

# CODE OF ETHICS

## *(Foreword and key principles)*

MIRIADE has adopted this Code of Ethics because it is firmly convinced that lawfulness, loyalty and fair play are a prerequisite for the pursuit of the company's corporate purpose and because it wishes to ensure that all prevailing laws and regulations are abided by.

This Code of Ethics forms an integral part of the Organisation, Management and Control Model pursuant to articles 6 and 7 of the Decree, and it outlines the commitments and moral responsibilities of the Company in pursuit of its business activities, clearly stating the Company's duty to promote transparency in all its dealings because this predicates its continuing success.

### **1. RECIPIENTS AND SCOPE**

The regulations in this Code apply without exception to all Company employees and to all those who, either directly or indirectly and permanently or temporarily, establish relationships and relations with the Company, or who act in order to achieve its goals (the “**Recipients**”).

The Recipients must duly inform third parties about the duties that they are obliged to meet under the Code, they must insist that said duties be abided by and take appropriate steps should this fail to happen.

### **2. PRINCIPLES OF ETHICS AND CONDUCT**

#### **2.1 Key principle**

Relationships and behaviour on all levels must be based on honesty, fairness, integrity, transparency and mutual respect, and must also be open to verification and based on accurate and complete information.

#### **2.2. Principle of loyalty and faithfulness**

The Company has a bond of mutual trust and faithfulness with each one of its employees. As a consequence, this obligation of loyalty means that each employee is forbidden from:

- 1) taking up employment and entering into an employer-employee relationship with third parties and accepting consultancy work or other responsibilities on behalf of third parties without having first obtained prior authorisation in writing from the Company;
- 2) carrying out any activities which are against the interests of the Company or incompatible with official duties;

3) spreading any information that might harm the image and the interests of the Company

Last but not least, all employees are required to abide by the regulations contained in the Code of Ethics and must consider them to be an essential part of the contractual obligations as well as a key element in the relationship of trust and faithfulness.

### ***2.3. Principles of impartiality and conflict of interest***

The Recipients must avoid any situations and/or activities that might lead to conflicts of interest with those of the Company, or which might interfere with their ability to reach impartial decisions that preserve the best interests of the Company.

As regards relations between the Company and third parties, the Recipients' actions must be in keeping with ethical and legal rules. Relationships must be handled without any recourse to unlawful means.

Any practices aimed at corrupting others are explicitly prohibited, as are any that might be construed as being activities that involve unlawful or in any case unwarranted favours, collusive behaviour and the elicitation of advantages for oneself or for others.

Employees are obliged to report to their superior, and third parties to their main contact within the company, whenever they become aware of any information that might indicate a situation of potential conflict with the interests of the Company.

### ***2.4. Confidential information and protection of privacy***

Any confidential information relating to data or knowledge that belongs to the Company may only be acquired, used or disclosed by individuals who have been generally or specifically authorised to do so.

By way of example but not limited thereto, the following falls into the category of confidential information: work projects (including business, industrial and strategic plans), information about know-how and technological processes, financial transactions, operational strategies, investment and divestment strategies, operational data, personal details of employees and lists of customers, suppliers and collaborators.

Furthermore, in compliance with privacy legislation, the Recipients must undertake to protect any information that is either generated or acquired, and must avoid any improper or unauthorised use.

### ***2.5. Protection of the individual***

Wherever it operates, the Company carries out its business activities in keeping with prevailing legislation that safeguards working conditions. Within the scope of their duties, all Recipients accept that the pursuit of their activities will be underpinned by the prevention of risks and the protection of health and safety.

Relations between Company employees must be based on principles of fruitful cooperation and there must always be respect of the rights and freedom of individuals on either side. In particular, there must no discriminatory behaviour or episodes of retaliation due to nationality, religious belief, political persuasion, trade-union membership, language or sex. In this regard, each Recipient must actively cooperate to preserve a climate of mutual respect that safeguards everyone's dignity and reputation.

Relationships between the company figures with varying degrees of responsibility must be based on loyalty and fair play and be underpinned by professional secrecy. Those in charge of the organisational units must exercise the powers bestowed upon them by proxy with objectivity and a sense of balance while taking steps to safeguard the well-being of the workers and foster their professional growth.

In turn, all employees must provide their managers/heads with the utmost cooperation, diligently complying with the instructions provided about work.

### ***2.6. Environmental protection***

The Recipients undertake to comply with prevailing regulations on the safeguarding and protection of the environment in the pursuit of their activities, and must also, in the course of their duties, ensure that they make an appropriate use of resources and respect the environment.

### ***2.7. Protection of company assets***

Each Recipient is directly and personally responsible for the protection and preservation of physical and intangible assets, and company resources, whether these be human, tangible or intangible, with which they have been charged in order to accomplish their duties; they must make judicious use of said assets in a manner that is consonant with social interest.

None of the Company's assets or resources must be used for any purposes that diverge from those stated by the Company itself.

### ***2.8. Control processes***

The Recipients must be made aware that control procedures have been put in place and must be conscious of how said procedures help the Company to reach its goals and achieve efficiency.

All operating levels within the company share the common goal of creating an efficient internal control system; therefore, all employees, as part of their job, are responsible for the definition, implementation and proper functioning of the operating areas of which they are in charge.

### ***2.9. Book-keeping and management records***

Activities and operations of any kind whatsoever carried out by the Recipients must be based on adequate documentation and be reasonably verifiable.

The information which is included in the periodic reports and/or accounting records, whether these be for financial accounting or cost accounting, must comply with principles of transparency, fairness, completeness and accuracy.

Should any Recipients become aware of omissions, falsifications or negligence in reporting the information or providing supporting documentation, they must report their suspicions to their superior, if they are employees, or to the company contact if they are third parties. In the case of top managers, they must notify the Chairman of the Board of Directors, and in the event of the latter, he/she must report to the Board of Directors.

## ***3. ETHICAL REGULATIONS TO SAFEGUARD THIRD PARTIES***

### ***3.1. Customers***

While handling its relationships with customers and in keeping with internal procedures, the Company must always strive for customer satisfaction, providing, amongst other things, comprehensive and accurate information about the products and services supplied, putting them in the position to make conscious choices.

The Recipients must not promise or offer payments or goods to promote or foster the interests of the Company. Acts of hospitality or gifts are allowed as long as they cannot be construed as being aimed at obtaining favourable treatment and provided that the value does not exceed a moderate amount for each single gift and officially for each single recipient.

### ***3.2. Suppliers***

The selection of suppliers and the definition of purchase conditions must be carried out on the basis of an objective transparent assessment that takes into account, amongst other things, price and an ability to provide and guarantee services of an appropriate standard, as well as the honesty and integrity of the supplier.

The Recipients may not accept giveaways, gifts and the such like, unless they can be clearly classified as normal courteousness and provided they are worth a small amount.

Should a Recipient receive offers of benefits from a supplier, they must immediately report the situation to their superior.

### ***3.3. Relations with the Public Administration and Public Institutes***

Any commitments undertaken with the Public Administration and Public Institutes fall within the exclusive remit of corporate positions occupied by those put in charge and vested with due authorisation.

The Recipients must not make promises or offers of money or goods to Public Officials or generally to employees of the Public Administration or Public Institutes in order to promote or favour the interests of the Company.

Any Recipients who receive requests for or proposals of benefits from public officials must immediately notify their superior if they are employees, or their main contact within the company in the case of a third party.

The Recipients who, in the course of their activities, legitimately liaise with the Public Administration or Public Institutes are responsible for checking ahead of time and with due diligence that statements and/or certifications made in the interests of the Company are true and accurate.

### ***3.4. Political organisation and trade unions***

The Company does not fund political parties, committees or organisation and trade unions.

Should it be deemed to be in public interest to pay a contribution to some organisation (including the organisations mentioned above), the Company will have to reach a decision as to whether this would be appropriate in the eyes of the laws in force.

In any case, any contributions paid must be completely compliant with prevailing laws, properly recorded and made in a totally transparent fashion.

The Recipients must recognise that any kind of involvement in political activities is a personal choice and must therefore occur in their own free time, at their own expense and in compliance with prevailing laws.

### ***3.5. Media***

Relationships between the Company and the media are the preserve of those individuals occupying specifically designated corporate positions and must be in keeping with the communications policy established by the Company.

Participation in committees and associations of any kind in the Company's name and on its behalf, whether these be scientific, cultural or trade-related, must be duly authorised and formalised in writing in keeping with set procedures.

Information supplied and communications sent must be truthful, complete, accurate, transparent and congruent.

#### ***4. BREACHES OF THE CODE***

Any breach of the regulations of this Code will undermine the relationship of trust established with the Company and may lead to disciplinary action, legal action or prosecution.

In more serious cases, the breach may lead to a termination of the employment contract, if the breach has been made by an employee, or to an interruption of the relationship, if a third party is to blame.