



COMPANY CODE OF ETHICS



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1. GUIDING PRINCIPLES

1.1. Consip's role and activity

Consip, even though a private law company, operates in the market exclusively with the function of “service organization” on behalf of the Public Administration.

The control functions over Consip, including its corporate aspects, are exercised by the Ministry of the Economy and Finance, which determines its mission and strategic objectives, as well as the relevant implementational modalities; a further control over financial management is exercised by the *Corte dei Conti* (Court of Audits).

The duties entrusted to Consip relate principally to:

- The information technology activities of the Public Administration, including the fields of finance and auditing.
- The implementation of the contractual IT instruments for the aggregation of the procurement of goods and services on behalf of the Public Administration, with the aim of rationalizing public expenditure, also through the entrusting of adjudications and the management of suitable conventions.
- The implementation and management of an ad hoc e-procurement system for the automation of purchases by the Public Administrations.

Consip may also be entrusted with other tasks and functions, albeit exclusively in the area of service activities supporting the Public Administrations.

Due to its nature as a service organization supporting the activity of the Public Administration, the Company is entrusted with the task and function of “adjudicating administration”. This entails that, in pursuing aims within the public interest and of a general nature, Consip is obliged to respect a given number of behavioural norms that are derived from general principles of ethics, as well as from specific judicial decisions that are also connected to the efficiency, effectiveness, transparency and impartiality of administrative action.

It is a matter of fact that some actions that may be considered acceptable in the sphere of commercial activity cannot be equally judged, or may even be in contrast with existing statutes of law, if undertaken within the sphere of the Public Administration.

The present Code of Ethics (which from now on will be referred to simply as the “*Code*”), as a whole body of the general ethical rules that bind its recipients, has taken its inspiration also from the “*Code of Conduct of Public Administration Employees*” issued by the Ministry of the Public Function, and is subject to changes and additions aimed at



adapting its content to the further regulations which may be subsequently enacted in the same field.

The present Code also constitutes an integral part of the *Organization, Management and Control Model* adopted by Consip, in conformity with Legislative Decree n. 231/2001, in order to prevent the administrative violations relating to the offences that are contemplated in those regulations.

1.2. Assumptions, aims and value of the Code

In pursuing their activity on behalf of the Public Administration, all those who act, work or cooperate in any capacity with Consip (employees, consultants, suppliers, Ministry of the Economy and Finance and third parties in general) come across situations that require the adoption of behaviour that acquires relevance under different aspects, especially in the ethical and the legal spheres.

All have the obligation to adopt and to have their collaborators and interlocutors adopt a behaviour that conforms to the general principles of absolute honesty, loyalty, good faith, unbiased action, correctness and diligence, as well as the specific obligations which may descend from the corporate ethics and from those principles that are considered due in the context and goals of one's mission.

Furthermore, considering the specific tasks entrusted to Consip, all must operate in conformity with the principles of the well-functioning and impartiality of administrative action.

The Code does not aim to define analytically the specific behaviour that must be adopted in every possible situation one may face, but rather to provide a general ethical-behavioural framework which must be respected in the implementation of one's activity, as well as to contribute to the prevention of the administrative violations contemplated in the offences listed in Legislative Decree n. 231/2001.

Nonetheless, whether in the presence or in the absence of specific dispositions, it is absolutely necessary that all in their actions be inspired by the highest standards of behaviour, to which Consip conforms its conduct, taking into account the fact that the correct behaviour to be held in any situation always derives not only from good faith, but also from the transparency, impartiality and most of all from the honesty and loyalty of the intentions of the person concerned.

In no case the belief to be acting in the interest or to the advantage of Consip may justify the adoption of behaviour which contrasts with the principles listed in the present Code.



The application and the respect of the enunciated principles lie within the framework of the general obligations of cooperation, correctness, diligence and loyalty that are inherent to the nature of the performance that is required and to the interest of the company, which binds all those that are involved in any action on behalf of Consip.

The aforementioned obligations, especially insofar as the employees of Consip are concerned, integrate what is contained in articles 2.104 and 2.105 of the Civil Code and in the National Collective Work Contract that is applicable and in force.

2. GENERAL PRINCIPLES

2.1. Recipients of the Code

All the principles contained in the Code, including those listed in the subsequent “*Human Resources*” chapter, apply to:

- a. All Consip employees, independently from their role and function.
- b. All components of the various corporate Structures.
- c. All those who, in their different capacities, cooperate with the Company, including the components of the adjudicating committees and all professionals called upon to implement their activity on behalf of the Company.
- d. All suppliers and contractual counterparts of Consip.
- e. Every other individual who, in his/her relations with Consip, including the institutional area, declares to conform to the present Code.

Specifically, the Management and the Heads of the various company Departments, Areas and Organizational Units have the obligation to promote the knowledge and understanding of the Code, conforming their action and behaviour to the principles and aims contemplated by the same Code.

2.2. Employee commitments

Every employee must have full knowledge of and conform his/her activity to the principles and directives contained in the Code and must abstain from behaviour that does not conform to the aforementioned principles, as well as cooperate in the verification of any violations and report all information useful to the identification of their perpetrators.

Every employee has the right and the obligation to consult with his/her direct supervisor and/or the Organizational Head for any explanations concerning the interpretation and the application of the principles and directives of the Code, as well as the behaviour one must comply with when doubts arise regarding its correctness and compatibility with what is dictated in the same Code and/or with its guiding principles.



2.3. Corporate structure commitments

The components of the Board of Directors and the Board of Statutory Auditors bind their activity to the dispositions and principles contained in the present Code, as well as to reciprocal cooperation and the compliance with the laws in force.

The modalities of the convocation, functioning and the recording of the meetings of the Assembly and of the Board of Directors must be based on criteria and procedures that guarantee the maximum information and participation of all interested parties and their conformity to the existing laws.

2.4. Third parties and the Code

The term third parties is employed to identify all those that have, in their specific capacity, a working relationship with Consip, i.e. employees, components of the adjudicating committees, the suppliers, any individual that has a relationship, including of an institutional nature, with the Company and the contractual counterparts with whom Consip is conducting negotiations or finalizing agreements of any nature, including those stipulated on behalf of the Ministry of the Economy and Finance or of other Public Administrations.

Consip, as well as any individual acting on its behalf, has the obligation to inform third parties of the existence and the specific contents of the Code, requiring their conformity to its principles.

Therefore, everyone in their specific capacity will act in such a way as to allow third parties to gain knowledge of the Code and will inform of any violations of the Code by third parties, following the modalities explained later in Paragraph 11.

3. MARKET RELATIONS

3.1. Relations with suppliers and their selection

In relations with third parties, among them suppliers, all must follow the already mentioned principles of absolute honesty, loyalty, good faith, equilibrium, correctness, diligence, effectiveness, efficiency, clarity, impartiality and, depending on the case, transparency and confidentiality.

Especially in relations with suppliers, one must avoid behaviour that might damage or jeopardize, even indirectly, Consip, or that may create unjustified favouritism, to the advantage of one supplier against others.



In the selection of suppliers the primary objective is to avoid any sort of discrimination and to allow maximum participation and competition among potential suppliers. One must therefore respect, in the context of what is stipulated by existing laws and regulations and by internal regulations, the procedures put in place to effect the best choice of suppliers and to put in place a correct management of relations with them, also in the implementational phase of the contract, with an explicit referral to the rules provided by the Guarantor Authority on Competition and the Market concerning tenders prepared by Consip.

In consideration of the fact that, in the implementation of its specific public interest functions, Consip entrusts third parties with the supply of goods and the performance of services through the procedures contemplated by national and European norms, it is also mandatory to behave in such a way that will guarantee the correctness, transparency, loyalty and fairness of procedures and information, in compliance with the principle of impartiality and well-functioning of administrative action, as well as in the light of what is stipulated in article 97 of the Constitution (*“public offices are organized according to the law in such a way as to ensure the well-functioning and impartiality of the administration”*).

It is also imperative to guarantee the correct management of the relationship in the implementation phase of the contract and compliance with contractual clauses.

3.2. Drafting of tender documentation

The drafting of tender documentation must be done in conformity with what is required by the national and European law in force, as well as with the procedures and internal regulations of Consip, and must fully comply with the rules and principles contained in the Code.

The individuals involved in the drafting of tender documentation must:

- Promote the greatest possible participation in selection and choice procedures of the contractor, also in compliance with the objectives dictated by the Ministry of the Economy and Finance, and must promote a fair and correct competition between participants.
- Allow for an adequate reconstruction and traceability of the criteria that were adopted and of the choices made.
- Comply, insofar as the information acquired through their activity and functions is concerned, with the confidentiality regulations stipulated in the Code and by existing laws and regulations, adopting all precautions necessary in order to avoid the divulgation, albeit involuntary, of confidential information to any party.
- Report, in the modalities contemplated in the subsequent Paragraph 11, any incidents



of favouritism, collusion, albeit only apparent or potential, as well as any other behaviour that is not compliant with the laws in force, the procedures and internal regulations of Consip, or the rules and principles contained in the Code that may come to his/her knowledge in the performance of his/her functions.

3.3. Tender committees

3.3.1. *Rules on ethics and behaviour*

All those participating in tender committees as members or secretaries must act with impartiality and must take their decisions with rigour, confidentiality, as well as in compliance with existing laws and regulations and the principles enunciated in the present Code.

The members and secretaries of tender committees must perform their duties in a position of independence, impartiality and autonomy, avoiding favouritisms and/or their benefiting from situations of privilege, refusing to succumb to inappropriate pressure; they must also abstain from participating in decisions and/or actions relating to personal interests, financial and not, interests of the spouse, of relatives within the fourth degree and/or of individuals living under the same roof or persons otherwise related (friends, acquaintances, etc...) or of organizations in which they, their spouse, their relatives within the fourth degree and/or their family members occupy administrative or management positions, because this would be in conflict with the activity and goals of Consip, as will be more amply specified in Paragraph 3.4.

3.3.2. *Relations with Consip and with third parties*

The members and secretaries of the tender committees, due to the importance and sensitivity of the function performed, must observe the utmost confidentiality and avoid providing any, even minimal, information that is acquired in the performance of their function, such as information concerning the proceedings of the committee, the companies taking part in the tender, the offers presented, the provisional listing of the participants in the tender, except for the information divulged during sessions qualified as public and the information transmitted through coded procedures.

The members and secretaries of the tender committees are also obliged to avoid participating in informal meetings with individuals interested in obtaining the aforementioned information.

In compliance with the autonomy and independence of the tender committees, the recipients of the Code as they are defined in the previous paragraph 2.1 may not solicit from the members and secretaries of the tender committees any confidential information as defined at the beginning of the present paragraph and will not exercise pressure in any



fashion on the members and secretaries of the tender committees.

3.4. Conflict of interest

It is forbidden to engage in actions or behaviour that may be potentially in conflict or in competition with the activity of Consip or with the goals and interests that it pursues, as well as to perform activities or adopt decisions which may be related, directly or indirectly, to own interests, financial and not, or to interests held by the spouse, by relatives within the fourth degree and/or family members, by persons otherwise connected (friends, acquaintances, etc...), or of organizations where the individuals mentioned above hold positions as administrators or managers, which may contrast with the obligation of impartiality and may come into conflict with the activities and goals of the Company or of the Public Administrations on whose behalf it operates.

Specifically, a conflict of interest may arise in the performance of one's functions, whenever:

- a. One holds interests, including economic and financial, direct and indirect, that may influence one's activity on behalf of Consip.
- b. One may obtain a personal advantage, financial or not, through access to and the inappropriate use of information.
- c. One works for or on behalf of suppliers of the Company.
- d. One divulges, also during informal meeting occasions, confidential information on Consip's activities before the Company has given official communication of such activities.
- e. One takes advantage of one's position or role in such a way as to obtain a personal gain, of any nature, that is in conflict with the interests held by Consip.

Whenever the recipients of the Code find themselves, or believe they may find themselves, in a conflict of interest situation, or if serious reasons of convenience arise, they must abstain from adopting any decision and/or from taking part in any activity whose effects will be held, directly or indirectly, against Consip.

Both in the case of abstention and of impossibility of abstention, one has the duty to inform one's Supervisor, notifying the reasons of the potential conflict. The Supervisor will then be held responsible to inform immediately the Organismo di Vigilanza (Office of Compliance), which will in turn determine whether such a conflict situation exists and either authorize the performance of duties that are potentially in conflict and/or implement the measures deemed necessary to prevent actions that may be detrimental to Consip.

Upon receipt of a justified request from Consip and/or the Office of Compliance, the person involved is obliged to provide further information on the situation of real or



potential conflict of interest in which he/she believes to be in.

3.5. Gratuities

The term gratuities refers to material goods, such as gifts or money, as well as immaterial goods, or services, or discounts in the purchase of such goods and services, or to any other benefit, direct or indirect.

Nobody may make entreaties, nor in any case accept, directly or indirectly, for instance through one's relatives, gratuities from the suppliers, albeit only potential, of the Company, whenever they may in any way appear to be related to the relations that have been put in place with Consip or, in any case, may lead to believe that they are directed to acquiring undue advantage.

Anyone who receives, also at their residence, gratuities connected to the activities performed or to be performed on behalf of Consip and that fall within the context of the prohibitions previously listed, has the obligation to inform of the incident one's own Supervisor, or the Organization and Human Resources Department, or the Legal and Corporate Affairs Department, and must immediately return such gratuities.

It is possible to accept gratuities of a symbolic value, or even of modest value, only if they simultaneously:

- Are effected in compliance with applicable norms.
- Are not liable to lead to suspect that they are in any way connected to advantages obtained or aimed at acquiring undue advantages.
- Are normally offered to any other individual who has similar relationships or on the occasion of festivities and anniversaries.

It is important to point out that it is not permissible to take part in occasions such as seminars and/or conferences organized by suppliers without previous authorization of one's Supervisor obtained in accord with the Organization and Human Resources Department and/or the Legal and Corporate Affairs Department.

Whenever the participation in courses and/or seminars becomes necessary for the correct implementation of the performances deriving from the relationship established with specific suppliers, the employees and consultants of Consip will be obliged to use their own means of transport and hospitality or those provided by Consip.

It is nonetheless permissible to accept transport to and from such locations, as well as food and hospitality, if previously authorized by the Supervisor of one's own Department, provided that their value lie within the limits of reason.

The violation of the aforementioned rules, as contemplated in the contractual norms that



discipline the working relationship, implies the adoption of the applicable laws, as well as of individual and company collective contracts.

4. EXTERNAL RELATIONS

4.1. Relations with the Public Administrations

Consip operates in the interest of the Ministry of the Economy and Finance, as well as of Public Administrations, pursuing their institutional objectives and/or specific goals, as well as the public duties delegated to it.

Also in their relations with the Public Administrations, all must comply with the principles and norms contained in the present Code.

Consip, in the context of the activity implemented, has the obligation to guarantee the quality of the services provided, the efficiency and effectiveness of administrative action, as well as the confidentiality and security of information, all in a way that is adequate to the objectives pursued, to the requirements of citizens and in compliance with the times that have been established and at advantageous costs; therefore, everyone must cooperate and, also, rigorously comply with existing laws and regulations and the procedures that are applicable in the pursuit of the aforementioned aims.

4.2. Relations with civil society and politics

Consip interacts with labour unions in a spirit of cooperation and transparency, albeit under the reciprocal respect of the different roles involved, of the national collective union contracts and of any supplementary company contract.

Everyone is free to join the labour union of choice, or to abstain from joining any union, and may also join any political party or organization that does not violate existing laws and regulations, without being subjected to any discrimination or favouritism.

Similarly, everyone must operate in compliance with the existing law, the company procedures and regulations, without being subjected to any discrimination relating to one's affiliation to labour or political organizations, to one's political ideas, party affiliations and religious beliefs.

4.3. Relations with the media

Communication with the media on the part of Consip must be transparent and truthful.

Relations with the media are reserved exclusively to the corporate unit thus entrusted, which manages them under authorization of the President and/or the Chief Executive



Officer.

Therefore, no one may supply information relating to Consip or engage in relations with the media without having been expressly authorized by the President and/or the Chief Executive Officer and having consulted with the corporate unit entrusted with Communication.

The publication of articles or studies, or the participation as speaker in conferences and seminars having as their theme subjects pertaining to Consip's activity must be previously authorized by the Legal and Corporate Affairs Department and/or by the Organization and Human Resources Department, unless one specifies the personal nature of the evaluations provided relating to Consip's activity and the fact that these do not necessarily reflect the Company's official position on the matter. Nonetheless, it is not permissible to make any statements or declarations, nor to divulge to the public any communiqué, that may in any way be detrimental to or put in a bad light the position and the activity of Consip.

5. BOOK-KEEPING AND CORPORATE COMMUNICATION

5.1. Book-keeping and corporate communication

All Consip book-keeping and any other document relating to economic, property and financial documentation must:

- Be founded on the principles of truthfulness, accuracy and completeness of the relevant data resulting from supporting documentation, which in its turn must be complete and verifiable.
- Be kept in compliance with the dispositions mandated by existing laws and regulations and by corporate procedures.
- Be catalogued on the basis of criteria that allow for their easy retrieval and consultation, as well as for a punctual reconstruction of the operation they relate to and for the identification of the various levels of responsibility.

In order to allow or facilitate the implementation of the aforementioned activities, it is the duty of every individual involved to offer the fullest cooperation, within the limits of their respective capacities and responsibilities.

Especially in the drafting of the budget, of other auditing records and of documents pertaining to the economic, property and financial situation of Consip, it is forbidden to add misleading or false entries.

Anyone who were to gain knowledge of omissions, falsifications or of a lack of accuracy in the management of book-keeping and of the documents on which accounting records are based is obliged to give immediate notice of the fact: Employees have the duty to inform



their Supervisor or, if that were impossible or unadvisable, directly the Office of Compliance; external consultants of the Company are obliged to inform the person they report to in Consip, or, if that were impossible or unadvisable, directly the Office of Compliance; Supervisors are obliged to inform directly the Office of Compliance.

Any deviant behaviour might constitute a violation of articles 2.621, 2.622, 2.623 and 2.625 of the Civil Code.

Every employee is also obliged to provide the Board of Statutory Auditors and/or the external auditors, as well as the Office of Compliance, with any information and/or data on the economic, property and financial situation of the company that has been acquired and/or gained knowledge of in the context of the exercise of their activities in a punctual, clear, correct and unreserved way.

Consip verifies through the corporate structures, Departments and functions involved, as well as through external auditors, the truthfulness of the account records and their compliance with the rules prescribed by the Civil Code, tax laws and the relevant norms.

It is in Consip's interest, and a principle of its corporate policy, that existing laws and regulations be complied with, including tax law, both on the part of its employees as well as of those individuals who provide full-time or occasional consultancies to the Company.

6. HUMAN RESOURCES

6.1. Human Resources

Human resources are an indispensable element of the corporate organization and are therefore the main source of Consip's success, both in its institutional and corporate aspects.

All employees must have knowledge of the regulations that discipline the implementation of their functions and of the consequent behaviour required.

Consip offers all its employees the same opportunities, on the basis of merit criteria and in compliance with the principle of equality, allowing everyone to develop his/her inclinations, capacities and competences, providing when required training programs and update courses.

Specifically, Consip provides for its employees professional training programs that are differentiated on the basis of their role, their know-how, their responsibilities and their functions.



Consip also regularly promotes and organizes awareness sensitivity programs for its employees, specifically in the areas pertaining to their duties in terms of confidentiality of information and to the behaviour required with the companies that take part in tenders.

Consip takes a special interest in handicapped workers, promoting their integration in the work environment.

6.2. Rights and duties of the employee

On the basis of the applicable employment contracts, whether they be collective, corporate or individual, as well as of the norms dictated by the Civil Code and law, the employee holds a number of rights, as well as a number of duties.

Specifically, the employee has, among others, the right:

- a. To exercise the functions pertaining to his qualification, even though he may be destined to another function, taking into account the operating requirements of the Company, in compliance with the laws and the collective employment agreements, both national and corporate.
- b. To the economic and legal remuneration contemplated by the law and the employment collective, corporate and individual contracts.
- c. To the safeguard of his/her safety and health in the work environment, which has to conform to the requirements of existing laws and regulations in matters pertaining to safety and hygiene.
- d. To legal assistance in the cases expressly contemplated by the collective and individual contractual norms.

Consip's employee has, among others, the duty:

- a. To have knowledge of and to respect existing laws and regulations, the processes, the procedures and the corporate guidelines, as well as the principles contained in the present Code.
- b. To respect the directives and the instructions given by the Company, by Management or by one's Supervisor.
- c. To comply with all obligations required to safeguard the safety and health of the working environment.
- d. To provide one's colleagues, managers and/or supervisors with adequate cooperation, communicating all relevant information and putting in place all forms of behaviour that allow for operations to be conducted with maximum efficiency in the implementation of the duties entrusted and in the pursuit of common objectives.
- e. To avoid abusing of or generating false impressions relating to one's own position, role, power held inside the Company and on Consip's role, acting immediately in order to



eliminate any misunderstandings.

- f. To avoid committing actions that run against his/her duties, omitting or delaying actions required by one's function in order to unduly acquire or be promised money or other gratuities for oneself or others.
- g. To treat everybody fairly and correctly, in order to preserve the faith of the market, and specifically the suppliers, towards Consip, avoiding favours or exercising pressure, real or apparent, aimed at obtaining specific advantages from specific suppliers.
- h. To keep confidential all information regarding Consip's activity, as well as its financial and economic position.
- i. To avoid making personal use of the information acquired in the performance of one's activity on behalf of Consip in order to acquire financial or non-financial advantages.
- j. To promote the knowledge of the Code among all persons with whom one interacts, both formally and informally, in the context of one's working activity.
- k. Not to divulge any information on the Company's suppliers to third parties, and specifically to other suppliers of the Company.
- l. Not to denigrate, in any circumstance, Consip and/or anyone who has or has had relations of any nature and in any capacity with the Company.
- m. Not to participate in informal meetings with parties interested in obtaining information on relevant issues pertaining to work activities, if not expressly authorized to do so by one's Supervisor.
- n. To avoid participating in associations, clubs or other organizations of any nature from which may derive obligations, impediments or expectations that might interfere with one's own work activity.
- o. To report to Consip all due information, i.e. work timesheets, expense notes, written work records pertaining to tests, meetings, etc... in a truthful and correct manner.
- p. Not to make personal use, except in cases of urgency, of work tools, including telephone lines, and to take good care of the work locales, furniture, vehicles and materials entrusted.
- q. To acquire the professional know-how necessary to the implementation of one's own activity and to maintain, for the duration of the work relation, an adequate level of knowledge and experience, constantly updating one's preparation and taking part in the training and qualification programs that may be offered and organized by the Company.
- r. Not to acquire profit or advantages, whether direct or indirect, financial or not, with or without detriment to the Company, from the implementation of one's work activity.
- s. To abide by a conduct and to use language and clothing that are appropriate for a work environment.



7. REPREHENSIBLE BEHAVIOUR

7.1. Harassment and discrimination

Consip:

- a. Prizes a work environment that favours the appreciation of diversity among employees, respecting the principle of equality and striving to preserve the dignity and the freedom of every employee in the workplace.
- b. Does not tolerate any form of discrimination, whether racial, sexual, political, union-related or religious in nature.
- c. Requires the obligation to abstain from any act of intimidation and harassment.
- d. Will not allow sexual harassment in any form, considering “sexual harassment” any undesired action or behaviour, albeit only verbal, with sexual connotations that is detrimental to the dignity of the person subjected to it; the Company will also not tolerate the creation of an atmosphere of intimidation towards the person subjected to the aforementioned harassment.

Those who feel that they are being subjected to harassing or discriminatory behaviour, or that have knowledge of such incidents of intimidation and discrimination, or of harassing and discriminatory behaviour taking place, must inform their Supervisor and the Organization and Human Resources Department, as well as the Office of Compliance, which will proceed with the utmost speed and confidentiality to engage in all action that will be considered appropriate in order to put an end to the situation of unease and to restore tranquillity to the work environment.

7.2. Drug and alcohol abuse

It is considered reprehensible behaviour to carry out one’s work activity under the influence of alcohol and drugs, as well as to make use of such substances during working hours.

7.3. Smoking

It is forbidden to smoke in the workplace, in areas accessible to the public and in areas where information equipment is stored.

Nonetheless, Consip will take due consideration of the situation of discomfort, on the one part of non-smokers and on the other of smokers, identifying where possible areas reserved for smokers, in compliance with the regulations in place.



8. WORK ENVIRONMENT, SAFETY AND HEALTH

Consip takes special care to safeguard the work environment and the health of all who work, in any capacity, within the Company buildings and grounds, providing for adequate locales and equipment, guaranteeing the safety and hygiene of the workplace and putting in place all possible precautions to ensure that it is salubrious and to protect the environment.

In order to prevent undesirable incidents or damaging events, all must conform to the security rules contemplated in the relevant internal regulations, must scrupulously comply with the rules regarding access to company locales and must avoid allowing unconnected persons into areas not open to the public without explicit authorization.

9. CONFIDENTIALITY

9.1. Information and documents

9.1.1. *Divulcation of information*

All the information and documentation acquired in the implementation of one's activity on behalf of Consip, including that pertaining to tender procedures, is confidential.

Information considered confidential includes, for example, that relating to management plans, production processes, products and systems developed by the Company or, in any case, managed and/or maintained, as well as information pertaining to negotiated and concurred procedures for the selection of the counterpart in contracts or for the contracting of public works, services and supplies, specifically those relating to adjudication criteria, as well as all data bases and information and data on employees (from now on all these will come under the term "Information").

On the other hand, information that, independently from the actions of the employees or the supplier, comes to public knowledge will not be considered as confidential in the context of the contractual relationship with the suppliers. The supplier will maintain the possibility to use the methodologies and technical experiences acquired in implementing his contractual obligations.

The employees, all those who in any capacity interact with Consip and especially the members and secretaries of tender committees, due to the sensitivity and importance of their function, are obliged to maintain the maximum confidentiality on Information and on documentation of which they have gained knowledge or possession in the course of or during the implementation of their respective activities in order not to jeopardize or compromise, albeit only potentially, the image, the interests or the activities of Consip and of the Public Administration on whose behalf the Company operates.



It is important to point out that the divulgation of Information is detrimental to Consip and, in any case, also represents a violation of the obligation to respect all rules and principles contained in the present Code.

Therefore, everyone is held to the obligation of making appropriate use of the Information one gains knowledge of in the implementation of one's work activities, taking into account the fact that it may in no case be divulged, nor used to acquire personal gain, financial and not, direct or indirect.

The principle that must be complied with is that the use of Information must be made only and exclusively in the implementation of activity on behalf of the Company.

The recipients of the Code identified in paragraph 2.1. who acquire, due to the activity implemented for Consip, confidential Information not available to the public -those referred to in a), b) and c)- must abstain from taking part, albeit indirectly through third parties, in any financial transaction -by this meaning, for example, the purchase of securities- that implies the use of such Information. It is permissible to freely invest in the purchase of securities, but in this activity it is expressly forbidden to use for personal or third party gain Information that is not publicly accessible that has been acquired through the activity implemented on behalf of Consip.

In the case of possession, direct or through third parties, of securities of a company that is or may reasonably be expected to be involved in a Consip tender, or in the case in which the spouse/partner is working for a company taking part in the tenders held by Consip, it is a duty to inform of the fact one's Supervisor. The Supervisor will then be required to inform without delay the Office of Compliance, which will in turn determine whether there exists a conflict of interest and/or put into place the necessary action in order to prevent actions that may be detrimental to Consip.

The employee will allow access to Information to persons that are entitled to such access, unless that is forbidden by professional secrecy, by norms of law and regulations and by confidentiality obligations.

Everyone must put in place all necessary and appropriate precautions, such as making sure that confidential documents are not left unattended at the work desk and are instead put back in closed lockers or drawers at the end of the day, in order to avoid that Information be made accessible to unauthorized persons, both in the workplace and outside of it.



9.1.2. Accidental divulgation

Everyone must take due care to avoid accidental divulgation of Information which may cause damage to Consip, along the same lines that apply to the case of voluntary divulgation.

In order to avoid accidental divulgation it is necessary to avoid discussing with unauthorized persons Information that has not been made accessible to the public by Consip.

Such Information may not be discussed, not even with authorized persons affiliated to the Company, in the presence of third parties or in public areas, or in inappropriate work areas such as building corridors; this holds true also in the case of relatives or friends who may involuntarily divulge Information to third parties.

It is also appropriate to remind everyone that Information leaks may start with the most insignificant revelations. These elements may in fact be integrated with others obtained from different sources in order to construct a full picture of the situation.

9.1.3. Information sensitivity

Information is very important to the market; third parties are thus very interested to acquire it.

Consip is the only legitimate possessor of Information and is the only entity that may dispose of it and decide who may gain access to it and what use may be made of it.

In the light of the specificity of Consip's activity, also on behalf of the Public Administrations, if third parties gain knowledge of Information they may acquire an unfair profit, a direct advantage and/or favour certain suppliers over others, thus constituting a violation of the general legal principle of the *par condicio*, with all the detrimental consequences of the case, foremost among them the damage produced upon Consip and the Public Administrations.

9.1.4. Entreaties to obtain information

It may happen that employees or other persons working on behalf of Consip will be contacted by third parties, including journalists, to obtain Information on the activities of the Company: In such cases it is expressly forbidden to communicate, divulge or make use of any Information in ways that are not covered by Paragraph 4.3.



9.1.5. Access to Information and documents

Access to Information and to documents pertaining to public evidence procedures for the selection of contractors is disciplined by law and by the procedures and internal regulations adopted by Consip to regulate their modalities; therefore, everyone that gains access to such Information and documents must rigorously comply with them.

9.1.6. Special precautions

Diligence and care are required in the utilization of information technology instruments, in the exchange of messages and Information and in accessing the corporate and/or government networks.

Everyone is therefore held to the obligation of compliance with the existing rules and regulations on the use of such instruments and services.

9.1.7. Communication of Information

The Information to be communicated to third parties must be transmitted in an appropriate, transparent and truthful way: It is thus forbidden to divulge Information that is not true or that is liable to confuse or mislead its recipients. Such an action may cause damage to Consip and create compensatory consequences, and is liable to being legally pursuable.

9.2. Safeguarding privacy

Consip, in pursuing its activity, gathers, manages and elaborates personal data in compliance with existing laws and regulations.

In this regard, Consip has put in place the mandatory procedures required by the laws and regulations in the area of protection of personal information and has adopted a privacy management system that allows it to have an organizational and control model of risks deriving from the management of personal data.

Specifically, regarding the elaboration of data that is paper-backed or contained in information systems, it is mandatory to comply with the specific security measures adopted in order to prevent the risk of external intrusions -such as, for example, controls on access to work locales, passwords, employee identity codes, screensavers, etc...- as well as to prevent non-legitimate uses or the loss, albeit accidental, of data.

These security measures are implemented through appropriate instructions given by the



Head of Data treatment.

The infringement of the rules on privacy may lead to the adoption of disciplinary action in accordance with the seriousness of the infringement.

10. CONTROLS

10.1. Internal controls

All of Consip's activity and operations must be implemented in compliance with existing laws and regulations, with the corporate processes, procedures and guidelines and with the principles contained in the present Code.

Every operation must be appropriately supported on a documental level in order to allow at any moment for controls that will attest to the characteristics and motives of the operation and of the individual that has authorized, registered and verified it.

The controls put in place by Consip aim to:

- Evaluate the conformity of employee behaviour to the rules of the Code, the processes, procedures and guidelines adopted by Consip and to intervene in case of their infringement, adopting the measures that from case to case will be considered appropriate.
- Verify periodically that corporate procedures and organization comply with existing laws and regulations and are adequate in terms of efficiency, effectiveness and economy.
- Verify the correct management of the Company in conformity with existing laws and regulations.

These controls are implemented by the individual Departments, by the Board of Statutory Auditors, by the external auditing company and by the Office of Compliance each in their field of responsibility; all operations connected to this control activity must be adequately documented.



10.2. Office of Compliance controls

The full compliance with and the application of the present Code are guaranteed by the Office of Compliance instituted for the Organizational, Management and Control Model provided by the Legislative Decree 231/2001 mentioned in the Paragraph 1.1.

The Office of Compliance implements the following functions:

- a. It promotes the divulgation and the knowledge of the Code among all its recipients and provides, along with the Legal and Corporate Affairs Department and/or the Organization and Human Resources Department, its correct interpretation.
- b. It suggests to the Board of the Company a periodic re-examination of the Code in order to update its content, in cooperation with the interested Departments, (i) to the various environments in which the Company is called upon to operate, (ii) any new organizational requirements that may arise, (iii) any modifications that may be required as a result of a change in the regulatory environment of the Company.
- c. It verifies, controls and evaluates any violations of the Code and, when these occur, suggests the adoption of appropriate measures in compliance with existing laws and regulations.
- d. It verifies, controls and evaluates the existence of conflict of interest situations and proposes adequate countermeasures.
- e. It receives notification from employees of any behaviour not compliant with the Code and, when necessary, safeguards the employees from any pressure, intimidation or reprisal.
- f. It informs the Heads of the corporate Departments involved of any anomalous behaviour on the part of their employees, in order to allow for the adoption of adequate measures.

The aforementioned activities are exercised with the support of the corporate Departments that are directly involved in the specific situations, on a case by case basis.

11. INFRINGEMENTS AND DISCIPLINARY ACTION

The infringement of the rules and principles contained in the Code may lead to the application of sanctions and/or to further actions, also of a precautionary nature, which are expressly listed in the Organizational, Management and Control Model described in Legislative Decree 231/2001.

In case of knowledge of possible Code violations, everyone is expected to consult with their Supervisor, who will in turn have to notify the Head of Department or, if that recourse were impossible or impractical, report directly to the Office of Compliance. If the Supervisors or the members of the corporate Structures gain knowledge of possible violations of the Code, they will be required to report to the Office of Compliance.



Specifically, with reference to the latter case, if the Supervisor of the person reporting the possible Code violations is also a member of the Office of Compliance, the case will have to be reported to the other member of the Office of Compliance, or, in the case that both members of the Office of Compliance are involved in the possible infringement, directly to the hierarchical Supervisor. If the person reporting the incident is a member of the Office of Compliance, the hierarchical Supervisor will be the Board of Directors, convened through the Chairman.

If Supervisors and members of the Company Structures acquire knowledge of possible violations of the Code they will report such knowledge to the Office of Compliance.

It is not permitted to conduct personal investigations, or to notify specific incidents to persons other than those specifically indicated.

The Office of Compliance, being endowed with autonomous powers of initiative and control, verifies the existence of the alleged violations of the rules of the Code and, if the situations call for it, recommends to the competent Structures the adoption of adequate measures.

The Office of Compliance, if necessary, will safeguard those that have provided information relating to possible violations of the Code from any pressure intimidation and reprisal, also ensuring the confidentiality of the identity of the person reporting, with the only exceptions represented by legal obligations and the need to safeguard the rights of the Company or of those who have been falsely accused, either by mistake or through malevolence.

Periodically, the Office of Compliance will report, also in matters related to the activity described above, to the Board of Directors, to the Board of Statutory Auditors and to the Delegated Magistrate of the Court of Audits.

Rome, April 11, 2005