



sonepar
italia

CODE OF ETHICS

SONEPAR ITALIA S.P.A.

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www.sonepar.it

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Foreword

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

The Company operates mainly in the commerce sector, both wholesale and retail, of electrical equipment in general.

Sonepar is aware that the adoption of a Code of Ethics, where corporate values are ratified, is of primary importance, not only in terms of prevention of the crimes envisaged by Legislative Decree no. 231 of 8 June 2001 (hereinafter also just the “Decree”) to which the Company has decided to adapt, but also for the pursuit of the corporate purpose through effective, efficient and transparent action.

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 complies and that must be respected by all Recipients, ensuring full consistency with the “Sonepar Values” which the parent company Sonepar S.A. applies to the business activities of all the group companies.

Furthermore, this Code of Ethics is fully consistent with the principles expressed by the Code of Conduct of the international Sonepar group, which bases the conduct of business and commercial relations on fundamental values such as respect and integrity, prevailing over local ethical codes. In the event of any divergence between the provisions of the international Sonepar Group policy and the local procedures of Sonepar Italia S.p.A., in accordance with the principles expressed by the Code of Conduct, the more rigorous provisions will prevail.

This Code is published on the Company’s website.

CHAPTER 1

GENERAL PROVISIONS

1. FIELD OF APPLICATION AND RECIPIENTS

1.1 The principles set forth in this Code are intended to bind all those who, within the Company, perform representation, administration or management roles, or who exercise and practice management and control, all employees without any exception, those who cooperate and collaborate with the company - in any capacity - in 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 guarantee the company personnel adequate training on its contents.

CHAPTER 2

PRINCIPLES

2. PRINCIPLES

The company accepts and shares the ethical principles (hereinafter the “Principles”) as listed below:

- Legality
- Prevention of public and private corruption and trafficking of illicit influences
- Prevention of conflict of interest
- Professionalism and reliability
- Transparency and correctness in the management of corporate information
- Confidentiality and personal data protection
- Value of the person and human resources
- Protection of safety at work and the environment
- Prevention of money laundering and internal laundering
- Protection of competition
- Product quality
- Protection of intellectual property
- Correct management of information systems.

The Recipients conduct themselves with these Principles. In no case can the conviction of acting in the interest or for the benefit of Sonepar justify conduct contrary to the Principles.

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

3. LEGALITY

3.1 All the behaviour of the Recipients in the work activities carried out on behalf or in the interest of the Company is based on the most rigorous respect of the national, EU and international laws in force and applicable to the Company or in the management of the relationship with the same.

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

4.1 The Recipients who represent or act in the interest of the Company or maintain business relations with it shall refrain from any form of corruption with reference to both public and private subjects. In particular, the Company undertakes to implement all the measures necessary to prevent and avoid corruption, directly or through a third party without any exception, including cases of incitement.

4.2 Sonepar does not allow granting or receiving benefits or favours in view of a specific purpose or any form of payment or granting of advantages to customers, commercial counterparties and third parties in general, which is not strictly derived from a contractual obligation or from a business relationship governed by a contract.

4.3 Any form of gift that can be interpreted as an act of corruption or otherwise aimed at obtaining favours or benefits is not permitted. Therefore, company collaborators must avoid giving or receiving such gifts. Only small symbolic gifts are allowed which are culturally part of normal courtesy exchanges between commercial partners and tend to be offered on special occasions. However, the company expressly asks its suppliers to donate the amount of the gifts to charity.

4.4 Sonepar does not allow conduct aimed at exploiting relations with a public official or a person in charge of a public service, by unduly giving or promising money or other financial advantage to the person or others as consideration for the illicit mediation with the public official or the person in charge of a public service, nor to remunerate them in relation to the performance of an act contrary to the duties of the office, or even the omission or delay of an act of their office.

4.5 The Company also expects its customers, suppliers and other partners to share these principles and act in accordance with the same.

5. PREVENTION OF CONFLICT OF INTEREST

5.1 Those who work for and on behalf of the Company do so in order to pursue the general objectives and interests of the same, making decisions with responsibility, transparency and according to objective evaluation criteria, avoiding situations where they are, or may even just appear, to be in conflict of interest. It is therefore forbidden to take actions or activities incompatible with the obligations related to the performance of the work.

5.2 Conflict of interest means the case in which the Recipient pursues an interest of their own or of a third party other than the company or performs activities that may, in any case, interfere with their ability to make decisions in the exclusive interest of the Company, or they benefit personally from business opportunities of the Company.

5.3 In the event of a conflict of interest, even if only potential, the Recipients must report it without delay to the Supervisory Body, following the decisions that will be made in this regard.

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6. PROFESSIONALISM AND RELIABILITY

6.1 Sonepar conducts its business in accordance with the highest standards of ethical and professional behaviour. All the activities carried out for the Company must be conducted with the utmost diligence, professionalism and reliability.

6.2 The Recipients are required to perform the activities for which they are responsible and to implement the agreements with the Company with an adequate commitment to the responsibilities entrusted to them, protecting Sonepar's reputation.

6.3 In conducting their activities, Sonepar requires Recipients to act with loyalty and in good faith in a spirit of mutual respect and collaboration, as well as to fulfil the contractually defined obligations and the services requested.

6.4 Sonepar protects the integrity and respect of company assets, therefore everybody involved is required to use them with a sense of responsibility and parsimony. In particular, the Company requires attention in the use of vehicles, as well as computer equipment, including e-mail and internet.

7. TRANSPARENCY AND FAIRNESS IN MANAGING COMPANY INFORMATION

7.1 In order for the accounting documents to respect the need for accuracy, truthfulness and completeness of the recorded data, each accounting operation carried out must have adequate documentation and a clear reference to the persons who authorized or registered it, in order to provide for:

- Accurate and faithful accounting records.
- Immediate identification of the characteristics and motivations underlying the operation itself.
- Easy reconstruction of the operational and decision-making process, as well as the identification of levels of responsibility.

7.2 Each employee, within their sphere of competence, acts in such a way that all data concerning the management is correctly and promptly recorded in the accounting system.

7.3 Each accounting entry must accurately reflect the results of the related supporting documentation. Therefore, the supporting documentation must be kept with care in order to be easily available.

7.4 All those who represent the Company with third parties are required to behave correctly and responsibly with regards the management of administrative and accounting data.

7.5 Company communications sent externally are based on frankness and sincerity. It is therefore forbidden to spread false or misleading information that may harm the corporate image, the trust of commercial partners or, generally, relations with stakeholders.

8. CONFIDENTIALITY AND PERSONAL DATA PROTECTION

8.1 The Company protects the confidentiality of the information that constitutes corporate assets, or in any case of the information or personal data of third parties in its possession, in the most rigorous observance of the legislation in force, also regarding personal data protection.

8.2 The confidentiality obligation therefore extends, in addition to corporate data that are not already public and the procedures for managing company processes, also to information relating to customers, suppliers and business partners, as well as to the final consumers of the marketed products whose personal data the Company acquires and processes.

8.3 No recipient can take direct or indirect advantage of any kind from the use of confidential information or personal data, acquired during the activities carried out for the Company, nor communicate such information to others or recommend or induce others to use the information.

8.4 In communicating confidential information to third parties, when allowed for professional reasons, compliance with the most appropriate measures to guarantee the confidentiality of the third party and the confidentiality of the information is required.

8.5 In the case of access to password-protected electronic information, the passwords can be known exclusively by the assignees, who are obliged to keep them carefully and not to disclose them to others.

9. VALUE OF THE PERSON AND OF HUMAN RESOURCES

9.1 Human resources represent an indispensable value for Sonepar for development and growth in its business field. The Company therefore protects human value and - consequently - does not tolerate discriminatory conduct, harassment and/or personal offenses and asks its collaborators to maintain correct and polite behaviour towards all the people with whom they interrelate and to use impeccable language, including formally.

9.2 Sonepar undertakes to ensure that there is no harassment or discriminatory behaviour in the workplace and in the performance of all company activities based on age, sex, sexual orientation, race, colour, language, nationality, political or trade union opinions, religious beliefs, civil and family status, disability, genetic information or other personal characteristics not relevant to the job.

9.3 The Company prohibits any form of propaganda based on racial or ethnic superiority or hatred, as well as commissioning or instigating the commission of acts of discrimination or acts of violence on grounds of race, ethnicity, national reasons or religious beliefs in the cases in which the fact is based entirely or partly on the denial, gross trivialisation of or condoning the Shoah or the crimes of genocide, crimes against humanity and war crimes.

9.4 The Company promotes an innovative spirit through the commitment to create the most favourable conditions so that people can express themselves in the best possible way, respecting the practices and means of expression provided by the company, and developing the potential of each person through constant investments in training and updating.

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9.5 In consideration of the importance attributed to human resources and the need for their continuous growth, the Company uses numerous and qualified communication tools that constitute important and structured moments of sharing.

9.6 In the selection and management of personnel, the Company adopts criteria of equal opportunities, merit and enhancement of the abilities, skills and potential of individuals, ensuring that authority is exercised with equity and fairness. The Company rejects any abuse of power and instead promotes balance in the performance of specific activities and functions, as well as collaboration, mutual help and a spirit of service between colleagues. Company managers must be examples for their colleagues in complying with this Code and supporting the professional growth of the resources assigned to them.

9.7 The Company guarantees compliance with the contribution, remuneration and tax obligations and the labour law by rejecting any form of exploitation of the labour used or employed even by third parties (i.e. contractors, suppliers) who work for the Company. The Company does not establish and/or continue relations with suppliers that exploit their manpower.

9.8 The Company's care of its collaborators is also expressed in the timely respect of economic obligations and in the attention to a calm and satisfying work environment.

9.9 The Company also guarantees the correct fulfilment of all regulatory obligations aimed at the employer ensuring employees who are nationals of non-EU countries have a lawful residence in the territory of the State.

9.10 Activities aimed at favouring the illegal stay of foreigners in the Italian territory, or in another State of which said person is not a citizen or has no permanent residence, are also prohibited. In particular, activities aimed at the illegal entry and residence in the Italian territory of family members, apart from family reunification as expressly provided for by law, are prohibited.

10. PROTECTION OF SAFETY IN THE WORKPLACE AND THE ENVIRONMENT

10.1 Sonepar prioritises the health and safety at work of its employees and of all those who access their offices and workplaces, as well as compliance with current regulations concerning health and safety in the workplace.

10.2 The Company also undertakes to guarantee working conditions that respect individual dignity and safe and healthy work environments, by spreading a culture of safety and risk awareness, encouraging responsible and safe behaviour by all, also through training in compliance with company procedures and current accident prevention regulations.

10.3 From this point of view, each Recipient must contribute personally to maintaining the safety of the place where they work and behave responsibly to protect their own and others' health and safety.

10.4 In the management of company business, Sonepar takes environmental protection into the utmost consideration, pursuing the improvement of the environmental conditions of the community in which it operates, in full compliance with current legislation.

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

10.6 To achieve the aforementioned aims, the Company carefully follows the evolution of national and European environmental law and requires the Recipients of this Code to comply with all the provisions in force to protect the environment, prohibiting any conduct that may lead to intolerable forms of pollution as well as irreversible alterations to the ecosystem or that is, in any case, contrary to the law.

11. PREVENTION OF MONEY LAUNDERING AND INTERNAL LAUNDERING

11.1 The Company requires maximum transparency in commercial operations and in relations with third parties, in full compliance with national and international regulations regarding the fight against money laundering. All financial transactions, including within the Group, are adequately justified in contractual relations and are performed using payment forms which guarantee traceability.

11.2 Consequently, Recipients cannot initiate business relationships on behalf of the Company with partners, customers, suppliers, including intermediaries, or third parties who do not guarantee integrity, do not have a good reputation or whose name is associated with activities related to money laundering or other types of crimes that may affect their honourability. Before starting relations with such counterparties, checks must be performed on the available information regarding their respectability and the legitimacy of their business in order to avoid any implication in transactions that are, even potentially, conducive to the laundering of money coming from illegal or criminal activities.

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11.3 In order to ensure maximum transparency in the economic and financial management of the company, Sonepar prohibits Recipients from exchanging or transferring money, goods or other benefits deriving from illegal activities, or performing other operations in relation to them, that could hinder identifying their origin.

11.4 The Company does not purchase goods that, due to the offer conditions, give reason to doubt the legality of their origin and does not have economic relationships with subjects when they have grounds to believe that they are engaged in illegal activities.

12. PROTECTION OF COMPETITION

The Company believes in healthy and fair competition as well as in a competitive market and acts in compliance with antitrust regulations. Therefore, behaviour that is misleading or can integrate forms of unfair competition and/or abuse of a dominant position are prohibited, as in the cases of (a) “horizontal” agreements with competitors to fix prices or other sales conditions, poach their customers, territories or markets or boycott certain customers or suppliers, and (b) “vertical” agreements with retail installers to fix resale prices (a different - and permitted - case is an indication of a suggested resale price).

13. PRODUCT QUALITY

13.1 Sonepar pays attention to the quality of the products sold, with a view to ensuring consumer safety and satisfaction.

13.2 The periodic promotional magazines published by the Company aim at presenting commercial offers and product news in the catalogue, i.e. to inform the potential customer. In no case may they contain material that is offensive or aimed at misleading the customer.

13.3 The Recipients are therefore called upon to provide truthful, precise and complete information about the quality and quantity of the goods sold and to perform adequate checks on the quality, origin, characteristics and origin of the goods sold.

14. PROTECTION OF INTELLECTUAL PROPERTY

14.1 In implementing the principle of compliance with law, the Company ensures compliance with internal, EU and international laws protecting intellectual property.

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

14.3 For this purpose, all conduct aimed, in general, at the duplication or reproduction in any form and without right of the work of others is strictly forbidden.

15. IT SYSTEM MANAGEMENT

15.1 The Recipients use electronic media as well as connections to the Internet for purposes related only to their service and must not have any applications on their computer, or other IT media owned by the company, without the necessary user licenses.

15.2 In no case is the use allowed of the IT and network resources for purposes contrary to mandatory laws, public order and morality, nor in order to commit crimes or induce the commission of crimes, to damage or alter IT systems and third parties' information (private and public bodies) or to illegally obtain confidential information.

CHAPTER 3

RELATIONS WITH THIRD PARTIES

16. RELATIONS WITH THE PUBLIC ADMINISTRATION

16.1 All relationships and relations with Public Administrations, public officials, public service providers and, in any case, any relationship of a public nature, are inspired by the most rigorous observance of the applicable regulatory provisions and the principles of transparency, honesty and fairness.

16.2 In such relations, Recipients must not improperly influence the decisions of the officials who deal with or decide on behalf of the Public Administration. In all events, the management of relations with officials, exponents or representatives of the Public Administration is reserved exclusively for corporate roles authorized to do so under the system of delegations and powers of attorney.

16.3 It is therefore forbidden to offer or bestow financial benefits, gifts or other benefits, personal or otherwise, in order to encourage or reward decisions in favour of the Company, and furthermore to grant benefits that create, in an impartial third party, doubts about the relative correctness or adequacy.

16.4 In the relations with the Public Administration the use is forbidden of documents containing untruthful data or the omission of relevant information in order to obtain contributions or national or EU financing in the interest of the Company. The use of any public contributions that are received for purposes other than those for which they were assigned is forbidden.

16.5 Inspections by the supervisory authorities and relations with judicial authorities must be managed by authorized personnel in a spirit of collaboration, fairness and transparency, and it is absolutely prohibited to obstruct the regular performance of control activities by concealing or destroying documentation.

17. RELATIONS WITH CUSTOMERS, SUPPLIERS AND PARTNERS

17.1 Sonepar aims for maximum customer satisfaction, guaranteeing politeness, courtesy, professionalism and spirit of service, ensuring the availability and timely response to their needs. Therefore, company collaborators must maintain the utmost impartiality and loyalty in managing customer relations.

17.2 The choice of suppliers and the determination of the relative buying conditions lie with the competent corporate departments, also through service providers, who act on the basis of objective and impartial criteria based mainly on the assessment of reliability, quality, efficiency and economy.

17.3 In any case, the Company requires suppliers to operate in compliance with all applicable laws, including, for example, employment laws relating to child labour, minimum wages, compensation for overtime, hiring and job security.

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RELATIONS WITH THIRD PARTIES

18. RELATIONS WITH INSTITUTIONS AND OTHER ORGANISATIONS

18.1 Relations with Institutions are based on the utmost rigor, transparency and fairness in compliance with institutional roles. Similar conduct rules govern the political and trade union relations that Sonepar maintains.

18.2 The Company supports initiatives promoted by organisations with a proven reputation and for deserving 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 Group policies.

18.3 On the other hand, direct or indirect contributions to political parties, trade unions, cultural or charitable organizations, political leaders/candidates or events with a political purpose are not permitted when made in order to obtain material, commercial or personal benefits.

18.4 Relationships are not permitted, even in the form of loans, with national or foreign organizations, associations or movements that directly or indirectly pursue purposes prohibited by law, contrary to ethics or public order or that violate the fundamental human rights.

CHAPTER 4

PENALTIES AND FINAL PROVISIONS

19. ROLE OF THE SUPERVISORY BODY

19.1 Control over compliance with this Code of Ethics lies with the Supervisory Body established pursuant to Legislative Decree 231/2001. Consequently, personnel can contact them with any doubts about its interpretation and report - even anonymously through dedicated channels - alleged violations they become aware of while performing their work.

19.2 In the case of reporting, the Supervisory Body guarantees the necessary confidentiality of the identity of the reporting parties in the management of the reports, also in order to avoid retaliatory attitudes or any other form of discrimination or penalization towards them.

20. SANCTIONARY CONSEQUENCES

20.1 Compliance with this Code of Ethics is an essential part of the contractual obligations of employees pursuant to and for the purposes of art. 2104 Civil Code.

20.2 Violations of this Code by the personnel constitute non-fulfilment of the obligations of the employment relationship and/or a disciplinary offense, in accordance with the procedures provided for by art. 7 of the Workers' Statute, with all legal consequences with regard to the imposition of disciplinary sanctions, up to the termination of the employment relationship with consequent compensation for the resulting damages.

20.3 Compliance with the principles of this Code constitutes an essential part of the obligations of third parties who have business relations with Sonepar. Consequently, any violation of these principles in the context of the activities rendered by third parties in favour of the Company may constitute a cause of 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 its acknowledgment.

21.2 Any amendments or updates are made in the same way and are communicated to the Recipients by publication on the company website.



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