

# Code of Conduct

## **Oceanogate S.p.A.**

Registered office in Via I Maggio 1, 20066 Melzo (MI)

Registered at Registro delle Imprese Milano n. 1900846

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## Code of Conduct

### Rev. 0.0

*Oceanogate S.p.A., ha ritenuto doveroso adottare il presente Codice Etico approvandolo con delibera del Consiglio di Amministrazione in data 1 agosto 2016.*

**Definitions**

- **Recipients:** individuals to whom the Code of Conduct applies, more specifically the directors, managers, employees and external collaborators.
- **Code of Conduct:** official document of the entity / Company containing all the rights, duties and responsibilities of the entity / Company in respect of "stakeholders" (employees, suppliers, customers, Public Administration, shareholders, financial market, etc.)
- **Supervisory Body (Organismo di Vigilanza or Supervisory Body):** body endowed with autonomous supervisory and control powers which is entrusted with the responsibility of supervising the functioning and observance of the Model having the requisites as per article 6, paragraph 1, letter b) of Italian Legislative Decree no. 231/2001 and is in charge of updating it.

**References**

- Italian Legislative Decree no. 231/2001 and subsequent additions
- Italian Legislative Decree no. 81/2008
- Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231/2001
- Applicable CCNLs ((National Collective Bargaining Agreements)
- Italian Legislative Decree no. 196/2003 "Italian personal data protection code"
- GDPR (new European privacy regulation 679/16)
- Procedures Oceanogate

**Key and abbreviations**

- Oceanogate or the Company: Oceanogate S.p.A.;
- PA: Public Administration;

## **1. CODE OF CONDUCT**

Oceanogate plays a significant role in the market, economic development and well-being of the communities in which it is present.

Due to the complexity of the situations in which the Company operates, it has decided to clearly define the set of values that it recognises, accepts and shares and the set of responsibilities that it assumes inside and outside the Company. For this reason, the Code of Conduct (hereinafter the "Code") has been drafted, the compliance of which by Company employees is essential for the good functioning, reliability and reputation of the Company itself; factors that constitute decisive assets for its success.

The Company is responsible for adopting and implementing this Code within it, and therefore for the possibility to request that the Board of Directors, informing - when present and in force - the Supervisory Body, approve any additions and / or changes should they become necessary.

## **2. GENERAL PRINCIPLES**

All activities of Oceanogate must be carried out in compliance with the law; in a framework of fair competition; with honesty, integrity, fairness and in good faith; in compliance with the legitimate interests of customers, employees, shareholders, commercial and financial partners and the communities in which the Company is present with its activities. All those working in Oceanogate, without distinctions or exceptions whatsoever, undertake to comply, and to enforce, these principles within the scope of their duties and responsibilities. The conviction that one is acting in favour of or to the advantage of Oceanogate can never, in any way, justify acts or behaviour which is against these principles.

The employees of Oceanogate as well as fulfilling the general duties of loyalty, fairness, execution of the employment contract in good faith, must abstain from carrying out activities in competition with those of Oceanogate, comply with Company rules and comply with the precepts of the Code, whose compliance is also required pursuant to and for the purposes of Art. 2104 of the Italian Civil Code<sup>1</sup>

All employees are expected to be familiar with the Code and to contribute actively to its implementation and to report any shortcomings. The Company undertakes to promote the awareness of this Code among its employees and encourage their constructive contribution to its contents.

All conducts contrary to the nature of the Code shall be sanctioned in compliance with the provisions of the Code itself. The Company shall carefully supervise compliance with the Code, providing suitable information, prevention and control instruments, and shall ensure transparency in all operations and behaviours by taking corrective measures if and as required.

A copy of the Code shall be provided to all those with whom Oceanogate entertains business relations.

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<sup>1</sup>"Art. 2104, of the Italian Civil Code.: Employee duty of care. -Employees shall use care and diligence in the performance of their duties, in accordance with the nature thereof, in the interest of the employer and the higher interest of national production. They must also comply with the provisions on how work is to be performed and disciplined as given by the employer and the collaborators to whom they are subordinated."

## **2.1 RECIPIENTS AND AREAS OF APPLICATION OF THE CODE OF CONDUCT**

Oceanogate applies the ethical principles and behavioural rules of this Code to all actions, operations, relationships and transactions carried out while managing the various corporate activities.

This Code binds all those who, within the Company, have duties of representation, administration or management, or exercise, even de facto, management and control; all employees without any exception; collaborators (including, by way of example, consultants, suppliers, intermediaries, etc.) and anyone else engaging in business relations (hereinafter the "Recipients").

Recipients must comply with the provisions of the Code and are required to contribute actively to its strict compliance.

The members of the Company's Board of Directors are inspired by the principles of the Code in the definition of corporate objectives.

The Management of the Company is required to comply with the contents of the Code in the proposal and implementation of projects, actions and investments aimed at increasing the long-term capital, management and technological results of the companies belonging to it, the return for shareholders, the long-term well-being for employees and the community.

Managers and business executives shall specifically apply the values and principles contained in the Code, by assuming all responsibilities towards both internal and external counterparts and reinforcing trust, cohesion and group spirit.

Company's employees, without prejudice to their need to comply with current laws and norms, shall conform their actions and conduct to the principles, goals and commitments provided for by the Code.

All actions, transactions and negotiations carried out and, in general, the behaviours of the employees of Oceanogate when carrying out their work shall be based on maximum correctness from a management perspective, on completeness and transparency of information, on legitimacy in both form and substance and on clarity and accuracy in accounting entries according to current standards and internal procedures.

All Company activities must be carried out with utmost care, effort and professionalism. All employees must provide skills and expertise suited to the responsibilities they have been assigned and must act in a way to protect Oceanogate's reputation.

Relations between employees, at all levels, shall be based on the principles of correctness, cooperation, fairness and mutual respect.

Oceanogate through its employees, cooperates actively and fully with the Authorities.

For total compliance with the Code, employees may directly notify to either their direct superiors, or the [compliance@contshipitalia-oceanogate.it](mailto:compliance@contshipitalia-oceanogate.it) and, where existing, the Supervisory Body

## **2.2 COMMITMENTS OF OCEANOLOGATE**

Oceanogate undertakes to ensure:

- the maximum dissemination of the Code to employees and to all those with whom it maintains business relations, including by displaying bulletin boards accessible to all staff and publishing the Code on the corporate website;
- the detailed study and updating of the Code to adapt it to the evolution of society's sensitivities and of regulations that are important for the Code of Conduct itself;
- to make available all possible cognitive and clarification tools regarding the interpretation and implementation of the rules contained in the Code;
- to carry out the necessary verifications with respect to any notification of breach of provisions of the Code or of reference standards;
- to assess the facts with the consequent application, in the case of an established breach, of appropriate penalty measures;
- to ensure the non-occurrence of possible retaliation of any kind for having provided information of possible breaches of the Code or of the reference standards;
- to establish and apply sanctions, on a consistent, impartial and uniform basis, that are in proportion to the respective breaches of the Code and consistent with the current regulations governing employment relationships.

### **2.3 OBLIGATIONS FOR ALL EMPLOYEES**

All employees are required to be aware of the contents of the Code and the reference standards that govern activities carried out within the scope of their duties (CCNL collective bargaining agreements, internal procedures, etc.).

Employees of Oceanogate have the obligation to:

- diligently comply with the provisions of the Code and to abstain from any behaviour contrary to such rules;
- contact their direct superiors, in the event of needing clarifications on how to apply them;
- report promptly to their superiors and to [compliance@contshipitalia-oceanogate.it](mailto:compliance@contshipitalia-oceanogate.it) any news, directly relevant or reported by others, regarding possible breaches or to avail, in all cases where the conditions exist, of the provisions of the *Whistleblowing* Procedure to make such reports
- report promptly to their superiors and to [compliance@contshipitalia-oceanogate.it](mailto:compliance@contshipitalia-oceanogate.it) any request made to them and / or any pressure exerted against them to breach the Code's provisions or to avail, in all cases where the conditions exist, of the provisions of the *Whistleblowing* Procedure to make such reports;
- cooperate with the departments responsible for investigating breaches.

### **2.4 ADDITIONAL OBLIGATIONS FOR MANAGERS OF COMPANY DEPARTMENTS**

Each Company Department Manager is required to:

- set an example to his/her staff and collaborators in terms of conduct;
- ensure that employees comply with the Code and urge them to raise problems and issues regarding the rules and their compliance;
- take measures so that employees understand that abiding by the contents of the Code is an integral and substantial part of their professional service;
- recruit employees and external collaborators who are sure to apply the principles of the Code in order to prevent assignments to persons who do not offer full reliance in relation to their commitment to complying with the Code's rules;
- promptly notify the Supervisory Body any reports of breaches or requests for clarifications received

from employees;

- take immediate corrective measures when required by the situation;
- prevent any kind of retaliation.

In the presence of an existing Organisational Model, the Supervisory Body must also be notified of information relating to official acts resulting from the failure to comply with the provisions of Italian Decree 231/2001 (e.g. measures by judicial police bodies, requests for legal assistance by managers and / or employees in the event of legal proceedings being initiated, etc.).

## **2.5 PENALTY SYSTEM**

Compliance with the provisions of this Code is an essential part of the contractual obligations of employees within the meaning and for the purposes of Art. 2104 of the Italian Civil Code.<sup>2</sup> Any infringement of the provisions of the Code constitutes breach of the obligations of the employment contract and/or a disciplinary offence, in accordance with the procedures laid down by art. 7 of the Workers' Statute <sup>3</sup>and the applicable collective bargaining agreements, with all the legal consequences, also in relation to the maintenance of the working relationship, and may entail the compensation for damages deriving therefrom.

Compliance with the principles of this Code is part of the contractual obligations assumed by collaborators, consultants and other parties who maintain business relations with the Company. Consequently, any breaches of the provisions contained therein may constitute a breach of the contractual obligations assumed, with all legal consequences with regard to the termination of the contract or of the assignment conferred, and to compensation for any damages caused.

## **3. ETHICAL PRINCIPLES**

Oceanogate shares, accepts and complies with the ethical principles set out below:

- lawfulness;
- equality and impartiality;
- transparency, correctness and professionalism;
- confidentiality;
- honesty and prevention of the use of corruptive practices;
- value of human beings and of human resources.
- concern for the health and safety of workers and the environment.

### **3.1 LAWFULNESS**

The behaviour of Recipients is based on compliance with the laws and regulations in force in Italy and in the other countries in which Oceanogate operates.

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<sup>2</sup>Art. 2104 Italian Civil Code: *Employee duty of care. -Employees shall use care and diligence in the performance of their duties, in accordance with the nature thereof, in the interest of the employer and the higher interest of national production. They must also comply with the provisions on how work is to be performed and disciplined as given by the employer and the collaborators to whom they are subordinated. "*

<sup>3</sup>ART. 7. - *Disciplinary measures*



### **3.2 EQUALITY AND IMPARTIALITY**

Oceanogate protects and promotes respect for human dignity, which must not be discriminated on the basis of age, sex, sexual orientation, personal and social conditions, race, language, nationality, political and union opinions and religious beliefs. As a result, discriminatory behaviours are not tolerated.

In carrying out the various corporate activities, Recipients must act with impartiality, taking decisions professionally with great thoroughness and in an absolutely impartial way based on objective and neutral evaluation criteria.

### **3.3 FORCED AND CHILD LABOUR**

Oceanogate abides by the prohibitions against forced labor and any form of exploitation or slavery. Oceanogate opposes the use of child labor, complies with the applicable laws and regulations related thereto and acts in a manner consistent with the Minimum Age Convention (ILO Convention 138).

### **3.4 TRANSPARENCY, CORRECTNESS AND PROFESSIONALISM**

All actions, operations, negotiations and, more generally, the behaviour of Recipients are inspired by the utmost transparency and correctness. In the management of activities, Recipients are in fact required to provide transparent, truthful, complete and accurate information.

The performance of corporate activities is based on criteria of professionalism, commitment and diligence appropriate to the nature of the tasks and responsibilities assigned to each employee.

### **3.5 ASSOCIATION**

The Company recognizes the freedom of association and respects the right of employees to choose to join or not to join trade unions or other worker organizations and associations, in compliance with national and international regulations.

### **3.6 CONFIDENTIALITY**

The activities of Oceanogate constantly require the collection, storage, processing, communication and dissemination of news, documents and other data relating to negotiations, administrative procedures, financial transactions, etc.

Databases of Oceanogate may contain, among other, personal data protected by privacy protection laws, which due to negotiated agreements cannot be disclosed to the public and whose inopportune or untimely disclosure could damage the interests of the Company.

Oceanogate undertakes to protect information relating to its employees and third parties, generated or acquired within and in business relationships, and to avoid any improper use of this information.

Information, knowledge and data acquired or processed by employees during their work or through their duties belongs to the Company and cannot be used, notified or disclosed without the specific written authorisation of their superior.

All employees are required to ensure the confidentiality required by certain circumstances for all information acquired through their duties performed.

Without prejudice to the prohibition to divulge information pertaining to the organisation and production methods of the Company or to use it in such a way as to cause harm to it, all employees must:

- acquire and process only the data deemed necessary and appropriate for the purposes of its Unit and in direct connection with its duties;
- acquire and process data only in compliance with Company regulations and procedures;
- store data in a way that prevents other unauthorised parties from being able to learn about it;
- notify and distribute data within established procedures or after prior explicit authorisation from direct superiors and, in any case, only after having ensured the legitimate disclosure, in this specific case, of the data in question;
- make sure that there are no absolute or relative restrictions on the disclosure of information concerning third parties related to Oceanogate from a relationship of any kind and, where appropriate, obtain their consent in advance;
- associate the data with methods such that any person authorised to access such data can easily gain an understanding thereof in the most precise, exhaustive and truthful manner possible.

### **3.7 INTEGRITY AND PREVENTION OF THE USE OF CORRUPTIVE PRACTICES**

Oceanogate counteracts any corrupt practice and therefore requires that all parties operating in its name and on its behalf, ensure that all business operations with third parties, whether public or private, are managed according to integrity and transparency, in compliance with the rules.

Specifically Oceanogate prohibits employees and their collaborators from promising, authorising, ratifying, accepting or offering, directly or indirectly, any benefits, whether in cash or otherwise, for the improper purpose of influencing any action, omission or decision to ensure an improper advantage or to help the Company in an improper manner, to obtain or maintain or make use of any business advantages.

It is therefore forbidden for any recipients of this Code to:

- promise, authorise, ratify, accept or offer, directly or indirectly, contributions to political parties or to organisations or individuals engaged in the political field, including the trade unions, as an instrument to obtain an improper advantage;
- promise, authorise, ratify, accept or offer, directly or indirectly, charitable or sponsorship contributions to charitable or non-charitable works, with corruptive purposes;
- offer or accept gifts or services, incur expenses of representation or hospitality, for the sole purpose of obtaining an improper advantage;
- make payments in cash or other benefits to public officials to facilitate / speed up an action by the latter to which Oceanogate is entitled.

### **3.8 Value of human beings and of human resources**

#### **3.8.1 HUMAN RESOURCES**

Human Resources are a fundamental element for the Company's subsistence, development and success. The dedication and professionalism of the above resources are determining values and conditions to enable Oceanogate to achieve its goals.

Oceanogate is committed to develop each employee's skills and capabilities so that individuals' energy and creativity are fully expressed in the performance and accomplishment of the corporate purpose.

The Company offers all employees the same opportunities for professional growth, ensuring that they can all enjoy a fair treatment based on criteria of merit, without any discrimination. The relevant Company departments must:

- adopt criteria of merit, competence, and in any case strictly professional, to take any decision concerning an employee;
- select, hire, train, remunerate and manage employees without any discrimination;
- create a work environment in which personal features do not give rise to discrimination.

Oceanogate also undertakes to guarantee the protection of working conditions in terms of the physical and mental well-being of workers and the respect of their moral personality, to prevent unlawful conditioning or undue discomfort. To this end, any behaviour outside work that is particularly offensive to civil society, which makes interpersonal contacts in the work environment reasonably difficult, shall also be taken into consideration.

Oceanogate expects that employees, at every level, collaborate in order to maintain a climate of reciprocal respect of dignity, honour and reputation of all persons. The Company shall intervene to prevent any abusive or defamatory interpersonal attitudes.

### **3.8.2 HARASSMENT AT THE WORKPLACE**

Oceanogate demands there be no kind of harassment inside or outside the Company during business activities, understanding as such:

- creating an intimidating, hostile or secluded work environment for individuals or groups of workers;
- the unjustified interference with the performance of other people's work performance;
- blocking another's career advancement merely for reasons of personal competitiveness.

Oceanogate does not allow sexual harassment, understanding as such:

- subordination of determinations of relevance for the working life of recipients to availability by the latter to provide sexual favours;
- the making of proposals for private interpersonal relations, despite the fact that these are expressly or reasonably obviously unwelcome, which have the capacity, depending on the specific nature of the situation, to upset the peace of mind of the person concerned with objective implications for that person's working life.

## **3.9 Concern for the health and safety of workers and the environment**

### **3.9.1 HEALTH & SAFETY**

As part of its activities, Oceanogate is committed to contributing to the development and well-being of the communities in which it operates, pursuing the objective of guaranteeing the safety and health of employees, external collaborators, customers and the communities affected by the activities themselves.

The activities of Oceanogate must be managed in full compliance with current legislation on prevention

and protection.

Oceanogate promotes the dissemination of a culture of safety and awareness of the risks associated with the work carried out, requiring everyone at all levels to behave responsibly and complying with the safety system adopted and the Company procedures that are part of it. Employees, collaborators and anyone else - who for various reasons - has access to the corporate structures, is required to personally contribute to the maintenance of safety.

Oceanogate also operates in compliance with the following principles:

- engaging in safe activities in order to protect the health of its employees and the communities surrounding its offices;
- ensuring the training and information of all those who provide their services on the risks to which they are exposed, ensuring the means and personal protective equipment assessed as necessary with respect to the risk profile detected;
- continuously monitoring the efficiency of the system to monitor risks related to safety, in pursuit of objectives of continuous improvement in this sensitive sector.

### **3.9.2 ABUSE OF ALCOHOL OR DRUGS**

Oceanogate requires that each employee personally contribute to maintaining the work environment that is respectful of other people. Employees shall therefore be considered as being aware of the risk caused during work and in the workplace when performing the following:

- provide services under the effects of abuse of alcohol, drugs or substances of a similar effect;
- consume or provide drugs on any basis during the course of their work;
- abuse their position to engage in illegal activities related to drug dealing.

Conditions of chronic dependence on substances of the above nature, when they affect the working environment, shall be - due to contractual repercussions - deemed equivalent to the cases mentioned above.

Oceanogate undertakes to favour the social actions envisaged in this area by collective bargaining, and to enforce the current legislation in this area.

### **3.9.3 CONCERN FOR THE ENVIRONMENT**

Oceanogate, acknowledges respect for the environment as an essential value and fosters actions in order to reduce its impact.

The Company, in fact, believes in the need to develop its business, thus continuing to create wealth and well-being for all its stakeholders, reducing at the same time the environmental impacts that derive from its activities and paying attention to the quality of life of the community that lives around its own establishments.

To this end, it sets itself the following goals to improve its environmental indices:

- Emission of greenhouse gases
- Energy consumption
- Consumption of water
- Air quality
- Noise pollution

All Company employees must be aware of this commitment and must perform their duties to that effect.

In particular, managers and executives have the obligation to set an example and to encourage responsible behaviour.

#### **4. RULES OF CONDUCT**

##### **4.1 INTERNAL CONTROL SYSTEM**

It is a policy of Oceanogate to spread at all levels a culture characterised by the awareness of the existence of an internal control system and a control oriented mentality. The attitude in respect of controls must be positive, in consideration of the contribution that this gives to the improvement in efficiency.

Internal control system means the set of all the tools necessary or deemed useful to direct, manage and check the Company's activities with the aim of ensuring compliance with laws and Company procedures, protecting the Company assets, efficiently managing activities and providing accurate and complete management, accounting and financial data.

The responsibility for implementing an effective internal control system is shared at every level of the organisation; consequently, all Company employees, as part of their duties, are responsible for defining and the proper operation of the control system.

##### **4.2 COMPANY INFORMATION**

Every action, transaction or transaction must be duly authorised, verifiable, legitimate, consistent, apt and correctly recorded in the corporate accounting system according to criteria indicated by the law and applicable accounting standards.

In order for the accounting to meet the requirements of truth, completeness and transparency in terms of recorded data, for each transaction, adequate and complete supporting documentation of the activities carried out must be kept in order to allow:

- the accurate accounting registration;
- the immediate identification of the features and reasons underlying the transaction itself;
- easy formal and chronological reconstruction of the transaction ;
- verification of decision-making, authorisation and execution processes, as well as the identification of the various levels of responsibility.

All employees shall operate, within the scope of their duties, so as to ensure that any fact relating to the management of the Company are correctly and promptly recorded in the Company accounts. Each accounting entry must accurately reflect the findings of the supporting documentation. Designated personnel shall therefore ensure that all documentation is easily traceable and ordered according to logical criteria.

The disclosure of information within Oceanogate for purposes of drafting the financial statements and in order to ensure a clear and truthful representation of the economic, asset and financial situation, must take place in accordance with the principles of truthfulness, completeness and transparency.

#### **4.3 PREVENTION OF CONFLICT OF INTERESTS**

Oceanogate acknowledges and respects the right of its employees to take part in investments, business affairs or other activities besides those carried out in the interests of the Company itself, provided that these are activities permitted by law and compatible with the duties assumed in the capacity of employees.

In any case, employees of Oceanogate must avoid all situations and all activities where a conflict of interests with the Company may arise or that are able to compromise their ability to make impartial decisions in the Company's best interest and in full compliance with the provisions of the Code. Any situation that may constitute or determine a conflict of interest must be promptly notified to the direct superior. In particular, all employees are required to avoid conflicts of interest between personal and family finances and activities and the roles and positions they hold within the Company.

By way of example, the following situations determine conflicts of interest:

- economic and financial interests of the employee and / or members of his/her family in relation to the activities of suppliers, customers and competitors;
- use of one's position in the Company, or of information or opportunities acquired while carrying out one's work, to create a conflict between personal interests and business interests;
- carrying out work activities of any kind with customers, suppliers or competitors;
- acceptance of money, favours or benefits from persons or companies that are or intend to enter into business relationships with Oceanogate.

#### **4.4 PREVENTION OF MONEY LAUNDERING**

Recipients, within the various relationships established with Oceanogate, shall not, in any way or in any circumstance, be implicated in matters connected with the laundering of money derived from criminal activities or with receiving goods or other utilities of illegal origin.

They are also required to check in advance the information available on the commercial counterparts, suppliers, partners, collaborators and consultants in order to ascertain their relative respectability before establishing business relationships with them.

It is mandatory to comply with all national and international rules and regulations regarding the fight against money laundering.

### **5. RELATIONS WITH THIRD PARTIES**

Oceanogate, in business relations, is inspired by the principles of loyalty, fairness, transparency, efficiency and openness to the market.

Aware that a healthy and fair competition system contributes to the best development of its corporate mission, the Company complies with current regulations on competition in the countries in which it operates and refrains from engaging and / or encouraging behaviours that could constitute unfair competition.

Each employee, director and representative should respect the rights of, and deal fairly with customers, partners, vendors, competitors and colleagues. No employee, director or representative should take unfair advantage of any person or organization through manipulation, concealment, abuse of privileged or misappropriated confidential information, misrepresentation of material facts, or any other intentional unfair-dealing practice

The employees of Oceanogate and external collaborators, whose actions may somehow be referred to the Company itself, must act correctly when conducting business in Oceanogate's interest and in their relations with the Public Administration, irrespective of the market conditions and of the importance of the business under negotiation. Corrupt practices, unlawful favours, collusion, demands, whether direct or through third parties, for personal gain or career advancement for oneself or for others, and other similar behaviour are prohibited.

For this purpose, it is not permitted to make nor offer either directly or indirectly any payments or material benefits of any nature to third parties or public officials, with the aim of influencing or rewarding them for actions carried out in the course of their duties.

Professional courtesies are permitted, such as free gifts or forms of hospitality, if they are of modest value <sup>4</sup> and would not compromise the integrity or the reputation of anyone involved, and could not be construed as aimed at obtaining an improper advantage. In any case, the above type of expenses must always be previously authorised and documented in an appropriate manner.

Employees receiving gifts or favourable treatment not directly attributable to normal courteous relations must promptly inform their superior and [compliance@contshipitalia-oceanogate.it](mailto:compliance@contshipitalia-oceanogate.it).

If acceptance of the above gifts is not considered appropriate due to Company policies, immediate repayment shall be arranged; should this operation be assessed as not adequate, the above mentioned gifts must be donated to charities previously identified by the Human Resources Department.

External collaborators of Oceanogate (including consultants, intermediaries, etc.) are required to comply with the principles contained in the Code. For this purpose, each employee, in relation to his / her duties must ensure:

- comply with internal procedures for the selection and management of relations with external collaborators;
- select only qualified and reputable people and businesses;
- take into account, in an appropriate manner, recommendations from any source, about the opportunity to make use of certain external collaborators;
- promptly report to their superiors and [compliance@contshipitalia-oceanogate.it](mailto:compliance@contshipitalia-oceanogate.it), any doubts regarding possible breaches of the Code by external collaborators availing, in all cases where the conditions exist, of the provisions of the *Whistleblowing* Procedure to make such reports;
- to include, when envisaged by procedures, the express obligation to comply with the principles of the Code in external collaboration contracts.

## **5.1 Relations with the Public Administration**

Relationships with national, EU or international administrations and public institutions, as well as with public officials or public service officers, must always be guided by the strictest compliance with

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<sup>4</sup>For the definition of "modest value" refer to the limits set by a specific Procedure concerning donations and gifts.

applicable legal provisions, the principles of transparency, honesty and correctness, as well as compliance with existing procedures.

The management of relations with representatives of the Public Administration is reserved exclusively for the Company departments in charge of this and authorised in compliance with the relevant regulations.

## **5.2 RELATIONS WITH CUSTOMERS**

Oceanogate pursues its business success on markets by offering quality products and services under competitive conditions while respecting the rules protecting fair competition.

The Company knows that the esteem of those requesting products or services is of primary importance for success in business. Therefore, employees of the Company itself are required to:

- comply with internal procedures for the selection and management of relations with customers;
- supply, with efficiency and courtesy, within the limits of contractual provisions, products and high-quality services, meeting or exceeding the customer's reasonable expectations and needs;
- provide accurate and exhaustive information on the products and services it provides so that customers can make informed decisions;
- commit to honesty and not use misleading or untruthful means of advertising or other communications;
- comply with internal operating procedures as well as the principles and criteria that govern the specific Company function.

## **5.3 RELATIONS WITH SUPPLIERS**

Relations with suppliers are managed with loyalty, fairness, professionalism, encouraging continuous collaborations and solid and long-lasting relations built on trust.

The selection of suppliers and determination of conditions for the purchase of goods and services takes place on the basis of objective and impartial assessments, based on quality, price and assurances provided.

In particular, the personnel in charge of the selection must refer to the following principles:

- competence, economy, transparency, correctness and professionalism;
- verification of the full technical-professional suitability of the activities to be assigned
- sharing with the supplier of values of Oceanogate and in particular values relating to the concern for health and safety at work and on the environment;
- fairness in the payment of remuneration and / or sums paid for supplies / professional appointments, on the basis of objective and impartial assessments, as well as the adequate traceability of documentation relating to offers;
- impartiality in the selection of suppliers / professionals and in determining the conditions for the purchase of goods and services, so that they take place on the basis of objective assessments, based on quality;
- inadmissibility of the forms of "reciprocity" with suppliers: the goods / services that Oceanogate researches, are selected and purchased exclusively on the basis of their value in terms of price and quality.

In contracts, procurement and, in general, the supply of goods and / or services, employees of



Oceanogate:

- must comply with internal procedures for the selection and management of relations with suppliers;
- refrain from preventing any Company able to meet the specified requirements from competing to become a potential suppliers according to stated and transparent procedures;
- ensure that suppliers are willing to collaborate in order to guarantee that the needs of Oceanogate are constantly satisfied, or that at least their expectations are met, in terms of quality, costs and delivery;
- comply with internal operating procedures as well as the principles and criteria that govern the specific Company function
- comply with contractually agreed conditions;
- maintain an honest and open dialogue with suppliers, in line with good commercial practices;
- inform the Management of any significant problems arising with a supplier, in order to assess the consequences.

In any case, the compensation to be paid must be commensurate with the service stated in the contract and payments cannot be made in favour of a party other than the contractual counterparty, or in a third Country that is not that of the parties, or the Country where the contract has to be performed.

The undertaking of commitments and the management of relations with current and potential suppliers must be carried out in compliance with the guidelines on conflicts of interests. Any negotiation with a current or potential supplier must only concern the goods and services negotiated with the supplier. Personnel responsible for the purchase of goods and services must not undergo any form of pressure from suppliers for the donation of materials, products and / or sums of money in favour of charity / solidarity associations or similar.

#### **5.4 Relations with political and trade union organisations**

Oceanogate contributes to the well-being and growth of the community in which it operates, fostering dialogue with local communities, public institutions representing them, trade unions or other associations.

Relationships with organisations and institutions or their representatives are based on the strictest compliance with current legislation and Company guidelines.

#### **5.5 Relations with the media**

Relations with the mass media are the exclusive concern of Company departments and business functions delegated to take care of media relations and are conducted in accordance with the General Management.

No employee of Oceanogate may in any way provide information to representatives of the mass media, without prior authorisation from the relevant departments.

*End of the document.*