

Special Section A

CODE OF ETHICS

Sicer S.p.A.

September 2017

SECTION I – PREAMBLE

- Contents
- Company quality policy

SECTION II – APPLICATION METHODS

- Article 1: Adoption and update;
- Article 2: Recipients;
- Article 3: Code of ethics, OMCM and group companies;
- Article 4: Training activities.

SECTION III – MAIN PRINCIPLES

- Article 5: Values;
- Article 6: Integrity, honesty, fairness and loyalty;
- Article 7: Fairness, objectivity, personal and professional protection;
- Article 8: Transparency and confidentiality;
- Article 9: Responsibility;
- Article 10: Relations management in case of accidental crimes concerning safety in the workplace;
- Article 11: Management of company activities in relation to environmental crimes.

SECTION IV - RULES OF CONDUCT

- Article 12: Relations with employees;
- Article 13: Employees obligations;
- Article 14: Relations with political and trade union organisations;
- Article 15: Conduct of the corporate bodies;
- Article 16: Relations with customers and suppliers;
- Article 17: Relations with the Public Administration;
- Article 18: Relations with the media;
- Article 19: Relations with competitors;
- Article 20: Management of documents and information systems;
- Article 21: Trademarks, patents and copyright protection;
- Article 22: Anti-money laundering and self-laundering;
- Article 23: Conflicts of interests.

SECTION V – IMPLEMENTATION METHODS

- Article 24: Supervisory body and code of ethics;
- Article 25: Dissemination and reporting;
- Article 26: Breaches of the code of ethics and sanctions.

SECTION I – PREAMBLE

Sicer Group has based its Code of Ethics on strong and material values, matching such principles as respect, responsibility and knowledge with the passion shared by anyone involved in the company life, either directly or indirectly.

The Code of Ethics sets out our shared and approved values, to which we inspire in the proper management and positive promotion of the group, either internally or externally.

The Code of Ethics is upheld equally by Sicer, its subsidiary companies, Sicer Indonesia, Sicer MX, Sicer TR, Sicer Espana, for the purpose of promoting consistent values and goals.

For Sicer as a group, accomplishing a goal is as important as the way the same goal is pursued and accomplished. The Code of Ethics forms integral part of the group's business activities and is an expression of the company; as such, it is everyone's responsibility to uphold it in order to preserve and increase the reputation of all companies connected with Sicer.

CONTENTS

The Code of Ethics of Sicer:

- outlines the set of rights, duties and responsibilities of the Company vis-à-vis anyone it has any dealings with in connection with the pursuit of the company goals (i.e. customers, suppliers, employees and/or collaborators, shareholders, institutions); it is therefore a document whose conduct rules must be held into account daily at work, which first of all requires upholding any laws and regulations in force, also internal.
- is meant to set reference ethical “*standards*” and rules of conduct to guide the Company decision-making process and behaviour.
- requires consistent behaviour from the management and anyone else involved, that is, actions that do not conflict, materially or otherwise, with the company ethical principles;
- contributes to enforcing the Group corporate social responsibility, as it is aware that bearing in mind social and environmental needs contributes to minimising the exposure to *compliance* and reputational risks, thus strengthening the sense of belonging of all counterparts.

COMPANY QUALITY POLICY

The new Sicer *governance* policy is focused on designing and manufacturing high-quality, sophisticated and innovative ceramic products.

The organisation intends to retain the ISO 9001:2008 standard:

- in order to improve its performance and process control levels;
- to increase customer satisfaction;
- to ensure product and regulatory compliance.

The organisation is moving in the following direction:

- stand out on the market for quality, performance and image;
- consistently meet customer needs through innovation and design;
- value the internal human resources of the company;



ITALIAN CERAMIC SURFACES

- keep and improve the management system by providing resources and means needed for its effective operation;
- keep satisfactory relations with suppliers.

The general quality goals are:

- increasing process efficiency by means of steady performance monitoring;
- managing high manufacturing standards;
- being a flexible company, with an eye to the dynamics and innovations happening on the market;
- valuing human resources by enhancing their skills and improving the company's in-house potential, a goal achieved by involving, motivating and raising awareness among all our collaborators;
- ensuring a stimulating environment to foster teamworking;
- having a safe workplace, conducive to productivity and compliant with all regulations on safety in the workplace;
- investing in technology for the following purposes: quality control, research and development, manufacturing and management systems.

SECTION II – APPLICATION METHODS

Article 1: ADOPTION AND UPDATE

This Code of Ethics, adopted by resolution of the Board of Directors of the Company on 15/09/2017, may be amended and should be construed as suitable to be changed, amended and supplemented according to any changes inside or outside of the Company, as well as the experience gathered by the same Company over time. All this is meant to ensure full consistency between the guiding values taken as fundamental principles by the Company and the prescribed conduct according to this Code of Ethics.

Article 2: RECIPIENTS

The Code of Ethics sets out the values, guidelines and behaviour criteria supposed to guide the conduct of all internal staff, external collaborators and suppliers of all group companies.

This Code is binding for shareholders, members of the corporate bodies, top management and employees, as well as anyone else in or out of the company, operating directly or indirectly for it.

All the above recipients are therefore held to complying with and, as far as their position is involved, having others comply with the principles set out in this Code of Ethics. Under no circumstance does the conviction of acting in the interest of the Company justify behaviours in conflict with the principles set out in this document.

The compliance with the Code must also be considered as essential part of Company employees' contractual obligations pursuant to and by effect of the provisions under art. 2104 and following of the Italian Civil Code.

The Code of Ethics will be integral part of all new activities the Group will perform in Italy and abroad, bearing in mind the legislative and cultural differences in the various Countries.

The Code of Ethics will also be notified to third parties tasked with assignments or having steady or temporary relations with the group.

Article 3: CODE OF ETHICS, OMCM AND GROUP COMPANIES

The Company Organisation and Management Model complies with the provisions of this Code of Ethics, which forms full part thereof. Indeed, under this profile:

- The Code of Ethics is adopted voluntarily by the Company and sets out the behaviour principles and values applicable to all recipients, thus being the first-line tool for crime prevention.
- The Organisation and Management Model pursuant to Italian Legislative Decree no. 231/01, inspired by the principles of the Code of Ethics, complies with specific legal provisions for the purpose of preventing specific types of crimes.

The Company is committed to the continuous operational improvement of internal procedures, in order to enhance the efficacy and effectiveness of company management, also by fostering, where possible, the use of IT tools and reduce repetitive and merely executional activities to the benefit of other with a higher professional content, thus ensuring timeliness and punctuality in expediting requests from all customers and collaborators, while strictly complying with all norms; by doing so the Company pursues the exclusive interest of the business and its shareholders.

Sicer is aware that reputation and entrepreneurial leadership are based on excellence in offering products and services of the highest quality to customers.

A key element to accomplish these results is respect for people working and collaborating with the group; in



ITALIAN CERAMIC SURFACES

this regard it is paramount to adopt a communication system ensuring transparency, both internally and externally.

Sicer as a group is aware that accomplishing results goes through transparency, organisational efficiency and the ability to express one's own founding values.

The Company requires that none of its associate companies conduct any business or make any decisions being detrimental for the integrity and reputation of the Group. In keeping with the autonomy of associate companies, the company requires the latter to include in their Code of Ethics the same values as those expressed in the Code of Ethics of Sicer, adapting their behaviours to the same, under the laws and regulations in force.

Whoever holds company positions or assignments within the Group must carry out the assignments entrusted to him/her with loyalty and correctness, foster communication between Group companies and solicit and use intra-group synergies through co-operation in the interest of common goals.

The circulation of information within the Group, in particular while drafting the consolidated financial statements and other key documents, must occur in accordance with the principles of truthfulness, fairness, accuracy, completeness, clarity, transparency and caution, respecting the autonomy of each company and specific areas of business.

Article 4: TRAINING ACTIVITIES

Within the annual training plan the Company will include initiatives aimed at promoting knowledge of the values and behavioural norms referred to in this Code of Ethics.

As regards new hires, a training programme is provided on the content of the Code of Ethics within the framework of business tutoring and introduction courses.

SECTION III – MAIN PRINCIPLES

The ethical principles of conduct contained in this document have been defined within the framework and consistently with Sicer Group values.

Article 5: VALUES

Actions, transactions, operations and, more generally, all behaviours held by the Recipients in the exercise of all functions under their competence and responsibility must rest on the utmost integrity, honesty, fairness, correctness, loyalty, transparency, equality, objectivity and human respect and responsibility in the careful use of corporate, environmental and company assets and resources.

Everyone, within the responsibilities associated with the position held, must ensure the highest level of professionalism in order to adequately meet the needs of customers and internal users.

Everyone must be fully engaged in the assigned activities, contributing in a material way to the achievement of the company goals and to upholding the values set out herein.

The development of a true team spirit in the Company and the improvement of the corporate image are common goals, which constantly guide the behaviours of everyone.

Article 6: INTEGRITY, HONESTY, FAIRNESS AND LOYALTY

The respect for such values as integrity, honesty, fairness and loyalty implies, among others, that the Company be committed to:

- promoting and demanding the respect of internal rules and/or all laws by staff, collaborators, customers, suppliers and any other third party with whom it has a legal relationship;
- the strict respect of current anti-money laundering legislation, undertaking, however, to refuse to perform any suspicious transaction in terms of fairness and transparency;
- promoting at all practical levels the goal of preventing local and transnational corruption;
- ensuring and promoting internal compliance with all organisational rules and prescriptions set out in the Organisation and Management Model conceived for the purpose of preventing the commission of offences under Italian Legislative Decree no. 231/01;
- recording each transaction and operation only if supported by suitable documentation, in order to be able to carry out at any time all controls and checks attesting the characteristics and the reasons behind it and identifying who authorised, carried out, registered and verified the transaction; therefore employees and/or collaborators must record any and all accounting entry accurately, timely and comprehensively, strictly respecting legal and tax provisions as well as internal accounting procedures. Each written item must reflect exactly the data contained in the supporting documentation, which must be carefully preserved and stored in case of audit.
- avoiding the formation of internal groups consisting of three or more people with the specific purpose of carrying out illegal dealings or accessing any sort of relationship that can facilitate any form of organised crime.

Article 7: FAIRNESS, OBJECTIVITY, PERSONAL AND PROFESSIONAL PROTECTION

The Company holds as an indispensable asset the protection of individual safety, freedom and personality. It therefore rejects any activity that may result in personal injury, including the possible exploitation or forced state of subjection to the detriment of anyone.

In addition, the Company condemns any conduct aimed at the illegal entry of any foreign citizens on Italian



ITALIAN CERAMIC SURFACES

soil or in any other State of which those are not citizens or have no permanent residence, in order to obtain a direct or indirect benefit.

The Company also attributes great importance to the protection of minors and the repression of exploitative practices of any nature brought against them.

To this regard, it is strictly forbidden and entirely inconsistent to the Company's belief to misuse corporate IT tools and, in particular, to use them in order to deploy or facilitate any possible conduct relating to such an offence as child pornography, even though being in the form of virtual images.

In addition, in order to ensure full respect for the person, the Company is committed to respecting and having its employees, suppliers, collaborators and partners comply with the rules applicable to employment protection, with particular focus on child labour and working conditions, in terms of social security and compensation.

Any employee who, in the course of his or her work, should become aware of the commission of offences or behaviours that may facilitate personal injuries as identified and described above and the exploitation or subjugation of any person, shall be subject to the obligation of immediately reporting it to his or her manager as well as the Supervisory Body.

In addition, respecting such values as fairness and objectivity implies that the Company undertakes:

- to avoid any form of discrimination, in particular based on race, nationality, sex, age, physical disability, sexual orientation, political or trade union opinions, philosophical or religious beliefs;
- not to tolerate any sexual, physical or psychological harassment, in whatever form and scope it should occur;
- to listen to the requests of colleagues, customers and suppliers without any preconception or behaviour targeted solely at defending one's position and conduct;
- to avoid, in the performance of duties, making decisions or performing activities contrary to or conflicting with the interests of the company or in any case incompatible with the compliance with employee duties;
- to show empathy and respect for others by refraining from any behaviour that may be considered offensive;
- to condemn any behaviour intended to encourage any form of pornography, even involving children;
- to condemn any conduct designed to encourage illegal immigration, illicit trafficking of narcotics and psychotropic substances, and tobacco smuggling;
- to condemn the exploitation, in whatever form, of workers.

Article 8: TRANSPARENCY AND CONFIDENTIALITY

The respect for such principles as transparency and confidentiality implies that the Company be committed to:

- disseminating truthful, comprehensive, transparent and comprehensible information in order to enable recipients to make informed decisions about any relationships to be entertained with the Group or involving it in any form.
- updating, disseminating and enforcing the Company Policy issued on the management, processing and disclosure of confidential information to third parties, the upholding of which is mandatory for all recipients;
- protecting the confidentiality of data and information that any employee and/or collaborator of the Company may be in possession of, in particular in the event that such data and information may

<i>date of issue:</i> 15/09/2017	<i>Document:</i> Special Section A Code of Ethics	Pag 8 di 23
-------------------------------------	--	-------------



ITALIAN CERAMIC SURFACES

affect the price of financial instruments if made public. The members of the administrative and control bodies, employees and collaborators must be fully aware that they are forbidden to carry out resale transactions or other operations, also by means of third parties, or to advise on the performance thereof, by using information known by virtue of the activity carried out;

- regarding confidentiality as the core of the company's business activity, fundamental to the reputation of the Company and the trust that customers place on it. To this principle, employees and/or collaborators of the Company are required to comply strictly, even after the termination of the employment or cooperation agreement, regardless of its cause. It is therefore expressly forbidden to communicate, disseminate or misuse data, information or confidential news about customers or third parties in general, with which the Company entertains or is about to entertain business relationships. Personal data may exclusively be disclosed to those persons who have the actual need to be aware of them for the exercise of their specific functions. Any person who maintains a relationship with the Company shall avoid the unauthorised disclosure or dissemination of such data and/or information.

It is therefore forbidden:

- in financial statements, reports or other corporate communications provided for by the law, directed to shareholders or the public, to disclose material facts that are not true or omit information whose disclosure is provided by the law on the economic, equity or financial situation of the Company or the Group (even if relating to assets held or managed by the Company on behalf of third parties), so as to mislead the recipients on said situation, possibly causing a material damage to shareholders or creditors, with the intention of deceiving shareholders or the public and in order to achieve unfair profit, either personally or for third parties;
- in reports or other company communications, being aware of the falsehood and intent of deceiving the recipients of the communications, to lie or conceal information concerning the economic, equity or financial situation of the Company or Group, so as to induce the recipients of the communication to err about the above situation, in order to obtain an unfair advantage, either personally or for third parties;
- to conceal documents or other equivalent instruments, prevent or otherwise obstruct the performance of auditing or review activities legally attributed to shareholders and/or other corporate bodies;
- to distribute profits or advances on profits not actually earned or legally destined for statutory reserves, or to distribute reserves, even if not constituted with earnings, which cannot be legally distributed;
- unless permitted by the law, to purchase or subscribe for company shares or stocks, therefore causing a loss in the fund or reserves legally non distributable;
- in violation of legal provisions for the protection of creditors, to make reductions in the share capital, to the detriment of creditors;
- even partially, to fictitiously form or increase the capital of the Company;
- sharing the social assets among the shareholders before the payment of the company creditors or the provision of the relevant sums, to cause detriment to the creditors;
- by simulated or fraudulent acts, to determine the majority in the meeting, in order to obtain an unfair profit, either personally or for third parties;
- to disseminate false information, or put into operation simulated transactions or other artful operations materially capable of causing a noticeable change in the price of financial instruments.

Any recipients becoming aware of any omissions, falsifications, negligence on the accounting or

<i>date of issue:</i> 15/09/2017	<i>Document:</i> Special Section A Code of Ethics	Pag 9 di 23
-------------------------------------	--	-------------

documentation on which the accounting records are based, are required to report the facts to the Supervisory Body.

Article 9: RESPONSIBILITY

Each Recipient performs his/her work and duties with diligence, efficiency and correctness, using the most appropriate resources, time and instruments at his/her disposal, and assuming the responsibilities associated thereof.

Anyone who has the role of leader, manager, or executive must be an example, provide *leadership* and guidance in accordance with the principles of business conduct contained in the Code and, by his/her behaviour, must show to employees and collaborators that compliance with the Code is a key aspect of their work, to make sure that employees and collaborators are aware that business results are never separated from the compliance with the Code principles.

Respect for the value of responsibility implies that the activities of the Company be carried out:

- taking inspiration from the principles of sound and prudent management in order to be a solid, reliable, transparent Company, open to innovations, interpreter of ever-changing customers' needs, attentive to the needs of shareholders and members, interested in a better development and use of human resources and the most efficient business organisation;
- pursuing business interests in compliance with laws and regulations, and with fair and loyal behaviours, recognising that competition poses a positive stimulus to constantly improve the quality of products and services offered to customers, and adapting their commercial behaviour to such principles as loyalty and fairness;
- protecting the company's reputation and assets;
- seeking compatibility between economic initiative and environmental requirements, not only in compliance with the current legislation, but also taking into account the best expertise in this field;
- supporting the social and economic growth of the areas where the Company is located also by means of initiatives of cultural, sporting and support nature for the benefit of disadvantaged groups.

Article 10: RELATIONS MANAGEMENT IN CASE OF ACCIDENTAL CRIMES CONCERNING SAFETY IN THE WORKPLACE

The Company must explicitly reveal and disclose, by means of a formal document, the basic principles and criteria upon which decisions on all types and levels are made concerning health and safety in the workplace.

These principles and criteria can be identified as follows:

- avoid risks;
- assess the risks that cannot be avoided;
- counter the risks at source;
- adapt work to people, in particular with regard to job design and the choice of work equipment and working methods and production, and to reduce unnecessary and repetitive work and reduce the effects of these processes on health;
- take into account the degree of technology evolution;
- replace what is dangerous with what is not dangerous or is less dangerous;
- plan prevention, aiming at a consistent set integrating in the same technology, work organization, working conditions, social relationships and the influence of factors affecting the working

environment;

- give priority to collective protection measures in relation to individual protection measures;
- impart appropriate instructions to workers.

These principles are used by the Company to take the necessary measures and safeguard the safety and health of workers, including professional risk prevention, information and training activities, as well as the preparation of an organisation and the necessary means.

The Company, at both the executive and operating levels, must abide by these principles, especially when decisions or choices have to be made, and later when they are supposed to be implemented.

Article 11: MANAGEMENT OF COMPANY ACTIVITIES IN RELATION TO ENVIRONMENTAL CRIMES

The Company is committed to pursuing environmental protection, with the aim of continuously improving its environmental performance.

To this end the commitments include:

- the respect of national and EU legislation and regulations in the field of the environment;
- prevent pollution;
- awareness of shareholders, employees and collaborators on environmental issues;
- upholding an approach to design activities aimed at minimising environmental impacts that could be the consequence of project choices made.

Consequently, recipients of this Code of Ethics are obliged to keep the following behaviours:

- except for the allowed cases, do not kill, capture or hold specimens belonging to a protected wild animal species;
- except for the allowed cases, do not destroy, pick or hold specimens belonging to a protected wild plant species;
- except for the allowed cases, do not destroy a habitat within a protected site or otherwise do not deteriorate and compromise its preservation status;
- do not discharge industrial waste water without any authorisation, or after the authorisation has been suspended or revoked;
- do not perform any collection, transportation, recovery, disposal, trading or brokering activities for any waste material in the absence of the prescribed authorisation;
- do not cause soil, subsoil, surface water or groundwater pollution by overcoming risk threshold concentrations and, if necessary, see to the relevant reclamation;
- in preparing a certificate of waste analysis, provide the correct information about the nature, composition and physical and chemical characteristics of the waste;
- do not illicitly deal in waste;
- do not exceed the air emission limit values specified by applicable authorisations, prescriptions and regulations;
- do not import, export, transport, hold, use for profit, purchase, sell, exhibit or hold for sale or for commercial purposes any specimens specified in EC Regulation no. 338/97 in the absence or in the breach of the prescribed certifications or licences; do not offer for sale or in any case to transfer the aforesaid specimens without the prescribed documentation;
- do not hold live specimens of wild mammals or reptiles and live specimens of mammals and reptiles from captive reproductions which pose a health and public safety hazard.

SECTION IV - RULES OF CONDUCT

Article 12: RELATIONS WITH EMPLOYEES

Sicer promotes a working environment that, by being inspired by respect, honesty and collaboration, enables the involvement and empowerment of all employees and collaborators.

The Company, in recognising its staff as a fundamental and indispensable factor for corporate development, believes it important to establish and maintain relationships based on mutual trust with employees and collaborators.

As a result, the Company is committed to developing the attitudes and capabilities of the staff in the performance of their skills so that individual abilities and legitimate aspirations are fully realised in achieving any business goals.

To this end, the operation of all the structures of the Company and, in particular, the HR management function must be based on the above.

The Company is committed to offering equal opportunities for work and professional growth to all employees on the basis of professional skills and qualifications, without any discrimination or any forms of nepotism or favouritism.

In particular, at the time of recruitment, the evaluation of the candidates is made on the basis of their correspondence with the profiles requested by the Company. Personnel are employed solely on the basis of regular employment contracts, as no form of irregular work is tolerated. The candidate must be made aware of all the features being relevant to the employment relationship.

At the establishment of the employment relationship, the staff receives clear and specific information on the normative and remunerative aspects. In addition, for the duration of the employment relationship, the employee or collaborator receives instructions that enable them to understand the nature of the job and do it adequately, in accordance with the relevant qualifications.

It is the Company's commitment to see to the training of all employees and to encourage them to take part in upgrading and refresher courses and training programmes, so that the abilities and legitimate aspirations of individuals can be achieved in conjunction with accomplishing business goals.

It follows that:

- the Company, through its relevant functions, selects, hires, remunerates and manages staff on the basis of merit and competence criteria;
- the company's evaluation system is managed transparently and objectively.

The Company also demands that its suppliers comply punctually with current labour standards, with special regard to child labour, women's work, working conditions, working hours, social security, contributions and wages.

Article 13: EMPLOYEES OBLIGATIONS

The professionalism and commitment on the part of staff represent a specific obligation as an essential precondition for achieving the Company's goals. Employees and collaborators cannot be exempted from having to comply with the provisions of this Code of Ethics.

In particular, they undertake to work with diligence and loyalty according to the following behavioural rules:

- any personal situation or activity that may lead to conflicts of interest, even potentially so, with the company or that could interfere with the ability to make unbiased decisions in the best interest of the

Company must be avoided;

- it is forbidden for any members of staff to accept, even indirectly, money, gifts, goods, services, benefits or favours regarding relationships with any third party with whom the Company has dealings in order to influence its decisions in view of favourable treatment or unpaid services or for any other purpose;
- any requests or offers of money, gifts, favours of any kind received by the Personnel as set forth in the preceding paragraph must be promptly brought to the attention of the Manager in charge and the Supervisory Body;
- the information gained in carrying out the assigned activities must remain strictly confidential and appropriately protected in compliance with the provisions of Italian Legislative Decree no. 196 of 30/06/2003, and cannot be used, communicated or disclosed to any third parties;
- maintain personal skills and professionalism, enriching them with the experience and the collaboration of colleagues, thus creating an environment in which all colleagues feel well accepted and encouraged to accomplish their professional goals;
- the activity of each employee and collaborator in operating facilities or for management or sales network must be based on maximum collaboration in order to achieve customer satisfaction;
- any and all decisions made must be based on principles of sound and prudent management, through the accurate appraisal of potential risks, in the knowledge that personal choices do contribute to achieving positive business results;
- each subject is required to work diligently to protect the company's assets, using scrupulously and responsibly the resources entrusted to him/her, avoiding improper use that could cause damage or reduce efficiency, or in any case against the interest of the Company;
- one must always cooperate with the Judicial Authority in its investigations and proceedings and, in particular, it is forbidden:
 - o to exert any pressure on any person who is making a statement before the judicial authority in order to pressure him/her to refraining from making statements or make any misrepresentations;
 - o to help anyone who has committed a criminal offence to circumvent the investigations of the authority or to flee.

Article 14: RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS

The principles of transparency, independence and integrity must also characterise the relationships maintained by competent corporate functions with political and trade union organisations. The relationships with the latter are designed to foster a proper dialogue, without any discrimination or differential treatment, in order to foster a climate of mutual trust and solid dialogue in the search for highly flexible solutions.

Relations with representatives of political and trade union organisations are reserved for the relevant and authorised Group functions.

Participation, on a personal basis, of the Recipients of the Code of Ethics in political organisations must occur outside of their working time and without any connection with the function performed in the Company.

The Company may support events or initiatives that are exclusively political and can provide direct or indirect contributions to political parties, movements, committees and political and trade union organisations, in compliance with the current legislation.

Article 15: CONDUCT OF THE CORPORATE BODIES

The Corporate Bodies, in the knowledge of their responsibility, as well as in compliance with the law, the regulations in force and the articles of association, are required to observe the prescriptions and principles of this Code of Ethics. In particular, their members are required:

- to display a behaviour inspired by principles of autonomy, independence, and fairness before public institutions, private entities, economic associations, political parties, as well as with any other national and international counterpart;
- to keep a behaviour inspired by integrity, loyalty and sense of responsibility;
- to ensure an engaged and informed participation in the meetings and activities of the Corporate Bodies;
- to assess situations determining any conflicts of interest or incompatibility of functions, positions or profiles outside and within the Company, refraining from acting when in a conflict of interest in the course of their business;
- to make confidential use of the information they are aware of for their own sake, avoiding the use of their position to obtain personal, direct or indirect benefits;
- to comply with requests for information from the Board of Statutory Auditors and the Auditing Company on the application of specific regulations to the Company;
- to submit to the Meeting, in relation to a given agenda, only true, complete and unaltered acts and documents;
- not to acquire or subscribe company shares or reserves not distributable by law;
- not to make reductions in share capital, mergers with other companies or splits, which may cause detriment to creditors.

Article 16: RELATIONS WITH CUSTOMERS AND SUPPLIERS

The Company expresses a constant awareness and attention to the quality of its relationship with its customers and its continuous improvement, as this is necessary for the process of creating and distributing value in the company. Customers, in fact, form an integral part of the Company's corporate assets.

In relations with customers, each Recipient of this Code represents the Company, of which he/she forms full part. To this end, the Recipients are required to carry out their activities with regard to Customers with professionalism, competence, availability, fairness, courtesy and transparency. The excellence of the products and services offered and the assurance of prompt and qualified response to the requests constitute the distinctive features of the Company's relationship with its customers.

Behaviours are always based on the professional respect of confidentiality regarding the information acquired during the business as well as the current legislation on the protection of personal data.

In the business relationship, all those working with and for Sicer are required:

- to promote in every business sector, including any commercial relationships, a fair and correct conduct, condemning any possible form of disturbance to the freedom of trade or commerce and any possible form of unfair competition, fraud, counterfeiting or misuse and abuse of industrial property rights by calling all those who operate in the interests of the Company to the full compliance with existing legislation, in order to protect the instruments or marks of authentication, certification or recognition, in protection of industry and trade and in the area of copyright;



ITALIAN CERAMIC SURFACES

- to counteract and reject any conduct aimed at obtaining confidential information about his/her competitors on the market, in compliance with the existing anti-trust and fair competition regulations, by therefore committing themselves not to take any action that may violate such legislation;
- to safeguard the intellectual property rights of their own and others, including copyrights, patents, trademarks and recognition marks, subject to the policies and procedures prescribed for their protection.

To protect the image and reputation of the Company - built through the commitment, dedication and professionalism of its structures - it is essential that relations with customers be characterised by:

- full transparency and fairness;
- maintaining high quality standards for products and maximising customer satisfaction;
- accurately identifying a customer's risk profile;
- timely responding to complaints, aiming at a substantive resolution of disputes; The company adopts a post-sales service for complaint and report management and continuous information to the customer also in view of possible regulatory changes;
- contrasting counterfeiting to protect the integrity of the company's own brands and customers
- the care and attention for every Customer or category thereof, without any discrimination based on their nationality, religion or gender;
- the development of a price policy in line with the quality of the product offered;
- a commitment to make the Company centres and services accessible to disabled people, eliminating any architectural barriers;
- compliance with the law, with particular reference to anti-money laundering provisions, as well as the fight against receiving and using money, property or utilities of illegal origin;
- independence from any improper pressure, either internal or external;
- regular monitoring of the achievement of customer satisfaction and loyalty goals.

In addition, when starting business relationships with new customers and managing existing ones, it is necessary, taking into account all available information, to avoid:

- having direct or indirect relationships with people who are known or suspected of being involved in illicit activities, in particular related to arms and narcotics trafficking, money laundering and terrorism, and, in any case, with people who do not meet the necessary requirements of seriousness and commercial reliability;
- financing activities aimed at the production or marketing of highly polluting or dangerous products for the environment and human health;
- entertaining financial relationships with economic establishments that, even indirectly, hinder human development and contribute to violating the fundamental rights of people (for example by exploiting child or under-age labour).

With respect to customer relations, it is forbidden to target Recipients to promise or offer them benefits, or other gains to promote or favour the Company's interests when making commitments and/or managing relationships of any kind.

In particular, it is forbidden:

- to offer to the above mentioned subjects, even on holiday occasions, any gifts with the exception of gratuities having symbolic value and directly attributable to normal commercial courtesy and, in any case, not being suitable to create, in the other party or in any impartial third party, the impression that they are intended to offer from the Company or give the Company undue advantages, or to create any impression of illegality or immorality;
- to consider or materially offer employees professional opportunities and/or commercial opportunities of any other kind that might unduly benefit them, outside of the ordinary treatment customarily reserved for customers;
- to make unjustified entertainment expenses, or expenses not contractually allowed, and for purposes other than the mere promotion of the corporate image.

The principles applicable to customer relationships must also apply to the company's business relationships with its suppliers, with whom it undertakes to deal fairly and transparently. In particular, the following must be ensured:

- standard supplier selection and management practices, ensuring the same level of dignity and opportunity. In the selection process applied to Suppliers, objective and transparent evaluations of the relevant professionalism and business structure, as well as quality, price, product/service delivery performance will be duly taken into account. The process will also assess their reputation on the market, their ability to cope with confidentiality requirements, the nature of the product offered, criteria of social responsibility and their compatibility and appropriateness to the size and needs of the Company;
- criteria and systems for constantly monitoring the quality of the performance and the goods/services provided;
- fair and equal supply contracts, especially with regard to payment terms and the burden of administrative compliance.

The company and its resources are committed to:

- implementing a supplier selection, evaluation and management process suited to achieve the company's goodwill.
- Evaluating and selecting suppliers according to the service offered, meant as skill, quality, service accuracy and cost-effectiveness.
- Evaluating and selecting based on the ability to comply with contractual arrangements, lack of conflicts of interest, accordance with law enforcement and on the adoption of company-oriented corporate social responsibility behaviours.
- Evaluating and selecting based on the supplier's ability to innovate and be able to be a partner in business development.
- Not accepting money or gifts from third parties or current or prospect suppliers of the Sicer Group, except those of a symbolic value.
- In the event that a supplier intends to make a gift anyway, this will be immediately reported to the manager in charge in order to determine the most appropriate allocation in the light of the company policy.

Compliance with the above principles is guaranteed by the adoption and enforcement of internal procurement and supplier selection procedures.



ITALIAN CERAMIC SURFACES

Suppliers are recommended to carry out their business by following standards of conduct consistent with those listed in the Code. In particular, they must ensure business professionalism, respect their workers' rights, invest in quality and responsibly manage environmental and social impacts.

With regard to Suppliers, it is forbidden to anyone who has any relationship with them to claim gifts (not only in the form of cash, but also in kind), benefits or other gratuities, in order to facilitate their employment with the Company, to the detriment of others and to the harm of the same Company.

Article 17: RELATIONS WITH THE PUBLIC ADMINISTRATION

The Company identifies and defines the channels of communication with all the counterparts in the Public Administration (as a mere example, Ministries, the Personal Data Protection Authority, the Revenue Agency, the Customs Agency, etc.) both locally, nationally and internationally.

In particular, making commitments before the Public Administration (hereinafter referred to as PA) is reserved to the authorised corporate functions in charge, which are required to perform their duties with integrity, independence and fairness. Similarly, the relationships are also characterised by the utmost co-operation, in any case avoiding hindering the PA's institutional activity and are therefore carried out by preserving, in all the relations in place, the proper requirements of mutual independence, by avoiding any actions or initiatives that may be interpreted as an attempt to improperly influence the decision-making process.

With regard to the relations with the Public Administration, it is forbidden for the Recipients to promise or offer to Public Officials or Public Service Officers, or to employees of the Public Administration any gifts (not only in the form of money, but also in kind), benefits or other gratuities to promote or favour the Company's interests when making commitments and/or managing any relationships of any kind and nature with the Public Administration. In particular, it is forbidden:

- to offer to the above mentioned subjects, even on holiday occasions, any gifts with the exception of gratuities having symbolic value and directly attributable to normal commercial courtesy and, in any case, not being suitable to create, in the other party or in any impartial third party, the impression that they are intended to offer from the Company or give the Company undue advantages, or to create any impression of illegality or immorality;
- to consider or materially offer PA employees (or relatives and/or similar) professional opportunities and/or commercial opportunities of any other kind that might unduly benefit them, outside of the ordinary treatment customarily reserved for customers;
- to make unjustified entertainment expenses, or expenses not contractually allowed, and for purposes other than the mere promotion of the corporate image;
- to provide or promise to provide, solicit or obtain confidential information and/or documents suitable in any way to compromise the integrity or reputation of one or both parties;
- to prioritise, in the purchasing process, suppliers and sub-suppliers only because they were singled out by any Public Administration employees as a condition for granting subsequent contracts;
- to wilfully submit false documents or containing fake or altered data, subtract or omit documents, omit information due for the purposes of improperly directing decisions made by the Public Administration for personal gain or for the benefit of customers;
- to display a misleading conduct that may cause the Public Administration to err in the technical and economic evaluation of the products and services offered/supplied, or unduly influence the decision made by the Public Administration;

- to make or file false representations or documents or attesting to false information, or omit information due, in order to obtain undue contributions from the State, the European Union or other public bodies in the form of grants, loans, preferential loans or other similar support.

Recipients are required to verify that public grants, subsidies or preferential loans allocated in favour of the Company be used for the purposes of carrying out the activities or the initiatives for which they have been originally granted; any use other than that for which they were issued is forbidden.

Anyone receiving explicit or implicit requests or proposals for any type and kind of undue advantages from Public Officials or Public Service Officers must immediately:

- suspend any relationship with the same;
- report the occurrence to their Manager in charge and inform the Supervisory Body in writing.

Article 18: RELATIONS WITH THE MEDIA

The Company recognises the fundamental role played by mass media in the eye of the public. To this end, it undertakes to cooperate fully with all the press organisations, without discrimination, in respecting each other's roles. All forms of Company communications made to any press organisations must fulfil the requirement of being truthful, clear, effective, transparent, unambiguous or unbiased; they must also be consistent, coherent and accurate, in keeping with corporate policies and programmes.

Relations with the press and other media organisations are reserved for the authorised corporate bodies and departments.

In order to ensure unambiguous information and support to anyone coming into contact with the media, statements made on behalf of the Company must be submitted to the prior authorisation of the relevant corporate bodies and departments.

The promotion of the Company respects the ethical values of this Code, rejecting the use of vulgar or offensive messages. The Company ensures that the information published on the institutional website make it complete, effective, and in line with market expectations.

Article 19: RELATIONS WITH COMPETITORS

It is of crucial importance that the market be based on the principle of fair competition.

The Company, the Group and its collaborators are therefore committed to the utmost observance of the laws on competition and market protection in any jurisdiction.

No collaborator can be involved in initiatives or contacts with competitors (e.g. price agreements) that may appear to be a breach of competition and market law.

Article 20: MANAGEMENT OF DOCUMENTS AND INFORMATION SYSTEMS

The forgery, in form and content, of public or private computer documents is prohibited. It is also forbidden to use any form of falsified computer documents, as well as deleting, destroying or concealing genuine documents.

It is forbidden to illegally access a computer or electronic system protected by security measures or to stay logged in the same against the express or tacit will of the system owner.

It is forbidden to illegally perform the retrieval, reproduction, dissemination, delivery or communication of codes, keywords, or other means suitable for accessing a secure computer or electronic system or even providing instructions or indications for the same purpose.



ITALIAN CERAMIC SURFACES

It is forbidden to procure, produce, disseminate, deliver or, in any case, make available to the company or any third parties any equipment, devices or programmes capable of harming computers or electronic systems of others, the information contained therein or alter in any way their operation.

It is forbidden to intercept, prevent, or interrupt communications relating to one or more electronic or computer systems. Any form of disclosure, full or partial, to third parties of the contents of the intercepted information shall also be prohibited. It is also forbidden to install equipment designed to prevent, intercept or interrupt the above mentioned communications.

The destruction, deterioration, deletion, alteration or erasure of computer or electronic systems and information, data or programmes contained therein, concerning private property or used by the State, any other public entities or pertinent thereto or otherwise connected with public use, are strictly prohibited.

Article 21: PROTECTION OF TRADEMARKS, PATENTS AND COPYRIGHTS

It is forbidden to counterfeit or alter trademarks or any other distinctive signs, whether national or foreign, of industrial products, or to alter and make use of such counterfeit or altered signs and trademarks.

It is forbidden to alter national or foreign patents, designs or industrial models, or use such counterfeit or altered patents, designs or models.

It is forbidden to import industrial products with counterfeit or altered trademarks or other distinctive signs, whether national or foreign, in the territory of the State in order to profit from it.

It is forbidden to copy or imitate rights being the property of third parties, even if they are not registered.

It is forbidden to illegally duplicate computer programmes or for the purposes of importing, distributing, selling, holding for commercial or business purposes any programmes contained in media lacking the SIAE markings.

It is forbidden to reproduce, transfer, distribute, communicate, present or publicly display the contents of a database without the authorisation of the author or perform the extraction or the repeated use of the same database.

The recipients of this Code of Ethics cannot:

- use third party corporate secrets;
- adopt measures aimed at hampering the normal operation of the business and commercial activities of businesses competing with the Company;
- make fraudulent actions capable of misleading the customers of other companies and damaging companies competing with the Company;
- illegally reproduce, imitate, or tamper with trademarks, distinctive signs, patents, industrial designs or models owned by third parties;
- use, in the industrial and/or commercial domain, trademarks, distinctive signs, patents, industrial designs or models counterfeit by third parties;
- enter into State soil in order to trade, hold or sell in any way industrial products with trademarks or distinctive marks counterfeit or altered by third parties.

Article 22: ANTI-MONEY LAUNDERING AND SELF-LAUNDERING

the recipients of this Code must not, in any way and under any circumstances, receive payments or accept the promise or risk being implicated in money laundering operations involving money from illegal or criminal activities or to conduct self-laundering transactions, that is, to transfer or employ for business or financial purposes any sums of unlawful origin from the same person who obtained the same amount of money in an

illegal way.

In relation to all commercial transactions undertaken on behalf of the Company, Recipients must ensure that partners, customers, suppliers or third parties provide adequate guarantees of integrity and reliability.

The Company undertakes to comply with all national and international standards and provisions on anti-money laundering and self-laundering.

Article 23: CONFLICTS OF INTERESTS

The Recipients shall inform without delay, given their circumstances, their managers or people in charge about situations or activities in which they may be in conflict with the interests of Sicer Group (or if such interests are held by family members of any type and degree) and in any other case where there should be reasons for personal gain. The Recipients must abide by all decisions that have been made by Sicer Group.

Examples of conflicts of interest are the existence of financial or business equity investments in suppliers, customers or competitors, etc. which could influence independent judgement in deciding what is the best interest of the Group and the best way to pursue it.

SECTION V – IMPLEMENTATION METHODS

Article 24: SUPERVISORY BODY AND CODE OF ETHICS

The control, implementation and compliance of this Code of Ethics is entrusted to the Supervisory Body appointed pursuant to art. 6 and 7 of Italian Legislative Decree 231/01. In particular, the tasks of the Supervisory Body, subject to the provisions of the relevant document called "Supervisory Board Regulation", are as follows:

- monitor compliance with the Code of Ethics, with a view to reducing the risk of offences under Italian Legislative Decree no. 231/01;
- follow and coordinate the updating of the Code of Ethics, including any adaptation and/or updating proposals;
- promote and monitor initiatives aimed at fostering the communication and dissemination of the Code of Ethics to all subjects held to the compliance with all relevant prescriptions and principles;
- suggest the ethical training plan as set out in Sicer's Organisation and Management Model;
- make comments on the alleged breaches of the Code of Ethics that he or she is aware of, indicating any violations found to the competent corporate bodies.

Article 25: DISSEMINATION AND REPORTING

The Code of Ethics and its updates are brought to the attention of all Recipients (internal and external) through appropriate communication and dissemination activities so that the values and principles contained therein be known and applied and that the individual initiative can generate behaviours that are consistent with the reputable profile that the Company pursues.

The Code of Ethics is published on the website and is accessible to everyone.

A printed copy of the Code is delivered to each board member, employee or collaborator upon their appointment, hiring or starting the relationship with the Company, respectively. The Code of Ethics is the subject of specific dissemination campaigns to customers or other concerned parties, including in the press or by e-mail or in the ways considered the most appropriate from time to time.

The Recipients of this Code are obliged to report any instructions received that are in conflict with the law, employment contracts, internal regulations and this Code of Ethics.

Failure to comply with the obligation to report is expressly sanctioned.

In particular, any breach of the principles and provisions contained in this Code of Ethics must promptly be reported by the Recipients, in writing, even in anonymous form, to the Supervisory Body or to the Head of the Office/Service who will in turn inform the Supervisory Body.

The Supervisory Body assesses the existence and risk of violations reported in relation to corporate values and the regulations in force; also assesses any violations of the Code and the existence of alleged criminal conduct, always within its powers and functions under Italian Legislative Decree no. 231/01.

The contact with the Supervisory Body can be made by any means either by regular mail, even internally, or by e-mail addressed to the specifically prepared and reserved e-mail.

The Supervisory Body contact details are as follows:

odv@sicer.it

Ordinary mail box at the company headquarters, Ubersetto di Fiorano Modenese (MO), Via Montegrappa 4/18.

Article 26: BREACHES OF THE CODE OF ETHICS AND SANCTIONS

As regards the description of any breaches of the prescriptions and principles of this Code of Ethics and the related penalties applicable, please refer to the provisions of the Penalty System, specifically issued by the Company, which forms an integral part of the Company's Organisation and Management Model.

The penalty system, in its very essence, identifies:

- the recipients;
- the type of relevant infringements;
- the criteria for identifying and imposing sanctions;
- the type of sanctions applicable;
- the procedure for the effective imposition of disciplinary measures.

In particular, the Penalty System, within the limits and according to the requirements set out therein, is aimed at:

- Subordinate employees;
- Members of the Corporate Bodies;
- Shareholders;
- Auditing Company; Consultants (Consultants, Lawyers); Collaborators [co-workers, agents (e.g. promoters ...), interns ...]; Suppliers; other Third Parties that have contractual relationships with Sicer (for example, Outsourcing companies, interim companies and personnel on leasing contracts....) - below, Third Parties.

With reference to subordinate Employees, the disciplinary sanctions provided for in the relevant National Collective Bargaining Agreement applied by the Company must be followed, in accordance with the procedures laid down in Law no. 300 of 1970 - the so-called Workers' Statute. The disciplinary measures that are applicable to them are:

- written warning;
- fine not exceeding the pay for 3 hours of work;
- suspension from active service and payment for a period not exceeding 5 days;
- dismissal for serious breach of the contractual obligations of the employee (justified reason);
- dismissal for such a serious failure to prevent the provisional continuation of the employment (just cause);
- dismissal from the service with maintenance of the salary for workers subject to criminal proceedings pursuant to Italian Legislative Decree 231/2001.

Regarding Directors and Statutory Auditors, the disciplinary measures applicable to them are formal notice, reduction of compensation or, in the most serious cases, the convocation of the Shareholders' Meeting for the adoption of the suspension or revocation measure.

With regard to Third Recipients, by virtue of special clauses included in the relevant contractual relations, any failure to comply with the principles and rules contained in this Code of Ethics implies the imposition of a formal notice, a penalty or even the termination of the employment contract.

With respect to shareholders, in case of serious breaches of legal or contractual obligations or the prescriptions and principles established in this Code of Ethics with relevance to Italian Legislative Decree no.



ITALIAN CERAMIC SURFACES

231/01, they may be excluded from the Company.

Finally, as regards the members of the Supervisory Body, the Board of Directors takes the appropriate measures in relation to the provisions of the Penalty System for the respective category of the members (subordinate employees or self-employed consultants) and in compliance with the rules laid down in the SB Regulation.