issues that may arise in the context of the Company's decisions, and in terms of any alleged breaches of the Model or the Code of Ethics which it may become aware of;
- provide all parties concerned with all necessary clarifications and further information, including with reference to specific conduct or the correct interpretation of the provisions laid down by the Model or the Code of Ethics;
- monitor the updating of the Code of Ethics, including through its own adaptation and/or update proposals;
- promote and monitor the implementation, by the Company, of the communication and training activities relating to the Model and, in particular, to the Code of Ethics;
- report any breaches of the Model or the Code of Ethics to the competent corporate bodies.

#### **IV.3. Breaches of the Code of Ethics and related penalties**

With regards to the types of breaches of the Model, including for matters relating to the Code of Ethics, as well as the applicable penalties and the procedure for disputing the breaches and for the

application of penalties, reference is made to the provisions laid down in the disciplinary system adopted by Valagro under the Decree (hereinafter, also referred to as the 'Disciplinary System'), which is an integral part of the Model.

The Disciplinary System, in brief, identifies:

- i) the parties concerned;
- ii) the type of relevant breaches;
- iii) the penalties, of varying extent according to the severity of the breach, which may be applied by the Company;
- iv) the procedure for disputing the breaches and for the application of the penalties.

With reference to the Senior Managers, 4 different penalties are applicable, from written warning to the revocation of the appointment.

If a director tied to the Company under an employment contract is charged with a breach, the penalties provided for managers or employees shall apply.

With reference to employees, 5 different penalties are applicable, from verbal warning to dismissal.

With reference to Third-Party Recipients any failure to comply with the principles and the provisions of the Model and Code of Ethics may result in the application of the sanctions of formal notice, the application of a penalty or the termination of the contract.

#### **IV.4. Reporting of any breaches of the Code of Ethics**

If an entity required to comply with the Model and this Code of Ethics becomes aware of a fact and/or circumstance that may put it at risk of committing a breach, it is required to promptly inform the Compliance Office.

The Company has set up the appropriate communication channels in order to aid the process of reporting to the Compliance Office.

More specifically, a special mailbox (OdV@valagro.com) has been activated, to which it is possible to send any reports concerning non-compliance with the Model or this Code, and which will also be used for receiving reports of an anonymous nature, or those for which it is not possible to trace the sender's identity.

In addition, reports may be made in writing, by sending a special communication, even anonymously, at the following address: Compliance Office, c/o Valagro S.p.A. Via Cagliari, 1, 66041- Atessa (Chieti)





and/or by using a specific function through which is possible to send anonymous communication to the Compliance Office ([www.valagro.com](http://www.valagro.com) Corporate section).

In any case, the Compliance Office in its monitor activity shall take all necessary steps to ensure that the entities submitting the reports are not the subject of any retaliation, discrimination or, in any case, direct or indirect penalties, thereby ensuring adequate confidentiality thereof (subject to the existence of any legal obligations that may dictate otherwise).