

CODE OF ETHICS



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1. INTRODUCTION

1.1 Foreword

Cartiera Ca-Ma S.r.l. (hereinafter, for brevity, "Cartiera Ca-Ma" or "the Company") is aware of contributing with its work to the process of developing the Italian economy and to the growth of the civilized country.

The Company firmly believes in the value of work and considers the legality, transparency of action, fairness and respect for the dignity of the person as indispensable prerequisites for achieving its economic, productive and social goals.

Cartiera Ca-Ma has always worked in the belief that, only by respecting some fundamental ethical values, the Success of the Company can be achieved and, precisely for this reason, Cartiera Ca-Ma has chosen to inspire its activities to the respect for the principles contained in the Code of Ethics which represents, among other things, the basis of the Organization, Management and Control Model pursuant to Legislative Decree 231/01 adopted.

The Shareholders, Directors, Employees and External Collaborators (hereinafter collectively, the "Recipients") are required to operate according to a constant and strict observance of the principles and values contained in the Code of Ethics of Cartiera Ca-Ma.

The belief of operating for the benefit of Cartiera Ca-Ma cannot in any way justify the maintenance of any behavior in contrast with the legislative devices, with the principles of the Code of Ethics or with the requirements of the Organization, Management and Control Model, which observance has fundamental importance for the proper functioning and prestige of the Company.

1.2 The History of Cartiera Ca-Ma

Cartiera Ca-Ma was founded in 1966, and over the years, it has established itself as one of the most important companies in the national and international panorama of the production and processing of recycled cardboard for the production of rigid boxes.

The Company's core business is the production of unlined cardboard in sheets destined to the production of rigid boxes mainly for the footwear, shirts, board games (puzzles) and perfumery sectors.

Cartiera Ca-Ma has a production capacity of 130 tons / day and about 60% of production is destined to the European market.

In addition to the production of cardboard, the Company is also specialized in some phases of its processing, aimed at offering an always more direct service to the loyalty and to the satisfaction of the final Customer.

Lamination, die-cutting and logistics can in fact be considered as distinctive elements of Cartiera Ca-Ma.

The lamination consists in the possibility of combine the cardboard sheet to paper - white or colored, according to the different needs of the customer - in all cases where it is necessary to have the finished product colored or printed even inside.

The die-cutting offers the customer the possibility to receive a semi-finished product ready to be coated, without having to consider any waste or internal processing steps.

Logistics, thanks to the large spaces of the warehouses, allows the customer to plan his own production relying on a call-off delivery service with definitely reduced reaction times.

Product, quality, service and seriousness in understanding and satisfying the needs of the Customer, have allowed the Company to be recognized not only as a reliable supplier but, in many cases, as an essential Partner with whom to cooperate to face and solve, as better, the challenges imposed by an increasingly demanding market.

1.3 Cartiera Ca-Ma: the corporate structure, the governance and the Organization chart

Cartiera Ca-Ma, with registered office in Vigevano (PV) and factory in Lallio (BG), is a limited liability company operating in the waste paper processing sector for the production of cardboard.

The Company is governed by a traditional administration and control system characterized by the presence of the Board of Directors and the Board of Statutory Auditors; the accounting control is delegated to the Board of Statutory Auditors.

The corporate bodies are, as of today, composed as follows:

- General Assembly of Members: six members;
- Board of Directors: six members including, the Chairman of the Board of Directors, the Chief Executive Officer and four Directors;
- Board of Statutory Auditors: composed of five members, including the Chairman of the Board of Statutory Auditors, two Standing Auditors and two Alternate Auditors.

The main company functions are displayed in an organization chart approved by the Company, which also outlines hierarchical and reporting relationships.

The Company also has a suitable organizational structure specifically set up for occupational safety and health and, in particular:

- The role of the Employer is identified in the person of the Managing Director of the Company;
- A wide delegation was conferred in favor of an employee of the Company who covers the role of Security Delegate;
- The figures with advisory functions for the construction and correct functioning of health and safety at work policies are:
 - The Health & Safety Manager (RSPP);
 - The Competent Doctor;

- The Workers' Safety Representative (RLS) is appointed by the workers, in compliance with the provisions of art. 47 of Legislative Decree 81/08.

2. THE PRINCIPLES OF CARTIERA CA-MA

Cartiera Ca-Ma inspires its activity to a series of principles to which the Recipients of this Code are required to comply when carrying out their activities.

The Company does not tolerate any illegal behavior or behavior that does not comply with the Principles described in this Code or the directions indicated in the adopted Organization, Management and Control Model.

2.1 Principles and fundamental ethical rules

2.1.1 Legality

Cartiera Ca-Ma operates in full compliance with the laws and regulations in force in the territory in which it carries out its activity, as well as this Code of Ethics and the Organization, Management and Control Model.

The Recipients of the Code of Ethics and, in general, anyone acting in the name and on behalf of the Company, are required to comply with the current legislation and any behavior contrary to the provisions of the law is not acceptable, even if carried out with the intent to pursue or realize an interest of Cartiera Ca-Ma.

Therefore, the Company will not start or continue any relationship with anyone who does not intend to comply with this Principle.

2.1.2 Honesty and fairness

Cartiera Ca-Ma establishes relations with stakeholders in compliance with the rules of fairness, loyalty, collaboration and mutual respect. In no case can the pursuit of the Company's interest justify non-honest behavior. The Recipients of this Code shall not accept gifts, presents and utilities offered with the intention of directing their conduct.

2.1.3 Transparency and completeness of information

Cartiera Ca-Ma undertakes to spread, inside and outside, clear, precise, accurate and understandable information in order to allow recipients to take aware decisions about the relationships they have with the Company.

With particular reference to the management of all financial flows, the Company operates in full compliance with the principle of transparency and traceability of operations.

Internal and external communication must also be inspired by the protection of the Company's know-how and assets.

2.1.4 Confidentiality of information

Cartiera Ca-Ma ensures the confidentiality of the information and personal data collected in the context of its activity. This information cannot be used for any other purpose than those established by law.

Members, Administrators, Employees (in particular those who are authorized to process sensitive and judicial personal data pursuant to Legislative Decree 196/03) and External Collaborators will take every care to avoid the undue dissemination of such information.

2.2 Principles of conduct in internal relations

2.2.1 Human resources and personnel management

Cartiera Ca-Ma repudiates all sorts of discrimination, forced or child labor and does not tolerate the violation of human rights in any way.

Cartiera Ca-Ma promotes the respect of the human person, in all its forms, as central value of its activity: this value applies in all areas and without distinction of sex, nationality, residence, religion, without any discrimination. Cartiera Ca-Ma respects all the workers as human beings and holders of inviolable and constitutionally guaranteed rights, safeguarding their psycho-physical integrity and avoiding any behavior that could bring hypotheses of exploitation; in the same way, in the selection of companies to which certain services are contracted, Cartiera Ca-Ma verifies that they operate by pursuing the same values and that they respect their workers with the same level of attention.

Human resources are an indispensable element for the existence, development and success of Cartiera Ca-Ma and, therefore, the professionalism and dedication of the Employees are fundamental values for the realization of the company.

Cartiera Ca-Ma constantly strives to develop the skills and stimulate the abilities and potential of its Employees so that they find full realization in achieving the set goals.

Cartiera Ca-Ma offers equal employment opportunities to all Employees based on specific professional qualifications and ability to perform, without any discrimination, as the Company selects, hires and manages Employees and External Collaborators exclusively basing on criteria of competence and merit.

The Company endeavors to ensure that the work environment is adequate in terms of safety and personal health in compliance with the laws in force and workers' rights, as well as free from prejudices and that each individual is treated without intimidation and respect for his moral personality, avoiding illicit conditioning and undue discomfort.

Employees must respect the rules of correctness and good behavior in the workplace and, in any case, must pay particular attention to nonstandard or abnormal work situations, reporting them to their hierarchical manager and to the Supervisory Body.

2.2.2 Conflicts of Interest

All Employees, also by virtue of the provisions of art. 2105 of the Civil Code, are required to observe a correct attitude towards the Company and are obliged to avoid conflicts between their own interest and the one of Cartiera Ca-Ma.

2.2.3 Protection of workers' health and safety

Cartiera Ca-Ma undertakes to preserve the health and safety of workers in the workplace with the utmost commitment, acting appropriately to avoid risks connected with the performance of its business activities.

Members, Directors, Employees and External Collaborators of Cartiera Ca-Ma are required to comply with the internal rules and procedures regarding risk prevention and the protection of health and safety, as well as promptly report any shortcomings or failure in complying with the applicable rules.

Cartiera Ca-Ma plans prevention and undertakes to spread the culture of safety among all employees, also through extensive training and information activities.

Employees must follow the rules of prudence in the performance of their duties and scrupulously observe the accident prevention regulations, as well as the provisions indicated in the specific company procedures, acting, in the performance of their work, with diligence and correctness.

The Company, pursuant to art. 15 of Legislative Decree 81/08, operates for the purpose of:

- a) Eliminate the risks and, if this is not possible, minimize them in relation to the knowledge acquired basing on technological progress;
- b) Evaluate all the risks that cannot be eliminated;
- c) Reduce risks at the source;
- d) Respect the ergonomic and health principles of the workplace in the organization of the activity, in the conception of workstations and the choice of work equipment, in the definition of work and production methods and, in particular, in order to reduce the effects on health of monotonous and repetitive work;
- e) Replace what is dangerous with what is not dangerous or which is less dangerous;
- f) Plan the measures considered suitable to ensure the improvement of safety levels over time, also through the adoption of codes of conduct and good practices;
- g) Prioritize collective protection measures over individual protection measures;
- h) Give appropriate instructions to workers.

2.3 Principles in accounting and financial activities

2.3.1 Accounting records

Cartiera Ca-Ma observes the rules of correct, complete and transparent accounting, according to the criteria indicated by the applicable legislative provisions, as well as by the current accounting principles defined by the specific Commissions.

In the accounting activity relating to the management of the Company, the personnel in charge as well as the staff of the registered Office are required to scrupulously respect the current legislation and internal procedures so that each operation is not only correctly recorded, but also authorized, verifiable and legitimate.

2.3.2 Anti-money laundering

The Company carries out its activity in full compliance with the current anti-money laundering regulations and the provisions issued by the competent Authorities, and, for this purpose, Cartiera Ca-Ma undertakes to refuse to put in place suspicious transactions in terms of correctness and transparency.

2.3.3 Management of cash flows

Each director, employee and external collaborator of Cartiera Ca-Ma must never carry out or be involved in activities that imply the laundering (i.e. acceptance or management) of profits coming from criminal activities in any form or manner.

To this end, available information (including financial information) on commercial counterparties and Suppliers must always be checked in advance in order to ascertain their respectability and the legitimacy of their activity before establishing business relationships.

Social affairs and, in general, the management of financial flows must be based on total respect for the Values and Principles mentioned in this Code of Ethics. The Company monitors the strict compliance with these Values and Principles through all its control functions, with particular reference to the management of cash flows.

2.4 Principles of conduct in external relations

2.4.1 Public Administration, Institutions and Authorities

Cartiera Ca-Ma generally operates with its customers and with the Public Administration with the utmost transparency and fairness.

Relations with Public Officials (Italians or Foreigners) are maintained by appointed and formally authorized persons, who operate with integrity and correctness and in strict compliance with internal procedures.

Members, Directors, Employees and External Collaborators must refrain from offering or promising to offer, even if subject to unlawful pressures, sums of money or other benefits in any form or manner,

to promote or favor the interests of Cartiera Ca-Ma through the performance of an official act or contrary to official duties by a public or private entity.

The foregoing cannot be circumvented through indirect forms of unlawful contribution and, in fact, it is forbidden to: i) carry out unjustified representation expenses; ii) promote false sponsorships, supplies or consultancy iii) provide, promise to supply or solicit confidential documents; iv) exhibit false documents or data; or v) behave in a deceptive way to illicitly mislead the Public Administration in favor of Cartiera Ca-Ma.

The Addressees of this Code who receive explicit or implicit requests or offers of such actions, must immediately inform the Supervisory Body established pursuant to Legislative Decree 8 June 2001, n. 231 (hereinafter, for brevity, "SB") and suspend all relations with the interested third parties, while waiting for specific instructions¹.

Gifts to representatives of the Municipality, the Province, the Region, public bodies in general as well as other Public Officials and Public employees will be allowed only when of symbolic value and, in any case, if not expressly prohibited.

2.4.2 Third parties

Relations with third parties (Customers, Suppliers, Consultants, External Collaborators, means of communication, the civil and economic context in which Cartiera Ca-Ma operates) must be maintained with loyalty, professionalism, transparency and fairness, protecting the interests of Cartiera Ca-Ma.

Third parties must also claim equal loyalty and fairness.

Relations with customers are oriented towards maximum efficiency and quality of service and, to suppliers, a relationship of real and correct competition must be guaranteed.

The maintenance of the supply relationship is linked exclusively to objective and impartial parameters such as the quality / price ratio and other utility / quality indices for Cartiera Cama.

Also the External Collaborators must follow the principles sanctioned by the Code of Ethics.

The Addressees of this Code must inform the SB of any violations committed also by Third Parties.

The collaboration and consultancy agreements for various reasons must be drafted in written form and the compensation is strictly commensurate with the services indicated in the agreement.

Information to the outside must be truthful, transparent and consistent with the policies and interests of Cartiera Ca-Ma.

Relations with the press and the media, in general, can be kept only by subjects assigned to this, or with their authorization.

The Members, Administrators, Employees and External Collaborators called upon to provide any information regarding the objectives of Cartiera Ca-Ma, in occasion of participation in conferences,

¹ The Supervisory Body can be notified at the e-mail address: odv@cartieracama.it

public interventions and drafting of publications in general, are required to obtain the prior authorization from the subjects in charge.

The Directors, Employees, Members and Collaborators will abstain from behaviors and declarations that may in some way damage the image of Cartiera Ca-Ma, which, instead, they will also promote through the correctness of behavior to which they are bound.

2.5 Principles in relations with the Community

2.5.1 Environmental policy and ISO 14001 certification

Cartiera Ca-Ma pays the utmost attention to respecting the interests of the community and considers the environment to be the heritage of all, to be protected and defended; therefore, it places the utmost effort in guiding its activities to respect these principles.

The Company is aware of the fact that the environment can represent a competitive advantage in an increasingly wider and more demanding market in terms of environmental sensitivity.

The compliance of Cartiera Ca-Ma with the Environmental Policy means:

- i. planning of management systems certified through the international standard ISO 14001, adopted by the Company in May 2016;
- ii. the use of means and technologies that do not damage the environment, not only in compliance with current legislation, but also taking into account the development of scientific research and the best experiences on this issue.

Therefore, each Addressee of this Code, in carrying out his work, must undertake to apply criteria of caution and prevention towards the environment and its biodiversity.

2.5.2 Parties, trade unions and associations

Cartiera Ca-Ma refrains from any direct or indirect pressure on political exponents and does not contribute (directly or indirectly) in any form, for the financing of political parties, movements, committees, political organizations and trade unions, nor of their representatives or candidates.

2.5.3 Participation in anti-social and criminal activities

Cartiera Ca-Ma rejects any anti-social and criminal activity and, therefore, the Company must not be part of these phenomena in any way.

Members, Administrators, Employees and External Collaborators of Cartiera Ca-Ma cannot in any way maintain relations of any kind with organizations and elements involved in antisocial and criminal activities that threaten the Company or the lives of citizens.

Cartiera Ca-Ma, in case of extortion claims coming from antisocial or criminal subjects, will categorically reject any compromise, refraining also from cash outlays or other benefits.

3. Communication, training and updating

The Code of Ethics is brought to the attention of internal and external interested parties through specific communication activities and publication on the website www.cartieracama.it.

A paper copy of the Code, in the most up-to-date version, is given to all Employees at the time of hiring and to External Collaborators upon appointment.

In order to ensure the correct understanding of the Code of Ethics to all the Collaborators of the Company, a training plan will be prepared to promote the knowledge of the principles and ethical rules.

The Company undertakes to disclose and promote the knowledge of the principles and rules contained in the Code of Ethics among the Addressees by means of specific communication activities.

To this end, in the letters of appointment and in the contractual agreements with third parties, the introduction of clauses and / or declarations is envisaged, both to formalize the commitment to comply with the Code of Ethics, and to regulate the penalties of contractual nature in case of violation of this commitment.

The Company also undertakes to update the contents in case requirements dictated by changes in the context, the relevant legislation, the environment or the company organization make it appropriate and / or necessary.

4. Violations of the Code of Ethics

The compliance with the rules contained in this Code of Ethics must be considered an essential part of the contractual obligations to which all Employees and collaborators of Cartiera Ca-Ma are bound. It is the duty of the Board of Directors, in collaboration with the Supervisory Body, to ensure the respect for the principles of the Code of Ethics.

The violation of the principles contained in the Code of Ethics constitutes a breach of these obligations, and will be penalized, regardless of their possible criminal relevance, in accordance with the provisions of the Organization, Management and Control Model.

4.1 Violations committed by Employees

Compliance with the rules of the Code of Ethics must be considered as an essential part of the contractual obligations of Employees pursuant to and for the purposes of art. 2104 of the Civil Code. The violations of the rules of the Code of Ethics may constitute a breach of the primary obligations of the employment relationship or a disciplinary offense, in compliance with the procedures provided for in art. 7 of the Workers' Statute, with all legal consequences, also with regard to the preservation of the employment relationship, and may lead to compensation for the damages deriving from them.

4.1.1. Violations of Legislative Decree 81/2008 committed by Employees

Each Cartiera Ca-Ma Employee (the Employer, the Executives and the Managers) is required to comply with the provisions and instructions given, pursuant to Legislative Decree 81/08, for the purposes of collective and individual protection.

It is the duty of each Employee to take part in the training programs organized by the Employer, as well as to use properly working equipment, dangerous substances and mixtures, means of transport and the devices made available.

Any conduct put in place by Employees in violation of the aforementioned Legislative Decree 81/2008 will entail for the Employee the application of the sanctions referred to in the Decree, as well as constitute a violation of the Code of Ethics, with the consequent application of the provisions of the 'Art. 4.1 above.

4.2 Violations committed by External Collaborators

Any behavior put in place by External Collaborators (Consultants, Suppliers, Partners) in violation of the provisions of the Code of Ethics, may determine, in accordance with the specific contractual clauses pursuant to art. 1456 of the Civil Code included in the assignment letters, the termination of the contractual relationship, without prejudice to any request for compensation if the conduct results damaging the Company, even independently of the termination of the contractual relationship.