
Integrated Management System

Policy

Codice Etico

Code of Ethics

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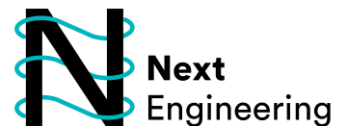
Reviewed by: COO

Approved by: CEO

By adopting the Code of Ethics, Next Geosolutions pursues the primary goal to create a self-control system in which the value of corporate ethics is perceived not as a result of a conduct imposed from the top management, but as a result of a process aimed at sharing, understanding and applying the principles and values set out by the Code of Ethics that Next Geosolutions implements on a daily basis.

The principles and values set out by the Code of Ethics and corresponding behavioural rules are pursued and complied with at any time during the corporate activity and in any context in which the Organization operates. The implementation of this Code falls within the personal responsibilities of each Recipient.

This Code of Ethics represents a fundamental step of the decision-making process that is leading Next Geosolutions to elaborate its Organizational, Management and Control Model aimed at preventing crimes: a system of preventive measures in which the Code finds its natural place as a source of self-discipline concerning corporate operations based on ethics.



CEO

Giovanni Ranieri



I. GENERAL PRINCIPLES

ART. 1 – PRESENTATION OF THE ORGANIZATION

Next Geosolutions, hereinafter 'NEXT' (or the "Organization"), is an international turn-key geoscience and engineering service provider operating in the energy, infrastructure & utilities markets.

NEXT provides its Customers with integrated services, both on land and at sea, in support of the entire life-cycle of their projects, always delivering high quality, tailored and cost-effective solutions.

NEXT offers a wide range of technical support services, science and technology in the fields of oceanography industrial activities offshore and marine sciences in general.

The services offered by NEXT include:

- Feasibility Studies/Desk Top Studies;
- Ratings & Environmental Impact Studies;
- Design, Planning & Management Survey Project Management;
- Project Management & Supervision Works;
- Surveys Hydrographic & Oceanographic;
- Marine Geological & Geophysical Surveys;
- Surveys & Land Surveying Topography;
- Surveys & Studies of Underwater Archaeology;
- Environmental Studies & Surveys;
- Underwater Inspections;
- Designing & Development of Marine Technology;
- Preparation Ships Specials;
- Vocational Education and Training Specialist;
- Analysis, Data Processing & Interpretation;
- GIS Cartography & Reporting.

ART. 2 – RECIPIENTS OF THE CODE

The recipients of this Code are:

1. **The corporate functions**, such as Chief Executive Officer (CEO), Chief Operative Officer (COO), Sales & Marketing Director, Operations Director, Chief Financial Officer (CFO), etc. and any other subject who exercises representation, decision and/or control powers within the Organization, even in practical terms;
2. **Technical and administrative** employees formally part of the corporate staff based on salaried employment agreements and also self-employed professionals (Managers of the various areas, employees, etc.);

3. **Consultants and external providers** of goods and services (even professionals), not part of the corporate staff and any other subject who renders services in the name and/or on behalf of the Organization or under its control (e.g. legal consultant, employing consultant).

All the Recipients, without exceptions, perform their tasks within their responsibilities in compliance with the principles set forth by the Code of Ethics; all Recipients shall know the content, understand the meaning and potentially ask for any clarifications in this regards (as indicated in the final section of this document).

Moreover, the Recipients shall comply with the provisions within and outside the Organization and under no circumstance, the intention to act in the interest and/or advantage of the Organization justifies the execution of actions, omissions or behaviours in breach of the principles and values set out in the Code of Ethics.

In particular:

- **CEO**, in performing his functions and in determining and establishing the corporate strategies and goals, refers to the principles set out by the Code and undertakes to effectively apply the latter inside and outside the Organization; in addition, he adapts his conduct to the principles set forth by the Code and checks compliance with the latter by the Area Managers and Business Coordinators;
- **Department Managers**, adapt their conduct to the principles set out by the Code of Ethics and check compliance with the latter by all staff and collaborators. Each Department manager monitors the staff under their administration, coordination and control and adopts the necessary measures to prevent any breach of the Code;
- **Employees** undertake to adapt their conduct to the principles set out by the Code, comply with the instructions imparted by their superiors and comply with contract obligations, also pursuant to art. 2104 of Civil Code;
- **External collaborators** (external collaborators, external providers, clients, consultants, freighters) shall comply with the provisions set out by the Code based on the introduction, in the relative agreements, of suitable clauses which establish the duty to comply with its contents; pursuant to the same clause, the Organization reserves the faculty to terminate the agreement in case of breach of the provisions contained in the Code by the aforementioned collaborators.

ART. 3 – SPHERE OF APPLICATION AND EFFICACY OF THE CODE OF ETHICS

NEXT acknowledges the legal importance and binding character of the ethic principles and behavioural standards described in this Code, also in order to prevent corporate crimes, with particular focus on offences that give rise to the Body's administrative liability, pursuant to ex Legislative Decree no. 231/2001. The breach of the principles set out by this Code prejudices the trust relation between the Organization and the offender and will be promptly punished through suitable and proportionate disciplinary measures, regardless of any criminal charge inflicted for the conducts held and/or criminal trial in case a crime is committed. In particular, compliance with the Code of Ethics constitutes an integral part of the mandate conferred to the corporate Bodies – which may be inflicted disciplinary sanctions according to the gravity of the breach – and of the employees' contract obligations, also pursuant to articles 2104 (*Employee's due diligence*), 2105 (*Obligation of fealty*) and 2106 (*Disciplinary sanctions*) of the Civil Code. Therefore, any breach of this Code committed by the staff, will lead to the adoption of disciplinary measures, based on the gravity or recidivism of the infraction or degree of fault, in compliance with the provisions contained in applicable labour

agreements, and also pursuant to art. 7 of Law no. 300 of 20 May 1970 (better known as "Statute of Labourers"). With regards to Shareholders and corporate functions (CEO and other subjects featuring representation powers), the breach of the provisions set out by this Code may lead to the adoption of measures proportionate to the gravity or recidivism of the infraction and degree of fault, up to the revocation of the mandate for just cause or expulsion of the Shareholder. With regards to other recipients of the Code, the breach of the provisions contained in this Code leads to the adoption of measures according to the gravity or recidivism of the breach or degree of fault, up to the termination of current agreements with the same.

ART. 4 – IMPLEMENTATION OF THE CODE OF ETHICS

The principles and values set out by the Code of Ethics and corresponding behavioural rules are pursued and complied with at any time during the corporate activity and in any context in which the Organization operates. The implementation of this Code falls within the personal responsibilities of each Recipient. The latter, once informed, will not be able to plead the lack of knowledge of the Code to justify his insolvency, or to have received opposite instructions from any Corporate hierarchical level. The conduct guidelines established in this Code prevail any potential opposite instruction imparted by the internal hierarchical organization.

The body in charge to check the proper implementation of this Code among all Recipients is the Watch Structure, instituted according to art. 6, paragraph 1, letter 9 b) of Legislative Decree no. 231/2001, which also looks after the updating in compliance with new laws, any changes to the Company's organizational and managerial structure and economic, financial and business developments of the corporate activity. Each corporate function is responsible for the application of the Ethic Code within the tasks of their competence.

In compliance with main applicable National whistleblowing regulations (i.e. 179/2017, PIDA 1998 Laws, etc.) any recipient of this Code can notify any alleged breach of the Code to the Watch Structure, which will evaluate the information, agreeing to ensure privacy of the identity of the person disclosing it, granted any obligations set forth by law. The notices must be made in writing to the following address:

✓ odv@nextgeosolutions.com

The notices provided in good faith will not bear any negative repercussions on the subject reporting them, also in case these are groundless.

More specifically, compliance with the Code of Ethics represents an integral part of the employees' contract duties, also pursuant to art. 2104, 2105 and 2106 of Civil Code.¹

ART. 5 – COMMUNICATION DUTIES

NEXT discloses the content and goal of the Code of Ethics not only to its CEO, Sales & Marketing Director, Operations Director, Chief Financial Officer (CFO) and employees, but also to external collaborators, external providers and freighters, so that each of them can interpret and diffuse it.

The recipient who entertains relations with third parties (collaborators, external providers, consultants) in performing his functions, shall:

¹ "2014. Employee's due diligence – The employee shall use the due diligence requested by the nature of the service rendered, Organization's interest and higher interest of national production. He shall also comply with the provisions for the execution and regulation of the work, imparted by the entrepreneur and superiors, in hierarchical terms".

- Inform them of the obligations set forth by the Code of Ethics, as required;
- Request compliance with the obligations set forth by the Code that concern directly the third party's activity;
- Notify the Watch Structure (if appointed) about any breach of the Code by third parties.

ART. 6 – DIFFUSION AND UPDATING

It is the Organization's will to ensure utmost diffusion of the Code of Ethics. For this reason, the Organization affixes the Code on the notice boards and/or other places accessed by technical and administrative staff. The Organization undertakes to ensure the actual knowledge of the Code of Ethics among Recipients, through suitable communication activities. Moreover, the Code of Ethics will be published on the corporate website for mass diffusion. NEXT will implement a periodical training plan on topics concerning the Code for the abovementioned human resources.

Moreover, NEXT looks after the transmission of the Code to all employees who signs it upon receipt, for knowledge.

II. CORPORATE ETHICS

ART. 7 – LEGALITY PRINCIPLE

The corporate conduct is based on compliance with national and international laws and regulations, applicable in the territorial areas where the Organization operates.

Each recipient has the duty to know and comply with laws applicable to the execution of their functions.

The behaviour of each recipient shall comply with NEXT's corporate policies and this Code. The Organization undertakes to provide a suitable information program on the Code of Ethics to recipients.

ART. 8 – PRINCIPLE OF UPRIGHTNESS AND PROFESSIONAL ETHICS

The recipients of the Code perform their work with utmost commitment in order to attain the corporate goals, taking up responsibilities according to the specific tasks. NEXT considers collaboration and social solidarity among all recipients an added value for the Organization and favours cooperation among the subjects involved at any title in the same work group, in compliance with applicable laws and rules set forth by this Code and does not admit any behaviour or action contrary to ethic rules.

ART.9 – HONESTY IN BUSINESSES

Each recipient, in performing his functions, holds a conduct inspired to values of honesty, uprightness and good faith, respecting peoples' dignity and the private sphere of each individual.

Behaviours contrary to the provisions set out by the Code of Ethics will not be tolerated, even in the hypothesis in which said behaviours are adopted in the interest of the Organization or with the belief to bring an advantage to the latter. In stipulating agreements with clients and external collaborators, the Organization undertakes to introduce clear and transparent conditions and clauses, respecting the principle of equality between the parties.

ART. 10 – TRANSPARENCY OF CORPORATE CONDUCTS

In performing its activities, NEXT undertakes to comply with the following guidelines, inside and outside the Organization:

- Provide accurate, clear, truthful and proper information, communications and instructions of economic, financial, legal, ethic and social character;
- Ensure the traceability of each single corporate transaction, by adopting procedures that ensure proper recording, identification and filing of the relative documentation;
- Inspire the corporate activity to a precise criterion based on the attribution of the production processes carried out;
- Make sure that all agreements with internal and external subjects always contain comprehensible, clear and correct clauses.

ART. 11 – CONFLICT OF INTERESTS

All the recipients of the Code of Ethics shall adopt an upright and honest conduct when performing their tasks, in relations with other Organization's members, avoiding to pursue illicit or illegal scopes, or create situations of conflict of interest, with the purpose to gain an undue personal advantage or third party's advantage. Under no circumstances, the Organization's interest or advantage can justify a dishonest behaviour. Each situation that may generate a conflict of interest or anyhow prejudice the recipient's ability to make decisions in the interest of the Organization shall be immediately notified to the hierarchical superior and Watch Structure (if appointed).

The recipient in object shall abstain from performing acts related or linked to said situation.

The discipline concerning conflicts of interests of corporate functions set forth by art. 2391 Civil Code², is anyhow respected.

ART. 12 – ANTI-BRIBERY/CORRUPTION

In compliance with main applicable National anti-bribery/corruption regulations (i.e. 2010 Bribery, 03/2019 Acts, etc.), preventing bribery/corruption is a priority business principle, which NEXT can not tolerate any violation of applicable anti-bribery and anti-corruption laws for, world-wide; for this purposes, identification and prevention also of potential events is part of business practices (refer to artt. 23, 24, 25 of this document).

ART. 13 – TRUST

NEXT turned the reciprocal trust of all subjects who give their contribution to the Organization, also in the presence of partially different interests, into a point of strength. In fact, it foresees the sharing of goals and strategies, exchange of considerations and improvement points, according to roles and identified methods. Any information, document or other material known by the recipient in view of the Organization's interest shall anyhow be considered property of NEXT, therefore the following is prohibited:

- Disclose reserved corporate news and information or that may benefit third parties at the detriment of the Organization;
- Release a copy of corporate documents to third parties (in paper or electronic format) without the authorisation by the top management;
- Provide information regarding the safety features of systems or networks that may be detrimental for the Organization;
- Perform recordings or audiovisual, electronic, paper or photographic reproductions of the Organization's documentation, for purposes other than corporate ones.

² Art. 2391.1 Civil Code states "the director shall notify the other directors and Board of Auditors about any interest he boasts, whether directly or on behalf of third parties, in a specific corporate transaction, specifying the nature, terms, origin and entity; in case of managing director, this shall also abstain from executing the transaction, entrusting its execution to the Board". Any other subject who is not a director, shall comply with the general obligations of employee's loyalty towards the employer, set forth by art. 2105 Civil Code, according to which "the employee shall not do business whether directly or on behalf of third parties, in competition with the entrepreneur, neither disclose information concerning the organization and corporate production methods, or use said information so as to cause prejudice".

The privacy obligation will remain effective also after terminating the employment with the Organization, in compliance with applicable³ laws and contract provisions.

ART. 14 – IMPARTIALITY AND EQUALITY

The Organization operates with impartiality and loyalty and abstains from any corporate policy or behaviour that may lead in practical terms, to a discrimination towards the Recipients of this Code or any other corporate interlocutor, based on genre, language, race, religion, politics and economic conditions. For this purpose, during the Human Resource Management process, it undertakes to:

- ensure fair and just behaviours towards all workers;
- select and introduce staff in the corporate flow chart, based exclusively on their working skills, adopting criteria that take into consideration merit, previous work experiences, attained titles and qualifications, without any discrimination with regards to genre, language, relation which are not strictly and necessarily related to the task to perform.

ART. 15 – ILLICIT COMPETITION

In complying with national and communication laws on Antitrust, and the directives and guidelines issued by the Antitrust Authority, NEXT does not adopt any behaviours, neither undersigns agreements with other companies or Bodies that may negatively affect the competition system among various market operators.

ART. 16 – PRINCIPLE OF HIERARCHICAL ORGANIZATION

The Organization complies with the hierarchical principle according to which each single operator, based on his ranking in the corporate flow chart, is competent and responsible for his actions and omissions. This way, the subject who covers management and representation functions within the Organization, also at Area or Function level, boasts the task to manage, coordinate and control the activities of subordinate and/or coordinated subjects, whose operations he will be liable for, according to law.

ART. 17 – DATA PROTECTION

Pursuant to UE GDPR 2016/679, NEXT ensure full compliance with endorsed applicable National laws on personal data protection, with particular focus on sensitive private information, political and personal opinions, affective and sexual preferences of each employee and more in general, of all the subjects who entertain relations with the Organization.

Moreover, the Organization ensures the privacy of the information in its hands, obtained from managing external relations (external providers, consultants, etc.) and implements all the necessary actions to prevent the exploitation of confidential information with the purpose to acquire competitive advantages. For this purpose, each employee shall exclusively acquire and process the strictly necessary data, directly related to his functions, and store said information for the time required to attain the processing scopes, in order to prevent third parties to know and/or view the content.

³ See in this regard, art. 2125 Civil Code.

ART. 18 – QUALITY, ENVIRONMENT AND SAFETY

NEXT promotes any action aimed at preventing its services to pose significant risks for health and safety on the workplace, by performing periodical checks of potential hazards and eliminating them.

Moreover, the Organization elaborates QHSE Policies in compliance with all the requirements set forth by reference laws, and national and international standards on the subject.

The Organization obtained ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO 45001:2018 (Workers' Safety and Health Management System) certifications.

III. MANAGEMENT OF HUMAN RESOURCES

ART. 19 – EXPLOITING THE RESOURCES

The Organization acknowledges that human resources are a key factor for the development of the corporate activity, that shall be exploited according to the actual potentials of the single individual. In compliance with laws on the safeguard of the worker's physical and moral integrity, the Organization ensures dignified work conditions to its staff, in safe and healthy work environments.

The conflicts of interest that involve employees and collaborators, whether "actual", meaning current, or "potential", meaning possible but not current, shall be notified to the Organization through an undersigned declaration, to be filled out as soon as the employee and collaborator become aware of it. Without prejudice to the provisions set forth by the Civil Code.

In general, there is a conflict of interest when the pursuit of the Organization's interest by a subject in charge to do so (director, employee, collaborator, etc.) conflicts with one or more personal interest of the latter, so that it is not possible to adopt a behaviour that allows satisfying the personal and corporate interest at the same time.

ART. 20 – INTERPERSONAL RELATIONS

In interpersonal relations between employees and/or external collaborators, the Organization requires the adoption of a behaviour based on loyalty, respect, trust and reciprocal collaboration.

Within this corporate culture, the Organization undertakes to share with its staff, the difficulties related to the peculiarities of the production processes, also in view of development potentials, and it favours collaboration and assistance forms between newly-hired staff and employees boasting greater experience.

ART. 21 – USE OF CORPORATE ASSETS

Each Recipient is responsible for the entrusted corporate assets and must use them with due diligence, avoiding any private or improper use.

The corporate assets shall not be used for purposes against laws, public order and morality.

In particular, IT, network resources and email:

- Shall be used according to the indications and scopes for which they were provided;

- Shall be used in compliance with the Organization's computer safety policies;
- Must not be used to send offensive or threatening messages, or express comments that may offend people or damage the Organization's image;
- Under no circumstances, they can be used to commit or induce to commit crimes.

ART. 22 – ORGANIZATION'S VALUES

Our values are promoted within the Organization:



NEXT Brand is recognized by our Organization Brand Identity System - Visual Manual, available upon request.

IV. MANAGEMENT OF EXTERNAL RELATIONS

ART. 23 – RELATIONS WITH CLIENTS

NEXT boasts the main corporate goal to boost customer satisfaction with regards to its services, in line with the needs of (public and private) clients, providing exhaustive and wide-ranging preventive information. These relations are managed according to principles of utmost collaboration, availability, professionalism and transparency, protecting privacy, in order to lay the bases for a solid and long- lasting relation based on reciprocal trust. For these purposes, the Recipients of this Code must:

- Strictly comply with laws, regulations, principles set out by the Code of Ethics, paying utmost attention to the Client's needs;
- Avoid, anytime and anywhere, situations of conflict of interest with the Organization;
- Promptly notify to Clients, any changes and variations concerning the service;
- Stipulate clear, simple agreements with clients, in compliance with applicable laws and any indications provided by public Authorities, free of clauses that may alter the principle of equality between the parties;

- Promptly notify the hierarchical superior and/or Watch Structure (if appointed), all the details and information that may prove an improper, non-transparent and in bad-faith management of clients, by colleagues or other recipients of this Code.

NEXT 's quality system guarantees the constant control of the service quality. The Organization carries out periodical surveys on customer satisfaction to ensure a technical and business service in line with the Clients' needs. Moreover, the Organization guarantees to its clients, the constant monitoring of the service quality by adopting, maintaining and updating an ISO 9001:2015 certified quality system.

ART. 24 – RELATIONS WITH EXTERNAL PROVIDERS

NEXT selects its external providers according to principles of transparency and competition, in compliance with applicable laws and internal procedures, and according to the best quality/price ratio. Any exception must be authorised and justified.

NEXT does not prevent any supplier boasting the specified requirements to take part in a tender to be awarded a contract with the firm. The relations with external providers are regulated by the provisions set out by the Code of Ethics and they are constantly monitored by NEXT, also with regards to the correspondence of the supplied services or goods to the established amount. NEXT uses specific procedures to ensure utmost transparency in selecting external providers and the goods and services to purchase, foreseeing a suitable documentation system to allow tracing any operation.

All external providers, also those rendering consulting services, must share and comply with this Code of Ethics and in case of breach, the relative sanction system will be applied to them. In order to protect its image and resources, NEXT does not entertain any type of relations with subjects who do not intend to operate in strict compliance with applicable laws or that refuse to share the values and principles foreseen by this Code and follow the Organization's procedures.

The NEXT top management is explicitly forbidden to request or expect favours, gifts and/or other utilities from external providers / consultants, or offer or promise similar acknowledgment forms to them, even if aimed at optimising the relation with NEXT.

At the end of the employment and anyhow, before issuing the payment of the relative invoice, NEXT checks the quality, suitability and promptness of the service received and fulfilment of all supplier's obligations. For this purpose, it complies with the requirements set forth by tax laws.

ART. 25 – RELATIONS WITH THE PUBLIC ADMINISTRATION

NEXT entertains relations with the Public Administration and public institutions in Italy and abroad (Ministries and their peripheral offices, public Bodies, Bodies and Companies that operate in the public service sector, territorial Bodies, local Bodies and independent Authorities, etc.) in compliance with the provisions set forth by the Code of Ethics and local laws, with particular focus on principles of uprightness, transparency and efficiency. In particular, aiding and betting, pressures or other forms of privilege by those who operate in the name and on behalf of the Organization are prohibited, with regards to the management of relations with the Public Administration in order to induce it to take positions or make favourable decisions illicitly, in breach of the principles of this code or anyhow overstepping the legitimate interests of third parties.

In particular, NEXT does not establish any type of professional relation with public officials or subjects entrusted a public service, or other representatives of the Public Administration who personally took part or may take part to advantageous transactions for NEXT.

For example, the following behaviours are prohibited in relations with the representatives of the Public Administration:

- Promise or confer money, benefits in kind or other benefits (except for gifts of modest value) to promote or favour NEXT's interests, also through alternative grants (consulting services, employment opportunities, execution of works or services, etc.) to public officials, subjects in charge of the public service or their spouses, relatives or relatives in law;
- Influence officials who deal with or make decisions on behalf of the Public Administration (e.g. favour external providers indicated by the public official during purchase processes);
- Non-authorized logins to the computerised systems of the Public Administration to obtain or modify information in the interest or at the advantage of NEXT;
- Present false or altered data or omit due information to influence the decisions of the Public Administration in its favour.

These prohibitions are also extended to indirect relations with the representatives of the Public Administration, through NEXT's third trustees.

ART. 26 – RELATIONS WITH BUSINESS PARTNERS

NEXT's strategy, as a Service Organization, consists in consolidating its presence in the strategic market areas, optimising the service offered to its clients. In order to attain this goal, NEXT expanded its operations during recent years in European markets, in the oil & gas and power infrastructure sector, by founding a few Partnerships with the leading European companies of the sector. The relations with other companies, aimed at constituting and developing Temporary Consortiums, Joint Ventures, Partnerships, etc., are established and managed in full compliance with laws and regulations, the protocols of Organizational Model 231 and this Code of Ethics, in order to always protect the integrity, reputation and image of both parties. In order to evaluate the reliability and efficiency of potential Partners, NEXT adopts a procedure to select the latter, which foresees in the selection, in addition to price convenience, also the technical/professional suitability of the companies, assessing the actual operations and behaviour in the single projects and specializations.

All Organization's employees and collaborators must establish relations and/or business collaborations with other shareholders or partners, based on utmost transparency, loyalty and uprightness, avoiding undersigning any type of pact or agreement contrary to laws. In particular, they must:

- Make sure that the established partnerships operate in line with the principles set out by this Code of Ethics;
- Notify the Organization, any behaviour adopted by a partner or shareholder in breach of the values and principles contained in this Code of Ethics.

ART. 27 – RELATIONS WITH UNIONS AND ASSOCIATIONS

NEXT does not promote or grant loans of any kind, whether directly or indirectly, to political parties, unions and associations, neither to their representatives or candidates, other than in the forms and terms foreseen by law.

Nonetheless, the contribution is disbursed pursuant to resolution of the Administrative Body, with clear allocation and documented resources. All relations entertained by the Organization with unions, associations and political parties are based on the principles of transparency, independency, loyalty and collaboration set out by this Code of Ethics, with the implementation of all the necessary measures to avoid any type of conflict of interest.

V. ACCOUNTING AND AUDITING

ART. 28 – ACCOUNTING REGISTRATIONS

NEXT 's accounting system complies with applicable laws and is based on principles of truthfulness, clarity and accuracy.

The accounting registrations of transactions take place through the documentation provided by each recipient. These documents allow tracing the steps of each transaction and identify the responsible subjects.

The employees shall take measures so that management facts can be properly and accurately recorded in the relative documents. NEXT complies with all the rules, principles and procedures in order to provide a correct and exhaustive representation of the economic, equity and financial situation of the Organization and the group to which it belongs. NEXT guarantees the truthfulness, correctness and accuracy of financial statements, reports, corporate communications, tables and any other document concerning the economic, equity and financial situation of the Organization.

ART. 29 – AUDITING

All recipients take part to NEXT's auditing system and are responsible for it, according to the functions performed and assigned tasks.

Each recipient must preserve the documentation concerning any corporate transaction in order to allow at any time, to immediately and easily trace back the reasons and characteristics of the transaction.

ART. 30 – RELATIONS WITH UNIONS AND AUDITING COMPANIES

The relations between NEXT, the Board of Auditors and the auditing Organization are based on principles of transparency and collaboration.

NEXT abstains from any conduct that may hinder the surveillance activity, checks and foreseen audits.

NEXT undertakes to execute the decisions adopted by said subjects in full compliance with the roles and functions performed, and to provide exhaustive and truthful information through documents written in a clear and easily comprehensible language.

ART. 31 – RESULTS OF THE CORPORATE ACTIVITY

In elaborating the financial statements or other similar documents, the administrative body and all recipients anyhow involved in this activity shall:

- Represent the economic, equity or financial situation truly, clearly and exhaustively;
- In addition to the provisions set forth by art. 29, facilitate in any way the execution of the control or auditing activities by shareholders, other corporate bodies or auditing companies;
- Present exhaustive documents and acts to the meeting, corresponding to the accounting records;
- Provide correct and exhaustive information to the surveillance bodies, about the economic, equity or financial situation.

ART. 32 – CORPORATE MANAGEMENT

When managing the Organization, the CEO and his collaborators must not:

- Return contributions to shareholders or relieve them from the obligation to grant them, unless in cases of licit reduction of the share capital, or reduce the share capital or carry out merger transactions with another Organization or divisions, in breach of the provisions set forth by laws on creditors' protection;
- Distribute profits or advance dividends not actually attained or that shall be allocated to reserve according to law, or distribute reserves that cannot be distributed pursuant to laws;
- Falsely form or increase the Organization's capital through transactions not allowed by law.

ART. 33 – COMPLIANCE WITH ANTI MONEY-LAUNDERING LAWS

The Recipients of this Code shall not be implicated or involved, neither as accomplice in crime, in operations that consist in dealing with stolen goods obtained from crimes or laundering of profits from criminal or illicit activities in general.

In performing its activity, NEXT may issue contributions and sponsorships to private subjects, public bodies and non-profit organisations, aimed at attaining social, cultural and solidarity goals, in compliance with accounting and tax laws.

VI. LEGISLATION

ART. 34 – REFERENCE TO THE PROVISIONS SET FORTH BY LEGISLATIVE DECREE 231/2001 AND OTHER APPLICABLE PROVISIONS

The content of this Code must be adapted to the provisions set forth by the Corporate by-law, Civil Code, Criminal Code and Legislative Decree no. 231/2001, with regards to offences that may be potentially committed during the activity of NEXT, and also to National Collective Labour agreements and Executives agreements, as well as any other special law and regulation applicable from time to time.

With regards to conduct, this Code is implemented together with the provisions set forth by the Organisational, management and control Model with the purpose to prevent crimes that may give rise to the body's administrative liability, adopted by the Organization pursuant to art. 6 of Legislative Decree no. 231/2001.

The Code of Ethics automatically acknowledges and binds the recipients to comply with each present and future provision that defines offences giving rise to the body's administrative liability or, anyhow, that aims at preventing corporate criminality.