



NET Engineering S.p.A.

Società con socio unico

soggetta a direzione e coordinamento di NET Engineering International S.p.A.

Via Squero, 12 – 35043 Monselice (PD)

# **CODE OF ETHICS**

**NET Engineering S.p.A.**

**Approved by the Board of Directors on May, 22<sup>th</sup> 2008**



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## PRELIMINARY STATEMENT

NET Engineering S.p.A. is an engineering company which deals with the planning and direction of works modifying regional planning, within the sphere of civil engineering, with special focus on infrastructures and transport systems.

Its mission is to pursue excellence by valorising skills and technological innovation so as to create value for its shareholders, to satisfy its clients and through them the public, to encourage the professional development of its collaborators and at the same time promote economic and social development, the architectural quality of buildings, safeguard the environment, improve traffic safety, reduce the risk of accidents during the building of infrastructures and improve the quality of life.

The plurality of stakeholders, both internal (shareholders, management, employees) and external (clients and suppliers, collaborators and partners, financiers, creditors, public institutions and the public in general), interested in the achievement of the aforesaid mission attributes increasing value, aside from the economic result, to aspects such as the quality of the service offered, reliability, and more generally the reputation of the Company in terms of ethical, social and environmental responsibility.

A good reputation encourages investment by shareholders and customer loyalty as well as attracting the best human resources, reassuring creditors and improving the atmosphere inside the company infrastructure.

To establish and maintain a relationship of loyalty between the company and its stakeholders the first thing that is needed is constant observance of the law, in the awareness that the respect of legal regulations alone may not be sufficient but must be accompanied by a set of general and specific ethical principles able to direct individual and collective choices and behaviour so as to pursue the interests involved more efficiently.

Ethics thus assume particular relevance as a means of directing the behaviour of the



company bodies, management, employees and external collaborators above and beyond company regulations and procedures.

By adopting the Code of Ethics, approved by the Board of Directors on date 22/05/2008, the Company declares and clarifies its responsibilities and ethical/social commitments towards the various internal and external stakeholders, in the light of the provisions of the Legislative Decree 231/2001.

The Company's Code of Ethics is divided into:

- identification of the intended recipients of the Code;
- ethical principles of the Company defining the reference values;
- criteria of behaviour, defining the guidelines which should direct, on the basis of ethical principles and beyond the observance of regulations, the behaviour of Company staff, with specific focus on those who have managerial responsibilities and of the company bodies responsible for administration and/or control, and in general the behaviour of all those having relations with the Company;
- method of enactment, describing the mechanisms and bodies predisposed for enacting, monitoring and diffusing observance of and conformity to the Code and to ensuring its constant updating, defining the methods of prevention, control, sanctions and reporting, the valence of the Code as regards third parties and the Supervisory Body.



## **RECIPIENTS**

The standards of the code of ethics apply, without exception, to the company bodies, management, employees, external collaborators, business partners, suppliers and all those having relations with the Company.

Each recipient is bound to be familiar with the Code of Ethics, to actively contribute to its enactment and to report any shortcomings to the Supervisory Body appointed in accordance with art. 6 of the Legislative Decree 231/2001.



## **ETHICAL PRINCIPLES OF THE COMPANY**

### **1.1 HONESTY**

The company bodies, management, collaborators and employees are bound to observe the laws currently in force, the code of ethics, and in-house procedures and regulations, basing their behaviour on principles of rectitude, integrity and diligence.

In no case shall the pursuit of Company interests justify dishonest conduct.

### **1.2 IMPARTIALITY**

The Company avoids any discrimination based on age, sex, sexual orientation, state of health, race, nationality, political opinions, and moral or religious beliefs of the persons it deals with.

### **1.3 AUTONOMY**

Autonomy is manifested in the freedom of action and choice and, specifically, in the identification of optimal solutions relative to all projects without accepting pressurisation or influence of any type.

### **1.4 LOYALTY**

In its relations with clients, suppliers, collaborators, partners and third parties in general the Company promises to behave loyally and transparently in observance of the rules and to keep its word when given.



## **1.5 SAFEGUARDING THE PERSON**

The Company considers human resources an essential factor of competitiveness and success. In such sense it defends and promotes the value of the same, safeguarding their dignity, moral and personal convictions.

## **1.6 SAFEGUARDING THE STOCK CAPITAL**

The company bodies and management act so as to ensure the integrity and increase of the stock capital, safeguarding the interests of all the stakeholders.

## **1.7 SAFEGUARDING THE ENVIRONMENT AND THE PUBLIC**

The Company is aware of the influence which its business has on economic and social development, the use of public resources and the general wellbeing of the public in terms of safety and impact on the environment, and directs its actions to safeguarding such values.





## **CRITERIA GUIDING CONDUCT**

### **SECTION I**

#### **CRITERIA FOR CONDUCTING RELATIONS WITH COLLABORATORS**

##### **1.8 SELECTION OF PERSONNEL**

The assessment of staff to be hired is made in relation to how far the candidate profiles correspond to those being sought for and to company requirements, with equal opportunities given to all those involved. The information requested is strictly related to verification of the aspects foreseen by the professional and psychological aptitude profile, while respecting the candidate's private sphere and opinions.

The personnel department, within the limits of the available information, adopts appropriate measures to exclude favouritism, nepotism, or forms of cronyism during the selection and hiring phases.

##### **1.9 CONSTITUTION OF THE EMPLOYMENT RELATIONSHIP**

Staff are employed on the basis of a regular work contract. Upon setting up the employment relationship each employee is given appropriate information regarding:

- job characteristics and duties: legislative and pay conditions, as regulated by the national collective employment agreement;
- all the in-house regulations and procedures which the company applies, therein included the Code of Ethics.



## **1.10 PERSONNEL MANAGEMENT**

The Company avoids any form of discrimination towards its collaborators. Within the sphere of staff management and development, as in the selection phases, decisions are made on the basis of how far the profiles required correspond to the collaborators' profiles and/or on considerations of merit. Access to posts and appointments is also established in relation to skills and capabilities; furthermore, as far as compatible with general work efficiency, flexibility in the organisation of work which facilitates the management of maternity leave and, in general, the care of children is encouraged.

The assessment of collaborators is performed on a widened scale, involving managers, the personnel department and, as far as possible, the people working with the person under assessment. Within the limits of the available information and respect of privacy and current legislation, the personnel department acts so as to prevent forms of nepotism.

## **1.11 VALORISATION AND TRAINING**

The managers use and fully valorise all the proficiencies present in the organisation by activating the means of leverage available to encourage the development and growth of its collaborators.

Training is given to groups or individual collaborators on the basis of specific needs for professional development. Both at the beginning and during the employment contract company training is provided based on annual training plans.



## **1.12 MANAGEMENT OF COLLABORATORS' WORK TIME**

Each manager is bound to valorise the collaborators' work time requesting services in keeping with the exercising of their functions and with work schedules.

## **1.13 WORK ORGANISATION**

The organisational structures and production processes must be aimed at respecting and valorising human resources.

Authority must always be exercised fairly and correctly, excluding any abuse or behaviour detrimental to the dignity, moral and personal convictions of each person and/ or constituting a breach of this Code of Ethics.

In the event of reorganisation, the value of human resources is safeguarded, providing, where necessary, training and/or professional requalification.

## **1.14 HEALTH AND SAFETY**

The company guarantees optimal employment conditions in safe and healthy working environments.

The Company promises to diffuse and consolidate attention to safety, developing an awareness of the risks involved and encouraging responsible behaviour by all collaborators.

## **1.15 INTEGRITY AND PROTECTION OF THE INDIVIDUAL**

The Company combats any discriminatory stances or behaviour injurious to the person, his/her beliefs and preferences, directing its organisation, processes and objectives accordingly and adapting its procedures and in-house control systems to such purpose.



Requesting services or personal favours as due to hierarchical superiority constitutes an abuse of a position of power, as does any other behaviour which constitutes a breach of this code of ethics. Furthermore, requests or threats aimed at inducing persons to act in contrast with the law, the Code of Ethics or company procedures are not permitted.

Any collaborator of the Company who believes that he/she has been the subject of hindrance or discrimination must report such to the competent bodies.

Disparities are not however considered as discriminatory if justified or justifiable on the basis of objective criteria.

### **1.16 COLLABORATORS' DUTIES**

The collaborator must act honestly and loyally so as to observe the obligations foreseen by law, by the employment contract, by the Code of Ethics and by company procedures. He/she must also guarantee the performance required, developing his/her skills and making his/her best effort for the efficient performance of the required services.

In the workplace and, in any case when conducting their work, collaborators must adopt a decorous and correct attitude in their manner of presenting themselves to others, inside and outside the Company.

### **1.17 USE OF COMPANY ASSETS**

All collaborators are bound to operate with due diligence so as to safeguard the company assets by means of responsible behaviour in line with the operating procedures predisposed to regulate their use, documenting such in detail. Specifically, each collaborator must:

- use the assets entrusted to him/her parsimoniously and scrupulously;
- avoid improper use of the company assets which might be the cause of



damage or reduced efficiency, or in any case in contrast with the interests of the company.

Each collaborator is responsible for protecting the resources entrusted to him/her and is duty-bound to promptly inform his/her superior in the event of threats or events harmful to the Company.

The Company reserves the right in any case to prevent improper use of its assets and infrastructures by means of accounting systems, financial control and risk prevention and analysis, save observance of the provisions of current law.

As regards IT applications, all collaborators are strictly bound to implement the provisions of company security policy, so as not to jeopardise the functionality and protection of the IT systems.

## **SECTION II**

### **CRITERIA FOR CONDUCTING RELATIONS WITH CLIENTS**

#### **1.18 RELATIONS WITH CLIENTS**

The Company, within the sphere of its relations with clients and in observance of the quality system, must maximise customer satisfaction, providing, among other things, exhaustive and accurate information on the services supplied to them, so as to encourage informed choice.

#### **1.19 QUALITY CONTROL AND CUSTOMER SATISFACTION**

The Company promises to ensure adequate quality standards of the services offered on the basis of the requisites specifically made by the customer and by obligatory legislation, as well as to intercept unexpressed needs and to monitor the quality perceived.



## **1.20 PERFORMANCE OF THE CONTRACTS**

In its performance and interpretation of contracts with clients the Company bases its behaviour on the principles of honesty, autonomy and loyalty.

### **SECTION III**

#### **CRITERIA FOR CONDUCTING RELATIONS WITH SUPPLIERS AND PARTNERS**

The supply processes include, as well as the supply of engineering services, materials and various services, financial and consultancy contracts.

## **1.21 CHOICE OF THE SUPPLIER**

When choosing the supplier the collaborators of the Company, in observing the requirements foreseen by law, by the Code of Ethics and by in-house company procedures, are bound:

- not to preclude anyone possessing the requisites required from competing in the stipulation of contracts;
- to adopt objective criteria which can be documented;
- to ensure sufficient competition.

## **1.22 STIPULATING AND MANAGING CONTRACTS**

The procedures for stipulating and managing contracts are marked by the search for conditions of efficacy and efficiency for the Company and are founded on pre-contractual and contractual behaviour inspired by principles of reciprocal honesty, impartiality and respect, avoiding forms of dependency.

In any case, in the event that the supplier, in performing his business for the



Company, should adopt behaviour not in line with the general principles of this code, the Company is legitimised to take appropriate measures.

### **1.23 CORRECT AND FAIR RELATIONS WITH PARTNERS**

In their relations with business partners the company bodies, management, employees and collaborators must base their conduct on principles of honesty, loyalty, autonomy and respect.

#### **SECTION IV**

#### **CRITERIA FOR CONDUCTING RELATIONS WITH THE PUBLIC AND WITH INSTITUTIONS**

### **1.24 POLICY OF SAFEGUARDING THE INTERESTS OF THE PUBLIC**

In defining its planning choices, the Company promises to act competently and conscientiously, aware of its social responsibilities: it identifies and proposes, among the possible alternatives, the solutions which best adapt the interests of the public in terms of economic and social development to optimal use of public resources, safety, minimisation of the environmental impact and improvement of general wellbeing.

To such purpose it adopts standard and/or specific planning guidelines aimed at ensuring the safety of the users of the infrastructures and of the labourers during their construction, as well as to promoting the protection of the environment, defining the criteria to be followed so as to minimise and mitigate environmental impact.

### **1.25 ECONOMIC RELATIONS WITH POLITICAL PARTIES, TRADE UNIONS AND ASSOCIATIONS**

The Company does not finance political parties, their representatives or candidates, movements or organisations in any form other than those allowed by



law.

The Company looks favourably on, and if appropriate, supports social, cultural and educative initiatives aimed at the advancement of the person and at the improvement of their living conditions.

## **1.26 RELATIONS WITH PUBLIC INSTITUTIONS**

The Company maintains relations with local, national and international Public authorities, characterised by the maximum transparency and correctness, respecting their mutual autonomy, economic objectives and principles contained in this code.

### **SECTION V**

#### **CRITERIA FOR CONDUCT TOWARDS ALL INTERLOCUTORS**

## **1.27 CONFLICT OF INTERESTS**

Company bodies, management, collaborators and employees are bound to avoid situations in which a conflict of interests may arise and to abstain from taking personal advantage of business opportunities which have come to their knowledge while performing their duties.

By way of example but not limited to such, the following situations may lead to a conflict of interests:

- having a primary role in the company and having economic interests with suppliers, clients or competitors including through members of the family;
- dealing with supplier relations and working directly or having a member of the family who works for such supplier;
- accepting money or favours from people or firms who have or intend to have relations with the Company.





In the case in which the conflict of interests is merely apparent, company bodies, management, collaborators and employees are bound to inform the competent bodies in the manner foreseen.

Collaborators are bound, in addition, to supply information about their activities outside working hours should these appear to be in conflict with the interests of the Company.

## **1.28 PROCESSING OF INFORMATION**

The Company guarantees, in conformity with legal dispositions, the confidentiality of the information in its possession.

Company bodies, management, collaborators and employees are strictly prohibited from using confidential information for purposes not connected with the performance of their professional business.

The information regarding stakeholders is processed by the Company in strict observance of the confidentiality and privacy of the interested parties, also in accordance with the provisions of the Security Policy Document and by the specific procedures for the protection of information therein included.

Any investigation of the ideas, preferences, personal tastes and in general of the private life of collaborators is prohibited.

## **1.29 GIFTS, FREE GIFTS AND BENEFITS**

A gift is taken to mean any type of benefit offered to any direct interlocutor or members of his/her family.

The Company's free gifts are characterised by the fact that they are intended to promote the brand image of the Company.

Any gifts offered- save those of modest value – must be registered so as to allow verification and authorisation by the department manager.



No forms of gifts, except within normal commercial practice or forms of courtesy, which are aimed at influencing the autonomy of decision-making or which may give rise to suspicious behaviour in contrast with the guiding principles of the code will be allowed.

In any case, the Company abstains from practices not allowed by law, commercial practice or codes of ethics – if known- of the firms or bodies with which it has relations.

Company bodies, management, collaborators and employees of the Company who receive free gifts or gifts outside the sphere of normal commercial practice or forms of courtesy must inform the department manager who will assess the appropriateness of the same and if necessary will inform the competent body.

### **1.30 EXTERNAL COMMUNICATION**

Any information diffused by the Company in observance of laws, rules and practices of professional conduct, are transparent, comprehensible and accurate, so as to enable the recipients of such to make informed decisions with regard to the relations to maintain with the said Company.



## **2 METHOD OF IMPLEMENTATION**

The Company, at the same time as duly observing the laws and regulations in force in all the Countries it operates in, also strictly adheres to the principles, objectives and rules foreseen by the Code. Such commitment is required not only from the personnel, but also from external collaborators, suppliers and all those having relations with the Company, as well as any bodies in any way associated, subsidiary to or members of a consortium with the Company.

The company bodies and management must be the first to put the values and principles contained in the Code into practice, using the same as their guiding principles when setting business targets, proposing and performing projects, as well as in any decision or action which reflects on the capital, management or technological values of the company, on the profit of the shareholders and the wellbeing of the employees and of the general public.

In pursuing the goals set, employees and collaborators must base their conduct on the principles expressed in this Code of Ethics.

### **2.1 PREVENTION**

In observance of current legislation and with an eye to the planning and management of company activities aimed at efficiency, correctness, transparency and quality, the Company adopts organisational and management measures able to prevent unlawful behaviour or in any case contrary to the rules of this Code by any entity acting on behalf of the Company, encoded in the organisation and management model adopted in accordance with the Legislative Decree 231/2001.

Given the division of activities and the organisational complexity, the Company also uses a system of delegating powers and functions, foreseeing in explicit and specific terms the attribution of roles to persons with the appropriate abilities and skills.



In any case, the department manager/company organisation structure is obliged in its actions to act as an example to its collaborators, directing employees to observance of the Code, doing whatever possible to make employees understand that the observance of the rules of the Code is an essential part of the quality of the work performed, carefully choosing, within the sphere of their responsibilities, external employees and collaborators so as to prevent commissions from being granted to persons who cannot be fully trusted to observe the regulations of the Code.

The code of ethics is made known to the internal and external stakeholders by means of communication activities, (such as by consigning a copy of the Code to all collaborators, by creating dedicated areas in the company intranet, by inserting an explanatory note in all the contracts etc, of the adoption of the Code).

Familiarity with the regulations contained in the Code and with the internal and external regulations referred to regulating the activities performed in the relative department is required of all staff, with the possibility of referring to their direct Superiors or to the competent body in case of need of clarification as regards the interpretation or enactment of the regulations contained in the Code of Ethics.

In order to ensure the proper understanding of the code of ethics by all the collaborators of the Company, the competent body, jointly with the personnel department, will organise and set up a training plan aimed at furthering awareness of the ethical principles and regulations. Such training initiatives will be differentiated on the basis of the role and responsibility of the collaborators; for those newly hired a specific training programme is foreseen illustrating the contents of the code which must be observed.

## **2.2 CONTROLS**

The Company adopts procedures and organisational/management models able to provide constant monitoring, at all levels, of the conformity of behaviour of anybody working for the Company.



In addition, by means of the relative body, the Company verifies the application and observance of the Code of Ethics, monitors the initiatives for promoting the awareness and comprehension of the same, promotes and analyses the proposed revisions of company policies and procedures and receives and analyses any reported breaches of the code of ethics.

### **2.3 SANCTIONS**

The entirety of the principles contained in the Code of Ethics and in the rules contained in the company procedures and protocols are an essential part of the conditions regulating the employment relationships in the Company and are the expression of the behaviour which the employee is bound to observe, by virtue of the civil and penal laws in force and the obligations foreseen by collective negotiation.

Observance of the regulations of the Code of Ethics, company procedures and protocols must be considered an essential part of the contractual obligations in accordance with art. 2104 of the civil code. Breach of the regulations of the Code by the employee may constitute non-fulfilment of the primary obligations of the employment relationship or disciplinary infringement, with the consequences foreseen by law, by the national collective labour agreement applying and by the organisational model in force.

The competent Company body reports the violations of the code of ethics, company procedures and protocols, emerging as a result of reporting by the stakeholders or from inspections, to the Company's Managing Director or in more serious cases to the Board of Directors. The competent company department, activated by the Managing Director, defines the measures, deals with their implementation, and refers the result to the competent Body.

### **2.4 REPORTING**

All the Company stakeholders may report, in writing or in non-anonymous form,



any violation or suspected violation of the Code of Ethics, company procedures and protocols to the competent Body which then investigates the report, if necessary taking evidence from the author of such report and the person responsible for the alleged violation.

The Company undertakes to prevent any type of retaliation against the reporting parties, understood as any act which might produce the mere suspicion of being a form of discrimination or penalisation. The confidentiality of the identity of the reporting party is also ensured, save legal obligations.

Staff are obliged to promptly inform the competent Body of any information coming to their knowledge regarding possible violations of the Code of Ethics, company procedures and protocols and any requests received to violate the same, offering their maximum collaboration in ascertaining possible violations.

## **2.5 VALIDITY OF THE CODE TOWARDS THIRD PARTIES**

As regards third parties, all the Company staff, in relation to the responsibilities attributed to them, will deal with providing adequate information regarding the commitments and obligations imposed by the Code of Ethics and demand observance of the obligations directly regarding their activities and to enact suitable in-house initiatives and, if within their scope, external initiatives in the case of non-fulfilment by third parties of the obligation to observe the regulations of the Code of Ethics.

## **2.6 SUPERVISORY BODY**

In the matter of the Code of Ethics, company procedures and protocols, the Body responsible for verification and reporting has been identified as the Supervisory Body appointed in accordance with article 6 of the Legislative Decree 231/2001, the constitution and method of operating of which is encoded in the management and organisation model adopted by the Company.