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CODE OF ETHICS FOR THE PREVENTION MODEL AGAINST CRIME RISK PURSUANT TO LEGISLATIVE DECREE 231/2001

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1 FOREWORD

3TI ITALIA (hereinafter referred to also as 3TI) has published this Code of Ethics not simply with a view to complying with the provisions of the Legislative Decree n. 231 of June 8th 2001 but rather because it wishes to set forth a code of behavioural rules which, along with effective corporate policies, will contribute to bolstering and enhancing its corporate image and professional standards.

Given the rapid evolution of anti-corruption legislation, this Code of Ethics is likewise destined to develop constantly and all those involved must contribute to building it up in the ways described herein. In view of the above and given the weightiness of the subject matter and the seriousness of neglecting it, a systematic approach to overhauling the structures must be adopted rather than a merely legal approach with sporadic changes.

The requirements set down in this Code have not sprung forth from a legal or financial need but are the end product of a definite social and moral commitment which 3TI has matured.

Permeating the company ethos with the principles of fairness, diligence, professionalism and honesty outlined in this document and weaving them into the very fabric of the company is an opportunity to breathe new life into our business and to inspire and reassure both customers and shareholders.

The reasons we have adopted this Code of Ethics and what we intend to achieve:

- Establish a set code of conduct and decide on penalties with a view to offsetting the risks of crimes being committed in the course of the activities performed by 3TI or in its interest;
- Identify steps and instruments in order to monitor internally whether the Code is being observed or not;
- Create added value to 3TI, boosting its image and strengthening its reputation.

To this end, a special Supervisory Board has been set up.



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2 GENERAL PRINCIPLES

The Company 3TI ITALIA (hereinafter referred to also as 3TI) pursues its activities with integrity, honesty and professionalism whilst fulfilling its corporate purpose and seeking to achieve its business mission: activities of multidisciplinary integrated engineering services with a specialization in managing complex and multifarious commissions relating to all kinds of transformation, reclamation, salvage or development of land and built-on areas.

3TI will pursue its aims with integrity, consciousness, honesty, competence and transparency in complete compliance of the current laws and legislation.

All those who associate with 3TI are held to demonstrate the high standards of moral integrity in the course of any activities performed on its behalf.

3TI will avoid any conduct, which might facilitate or might make the board reasonably suspect any illegal intent which could undermine the trust, transparency or serenity of the workplace or the market.

2.1 Nature and purposes of the Code of Ethics

The Code of Ethics is an official document which establish the Ethical Values which 3TI respects and defines itself and which all individuals with whom it comes into contact must abide consistently by.

The Code of Ethics expresses the moral commitments and responsibilities assumed by all those it is addressed to (better defined in the subsequent paragraph) in the course of their duties and corporate activities whether they are employees, consultants of whatever nature or directors.

The purpose of this Code of Ethics is to make it crystal clear explaining in easy terms and unambiguously how important it is to observe the Ethical Values contained within to all those working within our Company or in any way linked to 3TI.

2.2 Who is the Code of Ethics meant for?

This Code of Ethics is addressed to the directors, employees and auditors of the company and they are, therefore, bound abide by the principles contained within; all other subjects who perform activities in the name of or on behalf of 3TI or who fall under its control or any individual who manages or controls 3TI regardless of their formal or legal capacity, are likewise bound to observe its regulations.

Although they are not bound by it, this Code of Ethics is also addressed to any of 3TI's consultants, even casual ones, any suppliers or professional advisors, partners of 3TI's business initiatives as well as anyone who performs activities in the name of or on behalf of 3TI or who fall under its control and any beneficiaries of 3TI's business initiatives and all those who hold an interest in 3TI.

Even though the above are not bound to uphold and observe the principles contained in this document, a shared ethos and an observance of the values professed here within will undoubtedly constitute a basis or a benchmark upon which to select individuals with whom to initiate or maintain relations with.

Familiarity with and observance of the contents of this Code of Ethics by the individuals listed above is paramount to the image, transparency and good name of 3TI ITALIA.



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2.3 Customer relations

3TI's activities are aimed at catering for and protecting its clients by listening to any requests which could lead to an improvement in its product and service quality standards. Its Quality, Environment, Health and Safety Policy is in keeping with these aims.

In the course of their relations with the Authorities, all those working for 3TI must conduct their affairs to the highest standards of honesty, transparency and spirit of collaboration in full compliance with the law, applicable regulations and their institutional roles.

Whatever the circumstances, 3TI utterly repudiates giving or accepting illegal sums or money or bribes. Regardless of the amount, accepting or giving money can never be deemed acceptable.

Personal gifts or preferential treatment which could in any way lead implicitly or explicitly to obtaining extra business or favourable treatment are strictly forbidden.

No employee or manager of 3TI may accept from or give to contractors, subcontractors, consultants, suppliers, competitors or customers unlawful amounts of money or bribes.

Small gifts or corporate gadgets may be given to Customers provided that they fall within normal relations of courtesy and they must, nevertheless, be of moderate value and in compliance with the law; they must never be seen as a way to curry favour.

2.4 Relation with suppliers

It is 3TI's intention to avail itself of expert, loyal suppliers who can build up a "team spirit" with the internal staff members thus creating a necessitous climate of mutual support, transparency and collaboration.

In any event, should the supplier in the course of his activities for 3TI, follow a line of conduct not in keeping with the general principles outlined in this Code of Ethics, 3TI will be justified in taking all appropriate steps in order to hinder any other future relations.

Relations with suppliers are regulated by common principles and are subject to constant monitoring by 3TI ITALIA.

Contracts drawn up with suppliers must be extremely plain and unambiguous pursuant to the applicable procedures.

Any attempt to exploit a position of superiority in order to gain benefits from the work of others would be highly unethical.

2.5 Relations with competitors

As it firmly believes that collaboration and competition are opportunities for growth and improving its own quality standards, 3TI wishes to foster loyal competition by avoiding any form of collusive practice or abuse.

2.6 Relations with workers

The selection of candidates for future employment must be carried out by assessing their professional profiles and comparing them to corporate expectations and requirements. Equal opportunities must also be observed for all individuals assessed.



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Any information requested must be strictly connected to evaluating the candidates professional and psycho-aptitude profile and the opinions and privacy of the candidates must be afforded the greatest respect.

Workers are employed and given proper work contracts. Any form of illegal or clandestine work is repudiated. Prior to employment, each worker must receive accurate information regarding:

- Job description and duties to be performed;
- Details of salary and tax deductions as outlined in the Italian National Collective Bargaining Agreement;
- Applicable rules and regulations for his work sector.

The worker must be provided with such information so that he is able to accept the position only when he has actually understood what is required of him.

3TI avoids any form of discrimination against its workers.

All processes relating to personnel management and development and selection, all decisions must be based on a comparison between the ideal profile and the profile possessed by the workers and/or any relevant observations.

Those in charge must fully exploit and nurture all the professional aspects in the company by activating any available mechanisms to foster the development and growth of its workers.

3TI pledges to adapt the work to the individual, with particular reference to the concept of the workplace, the choice of work instruments and working methods.

Moreover, 3TI strives constantly to improve the efficiency of its corporate structures and its company processes which contribute to the continuity of the services performed.

Any enquiries into the opinions, preferences, personal tastes or more generally, into the private lives of its workers are to be excluded. What is more, it is also forbidden (with the exception of any circumstances required for legal purposes) to divulge or circulate personal data without first having obtained the consent of the interested party and rules have been set down so that each worker may check regulations which protect his rights to privacy.

In particular, 3TI accepts the recommendations of the Italian data protection authorities relating to protecting personal data contained in the document called: "Guidelines applying to the use of emails and the Internet in the Employment Context." (*Linee guida del Garante per la posta elettronica e internet*) issued on the 1st March 2007.

3TI pledges to protect the moral integrity of its workers by ensuring their right to working conditions in line with their personal dignity. For this reason, it must protect its workers from any episodes of psychological violence and will oppose any discriminatory or harmful acts or attitudes towards its workers, their opinions or their preferences (for example, insults, threats, marginalisation or excessive intrusiveness or professional constraints).

Sexual harassment is strictly forbidden and any conduct or comments which might be found offensive (for example hanging up sexually explicit pictures, or dropping heavy hints or making constant innuendos).



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3 RELATIONS WITH THE MASS MEDIA AND INFORMATION MANAGEMENT

3.1 Line of Conduct

Any communications with the outside world must be based on truth, honesty, transparency and prudence and the main objective in communication must be that of bringing the Company's corporate policies, plans and projects to the attention of the Public.

Any relations with the Press, other means of communication or information, or more generally, with outsiders, must be held only by authorized individuals in compliance with corporate procedures and regulations.

It is forbidden to make any statements, declarations or announcements to the public which might in any way harm or ill-represent the Company itself or its activities.

Should a member of 3TI staff receive a request for information from the press or information or communication systems, he must notify the those in charge of press relations (corporate role) before making any commitment to meet the request.

The Board of Directors has expressly identified the resources authorised to maintain relations with the mass media.

3.2 Confidentiality Constraints

All those working for 3TI for any reason are held to keep the highest levels of confidentiality and therefore not to divulge or request inappropriate information relating to documents, know-how, projects, company transactions, and in general, on any information acquired in the course of their working activities.

Informing outsiders about the contents, effects, terms or scope of application of measures or decisions which might affect the outside world is prohibited until these measures or decisions have been made official and the interested parties have been formally notified.

It is also forbidden to divulge or use inappropriately any information and/or other piece of knowledge which is confidential and which relates to activities or operations within ones working sector unless prior written authorisation has been released by the Management.

The use, transmission or reproduction of papers or computer files containing illegal or socially reprehensible information is not allowed.

Unless prior authorisation from the Management has been first obtained, third parties are not allowed to have access to corporate internal documents whether they are actually finalized or still in the process of being drawn up.

Confidentiality must also be kept over any business information acquired in the course of duties.



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4 RELATIONS WITH THE PUBLIC ADMINISTRATION

By Public Administration, we mean: The Italian State and its administration, local state institutes, all other public institutions – including hybrid companies which have this legal status according to current legislation – the European Union and all its administrative bodies.

4.1 Negotiations and contractual activities with the Public Administration

Whilst holding negotiations or any other type of activity which aims at obtaining contracts to be stipulated with the Public Administration or any other institution appointed to perform public services, 3TI ITALIA must behave fairly and transparently and must earn contracts relying on its own technical standards and the financial terms of its offer, thus creating fair competition.

3TI must not raise the slightest suspicion of wanting to unduly influence the negotiations by any other means except the high quality of its offer and the prices applied.

During the negotiations of public purchase and sales contracts, no employee or consultant of 3TI:

- May give or promise gifts, money or other benefits to public officials or civil servants appointed to public services in an attempt to sway the impartiality of their professional opinion;
- May give or promise gifts, money or other benefits to public officials or civil servants appointed to public services in an attempt to obtain special or favourable terms for 3TI in defining financial terms professional fees, fulfilment rules for services offered, the quality standards of services offered, the deadline by which 3TI must make services available, penalties in the event of non-fulfilment of contractual terms which might benefit 3TI and damage the Public Administration;
- May exchange information on offers with any other participants even if they are trading partners of 3TI;
- May reach agreements with other participants even if they are 3TI's business partners;
- May send fake or cunningly formulated documents, certify non-existent qualifications or provide false guarantees;
- May tailor the contents of the services offered in its own interest and to the detriment of the Public Administration;
- May implement illegal activities to the detriment of any individual and especially to that of public officials or civil servants;

During negotiations with the Public Administration, the employees and consultants of 3TI may not receive any items of value from Public Administration representatives.

If the contract envisages the payment of commissions, if the person who authorizes these payments to agents or other intermediaries, has the founded suspicion that part of these payments or fees might be used to corrupt or influence the decision of a public official, he must promptly notify the Supervisory Board.



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It will then be the duty of the Supervisory Board to investigate into the case and discover whether the suspicions were founded or not; should they be confirmed, it must then take appropriate measures to prevent a crime being committed.

These regulations equally apply to any payments made to non-Italian representatives of the state or public officials. Whatever local customs or practices might be, it is a breach of 3TI's corporate policy to become involved in any form of corruption.

4.2 Relations with public officials, civil servants and public service providers

3TI's relations with public officials, civil servants (regardless of whether they have been put in charge of public services or not) and with public service providers, must always be based on transparency, fairness and honesty.

3TI, including any of its representatives and collaborators, must not accept or grant any type of professional appointment or undertake any financial activities with public officials or civil servants who fulfil any role conferred upon them by the Public Administration or who have taken part in administrative (contractual or not) or judicial procedures which have benefitted 3TI in the previous 12 months, unless they are justified by the high professional standards or level of expertise of the individuals in question.

Any shareholder, employee or consultant who finds himself in a position which could even only potentially lead to a conflict of interest with a public official or a representative of public services of the Public Administration is bound to promptly notify his senior manager, the Board of Directors and the Supervisory Board.

In these cases, the Company may not be represented in its relations with the Public Administration by a consultant or an individual who could create a situation of conflict of interest.

3TI's employees and representatives must notify their own direct senior manager and the Supervisory Board of any business relations or financial activities entered into on a personal basis with public officials or civil servants (including any gifts of a significant value that they might have given or accepted from these people) if any of these circumstances might be held to favour 3TI.

Funding, public funds and any benefits for the Public Administration.

3TI may not benefit from Public Administration except as a result of lawful contractual relations, legal provisions or funding and financial aid of any nature duly obtained and used for the purposes for which they were granted.

It therefore ensues that employees and representatives of 3TI must not in any way gain unfair advantages to the detriment of the Public Administration and therefore they must not:

- Receive undue – by using or presenting false documents (or certifying false information), or by omitting to provide due information – subsidies, funding, easy credit terms, or other aid of the same kind whatever they are called and either granted or supplied by the Public Administration;
- Use subsidies, state aid or funding earmarked for building public works or for performing activities of public interest, for any other purposes other than those for which they were intended;
- Draw up false records or issue false documents for the use of funding as described above;

- Either wholly or partially go back on contractual commitments with the Public Administration, or supply different services compared to those stipulated contractually;
- Either for personal gain, or for the benefit of the Company or for any other person or entity, unduly obtain any other type of benefit (licences, authorisations, allowances or rebates, tax relief or exoneration of social security payments etc.) to the detriment of the Public Administration using methods which could be classified as being ploys or other forms of deception (for example: sending false documents or certifying untrue information);
- Enter into financial activities, bestow professional appointments to public officials or civil servants involved in administrative procedures which might lead to benefits for the Company, unless these are justified by the high standards of professionalism or expertise of the individuals in question;
- Give or promise gifts, money or other advantages to public officials or civil servants involved in administrative procedures which might lead to benefits for 3TI;
- Modify in any way a computer or electronic system of the Public Administration or interfere without authorisation in any way with data, information or programmes belonging to one of the systems mentioned above.

4.3 Funding parties and political organisations or Trade Union Confederations

3TI does not support or discriminate against either directly or indirectly any political organisation or Trade Union confederation. Any relations with movements, committees, political organisations or Trade Union confederations either in Italy or abroad or with their official representatives, agents or candidates must always be based on moral principles of fairness and respect for the law.

3TI abstains from giving any contribution, either directly or indirectly, and in whatever form, to parties, movements, committees and political organisations and trade union confederations, to their representatives and candidates, except for any contributions due according to specific provisions of the law.

3TI will not reimburse political contributions, given personally by its employees, directors or any other individual associated with it.



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5 HONESTY AND TRANSPARENCY IN CORPORATE COMMUNICATIONS MANAGEMENT

3TI is run and managed with transparency, honesty and it meets all the legal requirements dictated by law on communication both with regard to supervisory boards and any other type of boards. The Company is managed in such a way that it achieves the highest protection levels for its corporate assets thus keeping safe its shareholders, creditors and investors.

5.1 *Transparency of accounts and corporate disclosure*

All workers in charge of data and information handling relating to drawing up corporate documents are urged to work with the greatest diligence in order to ensure the veracity, completeness, and clarity of the information provided.

The Company achieves its corporate mission by ensuring complete transparency of choices and it implements organizational and management models which guarantee honesty and truthfulness in corporate disclosure so as to forestall any possible corporate offences being committed.

Truthfulness, accuracy, completeness and clarity are all mainstays for 3TI and it is their explicit desire to provide their shareholders and third parties with a limpid picture of their finances, economic standing and corporate assets.

All legally required Company communications must be drawn up in keeping with the principles, criteria and rules set down in the Italian Civil Code and according to accepted accounting standards in full compliance with tax laws and all other rules of the legal system.

Corporate communication are considered to be: financial statements, prospectuses (addressed to investors and to the general public and in any case all those required by law), annual reports to be attached to merger or divestiture proposals or to be drawn up in other exceptional circumstances (such as reduction of over one third of the share capital, company winding up, etc.) and all other types of report or corporate communication on the company's finances, assets or economic standing which might be required by law.

Any bodies, workers or consultants of 3TI drawing up corporate communication or documents on which this is based (invoices, contracts, expense accounts, notes or bills, purchase orders, etc.) must never certify false information or omit information.

3TI urges the same care in drawing up any documents being sent to Public Supervisory Authorities and it expressly prohibits anyone from hindering the former in the course of their duties and invites all its workers to collaborate with them.

It is the Company's intention to facilitate any checks or audits made by the legally authorised bodies and to ensure that they run smoothly. Therefore, its workers are urged to help the Authorities to access any necessary data and to provide them with all information ensuring that it is clear and reliable.

The diligence of its Workers means that 3TI is able to ensure the greatest collaboration with any audits or monitoring activities implemented by its shareholders or other corporate bodies authorised to do so.

Any bodies, workers or consultants which perform activities or take part in activities which are of a sensitive nature on behalf of 3TI are held to make all and any relevant statements, notifications or deposit in the companies' register according to legal requirements.



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It is also their duty to promptly report to their direct superior any omissions, inaccuracies or falsifications in the accounts or supporting documentation they might come across.

The information contained in company communication must be immediately detectable and verifiable.

Each transaction must be corroborated with adequate supporting documentation kept on file which enables anyone to:

- Easily check and reconstruct the accounts;
- Accurately reconstruct the transaction;
- Identify the various levels of responsibility.

All employees and workers in the course of any negotiations must observe the following principles relating to documentation and record keeping in order to avoid giving or accepting any undue payment:

- All payments and other currency transfers made by or to the Company either in Italy or abroad must be accurately and fully recorded in the corporate accounts and compulsory administrative files;
- Payments must be made exclusively to payees and only for official activities regulated by contract;
- False, incomplete and deceptive records must never be created and secret or unrecorded funds must never be set up neither may funds be deposited on personal bank accounts or accounts not made out in the company's name;
- It is strictly forbidden to make unauthorised use 3TI funds, resources or staff members.

5.2 Powers of attorney and mandates

No-one may wield powers of representation, management or direction unless they have been specifically delegated to do so.

In order to make operational management choices and financial and investment decisions, 3TI has set up an official and internal system of authorisation and approval.

Depending on the organisation complexity in any given circumstances, the Company will keep in due consideration the principle of separating function which is a key instrument to making effective checks on transactions.

All actions and activities performed by 3TI or on its behalf must be for confidentiality reasons:

- Lawful and in compliance with regulations, procedures and laws;
- Available to be scrutinised and subjected to objective checks and the individuals involved must be clearly defined;
- Based on complete and accurate information.

In particular, the system of mandates must ensure that:

- No one individual be bestowed with unlimited authority or invested with a role which may not be delegated by law;
- No one individual may be authorised for company expenditure and be in a position to monitor that expenditure at the same time;

- The contents of the powers of attorney or mandates must be in line with the duties assigned and must not either conflict with or overlap, even partially or potentially, with appointments conferred on other individuals;
- The Supervisory Board must be aware of the powers and appointments bestowed;

It must also be clarified that the powers of attorney may also be bestowed on non-company members, for example, on individuals holding an advisory position. In these circumstances, upon accepting the role or the duties assigned, these individuals must also accept the principles set forth in this Code of Ethics.

5.3 Protection of the share capital and other management duties

The directors (or whoever acts in their role) must never prevent or tamper in any way with the audit activities of the statutory auditors, shareholders or external auditing firm.

The company assets must be handled honestly and fairly and therefore the directors, employees, consultants and shareholders all share responsibility to safeguard and defend them.

Therefore,

- The company assets, its property, credits and shares must be properly assessed and must not be assigned a greater or smaller value than is due;
- Similar criteria must be followed in the appraisals or other operation which are necessary to further mergers or demergers with other Companies;
- Unlawful transactions on the share capital may not be made and in particular, the following prohibitions and duties must be observed;
- The share capital may not be increased unless it is done so on the basis of actual profit made or unless contributions are made from the personal finances of the shareholders;
- Profits or advances on profits which have not yet materially been reaped may not be distributed; nor may profits for legal reserves or restricted reserves be touched;
- The directors may not purchase or subscribe to shares except by using their own personal finances.

It is forbidden for employees and workers of 3TI to assist in any of the operations described above.

Moreover, whoever acts as a director or standing auditor is held to promptly call the assembly within the time frame established by law or the articles of association, or within any other time limit inferable by the legal system.

No-one must attempt to influence the proper running of the shareholders' meetings by deception or any other dishonest means.

Whoever finds himself in the circumstances of not being able to or not being allowed to cast a vote must notify the Supervisory Board.

Any individual who enters into knowledge of any of the hindrances listed above, even if it relates to a third party, is bound to notify the appropriate bodies which have the necessary authority to carry out investigations and enquiries into the wrongdoing.

The directors must maintain a line of conduct based on good faith and honesty and they are especially bound to:

- Fulfil their appointment diligently and with a spirit of collaboration with other company bodies;
- Give prompt notification to the Supervisory Board of any behaviour that seems to conflict, even only potentially, with the legislative provisions, thus protecting the corporate assets irrespective, if called for, of the shareholders' interest to restore the contributions;
- Verify the Company assets, with special reference to the accuracy and veracity of the information contained within, before proceeding to distribute the profits and the reserves;
- Keep all information and documents acquired in the course of their duties confidential and never use the information to their personal advantage.

5.4 Safekeeping and management of company assets

3TI will do its utmost to ensure that all available resources are used in compliance with applicable legislation and in accordance with the contents of the articles of association, and in keeping with the principles of the Code of Ethics, and that all possible steps are taken to guarantee, bolster and nurture the company assets thus protecting the company itself, its shareholders and its creditors.

Any external workers or consultants of 3TI are directly and personally responsible to protect and lawfully use the property (both tangible and intangible) and the resources entrusted into their care to carry out their professional duties.

None of 3TI's property or resources must be used for any other purposes than those it has indicated nor must they be used for illegal purposes.

All items of Company property must be entered in the company records unless current legislation releases the Company from this duty.

5.5 Duty to impartiality and conflict of interest

Each single individual must behave impartially and must take firm and clear decisions in the course of his duties in all company procedures.

All workers must shun all unlawful pressure in the course of their duties. Should they be subjected to any form of pressure, flattery or requests for favours with regard to their own working activities or those of other or should they receive proposals which might interfere with their duty to impartiality, they must immediately notify their direct superior and the Supervisory Board.

In observance of principles of honesty and transparency and to protect the trust of their investors and their customers, 3TI oversees to make sure that its workers, employees, directors, representatives or consultants do not put themselves in a position of conflict of interest.

A situation of conflict of interest is also considered to be a situation, an occasion or a relations which involves, even only potentially, personal interests or those of close associates (family members, friends, acquaintances) or organisations in which the same person is a director or manager, which might interfere with the duty to impartiality.

All those mentioned must avoid all situations which might generate a conflict with the Company's interests; in particular, any conflict of interest between personal and family financial activities and the duties within the Company, must be avoided.



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Any choices made or steps taken by employees or consultants of 3TI must be performed to the greatest possible advantage for the Company and therefore the Company establishes the following rules:

- Directors who have rival interests (even only partially) with those of 3TI, may not perform or participate in transactions (or take part in related resolutions) which involve managing property belonging to or managed by it;
- None of the bodies, employees or consultants of 3TI may carry out business or other professional activities which are at odds even in part or indirectly with the Company's interests;
- No-one must collaborate either directly or indirectly with the Company's competitors.

The employees and consultants of 3TI may not either directly or indirectly take part in or collaborate in any way with any transaction, financial operation or investment made by the Company and which could lead to a profit or another type of personal benefit for them which has not been stipulated under contract unless 3TI has expressly authorised it.

It is the duty of all 3TI's employees, consultants and directors to avoid and prevent a conflict of interest from ever arising.

Should anyone come into knowledge even of the mere possibility of a conflict of interest, they must immediately notify the Supervisory Board.

Any employee or worker charged with carrying out negotiations with private parties on behalf of 3TI, whenever there is a possibility that a conflict of interest may arise to the detriment of the Company because the representative of a panel is a friend, relative or business partner of the candidate or because they have mutual financial interests or because one is indebted to the other, the Supervisory Board must be notified.

5.6 Private corruption

3TI ITALIA monitors its own employees, directors, representatives and workers to make sure they are not victims or perpetrators of private corruption in observance of the principles of honesty and transparency.

Therefore, the individuals mentioned above must not breach their responsibilities or duties in the line of their activities in order to receive (or because they have already received) promises of money or other useful benefits of other ilk.

3TI forbids its workers from accepting any benefits or advantages, or even only to accept the promise of the above, whether this is in breach of their duties or not.

When negotiating, the representatives of 3TI must not only pursue the greatest advantage for the Company putting to one side their own personal interest, but they must not accept any kind of promise of personal benefits (money, property, services, future employment, various advantages) made by one of those offering and nor must they be swayed by these promises in their professional decisions.

3TI will not tolerate that such advantages be given or simply offered to individuals associated to other Companies, to its auditors or external auditors in order to induce them to neglect their duties.



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6 CRIMES WITH TERRORISTIC INTENT AND ATTEMPTS TO OVERTHROW DEMOCRACY

3TI ITALIA deprecates any actions which aim to promote, set up, organise, direct or fund any associations which intend to execute acts of violence with terroristic objectives or to subvert either the national democracy or the national legal, political, economic or social system. Furthermore, 3TI deploras any other form of activities performed by these associations and any form of terrorism.

3TI observes and draws on the principles and provisions of the International Convention for the suppression of the financing of terrorism stipulated in New York on December 9th 1999, and it also draws inspiration from all the other Conventions that Italy might endorse and that have been drawn up with a view to combatting terrorism.

Therefore, 3TI rejects all forms of violence meant to hurt or kill human beings, damage other people's property or belongings, for any reasons whatsoever, whether it be religious, political or social and whoever or whatever may be hurt or harmed in political or social conflicts. By the same token, 3TI condemns the setting up or participation in any association whose purpose falls into one of the categories described above.

In the light of the above, 3TI prohibits and deters all its directors, employees, workers and anyone to whom this Code is relevant, in the course of their duties in the name of and on behalf of the Company, from gathering funds resulting from any of the activities described above or meant to finance such activities (even partially) and likewise from carrying out any activities meant to fund, promote or in any way to foment the activities listed above.

3TI rules that when gathering and using funds that the originally established purposes for are respected and that none of the activities described above ever be served nor any other illegal activity. In any case, the Company urges that when funds are being managed and when these funds are monitored, the provisions and recommendations above must be observed scrupulously.

3TI prohibits the use of its resources in its name or on its behalf (including the use of its Company internet site) for any form of promotion or incitement or implementation of the activities listed above which it vehemently repudiates.

Should anyone enter into knowledge of any practices aimed at performing or funding acts of terrorism, he must promptly inform the Supervisory Body.

Any infringements of the rules outlined in these paragraphs will be strictly punished.



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7 CRIMES AGAINST THE PERSON

In the pursuit of its business, 3TI strives to respect all the personal rights of the individual at all times.

3TI repudiates anyone who by the use of violence, threats, deception or who abuses their physical or mental advantage or someone else's need or who either promises or gives sums of money or other benefits:

- Exercises power on another person, including coercing them into removal of organs, as if they were property rights, or anyone who reduces or keeps another human being in a state of constant subjugation, forcing them to work or to give sexual favours or to begging or to engage in any other activities which exploit them;
- Divulges, distributes, discloses or publicises or in any way uses child pornography including by data transmission or anyone who discloses information or images aimed at soliciting or sexually exploiting underage children;
- Induces another human being to enter, stay in or leave Italy for the purposes of reducing him into slavery or with the intention of perpetrating one of the activities mentioned above;
- Buy, sell or transfer another human being.

In keeping with the principles above, 3TI does not use cheap labour, (which would be in breach of all basic human rights) immigrant labour, child labour coming from less privileged countries or any persons who are not in a position to refuse such work.

Indeed, 3TI only employs its workers on the basis of duly stipulated contracts which fully comply with all current applicable legislation.

Whoever enters into knowledge of any of the events or circumstances which might fall into one of the categories described above, must immediately inform the Supervisory Board.



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8 HEALTH AND SAFETY

3TI ITALIA vouches for the physical and moral integrity of its workers, work conditions which respect the dignity of the individual and safe and salubrious workplaces, in full observance of current legislation relating to the prevention of accidents at work and the safety of workers in the workplace pursuant to the contents of the articles 15, 16, 17, 18, 19 of Legislative Decree n. 81/2008, including temporary or mobile construction sites.

The Company pursues its affairs creating technical, organisational and financial conditions which ensure an adequate prevention of accidents at work and a safe and salubrious working environment.

The Company undertakes to spread out and consolidate a climate of work safety amongst its workers and sub-contractors promoting risk awareness and encouraging all its workers to behave in a responsible fashion.

To this end, 3TI has set up within its safety management processes a "control system" of the corporate organisational structure for the purposes of legislative decree n. 231/01, with special reference to the risks connected to the crimes of "reckless homicide and serious or very serious injury through negligence with a breach of the health and safety laws and regulations on the workplace."

All employees are bound to observe all major duties relating to their own health and safety and that of their colleagues pursuant to the contents of article 20 of Legislative Decree n. 81/2008.

3TI has set down its own environmental, and worker health and safety policy which its undertakes to observe.



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9 CONSUMPTION OF ALCOHOL, DRUG ABUSE AND SMOKING BAN

3TI requires its staff members to personally contribute to keeping the working environment in a decent state and in a condition which respects their colleagues personal and professional requirements.

With relation to the above, 3TI forbids its staff from:

- Consuming alcohol or using drugs or any other substances with similar effects;
- Consuming or selling any form of narcotic substances on the workplace or in the pursuit of their duties;
- from smoking on the work premises.

Failure to comply with these rules will result in prosecution and penalties which will be applied in accordance with the provisions of the collective labour contract or the provisions of applicable current legislation.



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10 USE OF COMPUTER SYSTEMS

Within its corporate computer management systems, 3TI has set up monitoring devices to align the corporate organisational structure with any risks arising from the following crimes:

- Computer fraud against the Italian State;
- Computer linked offences;

These devices lead to a reduction in the risk of anyone tampering with the procedures for safeguarding, accessing, processing and using software programmes; at the same time, they also contribute to proper management of the data processing. They especially ensure that the information provided by the Public Administration (via computer transmission, in terms of information and tax and accounting data and sector surveys) is protected from fraudulent meddling.

When using computers in the course of the duties entrusted to them by the Company, staff members are subject to the conditions outlined in the licence contracts, to the current applicable legislation and to the instructions provided by the Owner, as per Legislative Decree n. 196/03, to the model itself and also to the principles described in this Code.

Therefore, all 3TI staff members are expressly bound to follow the instructions supplied by the company with regard to data handling and information systems and the instructions supplied in the deeds of appointment or identification deeds as per Legislative Decree n. 196/03.

Each computer user is responsible for programme security and the correct usage of all the data acquired in the course of his duties.

The Manager in charge of Computer Systems and the Company System Director must guarantee the effectiveness of the security systems in place to protect the installations and access thereof.



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11 PROHIBITION TO ASSOCIATE WITH CRIMINAL ORGANISATIONS AND MONEY LAUNDERING OPERATIONS

3TI ITALIA condemns and expressly prohibits any forms of conduct which might directly or even indirectly support association with criminal organisations in general or specifically mafia ones. It also prohibits any type of operation which might lead to the use of money, property, belongings or resources deriving from illicit activities or from any activities or forms of money laundering.

3TI deploras and bans any form of conduct which might hinder the course of justice.

Therefore, it is strictly prohibited to carry out financial, corporate or credit transactions which break the law or infringe the corporate procedures regulating these transactions.

No employee, and all the more importantly another person in a higher position, has the power to approve any exception to the rules contained in this Code.

The conviction of acting in the interests of and/or for the benefit of 3TI may never justify behaving against the principles described so far because any breach of this Code would mean breaking the criminal code and would lead to criminal sanctions against the actual perpetrator of the crime, thus exposing the Company to the risk of undergoing a criminal trial for the crime committed by the perpetrator.

With reference to all the preceding points, 3TI will punish with strict disciplinary action any infringements of this Code of Ethics and its internal procedures which could lead to any form of conduct falling into the categories described above or even if they might hypothetically bring them about.

All the employees and all the more so, anyone in a higher position (departmental and/or area managers, executives and directors) are responsible for a proper and constant application of the contents of this Code.

3TI condemns and expressly prohibits any organisation set up with the intent of committing crimes or infringing rules or regulations.



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12 RESPECT OF TRADING LAWS

Whatever the entity of the business deal, 3TI's business affairs must be conducted with the utmost transparency, honesty, fairness and must fully comply with the rules preserving good faith.

Fair competition and observance of the rules on which proper trading practices hinge have always been core values with which 3TI readily identifies and therefore, it requires all its employees to moderate their behaviour so that no form of conduct may induce them to infringe the rules outlined in these pages.

3TI prohibits and deters all its employees from indulging in any form of conduct which might interfere with the normal running of industry and trade.

What is more, 3TI requires all its employees wherever they are stationed or wherever they find themselves, to observe all regulations emanated by the lawmaker with a view to protecting copyrights.

Therefore, it is strictly forbidden to reproduce, copy, sell unlawfully (for example, without prior authorisation from the author or the lawful distributor or the copyright owner, in contempt of SIAE regulations) anyone else's work.

It is all expressly required of all employees and especially of those working with computer systems to avoid any forms of conduct which might disseminate (even partially) other people's work in contempt of copyright laws.

For the purposes of illustration, we prohibit the following behaviour which might:

- Unlawfully duplicate processing programmes, arrange for any means which circumvent protective devices for processing programmes;
- Unlawfully copy a database with the intent of selling it for any reason or amount;
- Copy/disseminate copyrighted materials even only partially in breach of copyright regulations including phonograms, videograms, articles and/or literary works;
- Make personal use of any of the instruments/resources made available by 3TI to download materials protected under copyright laws.



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13 RELATIONS WITH THE JUDICIAL AUTHORITIES

3TI ITALIA acts in compliance with the law and as far as it is able, it collaborates with the proper course of Justice.

In the pursuit of its affairs, 3TI acts both lawfully and fairly lending assistance when required to the Judicial Authorities, the Police and any other Government Representative who is carrying out investigations or who has an investigative capacity.

3TI urges all its employees and workers to freely aid and assist anyone who comes to carry out inspections or checks for the Italian Social Security Service (INPS), for the Ministry of Health, the Ministry for Labour and Employment and any other Government Department.

In anticipation of a court case, an enquiry, investigation or inspection by any Governmental Body, no-one is authorised to destroy or tamper with records, entries, accounts or any other document or to make false statements or lie to those in charge.

Should any company staff member be called up by the Judicial Authorities to bear witness to legal action in which 3TI is involved, he must abstain from making mendacious statements or from not making statements at all; he must likewise avoid inducing third parties to either make false statements or to refuse to make statements.

No-one may undertake financial activities, bestow professional appointments, give or accept gifts, money or other benefits to anyone who is carrying out enquiries or inspections or to the relevant judicial authorities.

Anyone who, either personally or via their employment, is subject to investigations or inspections or who receives summons or is served with other legal documents, must contact the company legal experts without delay and notify the Supervisory Board.



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14 ENVIRONMENTAL OFFENCES

3TI ITALIA upholds the most exacting environmental policies by means of its UNI EN ISO 14001 certification obtained in spring 2010.

Particular cases of Environmental offences have been inserted into article 25-undecies, Legislative Decree 231/01 ensuing from legislative decree n. 121 of July 7th 2011. They consist in:

- Extermination, destruction, capture, sample taking or preservation of any samples of protected species of wild animal or plant life. (art. 727-bis civil procedure.);
- Destruction or deterioration of any habitats on protected sites (art. 733-bis civil procedure);
- Pipes of industrial wastewaters containing hazardous substances; ground, underground and subterranean waters; aircraft or sea vessels discharging waste into the sea; (Legislative Decree 152/06, art. 137);
- Non-authorized waste management activities (Legislative Decree 152/06, art. 256);
- Pollution of ground, underground, subterranean or surface water (Legislative decree 152/06, art. 257);
- Breach of duties to communicate and to keep compulsory registers and forms (Legislative Decree 152/06, art. 258);
- Unlawful waste trafficking (Legislative Decree 152/06, art. 259);
- Organising activities for unlawful waste trafficking (Legislative Decree 152/06, art. 260);
- Providing false information on the nature, composition, and physical or chemical characteristics of waste when drawing up a waste analysis certificate; Inserting a false waste analysis certificate in the Italian waste tracking system (SISTRI) ; Omission or fraudulent tampering with a paper copy of a SISTRI file – waste transport movement area (Legislative Decree 152/06, art. 260-bis);
- Importation, exportation, possession, usage for making a profit, to purchase, to sell, to exhibit or to keep for sales or marketing purposes any protected species (Law 150/92, art. 1 and art. 2);
- Pollution with gross negligence (Legislative Decree 202/07, art. 8);
- Wilful pollution (Legislative Decree. 202/07, art. 9).



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15 INFRINGEMENTS OF THE CODE OF ETHICS

15.1 The Supervisory Body and any reports of breaches of the Code of Ethics

Duly vested with independent authority to take initiative and supervise, the Supervisory Board is entrusted with the task of monitoring in order to verify that the Model adopted by 3TI in pursuance to Legislative Decree 231/2001 is observed, that it works effectively and is updated without, however, ever interfering with the operations of the Board of Auditors.

It is, therefore, under the jurisdiction of the Supervisory Board to ensure that all those to whom it is relevant know how to interpret, apply and respect this Code of Ethics and that the procedures to implement it and the penalties to punish infringements are duly applied.

The Supervisory Body is independent and separate from the other 3TI areas. It may avail itself of external consultants in order to achieve its tasks and fulfil its role.

All and any 3TI employees or workers who may enter into knowledge of infringements of the Code of Ethics and/or laws in general or of any suspicious conduct or any dubious operational procedure, are duty bound to inform the Supervisory Board without delay and confiding in its complete confidentiality.

Anyone may report infringements of the above by email or by fax to the Supervisory Board. Anyone who chooses to confide in the Supervisory Board is guaranteed anonymity and the highest levels of confidentiality in handling the information given.

Each office manager is bound to oversee their workers' conduct and inform the Supervisory Board each time they notice any form of conduct which is at variance with the contents of the Code of Ethics and the company procedures (see procedures and models).

15.2 The Penalty system

Infringements of the principles established by the Code of Ethics leads to a collapse of the relationship of trust between 3TI and its directors employees, consultants, workers, customers, suppliers, partners or anyone else who enters into a relationship with 3TI for whatever reason.

It therefore ensues that any wrongdoer who breaches any of the rules of conduct outlined in this Code will be punishable by the disciplinary sanctions which may even lead to dismissal of an employee or to a working agreement being terminated.

3TI will prosecute any infringements of this Code of Ethics promptly, firmly and with resoluteness, taking adequate and suitable disciplinary steps regardless of the fact of whether the breach is actual tantamount to committing a crime or offence and regardless of any possible legal action being taken against the wrongdoer.



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16 DISSEMINATION AND OBSERVANCE OF THE CODE OF ETHICS

Being familiar with and observing this Code of Ethics is paramount for the reputation and standing of the Company.

To this end, this Code is published on 3TI's corporate intranet. All employees and workers have been notified by email of the existence of this Code of Ethics on the corporate intranet.

In collaboration with the Supervisory Board, the Company Management will promote awareness of the values contained in this Code of Ethics so that everyone working for and with 3TI feels actively involved and part of it.

All new employment contracts, or even working agreements (including ones for casual work or part-time work), trading contracts or business agreements (conventions, deeds of appointments, etc.) must all contain an explicit reference to this Code of Ethics.