



Code of Ethics

Madone, Aug 7th 2017

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1. Preamble

KOINÈ S.p.A. (in this text abbreviated as Koinè) operates in the field of transport and logistics mainly for the Beverage and Air Cargo sectors.

Beyond the respect, in the pursuit of our business, for applicable laws and regulations valid on national territory, Koinè intends to observe behaviors based on a high level of ethical standards during the daily conduction of the work. This standard and its inspirational principles are contained and described in this **Code of Ethics**.

Koinè considers the punctual application of law provisions to be a prerequisite for business, but not exhaustive nor sufficient. The Code of Ethics is a tool that integrates the norms of behavior dictated by the legislator. By virtue of this choice, Koinè claims that all corporate choices and staff conduct behaviors must be based on ethical rules, even in case they should not be considered in the current legislation. The definition of staff includes all people who work in or on behalf of Koinè: administrators, employees, drivers and technical workers, collaborators. The Code of Ethics expresses the ethical commitments and responsibilities of all people involved in the achievement of the company's objectives: capital owners, all workers, collaborators, external consultants, suppliers, customers and others. These all are subjects that, generally defined as "stakeholder", bear interest in Koinè's activity.

By consequence, every person working in Koinè, as well as in the structures in which the application of the code is applied, must act according to the prescriptions contained therein. Particular attention is required to Executives and other Responsible Officers who have the task to monitor the efficiency of the Code of Ethics and to upgrade it: these parties are called upon to ensure that the principles adopted are constantly applied, while maintaining a behavior being as example for employees and collaborators.

This Code of Ethics is available for customers, suppliers, and other third parties who interact with Koinè: in particular, we bring this code to the attention of third parties who receive or have a permanent relationship with the company. These subjects are formally invited to adhere and respect the principles and the criteria of conduct.

2. Principles of behavior

Koinè considers the following principles to be fundamental:

⇒ ***Respect of laws and regulations***

For Koinè, the respect for the law is a fundamental tool to achieve its goals and to ensure "additional value" to the business. Therefore, Koinè will not start nor will continue any relationship with the entities who do not intend to align with this principle.

⇒ ***Behavior integrity***

The principles of Social Responsibility inspire Koinè's activity, in this way protecting customers, suppliers, and third parties concerned. Therefore, we ensure the utmost effort to guarantee the quality of our services and the transparency of our commercial behavior.

⇒ ***Rejection of any discrimination***

Koinè avoids any discrimination based on age, sex, sexual orientation, health, race, nationality, political opinions and religious beliefs of its interlocutors. In particular, we do not apply any discriminatory practice in the procedures for recruitment of workers.

⇒ ***Freedom of association and right to collective work contracts***

Unless otherwise agreed by the government, Koinè grants its employees and associates freedom of association and the right to apply collective work contracts.

⇒ ***Work done by prisoners, forced labor and child labor***

Koinè never makes use of forced or compulsory working arrangements. Likewise, the use of work related to any form of debt servitude is prohibited, as well as the use of physical punishment, threats or other forms of harassment or mistreatment as disciplinary method.

The use of child labor by the company and stakeholders is strictly forbidden. Should any stakeholder apply a prison rehab program, this is not considered a breach of this Code if the general principles are respected.

⇒ ***Enhancement of human resources***

Koinè believes that human resources are a main capital. Therefore, we invest in staff training and ensure a healthy and safe working environment, in order to facilitate the performance of assigned tasks. We try to enhance the professional attitudes of all workers, while ensuring their involvement and empowerment in reaching company deals.

⇒ ***Professional behavior***

Everyone who operates for interest of Koinè performs his/her work and performance with diligence, efficiency and correctness, using the best tools and the needed time at his disposal, assuming the responsibilities associated with the fulfillment.

Primary obligation of the company's employees is to respect the Safety and Prevention measures taken by Koinè for Occupational Safety and Health. People actively participate in their application, management, maintenance and improvement, and commit themselves to fully assume their responsibilities in order to achieve the defined goals, aware of the consequences for Koinè and his colleagues for mismanagement of these tools.

⇒ ***Loyalty, Honesty, Fairness***

Everyone who works for Koinè is bound to observe and respect diligently the organizational model and the laws in force, and ensures full transparency of their actions and behaviors. The pursuit of Koinè's interest never can justify a conduct that does not meet these principles.

The staff does not use for personal purposes information, goods and equipment while complying with the assigned performance. Nobody can accept or take any action that may prejudice Koinè or bring undue benefits for himself, for Koinè or for a third party. In particular, people who work for Koinè are required to comply with the discretionary constraint and for no reason will be allowed to disclose facts, information or news about Koinè and their customers.

⇒ ***Resolution of interest conflicts***

The personnel pursues, while carrying out their work, Koine's objectives and general interests.

Each person is obliged to inform immediately their superiors or pointers about events or activities that could relate with interests in conflict with Koiné, either by themselves or by their immediate relatives, as well as in any other case where there are relevant reasons of convenience.

The staff respects the decisions taken by Koiné about this matter.

3. Standards of conduct

3.1 Relation with the personnel

Empowering human resources is a primary goal of Koinè. At the time of selection for recruitment, we act appropriately to avoid any favoritism and facilitation, considering candidates' attitudes and capabilities just for the full compliance of the job profile to which they are going to be assumed.

Workers have a regular employment contract; no form of irregular work is tolerated.

While establishing the employment relationship Koinè provides detailed information on:

- profile and content of the tasks to be performed;
- regulatory and remunerative elements;
- precautionary and protective measures in place to protect all workers against health risks associated with the job assigned.

These informations are presented to the person in such a manner that the acceptance of the charge is based on an effective understanding of their content.

3.1.1 Management of the personnel

People are a great resource for Koinè. Therefore, we pay special attention to the promotion and growth of the workers, on a merely meritocratic base.

Koinè is committed to protecting the moral integrity of the people, guaranteeing the right to working conditions respectful of their dignity. All workers must be treated with equal respect and dignity and are entitled to the same opportunities as professional and career development.

Koinè avoids any form of discrimination against the staff, safeguards workers against acts of psychological violence and opposes any discriminatory or aggressive attitude or behavior.

All people, as part of their activities and relationships, are called upon to abide by these principles and cooperate with Koinè for their efficiency.

Any reports of discriminatory acts must be immediately forwarded to their Responsible Officer, without fear of any retaliation. People who will become the protagonists of such acts will incur in disciplinary sanctions, which may also result in dismissal.

Disparities are not considered discrimination only if justified based on objective criteria.

3.1.2 Working hours and remuneration

Koinè ensures that all members of the staff can work in compliance with all mandatory industrial laws and standards regarding the number of hours and days worked. Employees receive salaries

and benefits in accordance with applicable laws and collective agreements, including those concerning extraordinary and other award-related.

3.1.3 Training

Koinè attributes to this aspect to primary and qualifying value for its business and dedicates resources, appropriate tools and time to attaining behavioral goals, with particular focus on Occupational Safety and Health and on the inspirational principles of this Code of Ethics. Koinè provides people with information and training tools using the most appropriate techniques, including e-learning, with the aim to enhance specific skills and retain the professional value of the staff.

Training is assigned to groups or individuals, based on specific professional development needs; the company training plan ensures that every person receives adequate training both at the time of recruitment and in any further professional change, modification of job, new assignment.

3.1.4 Safety and Health

Koinè offers a work environment that protects the health and safety of its staff, considering this task as an obligation for a productive investment and a growth factor.

Koinè is committed to spreading and consolidating a culture of security in prevention, developing risk awareness and promoting responsible behaviors by all people, providing adequate information and training to ensure full and timely compliance with standards and procedures. People is required to report promptly any shortcomings or non-compliance with applicable standards.

In particular, Koinè intends to make effective to its organizational and functional structure the rules for the protection of health and safety at work, with the aim of systematically reducing the risks of accidents and occupational illnesses. This objective is considered strategic for the Organization, which aims to pursue it in the context of continuous improvement of its operational management in synergy with the primary aim of optimizing business, reducing waste and diseconomy and improving profitability.

Koinè uses the Risk Assessment Document ex art. 28 D.lgs. 81/08 as a reference tool for its prevention activities, elaborating Security Procedures, Operating Instructions, Training and Training Programs on the basis of what is set out in the Document. Koinè ensures updating and maintenance of the risk assessment, with the assistance and support of qualified and appropriate resources for expertise, experience and capabilities.

Koinè pays particular attention to the contracts with external companies that carry out work in our area. For this reason, we choose qualified suppliers, trying to establish with them proactive collaboration in order to manage the work safety conditions of external operators.

The Prevention and Protection Staff operates in accordance with the set objectives, provided with technical, financial and staff resources that are appropriately maintained along their use. As external resource, we have nominated the RSPP as a highly specialized technical person of reference.

3.1.5 Work environment

Koinè provides workers with a safe and healthy working environment. We guarantee drinking water, adequate toilet facilities, escape routes and fireproof doors, emergency medical assistance, adequately illuminated and equipped workstations.

3.2 Duties of the personnel

All people who are part of our staff accept and share the principles outlined in this Code of Ethics and commit themselves to implementing the company policy for labor safety, fighting the offenses continued in D.lgs. 231/01 that are applicable to Koine's activity.

3.2.1 Behavioral safety at work

All operators who work for or on behalf of Koinè must:

- take care of their own health and safety, as well as the same for of other people in the workplace who are affected by the effects of their actions or omissions, in accordance with the received training, the instructions and the means provided by the Administrator;
- appropriately use the protective devices that we have distributed;
- report immediately to the Administrator or Supervisor the deficiencies of the means and devices used, as well as any possible danger to which he/she becomes aware, by acting directly, in case of urgency, within his competencies and possibilities to eliminate or reduce serious situations of danger, also relating the worker's safety representative;
- not remove or modify security or signaling or control devices without authorization;
- not carry out on personal initiative any operations or maneuvers that are not of their own competence or that may compromise their own safety or other workers;
- properly use work equipment, hazardous substances and preparations, means of transport and safety devices.

3.2.2 Behavior in environmental protection and pollution prevention

Any worker who works for or on behalf of Koinè must:

- adopt behaviors that comply with the principles of environmental protection and the prevention of pollution;
- privilege the use of materials, tools, equipment and vehicles that have a reduced environmental impact in terms of emissions (gas, water, noise), generation of waste, production of ozone depleting substances, generation of toxic substances for people and environment, energy consumption, light sources, generation of electromagnetic radiation;
- respect the laws and environmental regulations in force at national, regional and local level.

3.2.3 Use of company assets

Everyone is required to work diligently to protect the company's assets, through responsible behavior and in conformity with the operating procedures designed to document and regulate their use. In particular, all people must:

- report as soon as possible any situation regarding problems with the available business assets;
- avoid any improper use of business assets, which could cause damage or reduce efficiency;

- properly safeguard the resources received and timely inform the units responsible for possible threats or malicious events for Koinè.

Koinè reserves the right to prevent distorted use of its own goods and infrastructure with a risk analysis and prevention, while applying the compliance with the law (privacy law, employee statute, etc.) and guaranteeing preventive information to the personnel concerned.

3.3 Relationships with customers

3.3.1 Contracts and communications to customers

Koinè takes care about contracts and communications to their customers in the awareness that they constitute his reason for being. Therefore, correctness and transparency are essential not only as a formal fact form but also in substance, ensuring that communication is comprehensive, clear and well-understood.

As a result, Koine's communications, its contracts, the information provided must be:

- clear, simple and exhaustive, formulated in terms that are understandable by the interlocutors;
- such that they do not configure elusive or inadequate practices;
- sufficiently detailed and analytical to not neglect relevant elements for the client's decision.

3.3.2 Personnel behavior style towards customers

Koine's bases its behavior towards the clientele on availability, respect and courtesy, with a view of a relation based on collaboration and high professionalism.

3.4 Relationships with suppliers

3.4.1 Selection of the supplier

Purchasing processes look for the maximum competitive advantage for Koinè, while granting equal opportunities to each vendor, provided that it ensures compliance with the principles of this Code of Ethics. The quality/price ratio of the good or service, and the guarantees of assistance and timeliness are decisive criteria in the choice of the supplier.

Koinè undertakes to put in place all the procedures and actions necessary to ensure the maximum efficiency and transparency of the purchasing process in order not to preclude anyone, if it meets the required requirements, the ability to compete for the conclusion of contracts by adopting in the choice of the candidates objective and documentable criteria.

In any case, Koinè reserves the right to require suppliers the evidence of the compliance to the following requirements:

- appropriately documented availability of means, also financial, organizational structures, design skills and resources, know-how, etc .;
- a certification by the supplier concerning the adherence to specific social obligations, such as the DURC, the principles of equal treatment and non-discrimination, protection of child labor
- existence and effective implementation of appropriate and certified business management systems (eg ISO 9001, ISO 14001 or OHSAS 18001), where Koine's specifications require.

The logic of the relationship with suppliers followed by Koinè is consistent with the Ethical Trading Initiative (ETI) Base Code contained in Best Practice Guidance SMETA - Version 6.0 of April

2017, according to which Koinè has supported and passed the compliance audit in June 30th, 2017.

3.5 Relationship with the holders of the capital of Koinè S.p.A.

3.5.1 Accounting and management transparency

Koinè ensures the highest transparency of asset management processes.

The dialogue between Koinè's capital holders and social bodies (Administration Board) is ensured by an effective and timely communication that must be sufficiently comprehensive to allow the Shareholders' Meeting to make informed decisions.

All members and company organisms (members of the Administration Board) participate regularly at the Shareholder's meetings.

3.5.2 Protection of social assets

Koinè's management, in compliance with current laws, corporate statute and the Code of Ethics, targets for enhancing and strengthening the social heritage, safeguarding Koinè itself, the holders of capital, creditors and the market. Correct application of this Code of Ethics and corresponding business interest standards meets this need, to create "Additional Value" in Koinè and eliminate depreciation factors and unmanaged risks.

4. Applicative mechanisms of the Code of Ethics

4.1 Diffusion and communication

Koinè is committed to spreading the Code of Ethics by using appropriate media and communication tools and information gatherings.

All personnel must be in possession of the Code of Ethics, know the contents and observe what the Code prescribes.

Koinè prepares and implements a training plan aimed at ensuring knowledge of the principles and ethical standards defined by this Code. Training initiatives are differentiated, depending on the role and responsibility of people; for the newly hired there is a special training moment, which illustrates the contents of the Code of Ethics for which observance is required.

The Responsible for Ethical rights and the Corporate Management are available for any clarification and explanation about this Code of Ethics. An email box is active to send any requests for compliance with the Code of Ethics: segnalazioni@koinespai.it.

4.2 Survey for the application of the Code of Ethics

The task of verifying the implementation and application of the Code of Ethics is in charge to:

- Koinè executives;
- Board of Directors;
- Internal Responsible Manager for Ethical Rights: this figure, with proven experience and honesty, monitors compliance with the Code of Ethics and suggests appropriate updates, also based on the reports received from the staff.

The Responsible Manager also have the following tasks for the Manager:

- communicate to the Personnel Department the reports received regarding violations of the Code of Ethics, in order to decide and take appropriate measures;
- make binding opinions on revising the most relevant policies and procedures to ensure consistency with the Code of Ethics;
- contribute to periodic review of the Code of Ethics: for this purpose, the Responsible Manager formulates the appropriate proposals to the Board of Directors, which will evaluate them and, eventually, approve and formalize the requests.

4.3 Reporting problems or suspected violations

Anyone who becomes aware, or is reasonably convinced of the existence of a violation of this Code, of a particular law or business procedures, has the duty to immediately inform his/her responsible and the Internal Responsibility Manager for the Ethical Rights.

Reporting can take place

- by a signed way via the mail box segnalazioni@koinespa.it or by means of a signed written notice deposited in the "notification box" located at the entry gate of the Madone site.
- by an anonymous form by means of an unsigned written notice deposited in the "notification box" located at the entry gate of the Madone site.

Koinè puts in place the necessary arrangements to protect the detectors from any kind of retaliation, intended as an act that may give rise to forms of discrimination or punishment (for example, interruption of relations with partners, suppliers, consultants, etc. or denial of promotions to employees). To this purpose, the confidentiality of the identity of the reporting person is ensured, with consideration to the legal obligations.

The responsibility to investigate possible violations of the Code of Ethics is a task of the Internal Responsibility Officer for the protection of Ethical Rights, who may talk with the author of the report and the person responsible for the alleged violation: the staff is required to fully cooperate in any internal investigation.

As a result of this activity, the Internal Responsibility Manager will report to the executive board those behaviors that motivate application of any disciplinary sanctions or the activation of contractual termination mechanisms.

4.4 Disciplinary measures resulting from violations

The provisions of this Code are an integral part of the contractual obligations assumed by our staff as well as every organization that have business relations with Koinè. The violation of the principles and behaviors set out in the Code of Ethics compromises the trust relationship between Koinè and the perpetrators of the violation, whether they are directors, employees, consultants, associates, customers or suppliers.

Koinè will prosecute violations in the following terms:

- as far as **workers** are concerned, through appropriate disciplinary measures, irrespective of the possible criminal liability of conduct and the establishment of criminal proceedings, in cases where the conduct constitutes a criminal offense. In particular, sanctions will be taken in accordance with the rules and the logic of the contract of employment applied. Disciplinary measures range from reproaching or warning to suspension without remuneration, reliance and, in the most serious cases, dismissal. Prior to the adoption of

a disciplinary measure, the concerned party has the opportunity to justify his conduct according to the Statute of Workers and the Collective Work Contract.

- as far as the **persons in apical position, Directors or Legal Representatives** are concerned, the Internal Responsibility Manager for the Ethical Rights formalizes a communication to the Shareholders Assembly that will be convened in ordinary or even extraordinary cases behind urgency, for the deliberations applying to the event. This is done without prejudice to any damages that Koinè would suffer because of the breach by the above persons of the provisions contained in the Code of Ethics.
- with regard to **customers, suppliers, collaborators and consultants**, specific modalities for suspending or terminating the contractual relationship will be activated

4.5 Audit and termination of contracts

Koinè reserves the right to verify the compliance with this Code by suppliers and stakeholders. Should actions or non-compliant conditions be detected, Koinè has the right to request the adoption of corrective actions, keeping the possibility to extinguish a contract with any supplier or stakeholder who fails to comply with the Code.

5. Final provisions

The President of the Administration Board of Koinè S.p.A. has approved this Code of Ethics in date 24th September 2017.

Any variation and / or integration of this Code of Ethics must be approved by the Board of Directors, after consultation with the Internal Responsible Manager for Ethical Rights, and promptly shared through appropriate formulas.

Issue n.1

Issuing function: Human Resources Manager

Addressees: all workers and stakeholders interested in the activity of Koinè SpA

Approver: President of the Administration Board, September 2017

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KOINÈ' S.P.A.
Via Roma, 8
24040 MADONE (BG)
P. IVA 02655130165

