

OUR VALUES, OUR PRINCIPLES

SARAS GROUP CODE OF ETHICS



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1. Introduction

The Code of Ethics encompasses the values, the principles and the rules of conduct consolidated over time to which Saras and its Subsidiaries and associated Companies (the “**Saras Group**”) adapt their business activities.

The Saras Group acknowledges the importance of ethical and social responsibility and conducts its activities with the utmost attention to the aspects relative to occupational safety and health and in compliance with principles of environmental protection. For this reason, the Saras Group aspires to maintain and develop relationships of trust with its partners, shareholders, employees, collaborators and stakeholders and pursues its objectives seeking to reconcile the interest concerned.

In particular, the Saras Group considers its suppliers, customers, the institutions, the social partners, its industrial partners, the community and the general public and all the organisations which are affected directly and indirectly by the activities by the Saras Group Companies (the “Companies”) as its own stakeholders.

2. Scope and parties subject to the Code

The Code of Ethics applies to all the Saras Group Companies and therefore to the directors, to the statutory auditors, to the members of the supervisory bodies, to management, to the employees and collaborators, to customers, to the suppliers, as well as to all those who, directly or indirectly, continually or temporarily, have relations or transact with the Saras Group and operate in pursuit of its objectives.

Therefore, the Saras Group undertakes to disseminate this Code of Ethics, properly construe its contents, and make instruments available that foster its implementation; it also implements the measures necessary to check and monitor the enforcement of this Code of Ethics.





3. Values and principles of reference

3.1. Honesty

Honesty is the fundamental value on which all Saras Group activities, initiatives, and communications are based and it is the essential factor of its operations.

3.2. Compliance with laws

The Saras Group acknowledges respect for the law and of regulations in force in all Countries in which it operates as an absolutely necessary principle in the relations with employees and collaborators, customers, suppliers and other stakeholders and does not tolerate any type of fraudulent or corruptive behaviour towards or by third parties.

It therefore requires its employees, collaborators and anyone who engages in stable or recurring business with the Group Companies to comply with such principles.

3.3. Transparency and completeness of information

The Saras Group clearly, transparently and impartially discloses its activity and the related performance to its partners, shareholders, and significant stakeholders.

To ensure the transparency and completeness of the corporate information, each operation and transaction must be legitimate, coherent, reasonable, authorised, correctly recorded, and verifiable.

3.4. Data confidentiality

The Saras Group guarantees the confidentiality of information in its possession in compliance with the codes, laws, and regulations in force, and pays utmost attention to their disclosure and to their use.

3.5. Putting people first and equal opportunities

The Saras Group promotes respect for physical and cultural integrity and respect for the sphere of relation with others.

It guarantees safe work environments and working conditions that respect individual dignity. It condemns behaviours aimed at leading people to violate the law and the Code of Ethics and any conduct harmful to individual people.

It respects the principle of equal opportunities, with no discrimination in terms of race, sex, nationality, political opinions, sexual orientation, social status, age and religious beliefs.

The Saras Group upholds and respects human rights in compliance with the United Nations Universal Declaration of Human Rights.

3.6. Safety, health and the environment

The Saras Group has every intention to perform its business activities in a sustainable manner, thus ensuring that the attainment of industrial objectives in the short term does not compromise its own future capacity, that of the local territory and of its own stakeholders, to pursue long-term economic, socially-oriented, environmental and institutional objectives.

The Saras Group acknowledges the value and spreads the culture of prevention in matters of health, safety, and environmental protection.



4. Rules of conduct

4.1. People

The Saras Group recognises that people come first and the importance of establishing and maintaining relationships based on mutual respect and correctness both with employees and with the collaborators who perform their work for the Group Companies under contract other than employment.

Staff must be selected and recruited on the basis of the extent to which the professional profiles of candidates meet the Company's requirements, it being understood that any and all such assessments must be made in compliance with the principles of equal treatment and equal opportunities for all the parties concerned.

Hierarchical authority is exercised fairly and correctly, avoiding every form of abuse. Any attempt by a hierarchical superior to request or demand of a subordinate any service, personal favour and behaviour in breach of this Code of Ethics is an abuse of authority.

Any and all decisions taken in respect of the Human Resources management and development must be based on merit and/or the extent to which employees meet the Company's staffing requirements in terms of skills and professionalism.

The Saras Group will endeavour to fully enhance its Human Resources through specific tools designed for staff development and professional advancement. Accordingly, the competent functions are required:

- to select, recruit, train, remunerate and manage employees and the collaborators without any sort of discrimination;
- to base any and all decisions pertaining to employees and collaborators solely on considerations of merit, skills, experience and professionalism;
- to foster a work environment that enhances the plurality of the different characteristics and personal and cultural orientations.

In the case of corporate restructuring, the value of Human Resources must be safeguarded, including through staff training and/or professional re-qualification activities, if necessary.

Industrial Relations

The Saras Group undertakes to develop an industrial relations model based on transparency, objectivity and the scrupulous implementation and enforcement of agreements.

This model aims to achieve a constructive relationship with trade unions, to improve the efficiency and competitiveness of the Company, in the belief that these can be achieved through the enhancement and better use of human resources.

Privacy and information management

The Saras Group complies with all statutory provisions governing the privacy of employees and collaborators, including through the implementation of operating standards that specify how to process and store the information collected. No survey whatsoever is conducted in respect of the ideas, preferences, personal tastes and the private lives of individuals.

Employees and collaborators are required to be familiar with and implement the aspects foreseen in the Saras Group Policies relating to data security to ensure their integrity, confidentiality and availability. It is the obligation of each employee and collaborator to ensure the confidentiality required by the circumstances for all data, information and news acquired in the course of their duties.

4.2. Relations with the partners, shareholders and the financial community

The Saras Group creates the conditions so that participation in the decision making by the partners and shareholders for matters falling within their purview is ample and informed, protects their interest, and promotes parity and transparency of the information.

For this reason, it guarantees that communication with partners, shareholders and the market complies with legal and regulatory provisions and meets the criteria of fairness, clarity and equal access to information. It also guarantees:

- the timely dissemination of the relevant information, also to prevent the risks of committing corporate offences and market abuse;
- the right of each partner/shareholder to participate in the decisions under its purview and to make informed decisions.



4.3. Relations with suppliers, business partners and outside collaborators

The Saras Group designs its procurement process for goods and services seeking the maximum competitive advantage, providing equal opportunities, fairness and impartiality in the relations with the parties concerned.

The Saras Group requires its suppliers and commercial partners, and outside collaborators to comply with its ethical principles, deeming this to be an essential requirement to establish and maintain business relationships. Each supplier, commercial partner or outside collaborator must receive timely notice of the existence of the Code of Ethics and the commitments and obligations imposed therein on outside parties.

The selection of suppliers and the determination of terms and conditions for procurement are based on an objective appraisal of quality, price and the capability to provide goods and services of a level adequate to guarantee compliance with all relevant regulations, with particular reference to the matters of occupational health and safety and environmental protection.

To maximise the efficiency and transparency of procurement procedures, the Saras Group requires:

- the choices and decisions made to be adequately re-traceable;
- all relevant data and official tender and contractual documents to be maintained in the Company's records for the time required to comply with regulations in force and internal policies.

In procurement relations, Saras Group employees and collaborators must:

- ensure that all parties meeting the specified requirements are allowed to compete in the tender, adopting objective criteria that can be documented in selecting the candidates;
- require compliance with and observance of the contractual conditions, with particular reference to provisions in matters of health, safety and the environment;
- maintain extremely clear relations with suppliers, avoiding too much mutual dependency.

4.4. Customer relations

The Saras Group pursues its mission by offering quality products and services, at competitive conditions and in compliance with law and regulations and the standards established to protect fair competition, undertaking to not discriminate against its customers.

The style of conduct towards the Saras Group customers is based on availability, respect and

courtesy, with a view to fostering a highly professional and collaborative relationship.

Within the scope of customer relationships, the employees and collaborators of the Saras Group must:

- provide quality products and services – promptly, efficiently and with courtesy - meeting the customer's reasonable expectations and needs, in line with contractual terms and conditions;
- provide accurate, clear and exhaustive information to the customer on product and service offerings so as to enable them to make informed decisions.

4.5. Relations with the community

The Saras Group is fully aware of the effects of its activities on the local context, the socio-economic development and the general well-being of the community within which it operates, taking due account of community interests in all its operations.

The Saras Group is convinced that dialogue with the community is of strategic importance for the proper development of its business; therefore, whenever possible, it will establish a stable channel of dialogue with associations representing it, with a view to fostering mutual collaboration in light of each other's interests.

The Saras Group does not support or finance parties, their representatives or candidates, either in Italy or abroad, and does not sponsor conventions or events organised solely for political purposes.

The Saras Group is in favour of and, if appropriate, provides support to social and cultural initiatives that intend to promote personal development and improve living standards.

The Saras Group communicates outside of the Group with truthful and transparent information. Relationships with the mass media are based on this principle and are managed solely by the corporate department specifically in charge of such tasks. No employee or collaborator is allowed to divulge or to undertake to divulge any information outside the Group without prior authorisation from the competent functions.

No Company employee or collaborator is permitted to offer, in any manner or form whatsoever, payments, gifts or other benefits that are aimed, or that may be reasonably perceived to be aimed at, influencing the professional activities of the mass media representatives.



4.6. Relations with competitors

In compliance with principles of free and fair competition and of intellectual and industrial property, the Saras Group maintains commercial dealings characterized by legality and fairness.

Therefore, the Saras Group condemns any conduct aimed at altering free competition in connection with the industrial and commercial activities or at violating industrial or intellectual property rights (such as copyrights) of third parties or at securing an unjust advantage over other market participants for the Group Companies.

4.7. Conflicts of interests

The Saras Group acknowledges its employees and collaborators' right to take part in investments or perform activities outside of the Companies to which they belong, provided that they are allowed by law and compatible with the obligations undertaken with respect to the Group Companies.

All employees and collaborators are required to avoid any and all situations and activities that could entail a conflict of interest with the Company with which they work or otherwise interfere with their ability to make impartial decisions in the Company's best interest and in full and scrupulous compliance with the provisions set forth in this Code of Ethics. In particular, all the Group Companies employees and collaborators are required to avoid conflicts of interests between their personal or family finances and their roles and positions within the Company. The following situations could represent, without limitation, a conflict of interest:

- having economic or financial interests in suppliers, sub-contractors, customers, competitors or business partners of Group Companies or in their subsidiaries or parent companies;
- perform executive functions (CEO, director, functional manager) or work activities, of any type, with suppliers, sub-contractors, customers, competitors or business partners of Group Companies or with their subsidiaries or parent companies;
- have a family member/live-in partner who has an economic or financial interest, performs executive or managerial functions or who performs any type of work activities with Saras Group Companies, suppliers, sub-contractors, customers, competitors or business partners of Saras Group Companies, or parent or subsidiary companies thereof.

Furthermore, all employees and collaborators are strictly barred and prohibited from securing or otherwise garnering any personal benefit or gain whatsoever through the disposal of corporate assets or through business opportunities that may have come to their attention in the course of their service and from using their position in the Company or information obtained at work in a way that creates conflict between their personal interests and the Company's interests.

Employees and collaborators must promptly report every situation that may represent or generate a conflict of interests in accordance with the procedures defined in the Company to which they belong.

4.8. Prevention of corruption & bribery

The addressees of the Code of Ethics are proscribed from initiating any type of corruption with public or private parties for the purpose of ensuring an unjust advantage for themselves or for Group Companies.

Therefore Group Companies' employees and collaborators and anyone acting on behalf of any Company (such as agents, intermediaries, joint ventures, consultant) are forbidden

- to give or promise, directly or indirectly, money or other benefits to a Public Official or to a private person,
- to accept or solicit, directly or indirectly, money or other benefits,

when the intention is

- to induce them to improperly perform any public function or any activity associated with a business,
- to influence or omit to perform acts in violation of official duties or of loyalty obligations,
- to violate applicable laws.

Whenever employees, collaborators or anyone acting on behalf of the Group Companies receives

- a direct or indirect request, on the part of a Public Official or private person, for money or for other benefits in favour of the Public Official or of the private person or of a family member or of a person thereby indicated,
- offers of money or other benefits that cannot be considered as acts of commercial courtesy of low value,

they must reject them and inform their representative or the body appointed in their Company to oversee the Code of Ethics.

4.9. Relations with the public administration

The taking on of commitments with the Public Authorities is reserved strictly to the appointed functions/personnel.

In its relations with officials and representatives of the Public Administration each Group Company, through its employees, collaborators, representatives or intermediaries, must:

- scrupulously follow ethical behaviour, in compliance with the law and standards in force;
- represent its interests and positions, in a transparent, rigorous and coherent manner, avoiding all forms of collusion;
- guarantee the timeliness, the accuracy, the correctness and completeness of information exchanged with the Public Administration and the verifiability and demonstrability thereof;
- preserve the official documentation regulating the relations with the Public Authorities, as well keep track of the main facts that arise and the persons contacted or met;
- refrain from using public funds for purposes other than those for which the funds were obtained.

4.10. Relations with Supervisory Authorities

The reports and the periodic or occasional filings provided for by the laws and/or regulations, to the Supervisory Authorities and the stock exchange companies (hereafter the “Supervisory Authorities”), as well as the participation in inspections by the Supervisory Authorities, is reserved exclusively to the appointed offices/personnel.

In its Relations with Supervisory Authorities each Group Company, through its employees, collaborators, representatives or any intermediaries, must:

- act in full collaboration, in compliance with the laws and regulations in force;
- guarantee the timeliness, the accuracy, the correctness and completeness of the information and reports provided and the verifiability and demonstrability thereof;
- preserve the official document concerning relations with Supervisory Authorities, as well as keep a record of the main facts observed and the people contacted or met.



4.11. Use and safeguard of Company property

All employees and collaborators are bound to exercise due care and diligence to protect corporate assets, by acting responsibly, and complying with operating procedures established to govern their use.

All of the Companies' property is to be used for work-related purposes and in any case, it is forbidden to allow third parties to use or enter into possession thereof, even only temporarily, save where specifically provided for.

All employees and collaborators are also responsible for properly preserving the resources entrusted to them (including IT resources) and have the duty to promptly inform the relevant Company functions of any and all events that pose an actual or potential threat to the Group Companies or their assets. Specifically, each employee and collaborator is obliged to:

- always operate in compliance with safety standards prescribed by law and by the internal procedures and to avoid improper use that might cause unnecessary costs, damage to people, things or to the environment, a reduction of efficiency or that are in any case in contrast with the Saras Group's interests;
- work in an appropriate manner, so as to not compromise the working order or accelerate the normal deterioration of the Company assets;
- take all reasonable precautions to minimise the risk of theft, damage or other threats to the Company property and resources entrusted to them or housed on Company premises, and to promptly report any and all anomalous situations to the relevant corporate departments.

4.12. Health, safety and the environment

The Saras Group considers the issues associated with health, safety and the environment as part and parcel of its business, and, therefore, it will make every effort so that:

- the Group Companies' strategies are established from a perspective that adheres to the principles of sustainable development;
- research and technological innovation are dedicated in particular to promoting products, services and processes compatible with health, safety and environmental protection;
- operational management is performed in accordance with the national and international directives on the matter, pursuing the continuous improvement of occupational safety and health and referring to advanced criteria on environmental protection and energy efficiency.

In particular, the Saras Group expects all its employees and collaborators to actively participate in all initiatives aimed at:

- advancing and disseminating the culture of health, safety and respect of the environment, developing an awareness of risk management, encouraging responsible behaviour and preserving, mainly with preventive actions, the health and safety of all employees and collaborators;
- paying continuous attention and constantly monitoring and improving environmental performance, by minimising the impact on the environment and implementing a conscious and responsible use of natural resources;
- assessing in advance the environmental impacts of new activities and new processes and products;
- developing constructive collaboration relationships, both internally and with the community, in order to optimise the management of health, safety and environmental matters;
- maintaining high standards of health, safety and environmental protection through the implementation of best practices in the matter and suitable management and monitoring systems;
- developing a continuous instruction, training activity and sensitising all the parties concerned, in full awareness of the fact that health, safety and environmental protection targets can only be met if all employees and collaborators, as well as suppliers of goods and services, play their individual roles responsibly.

All employees, internal and external collaborators, suppliers and business partners are obliged to scrupulously comply with standards and obligations deriving from the relevant legislation on the matter of occupational health, safety and environmental protection, as well as compliance with all the measures on the matter provided for by the procedures and by the applicable company rules, the violation of which shall be construed as a violation of this Code of Ethics.



5. Implementation and observance of the Code of Ethics

Disseminating the Code of Ethics

All internal and external parties are made aware of the Code of Ethics by means of specific communication initiatives. In order to guarantee the Code of Ethics is understood correctly, each Group Company provides suitable communication and training meant to foster the knowledge of the principles and of the ethical standards within it.

Internal control and risk management system

The internal control and risk management system is the set of rules, regulatory documents and organisational structures set up so as to allow sound management of the enterprise consistent with the pre-established objectives, through a suitable process for identifying, measuring, managing, and monitoring the major risks.

The efficiency and effectiveness of the internal control and risk management system are necessary conditions to perform the company's activities consistent with the values, the principles and the rules of conduct of the Code of Ethics and for the implementation thereof.

Management, within the remit of its duties, is responsible for setting up an effective internal control and risk management system and for evaluating the need to institute appropriate mitigation activities to manage the major risks.

All Saras Group employees and collaborators, in so far as it is their duty, guarantee the implementation and operation of the defined mitigation measures.

Compliance with the Code of Ethics

Compliance with the Code of Ethics must be an essential part of the contractual obligations undertaken by employees, collaborators and/or by parties engaging in business with Group Companies.

All Saras Group employees and collaborators are required to be familiar with the provisions of this

Code of Ethics and the other statutory and internal Company rules and regulations governing their duties within the Company.

All Saras Group employees and collaborators must explicitly accept their obligations imposed under this Code of Ethics, either when hired by the Company or, when first published, and must also:

- refrain from conduct contrary to the provisions in the Code of Ethics;
- refer any queries for clarification on how to apply them to their superiors, or the body appointed to supervise this Code of Ethics;
- promptly report to their direct superiors or to the body appointed to supervise the Code of Ethics, any information discovered directly or referred to them by others with regard to potential breaches of this Code of Ethics or any request the person may have received to violate it;
- fully collaborate with any and all corporate structures placed in charge of investigating possible violations of this Code of Ethics;
- demand compliance with the obligations which are directly related to their working activity;
- adopt the appropriate internal initiatives and, if within the scope of their responsibilities, external initiatives in the event of violations of this Code of Ethics by third parties.

Oversight and reporting

A Supervisory Body is set up at each Company specifically to oversee the observance and enforcement of the Code of Ethics.

The Saras Group sees to the establishment of channels of communication through which the parties concerned can report the information with regard to violations, or suspected violations, of the Code of Ethics to the body in each Company responsible for oversight regarding enforcement of the Code of Ethics.

The Supervisory Body acts to protect whistle-blowers against any type of reprisal, discrimination or penalties and to ensure the confidentiality of the whistle-blower's identity, without prejudice to the obligations prescribed by law.

Violations and penalties

A violation of the Code of Ethics, on the part of employees, collaborators and parties having business relations with Group Companies, constitutes breach of contract, with all legal consequences, especially regarding the termination of the contract and/or of the assignment and may entail compensation for any damages resulting therefrom.

Upon finding that a violation of the Code of Ethics has in fact been committed, the body in charge of overseeing compliance with the Code in each Company shall report said violation along with any and all recommendations and suggestions it deems fit to the Board of Directors and to corporate functions having competence for the adoption of any penalties.



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