

Code of Ethics

Sonepar Italia S.p.a.

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Sonepar Italia S.p.A. (hereinafter “Sonepar” or the “Company”), a joint-stock company with a Sole Shareholder, is part of the international Sonepar Group (hereinafter the “Group”), world leader in the distribution of electrical products.

The company is mainly active in the wholesale and retail trade of electrical products in general.

Sonepar is aware that the adoption of a Code of Ethics, in which the company’s values are stipulated, is of primary importance, not only in the prevention of the offences set out in Italian Legislative Decree no.231 of 8 June 2001 (hereinafter the “Decree”), to which the Company has decided to comply, also in order to pursue its corporate purpose through effective, efficient and transparent activities.

This document (hereinafter the “Code of Ethics” or the “Code”), adopted by the Board of Directors of Sonepar, sets out the principles with which the Company conforms and for which it expects the strictest observance by all the Recipients, ensuring full compliance with “Sonepar Values”, that the parent company Sonepar S.A. has chosen to inform the business activities of all the companies in the Group.

Moreover, this Code of Ethics is fully consistent with the principles expressed in the Code of Conduct of the international Sonepar Group, whose business and commercial relations are based on fundamental values such as respect and integrity, taking precedence over local codes of ethics. In the event of any difference between the provisions of the policies of the international Sonepar Group and the set of local procedures of Sonepar Italia S.p.A., the stricter provisions shall prevail, in accordance with the principles expressed in the Code of Conduct.

This Code is published on the Company’s website.

CHAPTER I

1. FIELD OF APPLICATION AND RECIPIENTS

1.1 The principles set forth in this Code are intended to bind all persons who, within the Company, hold positions of representation, administration or senior management, or who exercise, also de facto, management and control, including all employees without exception, anyone who cooperates and collaborates with the Company - for any reason - in the pursuit of its objectives, and - more generally - anyone who has business relations with the Company (hereinafter the "Recipients").

1.2 The Company undertakes to disseminate this Code of Ethics so that it is brought to the attention of all Recipients, as well as to ensure that company employees are adequately trained in its contents.

CHAPTER II

2. PRINCIPLES

The Company accepts and shares the ethical principles (hereinafter, the "Principles") set out below:

- legality;
- prevention of public and private corruption and trafficking of illicit influences;
- prevention of conflict of interests;
- professionalism and reliability;
- transparency and correctness in the management of corporate information;
- confidentiality and protection of personal data;
- value of the person and human resources;
- occupational safety and environmental protection;
- prevention of money laundering and self-laundering;
- protection from competition;
- product quality;
- protection of intellectual property;
- information systems management.

The Recipients shall ensure that their conduct complies with the Principles. Under no circumstances may the belief of acting in the interest or for the benefit of Sonepar justify conduct that is contrary to the Principles.

Relations between the Recipients and Sonepar, at all levels, must be based on criteria and conduct of honesty, fairness, collaboration, loyalty and mutual respect.

3. LEGALITY

3.1 All the conduct of the Recipients related to work carried out on behalf of or in the interest of the Company shall be based on the strictest compliance with the Italian, EU and international laws in force and applicable to the Company or in the management of the relationship with the company.

4. PREVENTION OF PUBLIC AND PRIVATE CORRUPTION AND TRAFFICKING OF ILLICIT INFLUENCES

4.1 Recipients who represent, or act in the interest of the Company or have business relations with it shall refrain from any form of corruption regarding both public and private entities. In particular, the Company undertakes to implement all necessary measures to prevent and avoid any form of corruption, whether direct or through intermediaries without exception, including instigation.

4.2 Sonepar does not allow the granting or acceptance of benefits or favours for a specific purpose, nor any form of payment or granting of benefits to customers, business counterparts and third parties in general, which does not strictly result from a negotiated obligation or business relationship governed by an agreement.

4.3 No kind of gift is permitted that may be understood as an act of bribery or otherwise aimed at obtaining favours or benefits. Company employees must therefore avoid giving or receiving such gifts. Only small symbolic gifts that are culturally part of standard exchanges of courtesy between business partners and tend to be offered on special occasions are permitted. The company, however, explicitly asks its suppliers to donate the value of the gifts to charity.

4.4 Sonepar does not permit conduct aimed at exploiting relations with a public official or person in charge of a public service by unduly giving or promising, to oneself or to others, money or any other financial benefit as remuneration for illicit mediation towards a public official or person in charge of a public service, or to remunerate him/her in connection with the performance of an action in breach of his/her official duties, or even the omission or delay of an official action.

4.5 The company also expects its customers, suppliers and other partners to share these principles and act in compliance with them.

5. PREVENTION OF CONFLICT OF INTERESTS

5.1 Those who work within and on behalf of the Company work in order to pursue the Company's general goals and interests, making decisions responsibly, transparently and according to criteria of objective assessment, thereby avoiding situations in which they are, or may even just appear to be, in conflict of interests. It is therefore forbidden to engage in actions or activities that are incompatible with the obligations related to work activities.

5.2 Conflict of interest is understood as a situation in which the Recipient pursues a personal interest or that of third parties and not that of the Company, or engages in activities that may, however, interfere with his/her ability

to make decisions in the exclusive interest of the Company, or personally take advantage of the business opportunities of the latter.

5.3 In the event of a conflict of interest, even if only potential, the Recipients shall promptly report it to the Supervisory Board, and comply with the decisions made as a result.

6. PROFESSIONALISM AND RELIABILITY

6.1 Sonepar carries out its business in accordance with the highest standards of ethical and professional conduct. All activities undertaken on behalf of the Company must be carried out with the utmost diligence, professionalism and reliability.

6.2 The Recipients are required to carry out their specific activities and implement agreements with the Company, with a commitment appropriate for the responsibilities entrusted to them, and protecting the reputation of Sonepar.

6.3 In carrying out their activities, Sonepar requires the Recipients to act loyally and in good faith in a spirit of mutual respect and collaboration, as well as to fulfil their contractual obligations and related services.

6.4 Sonepar cares about the integrity and respect of company assets, therefore all collaborators are required to use them responsibly and sparingly. In particular, the Company requires the Recipients to take care when using vehicles and computer equipment, including the e-mail system and the Internet.

7. TRANSPARENCY AND CORRECTNESS IN THE MANAGEMENT OF CORPORATE INFORMATION

7.1 To ensure that accounting documents meet the requirements of accuracy, truthfulness and completeness of recorded data, each accounting transaction performed must be supported by adequate documentation and a clear reference to the persons who authorised or recorded it, so as to allow for:

- an accurate and reliable accounting record;
- immediate identification of the characteristics and reasons behind the transaction;
- easy reconstruction of the operational and decision-making process, as well as the identification of levels of responsibility.

7.2 All employees, within their scope of authority, shall act in such a way that all management data is correctly and promptly recorded in the accounts.

7.3 Each accounting entry must exactly reflect the results of the related supporting documentation. The supporting documentation must, therefore, be carefully preserved so that it can be easily retrieved.

7.4 All persons representing the Company in dealings with third parties are required to correctly and responsibly comply with the management of administrative and account-

ting data.

7.5 The Company's communication to the outside world is based on frankness and truthfulness. It is, therefore, forbidden to spread false or biased information that might harm the corporate image, the trust of business partners or general relations with stakeholders.

8. CONFIDENTIALITY AND PROTECTION OF PERSONAL DATA

8.1 The Company protects the confidentiality of information that constitutes corporate assets or, in any case, of information or personal data belonging to third parties in its possession, in strict compliance with the legislation in force, including the protection of personal data.

8.2 The obligation of confidentiality, therefore, covers not only corporate data that have not been made public and the management methods of corporate processes but also information concerning customers, suppliers and business partners, as well as end consumers of marketed products, from whom the Company collects and processes personal data.

8.3 No Recipient shall benefit in any way, either directly or indirectly, from the use of confidential information or personal data acquired in the course of activities carried out on behalf of the Company, or communicate such information to others or recommend or encourage others to use it.

8.4 When communicating confidential information to third parties, permitted for professional reasons, appropriate measures must be taken to ensure the confidential nature of the third party and of information.

8.5 If electronic information protected by passwords are accessed, the latter may be made known only to assigned persons, who are obliged to safeguard it carefully and not disclose it.

9. VALUE OF THE PERSON AND HUMAN RESOURCES

9.1 For Sonepar, human resources are an essential value for the development and growth of the sector in which the company operates. The Company, therefore, protects the value of the person and - bearing this in mind - does not tolerate discriminatory conduct, harassment and/or personal offences, asking its collaborators to observe correct and polite conduct towards all persons with whom they establish relations and use exemplary language, also formally.

9.2 Sonepar undertakes to ensure that in the workplace and in the course of all company activities there is no harassment or discriminatory conduct based on age, gender, sexual orientation, race, colour, language, nationality,

political and trade union views, religious beliefs, marital and family status, disability, genetic information or other personal characteristics not related to work.

9.3 The Company prohibits any form of propaganda of ideas based on racial or ethnic superiority or hatred, as well as the commission or incitement to the commission of acts of discrimination or acts of violence on racial, ethnic, national or religious grounds in circumstances in which the act is based, in whole or in part, on the denial, gross trivialisation or condoning of the Holocaust or crimes of genocide, crimes against humanity and war crimes.

9.4 In the Company, the spirit of innovation is promoted, through the commitment to create the most favourable conditions for people to express themselves at their best, in compliance with the practices and tools of expression provided by the company, along with the development of the potential of each individual by means of constant investment in training and updating.

9.5 Given the importance attributed to personal resources and the need for their continuous growth, the Company uses many sophisticated communication tools that provide important and structured opportunities for participation.

9.6 In selecting and managing employees, the Company applies the criteria of equal opportunity, merit and enhancement of the abilities, skills and potential of individuals, undertaking to ensure that authority is exercised fairly and correctly. The Company opposes any abuse of power and, instead, promotes a balanced approach to performing specific activities and functions, as well as collaboration, mutual assistance and a sense of duty among colleagues. Company managers are required to set an example for their collaborators in respecting this Code and support the professional growth of the assigned human resources.

9.7 The Company ensures compliance with social security, pay and tax obligations and labour regulations, rejecting any kind of exploitation of the labour used, whether hired or employed also by third parties (i.e. contractors, suppliers) working on behalf of the Company. The Company does not establish and/or continue relations with suppliers who use labour under conditions of exploitation.

9.8 The company's care towards its employees is also reflected in the prompt fulfilment of economic obligations and in the attention given to a serene working environment and job satisfaction.

9.9 Furthermore, the Company guarantees the proper fulfilment of all regulatory requirements aimed at ensuring that the employer can guarantee the lawful residence in the Sta-

te territory of employees who are citizens of non-EU countries.

9.10 Activities aimed at facilitating the illegal stay of a foreigner in Italy or in another State of which the person is not a citizen or does not hold permanent residence status are also prohibited. In particular, activities aimed at the illegal entry and stay in Italy of family members, other than in cases of family reunification, which are explicitly provided for by law, are prohibited.

10. OCCUPATIONAL SAFETY AND ENVIRONMENTAL PROTECTION

10.1 Sonepar promotes the occupational health and safety of its employees and of all those who enter its offices and workplaces, as well as compliance with current occupational health and safety regulations.

10.2 The Company is also committed to guaranteeing working conditions that respect individual dignity and safe and healthy working environments by disseminating a culture of safety and risk awareness, promoting the responsible and safe conduct of everyone, also by means of training activities, in compliance with company procedures and current accident prevention regulations.

10.3 Bearing this in mind, all Recipients are required to contribute personally to maintaining the safety of the working environment in which they operate and to behave responsibly to protect their own health and safety and that of others.

10.4 In managing its business activities, Sonepar pays the utmost attention to environmental protection, seeking to improve the environmental conditions of the community in which it operates, in full compliance with current legislation.

10.5 More specifically, the Company promotes actions aimed at separate waste collection, recycling and correct disposal of waste, paying particular attention to the choice of service providers for waste management.

10.6 For the aforementioned purposes, the Company carefully monitors changes in Italian and European environmental legislation, requiring the Recipients of this Code to comply with all the provisions in force to protect the environment, also prohibiting any conduct that may involve unacceptable forms of pollution or, in any case, is contrary to the law, including any irreversible changes to the ecosystem.

11. PREVENTION OF MONEY LAUNDERING AND SELF-LAUNDERING

11.1 The Company requires the utmost transparency in business transactions and in relations with third parties, in full compliance with Italian and international regulations on

preventing money laundering. All financial transactions, including those with companies in the Group, shall be adequately justified in contractual relations and involve methods of payment that guarantee their traceability.

11.2 Accordingly, the Recipients shall not initiate business relations on behalf of the Company with partners, customers, suppliers, including any intermediaries, or third parties who do not provide proof of honourableness, do not have a good reputation or whose name is associated with money laundering or any other kind of offence that may prejudice their honourableness. Before entering into relations with such counterparts, it is therefore necessary to verify the information available on their respectability and the legitimacy of their activities in order to avoid any involvement in operations that might, even potentially, encourage the laundering of money from illegal or criminal activities.

11.3 In order to guarantee the utmost transparency in the economic and financial management of the company, Sonepar prohibits the Recipients from replacing or transferring money, goods or other assets resulting from unlawful activities, or carrying out other transactions in relation thereto, in such a way as to hinder the identification of their origin.

11.4 The Company neither purchases goods that, on account of the conditions offered, give reason to doubt the lawfulness of their origin nor does it enter into business relations with persons who give reason to believe that they are engaged in unlawful activities.

12. PROTECTION OF COMPETITION

The Company believes in healthy and fair competition and a competitive market, acting in compliance with antitrust regulations. Misleading conduct or conduct that may constitute unfair competition and/or abuse of a dominant position is therefore prohibited. These include (a) 'horizontal' agreements with competitors to fix prices or other sales conditions, to secure customers, territories or markets or to boycott certain customers or suppliers, and (b) 'vertical' agreements with retail installers to fix resale prices (a different - and permitted case - is indicating a suggested resale price).

13. PRODUCT QUALITY

13.1 Sonepar pays particular attention to the quality of its marketed products, with the aim of ensuring customer safety and satisfaction.

13.2 The purpose of promotional periodical magazines published by the Company is to present commercial offers and new products in the catalogue, i.e. to inform potential customers. Under no circumstances shall they contain material that is offensive or intended

to mislead the purchaser.

13.3 The Recipients are, therefore, required to provide true, accurate and comprehensive information on the quality and quantity of the goods sold and to carry out adequate checks on the quality, provenance, characteristics and origin of the marketed goods

14. PROTECTION OF INTELLECTUAL PROPERTY

14.1 In implementing the principle of observance of the law, the Company ensures compliance with Italian, EU and international regulations for the protection of intellectual property.

14.2 The Recipients are required to protect the Company's intellectual property, such as trademarks and trade secrets, and promote the correct use, for any purpose and in any form, of all intellectual works, including data processing programmes and databases in order to protect the author's patrimonial and moral rights.

14.3 To this end, any conduct aimed, in general, at duplicating or reproducing another person's work in any form and without permission is forbidden.

15. INFORMATION SYSTEMS MANAGEMENT

15.1 The Recipients shall use computer supports as well as Internet connections for service-related purposes only. They shall not keep any applications without the necessary user licences on their computers or on other computer supports owned by the Company.

15.2 Under no circumstances may computer and network resources be used for purposes that violate mandatory legal provisions, public order and morality, or for committing offences, damaging or altering information systems and third-party information (private and public organisations) or for unlawfully obtaining confidential information.

CHAPTER III

16. RELATIONS WITH THE PUBLIC ADMINISTRATION

16.1 Relations and dealings with the Public Administration, public officials, public service employees and, in any case, any relationship of a public nature, are based on the strictest compliance with applicable regulatory provisions and the principles of transparency, honesty and fairness.

16.2 In such relationships, the Recipients shall not improperly influence the decisions of officials who negotiate or make decisions on behalf of the Public Administration. The management of relations with officials, exponents or representatives of the Public Administration is, in any case, exclusively re-

served for company departments authorised to do so based on the system of proxies and powers of attorney.

16.3 It is, therefore, forbidden to offer or give financial benefits, free gifts or other advantages, personal or otherwise, to encourage or reward decisions favourable to the Company, and, in any case, to grant benefits that give rise to doubts about the related correctness or appropriateness in impartial third parties.

16.4 In relations with the Public Administration, it is forbidden to use documents containing untruthful data or to omit relevant information in order to obtain, in the interest of the Company, domestic or EU contributions or funding. It is not permitted to use any public funding received for purposes other than those for which they were allocated.

16.5 Inspections by supervisory authorities and relations with judicial authorities must be managed by authorised employees in the spirit of cooperation, fairness and transparency. Attempting to hinder the smooth execution of inspections by concealing or destroying documentation is strictly forbidden.

17. RELATIONS WITH CUSTOMERS, SUPPLIERS AND PARTNERS

17.1 Sonepar strives towards the total customer satisfaction, guaranteeing politeness, courtesy, professionalism and a spirit of service while ensuring willingness and promptness in response to their needs. Company employees are therefore required to observe the utmost impartiality and fairness in managing relations with customers.

17.2 The choice of suppliers and stipulation of the related purchasing conditions are entrusted to the specific company departments, including service providers, which act according to objective and impartial criteria, mainly based on the assessment of reliability, quality, efficiency and affordability.

17.3 In any case, the Company requires suppliers to operate in compliance with all applicable laws, including, by way of example, employment laws relating to child labour, minimum wages, remuneration for overtime, recruitment and occupational safety.

17.4 Before entering into business relations on behalf of the Company, the Recipients shall choose Partners from among operators who meet the criteria of ethics, reliability, good reputation, credibility in the reference market and professional reliability, and who therefore provide guarantees of honourableness and good reputation.

18. RELATIONS WITH INSTITUTIONS AND OTHER ORGANISATIONS

18.1 Relations with institutions are based on the utmost rigour, transparency and fairness

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in compliance with institutional roles. Similar rules of conduct apply to the political and trade union relations maintained by Sonepar.

18.2 The Company supports initiatives promoted by organisations with a proven reputation and for worthy purposes (e.g. social, moral, scientific, cultural, charitable or solidarity) that can contribute to the growth and development of the community in which it operates, in compliance with the Group's policies.

18.3 On the other hand, direct or indirect contributions to parties, trade unions, cultural or charitable organisations, political exponents/candidates or events with political ends, made with the intention of obtaining material, commercial or personal advantages, are not permitted.

18.4 No dealings, including any form of financing, are permitted with Italian or foreign organisations, associations or movements that pursue, directly or indirectly, purposes that are prohibited by law, contrary to ethics or public order, or that violate fundamental human rights.

CHAPTER VI

19. THE ROLE OF THE SUPERVISORY BODY

19.1 Checking for compliance with the Code of Ethics is the responsibility of the Supervisory Body set up pursuant to Italian Legislative Decree no. 231/2001. Consequently, employees may address any doubts to the Supervisory Body regarding its interpretation and can report alleged violations of which they have become aware in the course of their work, also anonymously through specific channels.

19.2 In the event of a report, the Supervisory Body guarantees the necessary confidentiality of the persons making the report in its management activities, also in order to avoid any retaliation or any other form of discrimination or penalisation against them.

20. CONSEQUENCES OF SANCTIONS

20.1 Compliance with this Code of Ethics is an essential part of the contractual obligations of employees under Art. 2104 of the Italian Civil Code.

20.2 Any violation of this Code by employees constitutes a breach of the obligations of the employment relationship and/or a disciplinary offence, in compliance with the procedures set out in Art. 7 of the Workers' Statute, with all legal consequences regarding the application of disciplinary sanctions, including termination of the employment relationship with consequent compensation for damages.

20.3 Compliance with the principles of this Code is an essential part of the obligations of third parties who do business with Sonepar.

Consequently, any violation of these principles in the course of activities performed by third parties in favour of the Company may constitute grounds for breach of contract with all legal consequences.

21. APPROVAL OF THE CODE OF ETHICS AND AMENDMENTS

21.1 This Code of Ethics is approved by the Chairman of the Board of Directors and brought to the attention of the Board of Directors for acknowledgement.

21.2 Any amendments or updates thereof shall be made in the same form and shall be communicated to the Recipients by means of publication on the company website.