

Code of Conduct for Group Directors



1. Recipients

The regulations in this code of conduct apply to the directors of Saras S.p.A. (hereinafter, the “**Saras directors**” and “**Saras**”, or the “**Company**” or “**Parent Company**”) and directors appointed, on the nomination of the Parent Company or companies directly or indirectly controlled by it (the “**Subsidiaries**” and, together with the Company, the “**Saras Group**” or the “**Group**”), at the boards of directors of Subsidiaries or of companies in which the Group has a holding (the “**Group directors**” and, together with Saras Directors, the “**Directors**”).

The Directors that accept this code of conduct (for approval or implementation at board level or for acceptance, individually) shall take note of it and apply it in line with existing Italian and overseas primary and secondary legislation, with the articles of association of the Group company governed by them, with the mandates and powers of attorney that concern them and with the Group’s regulations, procedures and internal directives to the extent to which these are applicable, including the Saras Code of Ethics, the Internal Dealing Code, the internal regulations on the handling of confidential information adopted by the Parent Company and the organisational and management model pursuant to Legislative Decree 231/2001.

None of the provisions of this code of conduct may be interpreted or applied in such a way as to force or permit Directors to act in conflict with the interests of the company under their governance.

2. Aims

This code of conduct aims to provide Directors with uniform criteria of conduct to enable them to carry out their role within a structured framework, in compliance with legislation and the principles of corporate governance and, when possible, in keeping with the Group’s interests as defined in section 4.

It should also be understood as a tool to maximise the support that the Group, using all the expertise available to it, provides to Directors to enable them to better perform the duties assigned to them.

3. Associated companies

For the purposes of this code, “associated company” shall mean a company in which Saras or the Subsidiaries, by virtue of a stake in any company or specific contractual restrictions, has the right to nominate one or more members of the board of directors.

4. Group interests

For the purposes of this code of conduct, “Group interests” shall mean the common interests of the Saras Group in maximising value, partly by optimising advantages stemming from management and co-ordination activities that the Parent company carries out in respect of its Subsidiaries, in accordance with the regulations stipulated at articles 2497-*bis et seq* of the Italian civil code.

5. Management and co-ordination

With reference to the Subsidiaries subject to the Parent Company’s management and co-ordination, as set out in article 2497-*ter* of the Italian civil code, Group Directors must ensure that decisions influenced by such activity by the Parent Company must be based on analysis and supported by a precise note of the reasons and interests evaluated in coming to the decision. They must also give a sufficient account of such decisions in the report on operations attached to the annual accounts.

6. Directors' interests

In the performance of their duties, Directors shall observe the regulations on own interests or on account of third parties, and transactions with related parties set out at articles 2391 and, where applicable, 2391-*bis* of the Italian civil code.

Specifically, they must inform the other directors and the board of auditors of any interest they have on their own account or that of third parties, in a particular company transaction, specifying the nature, terms, origin and extent; if the CEO of the company has an interest, on his own account or that of third parties, he must abstain from carrying out the transaction, investing the collective body with the responsibility for such transaction. In the above-mentioned cases, the resolution of the board of directors must adequately justify the reasons and suitability for the company of such transaction.

Directors must comply with this regulation not only on an individual basis, but also with reference to situations that could affect other members of the board of directors.

As regards transactions with related parties, with particular reference to intra-group transactions, Directors shall conform to the principles of conduct for carrying out transactions with related parties, adopted by the board of directors of the Parent Company.

Where possible, Group Directors shall notify their contacts in the Parent Company of the existence of the above-mentioned situations with sufficient notice prior to the date of resolution or decision.

7. Advance consultation

Group Directors shall advise the contacts in the Parent Company in a timely manner of the scheduled meetings of the board of directors to which they belong, to enable them to study the issues relating to agenda items in advance, and where necessary, to receive the necessary information on the resolutions to be taken.

8. Attendance at meetings

Directors shall ensure that they regularly attend the meetings of the board of directors to which they belong. If a Group Director is unable to attend a board of directors' meeting, he shall give prior notice to his contacts and the other Group Directors of the same board.

9. Uniformity of conduct

In the event that there are several Directors appointed by the Group present at one board of directors' meeting, they shall, notwithstanding the provisions of paragraph 7, confer in order to define, as far as possible, a common line of conduct to be followed at the meeting and adopt broadly uniform positions for the discussion of agenda items and the resolutions on the same.

If after consultation, there is a considerable difference of opinion between Group Directors, and a compromise cannot be found, the latter shall again involve their contacts to identify a possible solution.

10. Reporting

After each meeting of the board of directors of which they form part, Group Directors shall notify their contacts in the Parent Company of any circumstances which emerged at the meeting that could be of interest or concern to the Group.

11. Information reporting to the Parent Company and confidentiality obligations

Group Directors shall monitor over time the existence and maintenance of a regular and systematic flow of information between companies and the Parent Company, intended, among other things, to enable the latter to comply exactly with its disclosure requirements to the market supervisory authorities and the market itself.

In addition to the applicable primary and secondary legislation, the provisions of Saras' Regulations on the handling of confidential information shall apply. Such regulations also govern confidentiality obligations relating to documents and information acquired in the performance of their duties, both at board meetings and at other times.

12. Relationships with auditors

If there are auditors appointed by the Group on the Board of Auditors, Group Directors shall liaise with them appropriately and on a regular basis in order to ensure complete coverage of all aspects of corporate management in which, by virtue of their role, they are involved.

13. Notification of irregularities

Without prejudice to the requirements of law and the articles of association, in the event that any irregularities or circumstances inconsistent with regular and appropriate corporate management come to their notice, Group Directors shall immediately notify their contacts in the Parent Company so that they may determine the action to be carried out to safeguard the interests of the company or Group.

14. Responsibilities

Compliance by directors with the provisions of this code of conduct, especially those regarding relationships with their contacts, does not release them from any responsibilities incumbent on them in respect of the fulfilment of the duties assigned to them.

15. Relationship of trust

When selecting individuals to fulfil directors' roles in associated companies, the Group shall attach particular importance to the existence and continuation of a mutual relationship of trust.

If, therefore, this relationship of trust breaks down for any reason, the Group has the reasonable expectation that the director should take note of this and act accordingly.

Specifically, in the case of Directors who are employees of Group companies, the termination of the working relationship, however caused, is generally considered to mean that the relationship of trust no longer exists.