

ORGANIZATION, MANAGEMENT AND CONTROL MODEL

(in accordance with Decree-Law No. 231/2001 and its successive amendments and integrations)

Code of conduct

Version 1.0

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1 INTRODUCTION

1.1 OVERVIEW OF THE INTERNAL REFERENCE REGULATIONS

Also in order to adopt the guidelines on compliance defined by the parent Company "Ebara Corporation", Ebara Pumps Europe (hereinafter "the Company" or "EPE") has drawn up:

- an Organization, Management and Control Model in compliance with Decree-Law 231/01 (hereinafter the "Model") that meets specific provisions contained in the same decree (hereinafter the "Decree"), aimed at preventing the commission of particular types of crimes, and has the purpose to allow the Company to take advantage of the exemption as per articles 6 and 7 of the Decree
- this Code of Conduct (hereinafter the "Code") that identifies specific conducts punishable because they weaken, even potentially, the "Model".

The Code has a preventive function: the codification of the rules of conduct that all parties must comply with is the express statement of the Company's serious and effective commitment to ensure its activities are legal, with particular reference to preventing criminal offences.

The Company demands that anybody that deals with it complies with the law, the regulations in force in the Countries where the Company conducts its business and the provisions of the Model and this Code of Conduct.

1.2 PARTIES

The regulations of the Code are applicable, without exception, to the following parties (hereinafter "Parties"):

- Corporate Bodies, Employees, para-subordinate workers (hereinafter "Internal staff and Officers");
- Controlling company, subsidiaries and associated companies, external Professionals, Business Partners, Suppliers and those who have a relationship with the Company (hereinafter "Third Parties"), in carrying out activities in the name and/or on behalf of the Company itself or anyway, in carrying out their own business for the Company.

Towards Third Parties, on the basis of the assigned responsibilities, the Company's staff shall see to:

- give adequate information with regards to the commitments and obligations set by the Code;
- demand compliance with the obligations that regard their activities directly;
- implement the appropriate internal and, if within the scope of its responsibilities, external initiatives if third parties do not comply with the Code.

In any case, if, while carrying out activities in the name and/or on behalf of the Company itself (or anyway, in carrying out their own business for the Company), any Third Parties violate the Code, the Company is entitled to adopt any measure provided by the regulations in force, including the termination of the agreement. To this end, in its contracts the Company shall adopt with the above-mentioned persons the special termination clause expressed in art. 1456 of the Civil Code (so-called Safeguard Clause).

1.3 EPE RESPONSIBILITIES

The Company undertakes to:

- guarantee the diffusion of the Code to Employees and para-subordinate workers;
- divulge the Code to the third parties that have dealings with the Company (according to the methods provided for in an appropriate information plan);
- ensure the Code is updated regularly, according to the changes in the Company's requirements and the regulations in force;
- guarantee any possible knowledge and clarification tool with regards to the interpretation and implementation of the regulations contained in the Code;
- check any possible violation of the regulations of the Code, evaluating facts and, in case of a proven violation, adopting adequate penalty measures.

1.4 CONTRACTUAL VALUE OF THE CODE

Code regulations are an integral part of the staff contractual obligations under article 2104 of the Civil Code (Employee duty of care) and article 2105 of the Civil Code (Obligation of loyalty)¹.

The Company shall evaluate conducts contrary to the provisions of the Code from a disciplinary point of view, in compliance with the regulations in force, and apply such sanctions as the seriousness of the facts can justify.

¹ Art. 2104 of the Civil Code "The employee shall use the diligence required by the nature of the services to be rendered, the interests of the company and the higher interest of national production. He/She must also comply with the provisions regarding work execution and discipline set by the employer and the other colleagues that are his/her professional superiors".

Art. 2105 of the Civil Code "An employee shall not engage in business, either for his/her own account or for the account of third parties, in competition with his/her employer nor divulge information pertaining to the Company's organization and methods of production, or use it in such a manner as to be prejudicial to it." "

2 CODE OF CONDUCT

2.1 GENERALITIES

Each Employee/Para-subordinate worker is required to know the regulations of the Code as well as the reference regulations, both internal and external, that govern the activity carried out within their remit. If there are doubts as to how to proceed running the activities, the Company shall inform its employees.

The staff must also:

- comply diligently with the regulations of the Code and Model, refraining from conducts contrary to them;
- turn to their managers if they need any clarification about the interpretation and implementation of the regulations contained in the Code and Model;
- report any violation or suspected violation to their direct superiors or Supervisory Body;
- offer their utmost co-operation to ascertain any possible violation.

Each manager of a Company's organizational function must:

- be, through his/her work, an example for his/her colleagues;
- direct employees and para-subordinate workers towards compliance with the Code and Model;
- endeavour so that both the employees and para-subordinate workers understand that the compliance with the regulations of the Code and Model is an essential part of the quality of the provision of work;
- immediately inform the Supervisory Body about any information acquired or supplied by employees with regards to any violation of the regulations;
- readily implement adequate corrective measures, when the situation demands it;
- prevent any type of retaliation.

Each Employee/Para-subordinate worker must behave loyally to comply with the obligations underwritten in his/her employment contract, guaranteeing his/her required performance; the Employee/Para-subordinate worker must not communicate, divulge to third parties, use or exploit, or let third parties use or exploit, for any reason unrelated to the running of the business, any information, data, news he/she might have come to know during or because of his/her working relationship with the Company. To this end each Employee/Para-subordinate worker must comply with the Company's special policies regarding information security, drawn up to guarantee the integrity, confidentiality and availability of the information itself.

Moreover these people must not receive dation or promise, for themselves or others, of money, gifts or other benefits, including but not limited to forms of entertainment, gifts, travel and other valuable goods in exchange for the performance or omission of acts violating the obligations relating to his/her job or the obligations of loyalty towards EPE and to the detriment, even potential, of EPE.

In order to protect the Company's assets, each Employee/Para-subordinate worker must act diligently and behave responsibly.

In particular, each Employee/Para-subordinate worker must:

- 1) use scrupulously and sparingly the assets he/she is charged with;
- 2) avoid the misuse of the Company's assets that might cause damages or a reduction in efficiency or be in any way in contrast with the Company's interests;
- 3) avoid the misuse of the Company's assets for purposes other than his/her job and duties, in particular if they can be prejudicial to the company's image and decorum.

Each Employee/Para-subordinate worker is responsible for the protection of the resources he/she is charged with and must promptly inform his/her Manager about any events that might damage the Company.

The Management and those with managerial functions have the responsibility of checking the work carried out by staff under their control.

For each risk operation adequate documentary support must be kept that would allow the operation characteristics, decision-making process, authorizations issued and verifications carried out to be checked.

In its business dealings the Company wishes to avoid any contact with people that might be connected with criminal organizations and tries to come to know its business partners and suppliers, checking their commercial and professional reliability.

2.2 RELATIONS WITH INSTITUTIONS, PUBLIC ADMINISTRATION AND BODIES IN WHICH THE COMPANY HAS AN INTEREST

Preliminary Remarks

The standards of conduct in this paragraph aim to encourage the correct development of the Company's business so that its Officers do their utmost to prevent any corruption connected to the Company's business in compliance with the "Policy for the prevention of corruption".

The relations with Institutions, Public Administration and Bodies in which the Company has an interest of any kind must be transparent and in line with the Company's policy and must be maintained by the Company's functions delegated to them formally.

In particular, the Officers must also comply with – apart from other regulations, even foreign, governing the liable offences as per Decree-Law 231/01 – the anti-corruption legislation in force in Italy (articles from 318 to 322 of the Penal Code and law No. 190/2012), as well as the laws in force in Japan, taking into consideration that, under the Foreign Corrupt Practices Act in the United States, the Bribery Act in the United Kingdom and the anticorruption laws of other foreign countries, the corruption of a foreign Public official in a foreign country by a subject active in a foreign country, including a company with its operating headquarters in Europe, is widely liable to punishment and laws exist that provide for severe penalties.

The Company shall do its best to gather information about the regulations relating to the prevention of corruption in the interested countries, also, if necessary, to adapt its internal policies to these regulations and relative laws.

These Standards are applicable to any and all Officers' company activities.

For the sake of a better understanding, find below some definitions:

- A "bribe" is a benefit granted as an illegal payment for the performance of an official task by public officers, etc.;
- "Benefit" means each and any benefit, either tangible or intangible, not only financial, satisfying the request or wish of a person, including but not limited to money, property and financial benefits, the loan of houses and buildings, forms of entertainment, gifts, travel, repayment of loans, the supply of securities, guarantees, professional rank in an office and other valuable goods;
- "Public Official" means the member of an assembly or committee, or an officer that exercises public functions under any law and regulation, including but not limited to government officials and local administration officers; the term includes also a person responsible for a public service;
- "Foreign Public Officer" means not only a person who exercises public functions for a foreign government or local public body, a person who exercises functions for any ministry, agency or semi-public body, a subject that acts as the office of public bodies and to whom certain powers have been conferred, subjects exercising public functions for the international organization and subjects to whom powers have been delegated by a foreign government, but also the staff of political parties, candidates to public elective posts, as well as any other subject that is considered a foreign public officer under the anti-corruption legislation of the country in question. Considering that in some cases, for instance with employees of state-controlled enterprises, it is difficult to establish if a subject should be considered a "Foreign Public Officer", the sphere of application of the expression "Foreign Public Officer" must be scrupulously determined in compliance with the anti-corruption laws of the country in question;
- "Public Official, etc." means both Public Official and Foreign Public Officer.

Moreover the Company considers as corruption both the illegal payments made directly by Italian Subjects and/or Bodies and their employees, and those made through Subjects that act on their behalf in Italy or abroad (as an example subsidiaries, subcontractors, contractors, consultants, business partners or other third parties).

Concrete Corruption Methods

In particular it is expressly forbidden to:

- make (including authorize, offer, promise or give; and the same applies below) monetary donations to public officers or persons in charge of public services;
- offer money or gifts, with the exception of gifts of modest value, and in any case such that they can't affect the integrity or reputation of one of the parties and can't be interpreted as aiming at obtaining improper advantages;
- grant other benefits of any nature (such as promises of recruitment, either direct or of family members, assignment of posts to subjects earmarked, etc.) to representatives of

the Public Administration that might lead to the same consequences as the ones mentioned above.

The above-mentioned conducts are forbidden even if they are the results of constraints or incitements by a Public Official or by the person in charge of a Public Service; in such cases the Employee must report the fact to his/her superior, who has to report it to the Supervisory Body.

In a business deal, request and/or relation with the Public Administration, the appointed staff (at any level) must not try and influence the decisions of the Counterpart and this includes the Officers that deal with or make decisions on behalf of the Public Administration.

In the specific case of a tender with the Public Administration, it is necessary to act in compliance with the Law and the correct business practice.

Exception: Gifts

A Company's Officer, if he/she gives any benefit, including but not limited to forms of entertainment, gifts, travel and other valuable goods, must do this (i) for no illegal purpose and (ii) without violating the anti-corruption law or the other applicable rules and regulations.

Moreover, if he/she grants a Benefit, he/she shall have to put in a request and correction in compliance with the internal regulations regarding travel expenses.

A Company Officer cannot give as a gift a voucher that does not specify the product it refers to.

The amount of the entertaining expenses for a Public Official, etc. must equal one hundred dollars (US\$100) maximum per entertaining event per Public Official, etc. and the number of events must be maximum four (4) per financial year.

The cost of the gift to a Public Official, etc. must be equal to one hundred US dollars (US\$100) maximum per gift per Public Official, etc. and the number of gifts given must be maximum two (2) per financial year.

If the amount of the entertaining expenses or the number of gifts given to a Public Official, etc. exceeds the above-mentioned limits, the Officer in question must get prior approval, stating, in the relative request, the reason why said limit has been exceeded.

Discipline of Other Processes Instrumental to Corruption

In order to avoid conducts that might constitute a crime of corruption via that remuneration with "other benefits" that is in itself illegal, the following rules shall have to be complied with:

- in selecting Suppliers and in assigning professional duties transparent and objective selection mechanisms must be adopted, based on principles of competence, cost-effectiveness, transparency and correctness and the phases related to the establishment, management and termination of the above-mentioned relations must be documented adequately;

- all remuneration and/or the amounts paid for whatever reason to the assignees of professional tasks shall have to be suitably documented and anyway proportionate to the tasks carried out, taking also in consideration market conditions;
- it is forbidden to pay fees to external Professionals that have no justification in relation to the type of task to perform and the local existing practices;
- evaluation of the staff to be recruited must be made on the basis of the candidate's profile matching the Company's requirements, safeguarding the equal opportunities of all interested parties.

The Company refrains from any direct or indirect pressure on politicians.

The Company does not make contributions to parties or political organizations, in Italy or abroad, neither to their representatives or candidates and does not sponsor congresses or events that are just an opportunity for political propaganda.

Relations with Third Parties

If the Company uses a Body and/or Third party to represent it in its relations with the Public Administration, towards it, its Employees and/or Co-operators, the Officer of the Company must adopt suitable measures with regards to the prohibition of bribes with the purpose of corruption, including but not limited to the request by the Officer to the Company the Third party belongs to for a letter of commitment in which the Company declares that it will not violate the anti-corruption regulations or, again, the adoption in contracts with said Third parties of an appropriate termination clause as per art. 1456 of the Civil Code (so-called Safeguard clause) or – in case of legal relationship governed by laws other than the Italian laws – a similar clause.

Moreover the Company cannot be represented by any Third parties whose collaboration might be construed as a conflict of interests.

Contributions, Grants and Public Funding

The declarations to public subjects aimed at obtaining loans, contributions or funding, as well as the documentation used to report the service, must contain true information only.

It is forbidden to:

- produce false or altered documents and/or details or omit any information due, also in order to obtain contributions/grants/funding or other financing from the State or Public Bodies or the European Community; said prohibition stands also if contributions/grants/funding/financing are received by customers in relation with products supplied by *EPE*;
- to allocate contributions/grants/public funding to purposes other than those for which they were obtained;
- access without proper authorization the information system of the Public Administration to obtain and/or modify information for the benefit of the Company.

Those who check and supervise the provision of the above-mentioned activities (payment of invoices, allocation of funding obtained from the State or Community institutions and

bodies, etc.) must pay particular attention to the implementation of the requirements by the people charged with the task.

Relations with Public Inspection Agencies and Judicial Authorities

The Company implements fully and scrupulously the requirements of the Supervisory Bodies and co-operates actively during inspections.

It is forbidden to put pressure (in whatever shape applied or attempted), either directly or indirectly, aimed at inducing the Judicial Body to favour the Company in deciding on the dispute.

In case of an audit (assessment) by the Judicial Body (or delegated Judicial Police), everybody must cooperate with transparency, without any reticence, omissions or false declarations. Anybody asking his/her subordinates not to supply the requested information or to supply false information shall be punished.

In general, whoever becomes aware of conducts that are crime risks under Decree-Law 231/2001, either directly or indirectly, must report it to his/her direct superior and/or Supervising Officer (this applies even in case of attempted bribery by a public officer of an employee or other collaborators).

2.3 BEHAVIOURS RELATING TO PRIVATE SECTOR CORRUPTION

The so-called private sector corruption (provided for in art. 2635 of the Civil Code) occurs when money or other benefits are given or promised to a subject working for a private enterprise so that, in breach of his/her duty of loyalty towards that enterprise, he/she omits or performs an action connected to the role he/she plays in that enterprise.

In the case provided for by the Italian legislation the conduct of the corrupt person must damage the enterprise he/she belongs to.

It is expressly forbidden to:

- give or promise to anyone, for him/herself or others, money in exchange for the performance or omission by the parties of actions violating the duties connected to his/her job and his/her duty of loyalty towards his/her employer to the detriment, even potential, of that enterprise;
- grant or promise to anyone other benefits, including but not limited to forms of entertainment, gifts, travel and other valuable gifts if the same above-mentioned conditions exist.

EPE considers as corruption both the illegal payments made directly by Italian Subjects and/or Bodies and their Employees, and those made through Subjects that act on their behalf in Italy or abroad.

In order to better understand the above, we quote the definition of duty of loyalty, whose violation is the central element of the criminal offence provided for by art. 2365 of the Civil Code, called private sector corruption and governed by art. 2105 of the Civil Code: "An employee shall not engage in business, either for his/her own account or for the account of third parties, in competition with his/her employer nor divulge information pertaining to the Company's organization and methods of production, or use it in such a manner as to be prejudicial to it."

Also the violation of the obligations connected to his/her office is a central element of the criminal offence of private sector corruption. These are the obligations provided for by the law or any other regulatory or ethical standard for the corrupt subject.

2.4 CONDUCT CRITERIA IN ENVIRONMENTAL MATTERS

As to waste management, the Company demands compliance with the following rules of conduct:

- no uncontrolled waste disposal or discharge into ground or surface water;
- no "temporary storage" without complying with the necessary requirements and beyond the time frame provided for by the law;
- no mixing of waste (without the appropriate authorization);
- no false declarations as to the nature, composition and physical-chemical characteristics of the waste in preparing a waste analysis certificate and no use of a false certificate during transport;
- no delivery of the waste produced to an unauthorized treatment plant;
- no discharge of whatever type of waste, whether solid or liquid, into ground or surface water.

If an event occurs that might potentially contaminate a site, the designated bodies must be informed about it.

Each Employee/Collaborator must contribute to the good environmental management, acting all the time in compliance with the legislation in force and must not expose the other Employees/Collaborators to risks that might damage their health or physical safety.

2.5 CONDUCT WITH REGARDS TO ACCOUNTING RECORDS

All the Company's accounting transactions must be properly recorded and it must be possible to check the decision-making, authorization and development process *ex post*.

Each transaction must be accompanied by supporting documentation, that would allow to carry out checks at any time proving the characteristics and reasons for the transaction and identify the people who authorized, performed, registered and checked that same transaction.

Entries – all documents representing management operations numerically, including internal expense account forms – must be registered in an accurate, complete and timely manner, in compliance with the Company's accounting procedures, to represent the financial/asset situation and management activity faithfully.

All Employees and Collaborators must do their utmost to supply promptly complete, clear and truthful data and information; similarly all Employees and Collaborators must pass on – in the terms provided for by the Company's procedures – any information they might have that is relevant to the entries.

The balance sheets and corporate communications provided for by the Law and the applicable special regulations must be drawn up clearly and represent correctly and truthfully the asset and financial situation of the Company.

The Employees must inform promptly their Managers and/or the Supervisory Body about any omissions, serious negligence or falsifications of the accounts and/or documentation on which the entries are based.

2.6 CONDUCT IN CORPORATE MATTERS

The statements, communications and lodging at the Companies' Register that are mandatory for the Company must be made by the people identified by law in a timely, truthful manner and in compliance with the regulations in force.

It is expressly prohibited to prevent or hinder, by concealing documents or other similar actions, the checks and audits legally assigned to Shareholders, other Corporate Bodies and Auditing Firms.

It is prohibited to behave falsely or, otherwise, fraudulently with the purpose of obtaining a majority in a shareholders' meeting.

It is prohibited to allocate profits or advances on profits not actually realised or allocated to reserves and distribute reserves that are not available.

It is prohibited to fictitiously increase the Company's capital by allocation of shares for an amount lower than their nominal value, mutual underwriting of shares, considerable overvaluation of the allocation of assets in kind or credits or of the Company's assets in case of restructuring.

Any operation that might damage Shareholders or Creditors is prohibited.

It is prohibited to carry out operations, either real or simulated, that might affect the correct formation of the demand and offer of financial instruments and that might benefit improperly from the circulation of false news.

2.7 CONDUCT WITH REGARDS TO MONEY LAUNDERING

The Company condemns any activity that involves the laundering (that is the acceptance or treatment) of proceeds from criminal activities of any shape or form.

To this end the Management, Employees and Para-subordinate workers must comply with and apply the Italian and Community money laundering laws and are asked to report to the competent Authorities any operation that might be considered as a crime of this nature.

In particular, subjects in a senior position and all those carrying out their activities in risk areas must undertake to guarantee compliance with the laws and regulations in force in any geographical location and operating environment concerning the provisions limiting the use of cash and bearer securities in transactions.

It is prohibited to transfer cash or bearer securities when the value of the transaction, even split, equals as a whole or exceeds the limit set by the law.

Knowing customers is vital to prevent the use of the Company's finance - production system for money laundering purposes and to evaluate any suspicious operations.

The Company shall protect itself from the risk of purchasing material from illicit activities.

2.8 CONDUCT WITH REGARDS TO IT MANAGEMENT

The users of IT systems must not:

- fraudulently intercept third parties' communications or information using IT systems;
- damage in any way information, data, IT programs, including those used by the State or any other public body or anyway of public utility;
- damage in any way information, data and IT programs, IT and telecommunication systems, including those used by the State or any other public body or anyway of public utility;
- unlawfully access an IT or telecommunication system;
- illegally divulge any access codes to IT and telecommunication systems.

The Company forbids holding, reproducing, marketing, distributing or selling copies of software whose intellectual property is protected by the law, without the authorization of the holder of these rights.

2.9 CONDUCT TOWARDS FOREIGN WORKERS

It is prohibited to recruit or anyway use – even through employment agencies – foreign workers without the residence permit provided for by the regulations in force, or whose

permit has expired, has been cancelled or not renewed or for which no renewal has been applied for.

All foreign workers, required to hold a residence permit or any other documents provided for by the regulations in force, undertake to give copy of such document when recruited, to apply for renewal in reasonable advance with the competent authorities and to inform the Company about its renewal and expiry date or its possible withdrawal or cancellation.

The Company monitors the residence permits of the foreign workers it employs, with their relative expiry dates and modifications (withdrawal, cancellation or non-renewal).

3 CODE EFFECTIVENESS AND VIOLATION CONSEQUENCES

3.1 COMPLIANCE WITH THE CODE AND VIOLATION REPORT

The task to assess the real suitability of the Code, to check its implementation and compliance falls with the Supervisory Body.

All Employees and Para-subordinate workers must report all violations, even potential, of the Model or Code to their direct superiors; if reporting to their superiors doesn't work or if it regards the behaviour of the superior himself/herself, reporting must then be addressed to the Supervisory Body.

We wish to state that the Supervisory Body is different and separate from the Internal Control Office and that no request of conduct information about specific cases can be addressed to it.

The Supervisory Body must quickly check the information it has received and, once the merits of the report have been ascertained, present the case to the competent authority so that any necessary disciplinary sanctions or mechanisms for the termination of the contract can be applied. The Supervisory Body has the power to summon and listen to the author of the report and anybody else involved, consulting, if necessary, the top management of the Company (Chairman of the Board).

The reports of the Supervisory Body must be in writing and sent to one of the following addresses:

- Supervisory Body, c/o EBARA Pumps Europe S.p.A., Via Pacinotti, 32 36040 Brendola (VI), Italy
- odv.ebara@gmail.com

With reference to the news of the occurrence or attempted violation of the regulations of the Code, *EPE* shall ensure that nobody in the work place can be submitted to retaliation,

illegal pressuring, inconvenience and discrimination because he/she has reported the violation of the contents of the Code or of internal procedures.

Any form of retaliation towards the person who has reported a possible violation of the Code is in itself a violation. Moreover, a violation of the Code is also the behaviour of whoever accuses other employees knowing full well that said violation never took place.

3.2 SANCTIONS

The violation of the Code of Conduct and Company's procedures affects the trust between the Company and whoever commits the violation.

Once proven, violations shall be pursued effectively and promptly by adopting, in compliance with the provisions of the law in force at the time, adequate and proportionate disciplinary measures, regardless of the criminal relevance of such conduct and the institution of criminal proceedings in the cases where a crime has been committed.

The disciplinary measures for Code violations are adopted by the Company in line with the regulations in force and the relative national or company employment contracts. Such measures can also include the removal of the people responsible from the Company. As to subjects not connected to the Company by an employment contract, any violations of the Code shall be punished by applying the civil remedies provided for by the law.

3.3 DISSEMINATION OF THE CODE

In order to guarantee correct understanding of the Code, EPE has prepared an information plan ensuring its complete explanation and dissemination.

In particular this Code shall be brought to the attention of Governing Bodies, Member Workers, Employees, Para-subordinate Workers, Business Partners as well as the Consortiums the Company is a member of for commercial purposes.

Moreover, the Company must assess the need of divulging the Code to Suppliers/consultants and any other third party the Company has dealings with or might act on behalf of the Company itself.

The Code has been posted with appropriate emphasis on the Company's website.

Any updates and revisions of the Code are defined and approved by the Company's Board of Directors, after a consultation with the Supervisory Body.

4 REFERENCES

- Decree-Law No. 231 of 8 June 2001 and subsequent updates
- Confindustria Guidelines for the construction of an Organization Model Decree-Law 231/2001 – 31 March 2008 issue
- Safety Unified Text (Decree-Law 81/08)