

Ethical Code or Code of Conduct

Beta - Trans S.p.a. / CAD Bianculli Srl

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This Ethical Code

General Premise

This ethical code, or Code of Conduct it's an important tool which sets the standard of conduct, ethic and operation. Beta-Trans, as well as all the staff and contracted person, have the Code as a reference. They have to be inspired by it and comply with it, during the relation with all the internal and external stakeholder , with customers, commercial partners, public and private administration. The same rules and principles have to be observed also at the internal of the company, as well as by the employees.

First Part – General Principles

Regulatory Clarifications

Legislative Decree of 8th of June 2001 n. 231 – here after named Decree – “ Administrative liability of legal persons, companies and associations without legal personality under Article 11 of the ACT of 29th of September 2000, n. 300” it introduces the criminal liability of the entities, concerning any offences committed for benefits of shareholders, as well as for the benefit of the economic interests of the same.

The draft of this documents take into account of the information contained into decree 231/01.

It is the document by which it is possible institutionalize and manage a prevention and control company system, in order to prevent the infringements under the Decree 231/2001.

Beta – Trans S.p.a. considers important the adoption of this code, more about the corporate project concerning the management of the commercial partnerships with customer, all of this have to be comply to the legislative rules and ethical conduct. This code is considered the more important tool, and a condition for the success and the promotion of the corporate image to the current, and potential, customer and also to commercial partners.

I. Adoption

This Ethical Code, or Code of Conduct, is adopted by Beta-Trans Spa; it is integral part of the Organization, Management, and Control Models provided by the decree 8th of June 2001, n. 231. The code is in force at the moment of its issuing by the publication on the intranet (in Italian) and on the web site (in English and in Italian)

II. Function

The Ethical Principles of conduct and Rules represent the base of the corporate thinking, and the principal values through which the company operates on the market; So the Company is committed to respect the Code during the performance of all its activities that involved it, considering that code will be on the base of the conduct of the Company, of its administrators, managers, employees, cooperator, customers and suppliers.

Every conduct against or not consistent with the ethical code doesn't belong to Beta-Trans Spa and, therefore, not be put in place, but reported, recalled and, if necessary, sanctioned.

III. Recipients

Beta-Trans SpA asks the respect of the principles and rules of conduct that are into the Ethical Code to all the subjects with which it has job, cooperation or commercial relationships, on the base of the management, reliance or directions by Beta-Trans

This code is binding for the following subjects: administrators, directors, employees, cooperator.

The subjects are obligated to accept, the code as an essential conditions in order to have new commercial relationships with Company, operators, suppliers and commercial partners, also customers. The Subjects have also declare that they have read the content of the code

The observation of the code by all the recipients contributes to the achievement of the corporate targets. The consumers and the Public Administrations that work in a legal monopoly aren't considered like commercial partners

All the Recipients have to declare that they have read the content of the code, they also have to understand its meaning and if it necessary ask clarification in order to understand it correctly.

All Subsidiaries and Branches of Beta-Trans SpA are required to adhere fully to the Code.

The possible adoption of their ethical code by the others companies of the group it's coordinated to the needs of homogeneity under the criteria of best practice.

IV. Principles and Values

Always Beta-Trans SpA bases its conduct, implementing business strategies on the principles listed below and standards of conduct that are consistent with the values of the Company.

1. **Legality:** Beta - Trans S.p.a. promotes and requires from all parties involved in business transactions an attitude of constant attention to the respect, understanding, interpretation of the Italian law and of the Countries in which the Company operates, as well as the loyal co-operation with the public authorities.

In particular, Beta - Trans S.p.a. is committed to refrain from carrying out any illegal business activity and imposes the same prohibition to all its trading partners, otherwise the resolution of any relationship.

Great attention is also aimed at compliance with the Italian Constitution, as well as the rules and regulations laid down by the Civil Code.

2. **Honesty, transparency and fairness:** Regardless of the legal requirements, the Company promotes an honest behavior and good faith in dealing with its employees, associates, business partners in the pre-contractual phase, in the contract, as well as in extra-contractual phase. Likewise, the Company requires, in respect of customers, honesty and transparency.

For all recipients of this Code, it has to be the basis of their competence and responsibility and are committed to having the highest reliability, transparency and completeness of the information, whether oral or paper that result from the carrying out of activities.

3. **Responsible Profit:** the company, to achieve his profit target, assume a liability in respect the territory where it carries out its activities ad invites its partners at the same liability and attention.

4. **Promotion of human capital:** Beta – Trans S.p.a. gives much attention at this profile. The Company indeed, manages his human capital through the continued commitment, aimed to give a job environment healthy, cozy and pleasant. Promotes and demands the compliance of the rules to protect the workers and the correct use of the form of contract law for the job performance.

Focus of the organization or its human capital is the attention of the development of the competence and of the propensities of each human resource available. Primary is the cooperation, respect and courtesy in all personal relations.

The Company is, also, committed to cooperate with competent persons, to create an environment where the employees can express a maximum own capacity and where they are valued on the base of their merits.

Beta-Trans Spa strongly believes in a working environment where people really understand that everyone can do the difference.

The Company is committed to provide opportunities steadily; Beta-Trans gives the opportunity of a continuous improvement to aim a full efficiency of his employees in the carrying out their tasks and to construct lasting relationship . All employees, customers and suppliers have the right to be treated fairly and respectfully. Beta-Trans SpA doesn't discriminate on the grounds of gender, race, ethnic origin, disability, age, religion or other beliefs.

Accordingly, we provide our employees with a work environment free from harassment and discrimination. Personnel decisions are similarly taken on the basis of qualifications, experience and other professional criteria.

5. **Healthy and Safety:**

Beta Trans SpA provides a job environment which protects the health and safety of his employees, customer and every other subject with who it has any type of partnership to the best of his ability. In return, Beta-Trans requires to its employees customer and every other subject with who it has any type of partnership to follow health and safety regulations and practices.

The Safety Supervisor should be informed of any accidents at work, as well as working conditions or equipment which may represent a danger.

Beta Trans doesn't tolerate any kind of violence or working under the influence of alcohol or other drugs. Beta-Trans Spa favors the customer or every other subjects that share the same principles of health and safety at work.

V. **Corporate Customers**

Beta-Trans is committed to provide his customers an high services level, to improve the levels of customers satisfaction and loyalty, also it's committed to be the primary choice between his competitors.

Beta – Trans S.p.a. provides logistics and customs services, it also operating under simplified procedure for import and export services, also provides bond and VAT warehouse ensuring the satisfaction of its customers.

The seriousness of Beta – Trans S.p.a. is recognized by numerous awards. The ongoing commitment in the offer of his services is demonstrated by obtaining the possibility by ENAC and Customs Administration to operate into Malpensa Airport; also by the qualification of “Regulated Agent” and by the AEOF Certification (Authorized Economic Operators Full for Customs and Security).

The commitment is also demonstrate by the will to provide services in honesty and transparent way, trough the availability of Beta-Trans to solve all the problems quickly and ably, Beta-Trans is convinced that this means are the basis of loyalty of his customers.

Other key is the protection of privacy which will be discussed in more detail in other paragraph.

VI. **Recipients of this ethical code –employees**

Beta – Trans S.p.a. obliges the respect of principles of this document all the subject which has commercial or job partnerships. The code binds the Administrators, managers, employees and cooperators.

Declare to have read this Code, is an essential condition for the professionals, suppliers, customers that want to have new partnership with Beta-Trans.

VII. **Corporate stakeholder**

Beta-Trans SpA is committed to create value for the stakeholder, offering a satisfying and full service, creating competitive and diversified services by the offering of quality performance. All the decisions are taken quickly and prudent, without loss of time. Beta-trans Spa has an transparent behavior towards his stakeholder, so the useful information are quickly forwarded

Second Part:

I. **Ethical code and the relationships with employees**

Beta-Trans Requires to his employees ongoing commitment, competence, professionalism, punctuality.

The company imposes, also the respect of corporate hierarchies , procedures , rules (also unwritten) which characterize the work of Beta-Trans, as well as the instruction of their superiors. At the end Beta-Trans hopes that all its employees and cooperators respect education, honesty, ethical principles, also the non–discrimination racial, sexual and religious principles, moreover the respect of relationships with colleagues, customer and suppliers.

Beta-Trans forbids all the employees, and all the cooperator to accept or require payment or benefits related the performance of their job.

A new employee has to understand, accept and read this ethical code.

The code of conduct is aimed to all the employees, cooperators, customer and suppliers of Beta-Trans. Any clarify would be given by the supervisors appointed

II. **Personal Liability. Infringements**

Every one as an administrator, employees or commercial partner of Beta-Trans Spa becomes aware of a violation of the Code from who is obliged to respect it, has to report to the Board of Directors of Beta-Trans Spa as soon as possible.

Moreover recipients of a procedure, contractual term, practice, directive or order which is against the Ethical Code, whether they are employees, cooperator or commercial partners, are obliged to not follow this procedure, contractual term, practice, directive or order and to report this fact to the Board of Directors as soon as possible without implying any liability against them. Moreover recipients of a procedure, contractual term, practice, directive or order which is against the Ethical Code, whether they are employees, cooperator or commercial partners that are obliged to follow this procedure, contractual term, practice, directive or order if are required, in the while they have to report this fact to the Board of Directors as soon as possible without implying any liability against them. The Company is committed to preventing any type of retaliation against employees who have raised legitimate doubts or remarks concerning alleged infringements. If required the company will maintain the anonymity concerning the subject who has given the information to the Board of Directors.

III. **Confidential Information**

In everyday business, we entrust our employees with a range of sensitive information, which is to be protected as stipulated in the employment contract.

All order and job-related data provided by customers is confidential and may not be passed on to unauthorised parties.

IV. Supervisory of BOARD OF DIRECTORS

The Board of Directors of Beta-Trans SpA, has the task to check the respect of this Ethical code by all subjects obliged. The same Body is obliged to receive all the reports and to provide in accordance of the Regulation.

Reports which will be received by the Board of Directors, in any form, don't rise any liability on the part of the subject that has notified them.

It's possible write by e-mail to the Board of Directors, the e-mail address is betatrans@betatrans.it, or by letter to Beta-Trans SpA Via Londra 7/9 Segrate, is necessary to underscore on the envelope "Reserved to Board of Directors".

In case it is decided not to anonymity, the reports must contain a clear indication of the sender, as well as the subscription; if sent by e-mail, it requires the use of personal corporate box, or a box of certified mail.

Board of Directors complains to judicial authority the reports that content insult / slander

V. Privacy policy concerning customer's information

Considering the value that information concerning customers of the Company representing, Beta-Trans is aware that the customer's trust in the operating and seriousness of the Company are an important part of its patrimony.

The keeping information, in a suitable way, is a priority for the company. So it is necessary that everyone who is involved in any type of partnership with customers have to pay attention at the use of information, in the respect of the law and of security standard.

Moreover Beta-Trans SpA is committed to ensuring that the names, as well as customer's and partner's commercial information, are used only for the necessary reasons, unless the law does not allow to use them for other purposes.

VI. Conflict of interests and contractual fee

Beta – Trans SpA requires that, during a business negotiation, all persons that are involved operate in the interests of the company.

In the dealing of business activities Beta-Trans SpA asks to persons involved avoid conflict of interests.

Should it arise a conflict interests between the personal interests and corporate's interest or of clients, the persons involved have to report the fact to their superior who, if necessary, could revoke the mandate and replace the person in charge, or alternatively, provide to the person in charge with binding instructions. The company forbids the abuse of his name, of facilities and partnership of Beta-Trans to every person's benefit in their working framework

With exception for commercial use and keeping in to account of the circumstance, in any case is forbids accept, require or offer personal benefit during a business negotiation that is not inherent to the contract subject.

As well as is forbidden accept, in exchange of existing or future partnerships, whether directly or through family members ,gifts, services or loans form customer, suppliers or others.

The Contractual fee for the carrying out services, has to be reasonable and must not deviate from market value, always keeping in to account of the circumstances and if the services provided don't required special attention.

Are allowed, as a long as of modest value, presents and gifts in accordance of current commercial use.

VII. External Body of information, publications etc.

If an external subject tries to obtain, from an employee, corporate information, the employees, cooperators, or customers of company must not give the information required unless there is an authorization.

If there isn't an authorization, the subject involved has to bring the request to the person in charge

VIII. Relation with civil society

Beta-Trans Spa refuses cooperation with commercial partners which are responsible of irregular conduct or use of irregular labor, child labor, slavery, trafficking of persons, illegal immigrants or which are involved, also indirectly, with terrorism actions or of subversion of democratic order.

The company, moreover, refuses the cooperation with commercial partners involved in conspiracy (especially mafia) or which are responsible of serious acts of corruption in the public administration. At the end, Beta-Trans refuses to operating with commercial partners that were involved or who are responsible of serious pollution of air, soil, water, environmental disasters or similar.

Beta-Trans Spa acts to aim a civil society which is free and democratic, on the base of her have it has necessary there's respect for persons, family, social, cultural and natural environment. The company strongly condemns slavery, discrimination, violence. If Beta-Trans Spa decides to operating in Countries where the democracy isn't a primary value, the Company is committed to refuse to operating with commercial partners which are using slaves, child labor (as defined by the ONU convention concerning this matter) or which are part, also indirectly, with terrorism acts.

Each commercial offer will be cured and screened by the Company through the establishment of mechanisms for the selection of the same trade deals, which take into account in the overall assessment, also guarantees respect for the law, respect for human dignity and the protection of the environment by partner to select.

IX. Respect of rules in force in particular in the field of safety and prevention of money laundering

The operating of Beta-Trans, as well as of his employees, is guided by the compliance of the rules in force, with particular attention to the rules about safety matter at work.

Corporate Employees and cooperators are committed to comply the instruction of the company, as well as, in any case, are committed to don't have behavior and actions that can endanger the safety of themselves and their colleagues and clients in the workspaces. (in accordance with the decree 81/2008 and its guidelines available at Arch. Cioli's office).

Beta-Trans Spa, as well as his employees and cooperators, is committed also in the respect of the rules prevention of money laundering, it cooperates for the implementation of the rules, including specifications and any procedural rules set out by the Company, in accordance with the highest degree of diligence and in compliance with the principle of utmost good faith.

X. Accounting Transparency

We are committed to ensuring that all our relevant accounting documents meet the legal and professional standards for accuracy and reliability and all transactions are correctly posted.

XI. Internal Audit

The internal audit are those provided in accordance with the ISO 9001 certification

XII. Corporate staff - Fairness of procedures for the Assumption

Beta-Trans SpA assumes that a key factor for success of its business is the multidisciplinary of its employees. Each employee develops his own carrier path so he can improve his talent and give more important and satisfactory results.

Each person who is part of the corporate staff is chosen on the base of his attitude, experience and competence.

The Board of Directors makes the selections and, at the time of the admission, the company puts in place a training program to aim the training and management of employee.

The Company does not tolerate any form of illegal work; all the employees are employed with regular work contract specific to the transport branch.

XIII. - Corporate stakeholders

XIII.I – Protection of Business Assets

The company, believes that all the employees or cooperators are liable relating the tangible or intangible assets of the company, of its customers, suppliers and distributors that are under control of Beta-Trans.

The company recalls the attention on the principles for which corporate assets not have to be used for own benefit, with exception the case in which Beta-Trans gives the authorization, in according with the law and the local market practice.

Between the corporate assets fall, the information about customers, supplier, distributor, intellectual properties (computers program, contractual form and other), tangible assets and services.

The personal communications should be kept to minimum. The use of e-mail and internet can be considered as public communications form or publicity form, both type of communication are under specific rules.

The misappropriation of corporate assets constitutes an offense under the law and also leads to the violation of its obligations towards Beta - Trans Spa

XIII.II - Accurancy of Company records and reports

Data, records and information of Beta-Trans used and managed by the same company have to be accurate and complete.

Each employee is personally liable of the information integrity, of the relationship and of the records of his competence.

False or misleading information diffusion to third parties, also including internal auditors of Beta-Trans SpA, councilors or other employees of the company, or to Board of Directors could be considered a criminal offense and may lead to very serious consequences.

XIII.III Suppliers partnerships.

During the selection of the suppliers and of the customers of Beta-Trans Spa, employees, cooperators and other have to pay attention to verify the full sharing of principles and of the contents of this code.

All the employees and cooperators have to observe, during relationship with suppliers and/or customers, all the principles imposed for the partnerships with customers.

The decisions concerning the purchasing will be take on the base of objectives criteria, which take into account reliability and integrity suppliers and the offer value also on the base of assessments and objectives in the short and long term.

XIII.IV - Relationships financial istitutions

The Company has relationship with financial institutions (bank, leasing company, etc) based on correctness and transparency, in order to cooperate in a climate of mutual respect.

XIII.IV - ADVERTISING

Beta – Trans S.p.a. is committed to making the Ethical Code available on paper or electronic form in order to use at the internal of the company.

However the Code is published on the corporate website, so each one can download a copy when he wants.

So all commercial partners can find, in every moment this document.

All the written communications or electronics communications towards the customers of the company by the commercial network Beta-Trans, or towards the suppliers by purchasing responsible offices, have to underscore the existence of Ethical Code and the relating link to the electronic document.

All the contracts closed with commercial partners, has to indicated the web address where is available the Code of Conduct. And all the commercial partner are committed to respect its contents.

The company want to specify that in case where the commercial partnership isn't regulated by written contract, the Ethical Code rules have the same value of the general conditions of contract under the article 1341 of the civil code.

XIII.V Relationship with Public Administration and of Advertising Agencies

The relationships with Public Administration or in any case concerning advertising relationship, are based on the most strict compliance of law provisions and of regulation applicable and they must not compromise the integrity and the reputation of BETA-TRANS SPA.

The management of relationships, the signing of trade agreement, of contracts or, more in general every type of relation with Public Administration or with Advertising Agencies, are reserved to authorized or in charge employees.

It's forbidden to has behavior that influence improperly the decisions of the institutions .

In any case, during a business negotiation or contract partnership, also commercial, with Public Administration or Advertising Agencies, Beta-Trans SpA is committed to not provide donation or job opportunity to their employees or to employees's families; is committed to not require and to not obtain reserved information which can compromise the corporate integrity and reputation.

During relations with P.A. representatives, cooperators and employees of Beta-Trans can't offer neither directly nor by means third parties, money or donations, to employees or representatives of PA, to compensate or pay for the actions of their office, nor to achieve the performance of an act contrary to the duties of their office.