

# Media Kroton Srl Code of Ethics

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## INTRODUCTION

This code is the expression of the efforts and the ethical responsibilities in the business and company activities conduct taken by Mediakroton Srl collaborators and by other subsidiaries, be them administrators or any kind of employers of these subsidiaries.

Mediakroton Srl has the goal to generate and to spread environmental value into international energy market, to the advantage of the economical/environmental necessities of the customers and of the countries where it operates and of the expectations of all of those that collaborate with the company.

Mediakroton Srl in its continuous high-environmental-value technologies R&D activity, operates serving the communities, respecting environment and people's safety, whose final goal is the try to guarantee to the future generations a better world. Mediakroton Srl, aspires to maintain and develop the confident relationship with its Partners/Stakeholders, that is those categories of people, groups or institutions which contribution is necessary to reach Mediakroton' s goal.

Are considered Partners/Stakeholders those who invest in something connected to Mediakroton Srl activities, first of all the partners and then, collaborators, customers, suppliers and partners. In a wider range, are included into this group the local and national communities where Mediakroton Srl operates, environmentalist associations, next generations, etc.

During the business, not-ethical behaviors compromise the confident relationship between Mediakroton Srl and its Partners/Stakeholders.

Are considered not-ethical, and encourage the assumption of hostile attitudes towards the company, a single's behavior, be it an only person or organization, that tries to appropriate the third's collaboration benefits, taking advantage of positions of strength.

### A. Definitions

*Good reputation is an essential intangible resource.*

Good reputation diffusion encourages the investors' interest, the customers' loyalty, the professional interest of the best human resources, the suppliers' tranquility, the reliability towards creditors.

Since the Code of Ethics clarifies the Mediakroton Srl obligations towards Partners/Stakeholders (confidential obligations), it is proposed its effective observance as comparison with Mediakroton Srl own reputation.

The Code of Ethics is consequently made of::

- o general principles about the relationship with Partners/Stakeholders, that abstractly define the reference values in Mediakroton Srl activities;;
- o conduct criteria towards any kind of Partners/Stakeholders, that specifically provide guidelines and standards that Mediakroton Srl collaborators must comply with, to respect general standards to prevent the risk of not-ethical behaviors from happening;;
- o automatisms for their actuation, that describe the way to control the Code of Ethics observance and its continuous improvement and evolution.

This Code is referred to a cooperation ideal, whose goal is defining a mutual advantage of the parts involved, respecting everybody's role. So Mediakroton Srl requires that any Partner/Stakeholder acts towards it complying with standards and rules inspired to a similar idea of ethical conduct.

Rules and standards of this Code of Ethics are referred to all of the Mediakroton Srl members:

- o The President
- o The Administrators
- o The Board of Directors members
- o Managers, employers and collaborators who have any kind of contractual relationship with our company, also random and/or only temporaries.

Furthermore, Mediakroton Srl requires to all the subsidiaries and shared companies and to its main suppliers and Partners to use a conduct aligned with the standards of this Code.

The Code of Ethics is both valid in Italy and abroad, even considering cultural, social and economic diversity of the countries where Mediakroton Srl operates.

## **B. General Standards**

### **b.1 Impartiality**

In the decision affecting relationships with Partners/Stakeholders referred to:

- o Choice of customers to sell to/to help
- o Employers management
- o Work organization
- o Suppliers and partners selection and management
- o Relationships with Community and institutions that represent it

Mediakroton Srl , avoids any kind of discrimination about age, sex, sexuality, health, race, nationality, political opinions and religion of the third parts

### **b.2 Honesty**

Referring to their professional activity, direct and indirect Mediakroton Srl collaborators and Partners are required to respect diligently the laws, the Code of Ethics and the internal rules. It is never admitted that the pursuit of Mediakroton Srl interests may allow a not-honest conduct.

### **b.3 Honesty in case of possible conflict of interest**

In the conduction of any kind of activity, situations where people authorized by their functions and involved in transactions are, or may appear, in conflict of interest must be avoided. By this, it is meant both the case of a collaborator pursuing an interest different from the company's mission and from the balance of the Partner/Stakeholder interests or gets "personally" advantaged through the company business, and the case of customers, suppliers, or public institutions representatives acting against fiduciary duties linked to their position, in their relations with Mediakroton Srl .

### **b.4 Confidentiality**

Mediakroton Srl ensures the confidentiality of the information it owns, and refrains from the research of personal data, except in case of expressed and aware authorization and compliance to existing laws. Furthermore, Mediakroton Srl collaborators are required not to use confidential information for a scope not connected with their own activity, as in case of revealing something about both Hardware and Software technologies whose intellectual property belongs to Mediakroton Srl .

### **b.5 Relationship with Partners**

Mediakroton Srl creates the conditions to allow its Partners the widespread and aware participation to the decisions, ensures the information equity and, more, protects Mediakroton Srl and the Partners' majority interests from initiatives not based on transparency and correctness standards.

### **b.6 Human Resources Value**

Mediakroton Srl collaborators and Partners are an outstanding factor for its success.

For such a motivation, Mediakroton Srl , protects and promotes Human Resource value, to improve and increase the heritage and competitiveness of any collaborators skills.

### **b.7 Equity in Internal and External Relationships**

By subscribing and managing contractual relationships that imply a gerarchical relationships introduction, especially with Mediakroton Srl collaborators, the Same strives to apply the Authority with the best equity and correctness, avoiding any kind of abuse.

In particular, Mediakroton Srl guarantees that the Authority does not transform itself in a power exercise that hurts collaborator's dignity and autonomy and that the choices of working organization protect the value of any collaborator.

**b.8 Integrity and People's Respect**

MediaKroton Srl, guarantees physical and moral integrity of its collaborators, working conditions that respect individual dignity, rules inherent good matters, and suitable, safe and healthy working environments. Great attention is paid to prevent from happening cases of Intimidation, Mobbing or Stalking in the working environment. Any requirement or threat that tries to induce someone to act against the law or the Code of Ethics are not allowed, such as inducing the adoption of behaviors injurious of someone's convictions or moral and personal preference.

**b.9 Information quality and Transparency**

MediaKroton Srl collaborators are required to give complete, transparent, comprehensible and accurate information, to prevent, during the beginning of a relationship with the company, Partners/Stakeholders, Customers and Suppliers from being able to take autonomous decisions and aware of the interests involved, of the alternatives and of the relevant consequences. In particular, in the formulation of possible contracts, MediaKroton Srl takes care to specify to the contractor the behaviors to maintaining all of the circumstances, in a clear and comprehensible way.

**b.10 Diligence and accuracy in performing duties and contracts**

Contracts and work assignments must be executed according to what is established knowingly by the contractors. MediaKroton Srl, ensures not to take advantage of ignorance conditions or incapacity of the third parts.

**b.11 Equity and Correctness in Managing Contracts Renegotiation**

During the execution of an existing contract, whoever operates in the name and on behalf of MediaKroton Srl, and tries to take advantage of gaps or doubtful contractual interpretations, or of unexpected events to renegotiate the contract, with the only purpose to take advantage of the position of dependence or weakness of the Third Part, will be judged according to the Internal Rules and the Existing Laws.

**b.12 Service and Technologies Quality**

MediaKroton Srl, directs its activity to the total satisfaction and to the safety of its customers, understanding their requires that could promote a technological improvement inherent to the products and services quality. For this motivation, MediaKroton Srl, directs its research, development and commercialization activities on high quality standards for its services and technologies.

**b.13 Loyal Competition**

MediaKroton Srl wants to protect and promote the Values of the Loyal Competition, refraining from collusive and predatory behaviors.

**b.14 Responsibility & Community**

MediaKroton Srl is aware of the influence, both direct and indirect, that its activities may have on the conditions, on the economic and social development and on the welfare of the community. For such a reason, MediaKroton Srl wants to address its investments in an environmentally sustainable way, respecting local and national communities, and support cultural and social initiatives, with the goal to improve its own reputation and social acceptance.

**b.15 Environment Safeguard**

The environment is an absolutely primary good, and MediaKroton Srl is devote to safeguard it; and more in detail, it schedules its activities looking for a balance between economic initiatives and essential environmental needs, considering the rights and the expectations of the future generations.

**C. Conduct Criteria - Part I.****Conduct criteria in external relationships****C.1 Operational Structure**

MediaKroton Srl, adopts a typical Cooperatives' system and is inspired by the highest transparency and honesty standards in a company management. This kind of corporate governance complies with law and is strongly aligned with the recommendations of the "Code of Conduct" of the listed companies (even though it is not a listed company).

### **C.2 The corporate governance**

The corporate governance adopted by Mediakroton Srl, beyond being an essential instrument to ensure an effective management and the right control of the company activities, is oriented:

- o To the customers' quality service;
- o To the business risk control;
- o To the transparency towards the market;
- o To the widening of its own social missions;
- o To the reconciliation of the interests of all of the Partners;

### **C.3 The governance structures**

The governance structures used to achieve these goals are mainly the Shareholders' Meeting and the Board of Directors, internally made by the President and the Managing Directors.

About the internal control, Mediakroton Srl adopts a proper system with the purpose to ensure the adequacy of the business process in term of effectiveness, efficiency and economicity; this to ensure the reliability and the correctness of the accountings and the safeguard of the company assets and ensure the compliance with the operational obligations to both internal and external regulations and to the company's regulations and rules, that have the goal to guarantee a safe and effective management.

## **Part II**

### **Conduct criteria in relationships with other "parties"**

#### **C.4. Information management**

Information about Partners, Collaborators, Employers, are managed by Mediakroton Srl with a complete respect of reserve and privacy of the interested.

For such a goal, are applied and continuously updated specific policies and procedures for information protection; in particular Mediakroton Srl:

- o defines an organization for the information management that ensures the right separation of the roles and responsibilities;
- o classifies the information in levels of increasing critical, and anyway adopts appropriate countermeasures in every phase of the management;
- o submits the third parties that take part in the information management to a confidential agreement subscription.

#### **C.5. Gifts, Tributes, Benefits**

It is not admitted any kind of gift that may be understood as exceeding a typical commercial practice or a courtesy or anyway aimed to obtain a favorable treatment in the conduction of any kind of activity related to Mediakroton Srl. In particular, it is forbidden any kind of gift to a public officer, be it Italian or foreign, to an auditor, directors of Mediakroton Srl and its subsidiaries or to their relatives, that might influence the judgment independency or might induce to ensure another kind of advantage.

Such a standard, that does not admit exceptions neither in those countries where a gift exchange is a common practice, is about both promised or offered gifts, and the received ones; it is underlined that with the term "Gift" it is meant any kind of benefit (also a free participation to a convention, a job promise etc.). Anyway, Mediakroton Srl refrains from behaviors not allowed by law, by commercial usage or by Codes of Ethics – if known – of companies or institutions it relates to.

The gifts of Mediakroton Srl are characterized by the goal to promote its own brand image.

An offered gift – except for those one of low value – must be managed and authorized according to company's procedures and must be adequately documented. The Mediakroton Srl collaborators that receive gifts or benefits that are not admitted, are required to report it to Mediakroton Srl administrative offices, that values its appropriateness.

### **C.6. Communication with externals**

Every communication activity respects laws, rules, professional conduct practices, and is made with clarity, transparency and promptness, safeguarding, also, price-sensitive information and industrial secrets.

Any form of pressure or favorable attitudes by Media is avoided.

All of the press releases are available at internet site [www.mediakroton.com](http://www.mediakroton.com) so that they can be best usable; the web site [www.mediakroton.com](http://www.mediakroton.com), besides offering on-line services activation, has a widget of thematic channels that highlight themes related to the core business (environment, ecology, science and energetic resources geoeconomy etc.) and to exchange and debate on-line with Partners and Operators of the sector.

Mediakroton Srl takes part in conferences, seminars and work-meetings, and agrees technical or scientific, social and economic publications related to its own activities, according to general conduct rules annually approved by the Board of Directors.

## **D. Criteria – Conduct – Relationships with Collaborators**

### **Part I**

#### **d.1 Personal selection**

The valuation of the personnel to be employed is made according to the matching of the applicant's profile with the expected ones, or with the company's needs, respecting equal opportunities for all of the applicants.

The required information are strictly linked to the verification of the requirements expected by the professional and psychology profile, respecting the applicant's privacy and opinions.

Human resources function, within the available information, adopts appropriate measures to avoid favoritism, nepotism or forms of clientelism during the selection and employment.

#### **d.2 Employment Beginning**

The personnel is employed with a regular employment contract; any form of irregular is not allowed. At the beginning of the employment, every collaborator receives clear information about:

- o characteristics of his function and tasks he has to do;
- o set of rules and remuneration conditions, as from the national collective labor contract;
- o standards and procedures to adopt to avoid any possible health risk connected to the work;

These information are shown to the collaborator so that his acceptance is made on a right knowledge.

#### **d.3 Personnel Management**

Mediakroton Srl avoids any form of discrimination towards its collaborators.

During the management and development of the personnel, such as during selection, the decisions are taken according to the matching between the required profiles and the profiles of the collaborators and/or according to meritocracy (for example assigning incentives according to the results).

Also the access to roles and tasks is established considering skills and capacities; furthermore, compatibly with the general work efficiency, are preferred those kinds of flexibility in the work organization that help the management of maternity and generally childhood.

The collaborators' evaluation is made in a wide way, involving responsible, the personnel function and, if it is possible, people who had relationships with the evaluated.

Within available information and privacy safeguard, the personnel function operates to prevent any form of nepotism (for example, excluding relationships of hierarchical dependence between collaborators that are relatives).

Personnel management regulations are available to every collaborator through the company's communication tools (intranet, web site, documents and communications of the responsible).

The responsible use and valorize all the profession inside the structure through the activation of the available tools to encourage development and growth of its own collaborators (for example, job rotation, coaching by expert personnel, experiences with the goal to get more responsible tasks).

Mediakroton Srl makes available to all of the collaborators information and training tools, residential and distant, with the goal to valorize specific skills and preserve personnel's professional value.

Any responsible has to valorize the working time of the collaborators by requiring performance coherent to the exercise of their tasks and with the plans of work organization.

It is considered an abuse of his position of authority a requirement, as an act in favor of the superior, a performance or personal favor or any behavior that is seen as a violation of this Code of Ethics.

#### **d.4 Work Reorganization**

In case of work reorganization, the human resource value is safeguarded, providing, if necessary, professional training or requalification. Mediakroton Srl follows, therefore, the following criteria:

- burdens of the work reorganization must be distributed as much uniformly as possible among all the collaborators, consistently with an effective and efficient exercise of the business activity;
- in case of new or unexpected events, that anyway must be explicated, the collaborator can be assigned to tasks different from those one formerly made, having care of safeguarding his professional skills.

#### **d.5 Safety and health**

Mediakroton Srl strives to spread and strengthen a safety culture developing awareness of the risks, promoting responsible behaviors by all of the collaborators; more, it operates to preserve, overall with anticipated actions, employers' health and safety.

A goal of Mediakroton Srl is the protection of its human, financial resource and assets, looking constantly for necessary synergies not only inside the Company, but also with suppliers, firms, partners and customers involved in its own activity.

For such a scope, a verify procedure has been ideated, to manage and evaluate the evolution of productive processes and the related risks, through:

- a continuous risk-analysis and analysis of process criticism and of the resources that need protection;
- the adoption of the best technologies;
- the control and updating of the working methodology;
- the contribution of training and communicative interventions.

#### **d.6 Privacy Protection**

The collaborator's privacy is protected by the adoption of standards that specify the information that the company requires to the collaborator and the relative ways of handling and preservation.

It is excluded any investigation on ideas, preference, personal likes and, generally, privacy of the collaborators. These standards also provide the prohibition, except for cases foreseen by law, to communicate/spread personal data without a previous acceptance of the interested person and establish rules for the control, by any collaborator, of the rules that protect privacy.

#### **d.7 Person protection - Integrity**

Mediakroton Srl strives to tutelate moral integrity of its collaborators ensuring the right to work conditions respectful of person dignity. For this motivation, it protects employees from psychological violence, and tackles any discriminatory or injurious attitude or behavior for a person, his convictions and his preference (for example, in case of injuries, threats, isolation or excessive intrusiveness, professional limitations).

Sexual harassments are not allowed and must be avoided any behavior or speech that might upset a person's sensibility (for example, the showing of pictures with explicit sexual reference, false and continuative allusions).

A Mediakroton Srl collaborator that believes he has been object of harassment or he has been discriminated for age, sexual, sexuality, race, health, nationality, political ideas and religion etc. can report what happened to the company, that will evaluate the real violation of the Code of Ethics. Inequalities anyway are not considered discrimination if they are justified or justifiable according to objective criteria.

#### **d.8 Collaborators and Partners Duties**

The collaborator/Partner must act loyally to respect the obligations subscribed in the work contract and what the Code of Ethics says, ensuring the required duties; and he must report through the special operative referent, any violation of the conduct rules established by internal procedures. The collaborator must know and carry out what is provided by company policy about information safety to guarantee its integrity, confidentiality and availability.

He must work his documents out using a clear, objective and exhaustive language, allowing eventual verifications by his colleagues, responsible or external subjects authorized to require it.

All of the Mediakroton Srl Collaborators/Partners are required to avoid any situation where a conflict of interest might show, and to refrain from taking personal advantage of business opportunities they have come across by doing their tasks.

For example, but not exhaustively, the following situations might cause a conflict of interest:

- o working in an apical position (CEO, Director, responsible of a function) and having an economic interest with suppliers, customers or competitors (stock possession, professional tasks etc.) also through relatives;
- o taking care of relationships with suppliers and work, also through a relative, with them;
- o acceptance of money or favors by people or companies that have or want to have a business relationship with Mediakroton Srl. In case it is shown even only the appearance of a conflict of interest, the collaborator must communicate it to his responsible, who, according to the prescribed manners, reports it to, Mediakroton Srl SpA president and Directors, that evaluates the effective presence in any case. The collaborator must also give information about his activities outside the working time, in case these may appear in conflict of interest with Mediakroton Srl .

Any collaborator must operate with diligence to protect the company's assets, through responsible and aligned with operational procedures behaviors, prepared to rule its use, documenting with precision their use.

In particular, every collaborator must:

- o use scrupulously and with parsimony the goods given to him;
- o avoid wrong utilizations of the company goods that might cause damages or reduction of efficiency, or anyway against the company's interest.

Every collaborator is responsible of the protection of the resources given to him and must promptly inform the prepared Units of eventual threats or injurious events for Mediakroton Srl .

Mediakroton Srl has the right to prevent a distorted utilization of its assets and infrastructures by using accounting systems, financial reporting control and analysis and risk prevention, according to what is predicted by existing laws (laws on privacy, employees' rights etc). Regarding information technologies applications, any collaborator has to:

- o adopt scrupulously what is predicted by company's safety policies, to avoid to compromise the functionality and the protection of IT systems;
- o not send minatory or threatening e-mail messages, do not use low-level language, do not express inappropriate comments that might offend a person and/or damage the company's image;
- o do not surf on offensive or indecorous websites.

## **Part II Conduct Criteria in Customers and Dealers Relationships**

### **d.9 C.16 Impartiality**

Mediakroton Srl strives to not discriminate impartially its customers.

### **d.10 Contracts and Communications to Customers and Dealers**

Contracts and communications to Mediakroton Srl Customers/Dealers (included advertising messages) are:

- o clear and simple, formulated with a language as close as possible to the one normally used by its third parties (for example, for the common customers avoiding clauses comprehensible only to experts, indicating prices with VAT included, showing clearly every cost);
- o complying with Existing Laws, without using elusive or unfair behaviors (such as the insertion of vexatious clauses towards Customers/Dealers/Consumers);
- o complete, so that nothing is ignored for the purposes of the customers' decision: and engaging not to use misleading or false advertising tools.

Finally, Mediakroton Srl cares of communicating promptly any information related to:

- o eventual contractual modifications;
- o eventual variations of economic condition and techniques of service supply and/or product sell;
- o results of verifications made respecting the standards required by control Authorities.

#### **d.11 Collaborators/Partners Behavior Style**

MediaKroton Srl behavior style towards customers is very important and characterized by kindness, respect and courtesy, with the goal of a collaborative and highly-professional relationship. Furthermore, MediaKroton Srl strives to limit the obligations required to its customers and to adopt simplified, safe and, if it is possible, computerized payment procedures.

#### **d.12 Quality and Customer Satisfaction Control**

MediaKroton Srl strives to guarantee appropriate quality standards of the offered services/products, according to predefined levels, and to periodically check the quality perceived by Customers/Dealers/Consumers.

#### **d.13 Relationship with Customers**

MediaKroton Srl strives to embrace suggestions and complaints by its customers by using suitable and prompt communication systems (for example, e-mail addresses). MediaKroton Srl takes care to inform customers about receiving their communications and about the time required for answers that, anyway, must be short.

To guarantee the respect of such a behavior standard it exists an integrated system that controls styles and procedures that regulate the relationship with customers and with the associations they represent.

### **Part III Relationships and Conduct Criteria with Suppliers**

#### **d.14 Supplier Choice**

Buying processes are marked by the research of the best competitive advantage for MediaKroton Srl, and by the concession of equal opportunities to every supplier; they are also based on pre-contractual and contractual behaviors kept with the goal of an essential and mutual loyalty, transparency and collaboration.

In particular, MediaKroton Srl collaborators assigned to these processes have to not to preclude to anyone in possession of the required requirements the opportunity to compete to enter into contracts, by adopting objective and transparent criteria in the choice of the candidates;

For MediaKroton Srl are considered requirements:

- o the properly documented availability of assets, also financial, organizational structures, ability and resources, know-how etc.;
- o the existence and effective actuation, in cases where MediaKroton Srl specifies predict it, of adequate company quality systems (just like ISO 9000), as far as the respect of the Safety regulations.
- o in case the supply includes know-how or third parties' rights, the obtaining by the supplier of an important rate of added value.

Anyway, in case the supplier, doing its activity for MediaKroton Srl, adopts behaviors not aligned with the general criteria of this Code of Ethics, MediaKroton Srl is allowed to take appropriate actions up to prevent any other occasion of collaboration.

#### **d.15 Relationship Independence and integrity**

In MediaKroton Srl relationships with suppliers are regulated by common standards and are object of a continuous monitoring by MediaKroton Srl. These relationships include also financial and consulting contracts. A contract stipulation with a supplier must be always based on relationships of extreme clarity, avoiding if it is possible any form of dependence. In this way, for example and not exhaustively:

- o it is not considered correct to induce a supplier in stipulating a contract unfavorable to him letting him believe a further contract, more favorable;
- o usually, are avoided long-term constraining contracts with short-term contracts that require continuous renews with price review, or consulting contracts without an adequate know-how transfer, etc.;
- o great attention must be paid to the stipulation and management of contracts whose amount is particularly relevant than the supplier's business amount.

To guarantee maximum transparency and efficiency of the buying process, it is promoted the periodic rotation of the buyers and are also prepared:

- o separation of the roles between the unity that requires the supply and the unity that stipulates the contract;
- o an adequate recovery of the choices adopted;



#### **d.16 Ethical Aspects of the Orders and their Safeguard**

In the outlook of conforming the supplying activity to the ethical adopted, Mediakroton Srl strives to require, for particular orders, social requirements (for example a system of Environmental Management) and the respect of the safety policy.

The violation of the general standards of the Code of Ethics, imply sanctioning mechanism, used also to avoid crimes that might imply an administrative responsibility for Mediakroton Srl. For such a scope, in the single contracts are prepared special clauses.

In particular, in contracts with suppliers from "Risky countries", so said by recognized organizations, are included contractual clauses that predict:

- o the membership of the supplier to particular social obligations (for example, something that guarantees to the employees the respect of the basic rights, the standards of equality of treatment and not discrimination, the safeguard of the kids job);
- o the opportunity to use at the producers or the headquarters of the supplier some actions of control, to verify the satisfaction of these requirements.

#### **Part IV. Conduct Criteria in Institutional Relationships and Community**

##### **d.17 Environmental policy**

Mediakroton Srl, guarantees to pursue objective coherent to the strategic ones environmentally talking. To take advantage of all of the possible synergies, the environmental policy definition and its actuation are managed in an unitary and coherent way; this management:

- o decides environmental and sustainable industrial development policies;
- o defines and elaborates guidelines of environmental policy execution that must be used as example by Partners/Suppliers;
- o finds the indicators and guarantees the monitoring and the control of the company's action trend in terms of environmental impact;
- o follows the evolution of the national and EU environmental legislation and prepares applicative to Partners/Suppliers;
- o takes care of relationships with Institutions and Agencies in environmental field; promotes, acts, coordinates agreements with these subject in addition to Institutions.

##### **d.18 Strategy – Environmental Policy – Operational Tools - Communication**

Mediakroton Srl, environmental policy is supported by the awareness that the environment might represent a competitive advantage in a wider and wider and more and more demanding market in the field of quality and behaviors.

Mediakroton Srl strategy is focused on an investment and activity goal that responds to the standards of the sustainable development, in particular:

- o give a great portion of the investments in research and development of technologies to produce "green energy" and Energy Saving
- o promote actions and behaviors that consider the environment a strategic element, particularly with national and international Institutions and programs.

Mediakroton Srl promotes the following tools of environmental policy:

- o volunteer agreements with environmentalist institutions and associations;
- o environmental awareness and training for the collaborators, that pursue to spread internally the initiatives and to increase the employees' skills and professionalism;
- o programs for a rational use of energy towards the customers;
- o implementation of portals dedicated to the diffusion of the environment "culture" and to the promotion of Mediakroton Srl initiatives on the territory.

##### **d.19 Economic relationships with Parties, Labor Unions and Associations**

Mediakroton Srl does not finance:

Political parties both in Italy and abroad;

Their representatives or candidates;

Neither is sponsor of conventions or parties with an exclusive purpose of politic propaganda.

It refrains any direct or indirect pressure by politics (for example, through the grant of structures to Mediakroton Srl, acceptance of reporting for assumptions, consulting contracts).

MediaKroton Srl does not provide grants to organizations it is possible to see a conflict of interest with (for example to labor unions, environmental consumers' associations);

MediaKroton Srl however can operate, also financially, with these organizations (Labour parties, environmentalist associations) for specific projects according to the following criteria:

- o purpose similar to MediaKroton Srl mission;
- o clear an documentable resource destination;
- o expressed authorization by MediaKroton Srl Board of Directors to maintain these relationships.

#### **d.20 Institutional relationships**

To guarantee the best clarity in relationships, contacts with institutional third parties are made only through referents with an explicit agency by MediaKroton Srl managers

MediaKroton Srl, adopts specific organizational models to prevent crimes towards Public Administration from happening.

#### **d.21 Relationship with Stakeholder/Partner**

MediaKroton Srl believes that the dialogue with associations is a strategic topic for a right development of its own business; for this scope, it is created a stable communicative channel with the associations that represent its own Stakeholders/Partners in order to cooperate to respect the mutual interests, show MediaKroton Srl positions and prevent any possible conflict situation.

For this scope, MediaKroton Srl:

- o guarantees an answer to the observations of all of the associations;
- o when it is possible, it is oriented to inform and involve, on topics that are interests of specific classes of Stakeholders/Partners, the most qualified and representative category associations.

#### **d.22 Contributions and sponsorships**

MediaKroton Srl, is also active in social and not-profit fields, with the goal to ensure with its intervention a mutual advantage to the involved parties, respecting role and ethics of both.

MediaKroton Srl supports, through sponsorships or by stipulating specific conventions?, initiatives regarding social, environmental, sport, show and arts, scientific and technologic spread themes, with events that offer a guarantee of quality, with a national diffusion or responding to specific local necessities.

In any case, choosing the proposals to adopt, MediaKroton Srl pays particular attention to any possible conflict of interest at a personal or company level (for example, being a relative of these subjects or with any kind of link with institutions that might, for the tasks they have, somehow favor MediaKroton Srl activity).

To guarantee coherence to contributions and sponsorships, the management is regulated by a proper procedure.

### **E. Implementation**

#### **Arrangements for the internal control of the application of the Code of Ethics**

Kroton Media Ltd is committed to:

- o Ensure the implementation and compliance with the Code of Ethics through specific control activities and self-control;
- o encourage and promote the continuous improvement of ethics in the context of Kroton Media Ltd through a thorough analysis of the processes of ethical risk control;
- o Monitor the initiatives for the diffusion of knowledge and understanding of the Code of Ethics;
- o Receive and investigate reports of violations of the Code of Ethics;
- o Propose to the shareholders or by the head of the "Code of Ethics" changes and additions to the Code of Ethics.

#### **e.1 Communication and training**

The Code of Ethics is brought to the attention of the Members/Partners/Staff/stakeholders through appropriate internal and external communication activities (for example, by delivering to all Members/Partners/Staff/Stakeholder, a copy of the Code of Ethics, Section in the Corporate Web, and inserting a note of the adoption of the Code in all contracts, ecc.).

MediaKroton Srl will provide an online service whose purpose is to ensure proper understanding of the code of ethics to all employees of MediaKroton Srl, which may submit requests for clarification.

#### **e.2 Reports of Members/Partners/Collaborators/Stakeholders**

MediaKroton Srl provides to establish for each subject communication channels to which to direct their messages (for example, units responsible for relations with consumer associations, environmental groups, suppliers, staff, call centers for clients, ecc.).

Alternatively, all the Members/Partners/Collaborators/Stakeholder MediaKroton Srl can report any violation or suspected violation of the Code of Ethics to the office "Code of Ethics" by MediaKroton Srl that provides to analyze the report, possibly listening to the author and the person responsible for the alleged violation.

MediaKroton Srl, works to ensure informants against any type of retaliation as an act that could give rise even to the suspicion of being a form of discrimination or retribution (For example, for suppliers: interruption of business relations, for employees: failure to promote, etc.). It is also ensured the confidentiality of the report, except as required by law.

The messages can be sent using the following method:

- o e-mail: [amministratore@mediakroton.com](mailto:amministratore@mediakroton.com) or to [info@mediakroton.com](mailto:info@mediakroton.com).
- o a letter to the following address: Media Kroton Srl – Z.I. Loc. Passovecchio, Via A. Avogadro, 88900 Crotona (KR), Italy.

#### **e.3 Code of Ethics violations**

MediaKroton Srl, reports the violations of the Code of Ethics, emerged as a result of reports of Shareholders / Partners / Collaborators / or stakeholders of audit, and suggestions deemed necessary:

- o in the most significant cases, the office "Code of Ethics" by MediaKroton Srl which, after an appropriate analysis, notifies the Chairman of MediaKroton Srl and the Board of Directors, the violations and the consequent measures;
- o in other cases, directly to the Board of Directors of the Company, by providing to the President of MediaKroton Srl a summary report

#### **e.4 Duties of the Board of Directors**

In the area of social responsibility, inspired by the Code of Ethics and defined as the company's commitment to pursuing a sustainable development model, the Board of Directors compete the following tasks:

- o ensure the dissemination of social responsibility emphasizing the company's commitment to sustainable economic development, in particular by cooperating with the relevant company for its promotion inside MediaKroton Srl ;
- o cooperating with the various business functions of MediaKroton Srl , identify the objectives of social responsibility and the development of projects that follow, and assist in the formulation of the strategic plan for sustainability aspects.

This code is an expression of the commitment and responsibility of the Ethics in conducting business and corporate activities by the employees of MediaKroton Srl and Companies controlled by the same, whether they are directors or employees of any sense of such companies.

MediaKroton Srl dedicated to the development and consulting business geared to the real economy, in a context of ethics and professional that sees technological innovation as an added value for business growth and improvement of the social context in which it operates.

MEDIA KROTON S.r.l.

Managing Director  
Carlo Doniselli