



Mega Italia Media S.p.A.

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P. IVA 03556360174

CODE OF ETHICS

Approved by the Board of Directors on 31/07/2019

In case of doubt or differences of interpretation the Italian version shall prevail over the English text.

1. Introduction

This Code of Ethics establishes the guiding principles of the conduct of senior management, employees and "stakeholders" of the Company, such as:

- Public Administration;
- customers
- employees;
- suppliers;
- external collaborators;
- associations and the local community.

The belief in acting in the interest of the Company cannot in any way justify the adoption of behaviours that conflict with the principles set out below.

The Company will not initiate or continue any working relationship with those who do not intend to align with these principles.

2. Ethical principles and behavioural rules

2.1. Trust

We are convinced that this Company cannot be successful without everyone's mutual trust. In fact, it gives us the necessary confidence to act, provided that mutual respect is observed within each role and the language that conforms to the attitude of correctness and good education.

2.2. Integrity of behaviour

Honesty and loyalty are fundamental values within the Company, therefore we make sure that our employees and stakeholders are aware of the ethical meaning of their actions, guaranteeing loyalty to the agreements and the word given and not pursuing personal profit or corporate to the detriment of compliance with applicable laws, this code of ethics, internal regulations and procedures. Relations with stakeholders, at all levels, must be based on criteria and conduct of fairness, collaboration, loyalty and mutual respect.

2.3. Compliance with laws and regulations

Respect for the law is a fundamental rule for the achievement of our objectives, to compete effectively on the market and to guarantee added value to the activity, therefore we ask our employees and stakeholders to comply with all the rules, laws, directives and national and international regulations and all generally recognized practices of this Code of Ethics, company policy and company procedures.

2.4. Responsibility towards the community

The Company, aware of its social role in the reference area, on economic and social development and on the general well-being of the community, intends to operate **with** respect for local and national communities, supporting initiatives of cultural and social value in order to obtain an improvement of its own reputation and legitimacy to operate.

2.5. Transparency

The entity undertakes to operate in a clear and transparent way, without favoring any interest group or individual. The Company operates transparently. Every operation and transaction carried out by the Company must be correctly performed, registered, authorized, verifiable, legitimate, coherent and congruous.

It is necessary that for each operation there is adequate documentary support in order to be able, at any time, to carry out checks that certify the characteristics and motivations of the operation and identify who authorized, performed, registered, verified the operation itself.

The Company does not accept the failure to register sums of money, assets, liabilities or expenses. False declarations in expense accounts and time sheets are not acceptable, writing false revenues or recording them in advance, mitigating or exaggerating liabilities or assets or postponing the registration of items that should be expensed. The Company does not allow the registration of any consignment that alters the financial relationships or intentionally conceals the true nature of the transaction.

Logs and archives, whether printed or electronic, are kept for as long as necessary for use, unless the law or business needs require a longer storage time. Those responsible for the conservation of documents, registers and archiving are responsible for familiarizing with retention times.

2.6. Fight against illegal behaviour

The Company, consistent with the values of honesty and transparency, undertakes to implement all the necessary measures to prevent and avoid the commission of offenses. In particular, it prohibits that sums of money are paid or other forms of corruption are exercised in order to provide direct or indirect benefits to the entity itself. It also prohibits the acceptance of gifts or favours by third parties that go beyond the normal rules of hospitality and courtesy.

The Company therefore invites not to accept or bestow sums of money, gifts, discounts, forms of hospitality or any other benefit unless they are of modest value, that can be considered usual in relation to the recurrence, do not compromise the integrity and the reputation of the Company itself, cannot be misinterpreted and cannot influence the recipient's independent judgment. In any case, these expenses must always be authorized according to specific company procedures and adequately documented.

2.7. Rules of conduct towards the Public Administration

Relations with the Public Administration are based on maximum transparency and fairness. Relations with officials of public institutions must be limited to the functions in charge and regularly authorized in compliance with the strictest compliance with the provisions of the law and must in no way compromise the integrity and reputation of the Company. To this end, all employees and collaborators undertake to:

- operate, without any type of discrimination, through the communication channels specifically set up with the interlocutors of the Public Administration at national and international, community and territorial level;
- represent the interests and positions of the Company in a transparent, rigorous and consistent manner, avoiding collusive attitudes.

2.8. Conflict of interest prevention

The Company does not allow its employees and collaborators to be involved in relationships that can lead to conflicts of interest with their organizational role. This applies both in the event that an employee or collaborator pursues an interest other than the Company's mission or personally benefits from the entity's business opportunities, and in the event that the representatives of customers or suppliers, or of the Public Administration, act contrary to the fiduciary duties related to their position.

In any business, we operate by avoiding personal profits or gains that interfere or appear to interfere with the interests of the Company itself. Therefore all employees are required to act in the best interests of the Company, without allowing conflicting personal passions or loyalties to influence their judgment.

Potential conflicts of interest can arise when:

- the employee or collaborator is involved in the activities of suppliers, collaborators, customers, etc, in contrast with the interests of the company;
- personal or other related interests such as family members, friends, acquaintances or organizations of which the employees or collaborators are administrators or managers are involved, which may affect their duty of impartiality;
- the employee or collaborator takes advantage of its functional position for the realization of interests that conflict with those of the Company;
- the employee or collaborator use information acquired in the performance of work, for the benefit of oneself or third parties and in any case contrary to the interests of the company;
- the employee or collaborator has professional relationships with subjects towards whom there is an obligation of neutrality and impartiality; and in any other case where there are reasons of opportunity and convenience;
- interests other than company policy are pursued;
- the employee or collaborator has an employment or substantial financial interest in another company operating in the same sector;
- there is no disclosure of past or present relationships with customers with whom the employee or collaborator work within the Company.

The Company invites to report any possible conflict of interest to the Supervisory Body.

2.9. Prohibited behaviours:

The Company explicitly prohibits to:

- adopt behaviours that are contrary to the law or that may become so;
- pay or offer, directly or indirectly, payments or material benefits to public employees, public officials to influence or compensate an act of their office and ensure any kind of advantage to the entity;
- pay or offer, directly or indirectly in different forms of aid or contributions, payments or material benefits to public / public officials to influence or compensate an act of their office or to promote or favour the interests of the entity;
- grant other benefits of any kind to civil servants / public officials;

- use the recruitment tool or the remuneration system to grant direct or indirect benefits to public employees / public officials;
- with reference to the rewarding systems, to assign targets set on performance targets substantially unattainable to subjects with spending powers or external powers;
- make false statements before the Public Administration;
- allocate sums received by the Public Administration by way of disbursements, contributions, or loans, for purposes other than those for which they were granted;
- issue purchase requests that are not reflected in a specific and justifiable requirement of the entity and that are not authorized on the basis of the delegated powers;
- recognize remuneration for consultants and suppliers who are not justified in relation to the type of assignment to be performed and market prices.
- It is the task of the Company to:
 - promote the conditions that allow each employee and collaborator to operate according to integrity, honesty, loyalty and professionalism;
 - enhance individual merits and identify the responsibilities of each participant who has worked in a team;
 - stimulate dialogue, teamwork, constructive criticism, the development of personal ideas and skills.

2.10. Intellectual property

Company employees and collaborators are required to comply with intellectual property rules.

The author of a work belonging to the Company is required not to use it for private purposes and to maintain confidentiality on the results achieved by the same until the moment of official disclosure.

The Company in no way promotes and allows plagiarism, defined as the partial or total attribution of others' ideas, researches and discoveries to themselves or to another author.

Professional diligence requires responsible use of the Company's resources and information. Therefore it is expressly forbidden for all our employees and collaborators.

In case of doubt, the Company urges the employees and collaborators to ensure, each for their own competences, that the confidential information is released only to the delegated subjects, in compliance with the law and related company procedures.

2.11. Protection of personal data

The Company adopts suitable measures to ensure that the processing of personal data, also in electronic form, takes place in absolute compliance with current regulations in order to guarantee their protection and confidentiality, ensuring that the processing takes place by subjects expressly authorized to do so.

2.12. Impartiality

The Company undertakes to operate impartially, adopting decisions with rigor and transparency and avoiding any opportunistic behavior and any discrimination of age, gender, disability, race, nationality, religion and political opinions.

The Company encourages anyone who receives proposals that tend to undermine the principle of impartiality, to inform the direct superior and the SB.

2.13. Teamwork

The company believes that teamwork, sharing objectives and best practices and motivating people are essential. In fact, the best contribution to the company's success is obtained by combining the skills needed for good operations. Therefore, managers are expected to encourage teamwork through meetings between employees to develop socialization in order to achieve the set goals.

2.14. Equal job opportunities

We believe that all our employees and collaborators must be respected and treated objectively and with respect, therefore in no way can violence, threats and intimidation be tolerated. For no reason do we justify discrimination based on diversity of language, ethnicity, religion, age, gender, disability, physical appearance, economic and social condition, indeed we encourage everyone to communicate disparaging cases related to the aforementioned reasons or on the contrary concessions of privileges at the expense of colleagues / collaborators. At the same time, we are ready to enhance the diversity within the company, not based on discrimination but on the organizational-working capacity of the individual person.

The Company invites staff to dialogue at all times because we are convinced that working in a safe, tolerant and peaceful environment is a strong point for the well-being of employees and the prosperity of the Company.

2.15. Human resources and employment policy

All staff are hired with a regular employment contract, in compliance with laws, national employment contracts and current legislation. No form of illegal work or in violation of the legislation on child, female and immigrant work is allowed. The Company undertakes not to carry out any activity aimed at favoring the illegal entry of illegal subjects.

The Company requires that each Recipient contributes personally to maintaining the work environment respectful of the sensitivity of others.

It will therefore be considered aware violation, during the working activity and in the workplace:

- to serve under the effects of abuse of alcoholic substances, of narcotic substances or of substances having a similar effect;
- consume the aforementioned substances or transfer drugs for any reason during the work performance.

The Company undertakes to encourage the social actions provided for in the current legislation, and to provide adequate psychological support to all employees who have to report problems such as addictions to alcohol or drugs, gambling disorders and other forms of addiction that could compromise their work activities.

2.16. Professional growth

The previous principle has the direct consequence of the correct management of career advancements and salaries.

We also consider that continuous learning and professional training are the basis for the acquisition of new ideas, the improvement of productivity and individual and company growth.

2.17. Protection of the person's integrity

We are committed to protect the physical and moral integrity of employees and collaborators, ensuring working conditions that respect individual dignity and taking care of the safety and hygiene of the workplace. For these reasons we protect workers and collaborators from suffering or committing acts of psychological violence, and we contrast any persecutory or harmful behaviour of the person, of his beliefs and preferences. We encourage anyone who believes they have been subject of the aforementioned cases to report the incident to their contact person or to the workers' safety representative.

2.18. Health and Safety in the Workplace

The Company is committed to ensuring safety and health in the workplace, developing awareness of risk management, in particular avoiding risks or fighting them at source and evaluating those that cannot be avoided, adapting work to man as far as possible concerning the organization of work, the conception of jobs and the choice of equipment and working methods to prevent monotonous and repetitive work, work-related organizational stress and to reduce its effects on health

In order to preserve safety and health, the Company takes into account the degree of evolution of the technique, therefore it replaces everything that is dangerous whenever the evolution of technology allows it.

The Company also promotes responsible behaviour for all its employees and collaborators. These are required to understand and support the company policy on safety and health at work, to comply with the measures required by the procedures of the safety and health management system and internal regulations, as well as to disclose practices or conditions that do not comply with the policy and to actively participate in programs aimed at ensuring the achievement of objectives. Everyone is therefore required to report accidents, near misses, injuries, dangerous behaviour and unsafe working conditions to their contact person or to the workers' representative for safety, without fear of retaliation.

The Company provides for the prevention planning, aiming for a consistency that integrates at the same time technique, organization and working conditions, social relations and the influence of the factors of the work environment. These principles are used by the company to take the necessary measures for the protection of the safety and health of workers, including activities for the prevention of professional risks, information and training, as well as the preparation of an organization and the necessary means.

2.19. Environmental Protection

The Company recognizes a determining factor in the environment for sustainable development, therefore it aims to decrease the negative impact and improve behaviour towards the environment, taking into account the progress of technology, ensuring compliance with the regulatory requirements relevant to the environment and reducing waste, costs related to energy consumption and waste management. The Company urges each employee to conduct their business responsibly and environmentally sensitive.

2.20. Use of IT and thematic tools

The use of the IT and telematics tools that the Company makes available to its employees and collaborators must always be inspired by the principle of diligence and correctness and must comply with the specific rules established by the Company through internal regulations, in order not to expose the company to risk of involvement in cybercrime offenses.

It is also forbidden and completely unrelated to the Company and its collaborators to use the Company's IT tools incorrectly, aimed at implementing or even facilitating possible conduct relating to the crime of child pornography, including through virtual images.

2.21. The Supervisory Body

The Supervisory Body is responsible for verifying the application and implementation of the Code of Ethics with the following tasks:

- periodically check the application and compliance with the Code of Ethics;
- propose changes and additions to the Code of Ethics;
- receive reports of violation of the Code of Ethics and collaborate in carrying out the necessary investigations;
- express independent opinions regarding ethical issues that could arise in the context of corporate decisions and alleged violations of the Code of Ethics itself.

The Supervisory Body is endowed with independence, full autonomy of action and control and its activity is characterized by professionalism and impartiality.

2.22. Rules of implementation of the Code of Ethics and reporting obligation

Any violation of the principles and provisions contained in this Code of Ethics and of the Model by the Recipients must be promptly reported to the Supervisory Body which has the task of verifying and ascertaining any violations provided for in this Code.

If the reports received require, in compliance with current regulations, confidential treatment (including the maintenance of an anonymity profile), Mega Italia Media Spa, in order to guarantee compliance with the requirements regarding "whistleblowing", undertakes to protect this confidentiality, without prejudice to the provisions of the law, regulations or legal procedures applicable to the case. The Company also prohibits any act of retaliation or discrimination, direct or indirect, against the reporting person for reasons directly or indirectly connected to the reporting.

It is understood that the reports received anonymously and in writing can be taken into consideration only if they contain sufficient information to identify the terms of the violation and to allow an appropriate investigation.

2.23. Violation of the Code of Ethics

The violations of the provisions contained in this Code of Ethics, the observance of which constitutes an essential part of the contractual obligations assumed, constitute a disciplinary offense and, as regards to external collaborators, contractual, and as such may be sanctioned, depending on the seriousness of the illegal activity carried out by the subject, pursuant to the Disciplinary System adopted by the Company, regardless of the possible exercise of the criminal action by the judicial authority and without prejudice to the request for compensation for any damage caused.