

**CODE OF ETHICS  
AND  
CONDUCT  
TERMIGAS SPA**

### **Preliminary remarks**

TERMIGAS SpA (hereafter TERMIGAS) is a nationally and internationally oriented company aware of the significant role it plays with respect to the market, as well as the economic development and the well-being of the persons working or collaborating with TERMIGAS and the communities where it is located.

The TERMIGAS code of ethics is an official document approved by the Board of Directors and accepted by the management, all of its employees and collaborators. Its aim is to make the main ethics herein established explicit and clear, unambiguous and comprehensible, in which TERMIGAS identifies itself and to which all those persons with which it comes into contact must coherently draw inspiration.

Compliance on the part of TERMIGAS' directors, auditors, management and employees as well as those persons who operate for the realisation of its objectives, as part of their respective functions and responsibilities, is of fundamental importance - also pursuant to the legal and contractual regulations which govern the relationship with TERMIGAS - and for the efficiency, reliability and reputation of TERMIGAS, factors which constitute a crucial asset for the company and the improvement of the social context in which it operates.

TERMIGAS undertakes to promote knowledge of the Code to its employees and collaborators and all other Stakeholders, as well as promote their constructive contribution based on its principles and contents.

In any event, TERMIGAS monitors compliance with the Code, setting up proper instruments and procedures for information, prevention and control, ensuring the transparency of the implemented operations and conducts, intervening with corrective measures when necessary.

The board of directors, auditors, interested shareholders, directors and proxies are therefore recipients of the Code and hereby obliged to uphold the principles contained therein and subject to sanctions for violations of its dispositions.

Also recipients of the Code and likewise obliged to uphold its principles upon penalty of sanction are TERMIGAS' employees, agents, all parasubordinate workers and all occasional collaborators, consultants and suppliers of services that are also professional, and anyone who performs an activity in name of and on behalf of TERMIGAS or is controlled by the same.

The Code shall also be made known to all persons with whom TERMIGAS conducts business such as consultants not included in the abovementioned cases (when they do not perform activities in name of or on behalf of it) suppliers, customers and stakeholders of TERMIGAS.

With regard for this last category, compliance with and acceptance of the principles contained in this Code constitutes a fundamental criterion for selecting the persons with which TERMIGAS conducts business, as well as establishing or extending agreements for supplying goods or services.

## TABLE OF CONTENTS

I. GENERAL PRINCIPLES	4
1. CORPORATE SUSTAINABILITY AND RESPONSIBILITY	4
2. PROXIES AND DELEGATIONS	4
II. CONDUCT RULES AND RELATIONS WITH STAKEHOLDERS	6
1. VALUES	6
1.1. Relations between TERMIGAS Group Companies	7
2. MEDIA	8
3. RELATIONS WITH INSTITUTIONS, ASSOCIATIONS, LOCAL COMMUNITIES	8
3.1 Public Authorities and Institutions	8
3.2. Political and union organisations	8
4. RELATIONS WITH CUSTOMERS AND SUPPLIERS	9
4.1. Customers and buyers	9
4.2. External suppliers and collaborators	9
5. TERMIGAS MANAGEMENT, EMPLOYEES, COLLABORATORS	10
5.1. Human Resource development and safeguarding	10
6. OTHER OFFENCES	11
7. PROPERTY OF TERMIGAS	11
III. INSTRUMENTS FOR APPLYING THE CODE OF ETHICS	12
1. INTERNAL CONTROL SYSTEM	12
1.1. Transparency of accounting records	13
1.2. Conflicts of interest	13
2. SAFEGUARDING HEALTH, SAFETY AND THE ENVIRONMENT AND PUBLIC SAFETY	14
IV. PRIVACY	14
1. PROTECTING CORPORATE CONFIDENTIALITY	14
2. PRIVACY PROTECTION	15
V. MISCELLANEOUS	16
1. OBLIGATION TO KNOW THE CODE AND TO REPORT POTENTIAL VIOLATIONS	16
2. ADOPTING, PROMOTING AND EFFICIENCY OF THE CODE	16
3. REVISION OF THE CODE	17
4. CONTRACTUAL VALUE OF THE CODE	17
5. SUPERVISORY AUTHORITY	18

## **I. GENERAL PRINCIPLES**

### **1. CORPORATE SUSTAINABILITY AND RESPONSIBILITY**

Compliance with the laws, regulations, statute dispositions, ethical integrity and fairness are a constant commitment and duty for all TERMIGAS employees and a distinguishing feature of the conduct of all of its organisation.

TERMIGAS corporate business and activities must be conducted in a image of transparency, honesty, fairness, good faith and in full compliance with the rules implemented to safeguard competition.

All forms of discrimination, corruption, forced or underage labour are repudiated. Recognition and safeguarding of human dignity, liberty and the equality of human beings, safeguarding work and union freedom, health, safety and the environment are held in special consideration.

All the recipients of this Code, without distinction or exception, must adapt their actions and conduct to the principles and contents of the same, as they carry out their respective functions and responsibilities, fully aware that compliance with the Code constitutes an essential part of the quality of work and professional performance.

Under no circumstance must the conviction to behave in favour of or in the interest of TERMIGAS justify, even partially, conduct that is contrary to the principles and content of this Code.

### **2. PROXIES AND DELEGATIONS**

No one must have powers of representation, direction or management outside of the specific delegations and the authorisation and approval system for making decisions on operations, investments and finances existing within TERMIGAS.

All actions and activities conducted by TERMIGAS or by third parties and on behalf of TERMIGAS must be:

- legitimate and in compliance with rules, procedures and regulations;
- open to objective analyses and inspections, with precise identification of the involved persons;
- based on correct and complete information.

In particular, the delegation system must ensure that:

- no person be vested with unlimited powers or functions that by law cannot be delegated;
- no person be vested contemporaneously with powers of purchasing and monitoring within the entire management process;
- the content of the delegations conforms with the appointed responsibilities and does not overlap or conflict, even only partially or potentially, with attributions delegated to other persons;
- the conferred powers and attributions are acknowledged by the Supervisory Authority.

### **II. CONDUCT RULES AND RELATIONS WITH STAKEHOLDERS**

#### **1. VALUES**

With this Code, TERMIGAS intends to express the ethical values it assumes in conducting its business and, moreover, in exercising its company activities.

These values must guide the conduct of all TERMIGAS components as they constitute accepted and mandatory principles that define conduct standards with which all operators must comply, regardless of function, in TERMIGAS, as well as the external persons who collaborate with the same.

In its business relations, TERMIGAS is guided by and complies with the principles of fairness, transparency, efficiency and openness to the market, without distinction to the importance of the business.

All actions, operations and negotiations conducted and in general the conduct implemented by TERMIGAS and its personnel in conducting its work activities, are guided by the maximum fairness, transparency, clarity and truthfulness of the accounting documents in accordance with the laws at force and internal procedures.

Corruption practices, illegitimate favours, collusive conduct, solicitations made directly and/or through third parties, for personal or career advantages for oneself or for others, are without exception prohibited.

TERMIGAS does not assume or attribute any type of professional assignment or engage in any economic activity with public officials or public employees who may have had a role in administrative (contractual or not) or judicial proceedings, or who have been involved with TERMIGAS in some manner, for at least 12 months following the termination of the proceeding.

It is prohibited to make payments or offer directly or indirectly, material benefits and other advantages of any nature to third parties, public officials and public or private employees, to influence or pay for the execution of a document from their office, or for its omission.

Gestures of business courtesy such as complimentary gifts or forms of hospitality are allowed as long as they are of modest value and do not jeopardise the integrity or reputation of one of the parties and may not be interpreted, by an impartial observer, as a means of obtaining favour unfairly. In any event, this type of expense must always be authorised and documented properly.

It is prohibited to accept money from persons or companies who have entered or intend to enter in business relations with TERMIGAS. Whoever receives offers of complimentary gifts or preferential treatment that cannot be configured as gestures of business courtesy of modest value, or requests for these from third parties, must refuse them and immediately inform their superior, or the body to which they belong, and the Supervisory Authority (hereafter "SA").

TERMIGAS is attentive to properly informing third parties on the commitments and obligations dictated by the Code, demanding compliance with the principles directly regarding their activity and takes the proper internal and, if it is their responsibility, external measures if not performed by third parties.

### *1.1. Relations between TERMIGAS Group Companies*

Relations between Group companies must be based on maximum transparency and compliance with applicable rules in the reference code and must be coherent with the strategic guidelines defined by the TERMIGAS parent company.

It is TERMIGAS' right-duty to enforce the Code and define the organisational, management and conduct models that all the Group's Companies must uphold.

The Group's Companies, with their institutional authorities and as provided for by the relative Statutes and applicable rules in the individual codes, must implement every opportune activity so as to carry out all that has been established above.

In particular, the organisational, management and conduct models must:

- be discussed with the Group's Companies and be accepted by the latter, with any eventual adaptations to the various juridic codes;
- be made known to the Institutional Authorities and top management levels of the Group's Companies, by TERMIGAS who is responsible for this action;
- be structured clearly and schematically in order to promote full comprehension and application;
- be structured in such a way as to ensure the widest diffusion of the conduct rules in this Code of Ethics, also regarding the dispositions on the administrative responsibility of the corporate bodies;
- be properly communicated by the individual Companies to their personnel and be opportunely received by the latter, through organised training activities.

## 2. MEDIA

TERMIGAS is committed to giving truthful, prompt, transparent and accurate information externally.

Media relations are reserved exclusively to the functions and company responsibilities delegated to it.

## 3. RELATIONS WITH INSTITUTIONS, ASSOCIATIONS, LOCAL COMMUNITIES

TERMIGAS promotes dialogue with the Institutions and the organised associations in civil society.

### *3.1 Public Authorities and Institutions*

Relations with the community and the social context in which the TERMIGAS group operates are guided by rules of transparency, compliance with the applicable regulatory dispositions and safeguarding the environment.

These relations are reserved exclusively to the authorised functions and positions, in compliance with the approved programmes and corporate procedures.

It is forbidden to make, cause or encourage untruthful declarations to the Authorities.

Furthermore, in all the Countries in which it is present, TERMIGAS promotes (where necessary in the forms specified by the applicable laws in the various codes) the safeguarding of people's and worker's rights, the safeguarding of safety inside as well as outside the workplace, the personal and professional growth of its employees, relations with the community and the social context; it does this also through initiatives and events involving training, safeguarding and hospitality, improving and developing cultural, social and professional attitudes, promoted autonomously or in collaboration with the local Authorities.

### *3.2. Political and union organisations*

TERMIGAS does not make contributions, direct or indirect, in any form, to political and union parties, movements, committees and organisations, to their representatives and candidates, excepting those specified by regulations and upon prior resolution by the Board of Directors. Any contributions made with regard to the above must be registered in the accounting records.

TERMIGAS does not reimburse political contributions made personally by employees, management and other persons connected to it.



### 4. RELATIONS WITH CUSTOMERS AND SUPPLIERS

#### 4.1. *Customers and buyers*

TERMIGAS pursues the success of its company on the markets by offering quality products and services at competitive conditions and in compliance with all the regulations that serve to safeguard fair competition.

TERMIGAS undertakes to respect the right of buyers to not receive services and products that are harmful to their health and physical well-being.

Business policies are aimed at ensuring the quality of goods, services and the safety of the workers engaged.

TERMIGAS employees and collaborators are accordingly obliged to:

- observe the internal procedures for handling relations with customers;
- supply efficiently and courteously within the limits of contractual specifications, high quality products that satisfy the reasonable expectations and needs of customers.

#### 4.2. *External suppliers and collaborators*

TERMIGAS undertakes to seek appropriate professionalism and commitment to and acceptance of the principles and contents of the Code.

In contracting, purchasing and general supplying of goods and/or services and external collaboration (including consultancy, agents, etc.), TERMIGAS employees and collaborators are obliged to:

- observe the internal procedures for selecting and managing relations with external suppliers and collaborators and to not deny any person in possession of the requirements the possibility of competing to secure a supply deal with TERMIGAS;
- use only objective assessment criteria according to declared and transparent methods in selecting;
- ensure that external suppliers and collaborators collaborate in ensuring that customer and buyer needs are properly met in proportion to their legitimate expectations in terms of quality, cost and production times.
- include in the contracts the confirmation of being aware of the Code and the expressed obligation to uphold the principles contained in it;
- observe and request that the conditions specified contractually be observed;

- maintain free and open dialogue with suppliers and external collaborators, in compliance with good business practice;
- to promptly report any Code violations to one's superior and SA.

Compensation to be paid must be commensurate to the service indicated in the contract and payments cannot be made to persons different from the contractual counter-party nor in a country different from the one of the parties or where the contract is drawn up.

## 5. TERMIGAS MANAGEMENT, EMPLOYEES, COLLABORATORS

### *5.1. Human Resource development and safeguarding*

People are vital to the company's existence. Management and employee dedication and professionalism are determining values and conditions for realising TERMIGAS' objectives.

TERMIGAS undertakes to expand the capabilities and skills of its management so that the energy and creativity of individuals is fully manifested for the realisation of their potential in their work performances, and to safeguard the working conditions in order to protect the worker's mental-physical well-being and dignity. Illegal conditioning or excessive pressure are not allowed and work conditions that allow the person's personality and professionalism are encouraged.

TERMIGAS undertakes to offer, in total compliance with the relative legal and contractual regulations, equal employment opportunities to all of its workers, so that all of them may benefit from equal legal conditions and wages based solely on merit and skill criteria, without any form of discrimination. The responsible functions must:

- adopt, in any event, merit and skill criteria for any decision regarding human resources;
- select, hire, train, pay and manage human resources without any form of discrimination;
- create a work environment where personal characteristics or orientations cannot give rise to discrimination and which is able to promote the serenity of all TERMIGAS employees and collaborators.

In principle, TERMIGAS believes that hiring relatives is not per se in conflict with the dispositions of the Code of Ethics. It does, however, maintain that any placement of these resources must be implemented with criteria of transparency and potential situations in conflict with the various corporate function needs for independence and privacy must be considered a priori. Therefore, it is not TERMIGAS' corporate policy to proceed with hiring where situations in conflict or non-conforming with the above indications exist.

TERMIGAS will intervene to impede interpersonal attitudes that are offensive, discriminatory or defamatory. In any event, conduct consisting of physical or mental violence is prohibited without exception.

## **6. OTHER OFFENCES**

In compliance with the provisions of Leg. Decree 321 in 2001 and in consideration of its integrity and fairness, TERMIGAS also forbids:

- any conduct aimed at counterfeiting and altering legal tender from the European Community or outside, as well as credit cards and revenue stamps;
- any conduct aimed at promoting the constitution, organisation, direction or financing of associations that propose that acts of terrorism be conducted and/or the acts of terrorism themselves.
- any practice of mutilation of female genital organs, not having therapeutic necessity;
- any form of criminal conspiracy aimed at smuggling tobacco and trafficking in narcotics;
- receiving, laundering and using money, goods or utilities of illegal origin;
- any conduct aimed at encouraging illegal immigration, aiding and abetting or preventing declarations from being made or making untruthful declarations to the judicial authorities.

Anyone who discovers facts or acts that may be attributable to one of the above hypotheses must inform the Supervisory Authorities promptly.

## **7. PROPERTY OF TERMIGAS**

### **a) Corporate property**

All material goods belonging to TERMIGAS, in its possession or to which it has the right of use are made available to employees for carrying out their work activities in the company (for example: tools, hardware, software licences, e-mail, telephones, motor vehicles, machinery, equipment and instruments, etc.) and which constitute corporate assets and as such:

- may be used by each employee only if expressly authorised;
- must be used correctly;
- must be properly stored to prevent theft, loss, damage due to negligence, inexperience, etc.;

- any defects, failures, ruin, etc. must be promptly reported to the responsible authorities.

Unless expressly authorised, the above property must be used solely for work and not personal purposes, categorically forbidding:

- usage to gain advantage or profit for oneself or third parties;
- usage (with special reference to computer and Internet equipment) for entertainment and non-professional purposes, in particular if they may jeopardise the company and its employees' good reputation;
- duplication in any manner and for any purpose software products, unless expressly authorised.

### **b) Intellectual Property**

TERMIGAS' exclusive Intellectual Property, over which TERMIGAS possesses the widest possible right of use, consists of all technical information, know-how, patents, brands, inventions, writings and anything else realised by TERMIGAS and/or by employees during their work activities in the company or for the company, according to the applicable rules in the various codes.

TERMIGAS can implement every opportune endeavour provided for by the law to defend its Intellectual Property and to verify that its employees, for whom an obligation to safeguard is in effect as well as a ban on the use of said resources for personal purposes or in favour of third parties, not carry out any act aimed at violating or damaging in any manner TERMIGAS' rights to its Intellectual Property.

## **III. INSTRUMENTS FOR APPLYING THE CODE OF ETHICS**

### **1. INTERNAL CONTROL SYSTEM**

TERMIGAS undertakes to promote and maintain a proper internal control system, intended as a system for all the necessary or useful instruments for directing, managing and verifying company activities with the objective of ensuring compliance with laws and corporate procedures, to protect corporate assets, to manage activities optimally and efficiently and to furnish accurate and complete accounting data.

Every individual is responsible for watching over the allotted corporate assets (material and immaterial) which are instrumental for the activity performed; no employee may make or allow others to make improper use of the allotted assets and resources belonging to TERMIGAS.

Without exception, practices and attitudes attributable to committing or the participation in committing fraud are forbidden.

The control and supervisory authorities have free access to data, documentation and information useful for performing the activities for which they are responsible.

### *1.1. Transparency of accounting records*

Accounting transparency is based on truth, accuracy and completeness of the basic information for the relative accounting records. Each component of the social authorities, management or employee must collaborate, as part of their respective duty, so that management actions are correctly and promptly represented in the accounting records.

Conduct that might jeopardise the transparency of the accounts report is indeed forbidden.

Proper documentation to support the performed activity is kept for every operation in order to allow:

- easy and swift accounting records to be kept;
- the various levels of responsibility and allocation to be identified and duties separated;
- the operation to be accurately reconstructed to reduce the likelihood of material or interpretative errors.

Each record must reflect exactly what appears in the supporting documentation. It is the responsibility of TERMIGAS personnel to make sure that the documentation can be easily located and is in order according to logical criteria.

TERMIGAS personnel or collaborators who discover omissions, falsifications, and neglect in accounting or in the documentation containing the accounting records must report the facts to their superior or to the body to which they belong.

### *1.2. Conflicts of interest*

TERMIGAS acknowledges and respects the right to participate in investments, business of other forms of business outside of that which is conducted in the interests of TERMIGAS, as long as it has to do with activities allowed by the law and compatible with the obligations assumed with regard to the same.

In any event, TERMIGAS management and employees must avoid all situations and activities where conflicts with the interest of the company may arise or which might interfere with the ability to make impartial decisions in the best interest of the firm and which are in compliance with the principles and contents of the Code or, generally speaking, to carry out the functions and responsibilities held.

## **2. SAFEGUARDING HEALTH, SAFETY AND THE ENVIRONMENT AND PUBLIC SAFETY**

TERMIGAS activities must be conducted in compliance with the laws, regulations and administrative practices relative to safeguarding the health and safety of workers, the environment and the public safety.

TERMIGAS employees, as part of their respective duty, participate actively in the process of preventing risk, safeguarding the environment and public safety as well as safeguarding their health, and that of their co-workers and third parties.

TERMIGAS ensures there is full compliance with the laws in force on prevention and protection, guaranteeing a safe, healthy and suitable environment for carrying out one's work.

In order to defend the safety and health of its workers, TERMIGAS attends to:

- Assessing and eliminating risk in the workplace,
- Assessing and selection equipment and work methods,
- Replacing anything hazardous or harmful with that which is not or is less so,
- Creating a prevention system that integrates technology, work organisation, environmental conditions and social relations,
- Prioritising collective protective measures with respect to individual protection measures,

On the subject of worker safety and health, TERMIGAS gives proper instruction and training.

## **IV. PRIVACY**

### **1. PROTECTING CORPORATE CONFIDENTIALITY**

Having established the transparency of the implemented activities, each TERMIGAS employee and collaborator is obliged to guarantee the confidentiality required by the circumstances for each information item discovered while carrying out one's work.

Information, knowledge and data acquired or process while working or through one's duties belong to TERMIGAS and cannot be used, communicated or diffused without specific authorisation of one's superior in a managerial position with respect to the specific procedures.

**"Information"** indicates all data, documents, knowledge and printouts of any kind and on any medium, referred or referrable to TERMIGAS or TERMIGAS' activities of any kind and in any place, as well as TERMIGAS partners, management, directors and employees.

**"Reserved Information"** indicates information that, in addition to corresponding to the above mentioned definition, cannot objectively be considered public domain.

Reserved Information includes but is not limited to: know-how, technological processes, business, industrial and strategic plans, financial and strategic operations, lists of customers, suppliers, collaborators and their relative business-economic conditions, personal data of employees and collaborators.

As a general rule, all Information and Reserved Information must be accessible only to employees and other specifically qualified persons, within the strict limits necessary for carrying out one's assigned duties and functions.

These persons are obliged to keep all Information and Reserved Information in their knowledge and to which they have access absolutely confidential and to not use it, unless for authorised corporate purposes.

All employees must maintain the strictest confidentiality regarding this Information, even if not expressly identified as reserved, and on any Reserved Information they may discover, immediately reporting this circumstance to their direct superior and, in any event, taking every measure necessary to prevent further disclosure of this information to third parties.

No Information or Reserved Information can be revealed by employees to third parties, or can it be used by employees or persons directly or indirectly linked to them, to perform operations of a personal nature.

Violations of the above mentioned principles by TERMIGAS employees shall be considered a serious form of misconduct against the company.

## 2. PRIVACY PROTECTION

TERMIGAS undertakes to protect information relative to its employees and collaborators and third parties, produced or acquired in its company and in its business affairs, and to prevent any improper use of this information.

TERMIGAS means to guarantee that personal data handled within its premises is carried out in observance of basic rights and liberties, as well as the dignity of the interested person, as specified by the regulatory dispositions in force. Personal data must be handled lawfully and fairly; only data necessary for determined, explicit and legitimate purposes is gathered and registered. The data shall be kept for a period of time not greater than that which is necessary to the purpose for which it was gathered.

### **V. MISCELLANEOUS**

#### **1. OBLIGATION TO KNOW THE CODE AND TO REPORT POTENTIAL VIOLATIONS**

TERMIGAS employees, collaborators and stakeholders are required to know the principles and contents of this Code as well as the reference procedures that govern the functions and responsibilities held.

Each person is obliged to:

- abstain from conduct that is contrary to these principles, contents and procedures;
- carefully select, as part of their respective duty, its collaborators and encourage them to fully comply with the Code;
- to ask third parties with which TERMIGAS collaborates confirmation of their knowledge of the Code;
- promptly report findings or news furnished by Stakeholders regarding cases or requests for Code violation to their superiors or the body to which they belong; reports on potential violations are sent to the SA in compliance with the operational methods established in this Code;
- collaborate with the functions appointed by the specific procedures in verifying possible violations.

Having established that the TERMIGAS employee or collaborator cannot investigate personally or report the news to others unless to their superior or to the body to which they belong, if after reporting the news of a possible violation, the TERMIGAS employer or collaborator believes he has been subjected to retaliation, he can refer directly to the SA.

#### **2. ADOPTING, PROMOTING AND EFFICIENCY OF THE CODE**

This Code becomes effective as of the date when the TERMIGAS Board of Directors approves it.

All employees shall be informed in advance of the existence of the Code by proper correspondence and posted notices in places accessible to everyone. The Human Resources department in collaboration with the Legal Department and Supervisory Authority shall oversee that the principles of this Code are accepted within TERMIGAS.



If new subordinated work or collaboration relationships are established (even occasional), new business contracts or agreements (conventions, deeds of appointment, etc.), these must contain an explicit reference to the Code.

The Code may also be consulted on the TERMIGAS website [www.TERMIGAS.it](http://www.TERMIGAS.it). In order to guarantee the merit of the Code with regard to third parties, TERMIGAS guarantees them proper information on the commitments specified by the same and takes every opportune related initiative, having established the principle for which the knowledge and conformity with the prescriptions of the Code constitute an inalienable condition for establishing and conducting relations, even collaborative, with TERMIGAS through third parties and suppliers of goods and services.

In TERMIGAS' internal as well as external relations, the Code is valid from the date of its approval, as well as from the moment a contractual agreement is established between a person and TERMIGAS.

Generally speaking, all persons who are aware of the Code must comply with its rules and submit any doubts in interpretation to the Supervisory Authority.

### **3. REVISION OF THE CODE**

The revision of the Code is approved by the TERMIGAS Board of Directors upon proposal of the Managing Director in agreement with the Chairman, having heard the opinion of the SA.

### **4. CONTRACTUAL VALUE OF THE CODE**

Compliance with the rules of the Code must be considered an essential part of the contractual obligations of all TERMIGAS employees, collaborators and stakeholders pursuant to and in accordance with the laws in force.

Violation of the principles and contents of the Code could constitute a breach of the primary obligations of the work contract or disciplinary offence, with all legal consequences even regarding the preservation of the work relationship, and entail compensation of subsequent damages from the same.

### 5. SUPERVISORY AUTHORITY

In order to correctly interpret and apply this Code, and to perform the relative executive and disciplinary procedures, the TERMIGAS Supervisory Authority has been instituted in collective form, and is vested with "autonomous initiative and controlling powers" pursuant to art. 6, paragraph 1, lett. B) of Leg. Decree no. 231 on 2001.

The following functions are attributed and reserved to the SA:

- interpretation, application and monitoring compliance with the Code;
- monitoring compliance and proper functioning of the management and control model assumed by TERMIGAS, pursuant to Leg. Decree 231/2001;
- carrying out inspection, monitoring and coordinating activities with other corporate authorities;
- in the event of detected violations, communication must be made to the Human Resources function to determine and apply the sanctions foreseen by the specific adopted disciplinary system.

The Supervisory Authority has autonomous initiative and monitoring powers.

All TERMIGAS employees and collaborators who discover infringements of the Code and/or laws or any suspicious conduct, are obliged to inform the Supervisory Authority promptly, using the following indicated instruments:

- e-mail address
- Physical address

The Authority is appointed by the Board of Directors which assesses the opportuneness of the appointment of external persons, with the requisites of respectability, professionalism and independence as well as the skills and experience the subject requires.

The Supervisory Authority regulates its own function at the moment of installation, in the first implementation plan.

The Supervisory Authority's autonomy and independence are guaranteed by the position granted in the corporate organisation and the necessary requisites of independence, respectability and professionalism of the Authority's members, as well as the hierarchic lines leading to the Corporate top management attributed to the Supervisory Authority.

In any event, the Board of Directors endows the Authority with organisational and economic-financial resources that are congruous to carrying out the functions assigned to it.

The Authority can make use of external consultant to carry out its functions, within the limits of the assigned budget.

Anonymity and maximum confidentiality in handling the supplied information are guaranteed to anyone who turns to the Supervisory Authority.

As per disciplinary sanctions that can be inflicted on offenders of the individual rules of conduct prescribed in this Code, regardless of whether autonomous or subordinate persons, they shall be described in detail in a separate TERMIGAS disciplinary system and will be applied in compliance with the provisions of the Civil Code, with art. 7 of the Workers Statute Law no. 300/1970, as well as the laws in force on employment termination and the procedures foreseen by the applicable national labour collective agreement.