

## **PRINCIPLES OF CONDUCT FOR AGENTS, DISTRIBUTORS, REPRESENTATIVES and HOLDERS OF BUSINESS AGREEMENTS RELATED TO SINGLE SALES PROJECTS.**

This document illustrates the conduct guidelines agents, representatives and holders of business agreements related to single sales projects have to follow, in order to avoid situations that may clash with the company Code of ethics, and that can be liable to the commission of crimes according to the legislative decree 231-01.

With this document (that can also be extrapolated from the context of the present manual) CONTI COMPLETT SpA wish to fully recognise the importance for their business and their brand of the constant technical-professional, relational and ethic-behavioural growth of their net of agents, aides and representatives.

The guidelines refer to conduct related to “do’s” and “don’ts”, and explain in a synthetic and operative manner all that is contained in the principles of the Code of Ethics of CONTI COMPLETT SPA.

### **“DO’S”**

Agents, representatives, distributors, and holders of business agreements related to single sales projects of CONTI COMPLETT products and services must:

- operate in accordance with the ethical and behavioural principles applied by CONTI COMPLETT SPA in all their business phases and methods that characterise their activities, and in particular to those principles of fairness, respect for the stakeholders, transparency and bona fide in approaching the market and any of its manifestation and expression. Among the principles to be observed is also included the implicit principle to act in every business activity in observance and safeguard of the brand, of the identity and of the reputation of CONTI COMPLETT SpA.
- give their aides and subagents the necessary indications on the terms of operational conduct to adopt in formal and informal contacts with their clients according to the peculiarities of their sphere of activities, and make them aware of the rules and conscious of crime risk situations. In particular, this calls also for a specific education on the prescriptive reference situation and on the internal governance document of CONTI COMPLETT, besides the current regulations and the general principles of acceptance in their own market context.
- guarantee and ensure adequate tracing mechanisms of the flow of data, information and documents (of any nature and on any medium) addressed to their customers and of data, information and documents re-sent by the latter.
- the appointment of external subjects to deal with a customer on behalf of CONTI COMPLETT SPA must be agreed upon beforehand with CONTI COMPLETT SPA, assigned formally, and foresee a specific clause that complies with the ethical-behavioural principles adopted by the Company. This clause specifies that: *“the Agent/Representative pledges to observe, and consequently to accept in writing with the client the rules included in the Code of Ethics and in the Conduct Principles attached to this contract of which they are a substantial and integral part”*.

External aides are reminded to report any breach of the Organisational Model to the Ethics Officer.

The Company and the Ethics Officer protect their external aides from any prejudicial effect that may be produced by such a notification. The Ethics Officer assures the secrecy of the identity of those who report unless otherwise foreseen by the law. The proper report instruments shall be made available.

Managers and project officers have to report to the Ethics Officer any crime risk conduct according to the law 231, in areas of their respective competence, of which they have personally learned about or which has come to their knowledge through any informative sent by their aides.

Managers and project officers who officially learn about news, notified also by investigative police, concerning torts and/or crimes of business impact, have to report immediately to the Ethics Officer.

### **“DON'TS”**

In relation to the types of crimes relevant to the legislative decree 231/01, situations of conduct at risk to be avoided are merely listed as indication.

In dealings with customers or potential clients it is forbidden to:

- promise or allocate funds for purposes that are neither institutional nor of service,
- promise to supply or improperly supply, even through a third party, works/services,
- promise or bestow “privileged solutions” (for example., help relatives/relatives-in-law/friends, etc., to obtain a job through their good offices or offer technical, professional services that do not comply with the standard procedures, etc.),
- spend unjustified money on entertainment expenses and/or buy gifts for purposes different from the mere image promotion of the company,
- supply or promise anyone to give information and/or confidential documents,
- favour in purchasing processes suppliers and sub-suppliers, recommended by clients, as a condition for a further development of activities (for example assignment of an order job).

Towards customers or potential clients, it is forbidden to:

- produce forged or altered documents/data,
- behave in a deceitful manner as to mislead the customer in the technical-economic evaluation of the products and services offered/supplied,
- access with no authorisation the informative systems of the customer in order to obtain and/or alter the information to the advantage of the Company,
- omit the necessary information with the aim to guide the customer's decision to one's own favour.

**Conti Complet S.p.A.**