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Code of Ethics



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1. PREFACE

tivù company s.r.l. (**tivù**) promotes a satellite digital platform called **tivusat**, supplementary of the earth digital platform and offers general services for digital television. **tivù** operates within the area of earth and satellite digital platform services such as encryption services of the satellite platform programs, service, management and distribution of the c.d smart card, call centre services in favour of the users as well as promotion of the proposal about free television subjects edited by each member, by third parties and transmitted by the earth digital platform by the complementary satellite platform.

The respect of the ethical values fully shared with partners/members who own the quotas of the social capital of the company, has been considered a real investment, to which the company is obliged to, that in the performances of its functions it respects the laws and the rules in force in all the countries in which it operates.

tivù encourages its internal and external activity according to the principles within the code of Ethics (Code), which represents, as specified in 1.1, an essential element of the organisation, management and control model, which has been adopted by **tivù** according to the Legislative Decree n.231/2001 and subsequent modifications and additions (Model 231), and other internal control systems. According to this prospect, the principles and the values expressed in the Code of Ethics constitute also an informative reference for the implementing of the Model 231, according to the dynamics of the Company.

tivù ensures an activity of dissemination and information according to the requirements of the Code of Ethics and on the implementing procedures of the Code for those who it is referred to, so that, the Directors, Staff, Collaborators and those who operate for the achievement of the aims of the Company can perform their activity or task in a constant and strict compliance with the principles and values of the Code.

1.1 CODE OF ETHICS- GENERAL PRINCIPLES

The Present Code clearly defines all the rights, duties and responsibilities, which **tivù** supports as its own by the Company, and adopts for its own interlocutors, to which all the recipients of the Code have to conform.

tivù recognise the “Global Compact” promoted by the United Nations, concerning human rights, labour standards, environment protection and fight against corruption. **tivù** in particular shares and is aware and respects the ten principles of the United Nations Global Compact, the highest values that the United Nations recommended to the company, as a summary of the most important documents worldwide shared concerning human and employees rights, environment defence and fight against corruption. It also refuses the involvement with those who practise illegal activities or finance with illegal capital.

The Ethic Code is one of the tools of the Company in order to guarantee the disseminating and the compliance with the principles, rules and general standards of behaviour aimed at protecting the ethical reference values; the Code is aimed to prevent illegal offences sound in the Legislative decree above mentioned and is an essential part of the Model 231 adopted by **tivù**.

tivù recognises the significance of the human resources and its management is important for the respect of the staff with regard to loyalty and trust; it promotes the professional enhancement of the employees, which is an essential heritage for the success of the Company task, ensuring, for their own protection, the control aimed to respect the rules about health, safety and security of place of work (see 2.6.5).

tivù enforces specific attention to the inspiring principles of the present code, which represent the guidelines which motivate the company activities so that the Company will be seen from the market as a trustworthy partner, guiding the single behaviour in order to preserve **tivù** image. The ethic orientation is essential approach for **tivù** integrity in the relations with members, costumers and, in general, with the entire social and economic background where the Company operates. In particular they have to be guided by the principles of the Code:

- Administration Counsellors in establishing the Company aims, in proposing and carrying out the projects and the investments and also in every decision or action which reflects on the Company assets, management and technological values and the welfare of the employee sand community;
- The Directors, who are selected by the Board of Directors, the efficient implementation of the Code and in general Model 231, adopted by **tivù**, must give concrete form to the principles and values of the Code, by assuming the responsibility provided for by the Code, internally towards the company structure and externally towards third parties, by enhancing trust, the cohesion and a sense of team-work, promoting inside the company the sharing of knowledge and important experiences gained over time, in order to improve constantly the knowledge of the entire organization and encourage everybody cultural and action independently; they must always favour and promote, in professional behaviours and performances, the ethical respect and transparency in the services, even if it can mean a disadvantage of an economic return;
- The employees and the collaborators, in addition to conforming to the regulation in force are obliged to, adapt their own actions and behaviours to the principles, values, aims and to the tasks provided by the Code and the Model 231, always pursuing the excellence of performances and quality of services;
- Each company member, belonging to one of those above mentioned category, must provide skills and expertise adequate to the tasks assigned, always acting responsibly to protect the image and reputation of the Company where they work.

1.2 IMPLEMENTING FRAMEWORK AND RECIPIENTS

The **recipients** of the Code are all those who, directly and indirectly, permanently and temporarily, establish relations with **tivù** and operate to pursue its aims.

The recipients must know the requirements provided for by the Code of Ethics and must refrain from all contrary behaviours.

In particular the principles and the requirements of the Code are binding for Directors, Statutory auditors, the vigilant structure, auditing company personnel and for all of those who are bound to **tivù**, by a subordinate work relation, whatever level and without any exception, for **tivù** collaborators whatever relation, even temporary.

The Directors, the Statutory auditors, the Employees and the Collaborators are defined as recipients. And also include third parties who have fixed or temporary relations with **tivù** (for example: goods and services providers, experts, customers, partners etc.). The Code of Ethic should be brought to the attention by those parties and, as long as their field of competence it will be binding in case they operate for the Company.

In every business each counterpart must be informed of the existence of the Code and its contents and requirements to which they are obliged to respect. In contracts with third parties it is intended the addition of clauses and/or the adhesion of statements aimed to make the task official in respect of the Code and the Code of Ethic, and aimed to discipline the contractual sanctions, for the hypothesis of violation of that task.

According to the respect of normative, religious, cultural and social specificities peculiar of each system, the Code is valid in Italy and abroad, with the variations which can be made necessary and suitable because of the different realities of the countries where **tivù** could operate.

In the case that even only one requirement of the Code should be in conflict with the requirements in compliance for by the internal rules or in the company procedures, the Code will prevail over all these requirements.

tivù commits to the dissemination, check and monitoring of the Code, commits to the designation of the vigilant structure (see 3.0) and commits to the implementing of sanctions provided for as a result of the missed conformity of the contents of the Code; these sanctions are expressly pointed out in the Disciplinary System adopted by **tivù**, as the Code, constitutes an essential part of Model 231.

1.3 ACTIVITY ETHICAL SETTING

It is **tivù** belief that ethic in the conveyance of activities favours the business success, contributing in disseminating and image of reliability, fairness and transparency of actions in order to pursue Company own aims.

The relations with the outside must be characterized by an accurate and strict compliance with the laws, market rules and the inspiring principles of the loyal competition, according to the respect of the legitimate interests of their own stakeholders (see 1.5).

In order to properly develop these relations it's necessary that the Statutory auditors, Directors and all the employees of **tivù**, whatever level, cultivate and make available their own cultural, technical, operative and ethical experience to achieve success, each within their own functions and responsibilities.

It is necessary to identify and define the values that each recipient of the Code of Ethics must share, accepting responsible, roles, and model of behaviour in operating for the company.

1.4 UNETHICAL BEHAVIOUR AND REPUTATION VALUE

In the conduct of activities the unethical behaviour compromises the relationship of trust and can encourage hostile behaviour towards the Company.

The good reputation promotes the investments of the members and the institutional investors, attracts the best human resources, favours the relations with the commercial, business and financial interlocutors, strengthens the reliability towards creditors and the serenity in the relations with the suppliers/providers.

The belief that one is acting in favour or to the advantage of **tivù** can, never, in any way, justify any behaviour in contrast with the principles and contents of the Code, which the Company recognises as unconditional value.

1.5 THE STAKEHOLDERS

Stakeholders are all of those- people, groups, and organisations, institutions- whose interests are influenced by the direct or indirect effects of the **tivù** activities.

Are Stakeholders – and recipients of the Code of Ethic of **tivù**- the members, the administrators, the statutory auditors, the vigilant structure, revisers, the employees at all levels and without any exception, the collaborators, the customers, the suppliers, subcontractors and all of those who directly and indirectly, permanently and temporarily, establish relations with **tivù** and operate to pursue its aims. The maintenance, the development of the trustee relations and the mutual cooperation with the stakeholders is a primary interest of the Company, also in order for the mutual satisfaction of the parties.

1.6 ETHICAL PRINCIPLES

All the activities of **tivù** must be carried out in the respect of honest principles and with compliance by the law, professionalism, neutrality, fairness, transparency, loyalty, good faith and all the ethical principles in accordance with this Code, towards customers, employees, collaborators, members, commercial and financial partners and even public administrations and all of those who have business relations with **tivù**. These principles are hereafter reported and

define the ethical values of reference.

1.7 HONESTY AND NEUTRALITY

Honesty is the ethical principle of reference for all the activities carried out by the Company. The recipients of the Code of Ethics of **tivù** must respect the national and community laws in force and in general the international regulations of the Countries where **tivù** operates, the rules or internal codes and, where they are applicable, the professional ethics rules. Any violation of these rules in any case is not justified or tolerated by the Company.

The relations with the Stakeholders, at all levels, must be characterized by standards of fairness, cooperation, loyalty, transparency and mutual respect.

In the formulation of the contractual agreements they must be formulated clearly and understandably, ensuring the maintenance of parties' equality, In the decisions, which influence the relations with its interlocutors, **tivù** doesn't allow discrimination of any kind, based on age, sex, sexuality, health, race, nationality, political opinions or religious beliefs.

tivù accepts to exercise a constant supervision on the neutrality and equality of its own activity, ensuring the prompt honesty to give a clarification of its own choices and to correct without hesitation any possible lack or ambiguity.

1.8 PREVENTION OF CORRUPTION

In the conduct of its activities, **tivù** forbids any illegal action, towards or by third parties, which is also aimed to promote or favour its own interests, to get an advantage and to damage the neutrality and the independent judgment.

For this purpose **tivù** undertakes to carry out every necessary measure to prevent and avoid corruption/bribes' phenomenon, whether of current public affairs or private or of any other conducts suitable to complete the danger of criminal acts provided by the Legislative decree n. 231/01 and subsequent modifications and additions, especially the articles 24, 25, 25 as they were modified by the Law of the 6 November 2012, n. 190.

tivù does not allow any behaviour, not only active (corruption), but also any weakness or compliance towards external pressures (undue induction to give or promise utility).

tivù does not permit or offer money or advantages of any kind to/from third parties in order to get direct or indirect advantages for the Company; it is allowed to accept or offer gifts which can be seen as a common custom of hospitality, courtesy and on the occasion of particular events (see points 2.8; 2.9).

1.9 REJECTION OF TERRORISM

tivù rejects every form of terrorism and/or agitation of the democratic system and adopts, in its own activity area, the measures suitable to prevent the danger of an involvement in cases of

terrorism.

For this purpose it agrees to not establish, in any way, any working or commercial relations with subjects, whether physical or legal person, involved in terrorism, and it agrees to not finance or favour any of their activities promoting the dissemination of slogans with illegal contents.

1.10 PROTECTION OF INDIVIDUAL CHARACTER

tivù supports and respects human rights, according to the United Nation Declaration of Human Rights. Recognise the need for the protection of individual freedom and rejects every expression of violence, aimed to limit the personal freedom and rejects also mistreatment of prostitution and juvenile pornography.

1.11 INTEGRITY, RESPONSABILITY AND HUMAN RESOURCES VALUE

The respect of physical and cultural integrity of a person represent and ethical value of reference for **tivù**.

The Company protects and promotes the human resources' value in order to improve and increase each employee and collaborators experience and the heritage of their competences. To its employees, it undertakes to ensure respectable working conditions of the individual dignity and definite and healthy work-places by adopting all the necessary measures in order to ensure a system of health and safety in the work- places, following the precepts of the specific norm and monitoring in order to make these rules respected in the employees' interest.

The employees of **tivù** undertake, for the performance of their functions or tasks, to encourage their transactions and behaviours to the formal and substantial legitimacy in compliance with the rules of reference and the internal regulation of the Company; the adoption of responsibility is fundamental to achieve the highest level of ethical behaviour.

The company prevents and rejects any act of psychological violence or any act of mobbing and insists on avoiding any personal harassment in work relations, inside or outside the company, including:

- the creation of an intimidating, hostile or isolating for individual employees or groups of employees;
- unjustified interference in the work performed by others;
- placing of obstacles in the way of the work prospects and expectations of others merely for reasons of competitiveness.

Any form of sexual harassment is forbidden and are also forbidden behaviour or conversations, which can disturb the personal sensibility.

1.12 CONFLICT OF INTEREST

For the performance of their task or function, the recipients pursue the aims and the general

interest of **tivù** and avoid activities, behaviour and action, which are conflicting with the obligations connected to their relationship with the Company.

The recipients must beforehand inform the vigilant structure and their superiors about any situations or activities where conflict of interests is involved.

The recipients respect the decisions taken by **tivù**.

A situation of Conflict of interests means a recipients behaviour to pursue interests that are different from those of the Company. Benefits from the Company business opportunities or whether the Stakeholders' representatives (in groups, associations, public or private institutions) operate in contrast with the trustee duties linked to their working position.

tivù firmly disapproves of this behaviour even in the case that the Company could make a profit or take an advantage from this.

For example the situations, which can give rise to, a conflict of interests is:

- accepting money from people or companies that have or intend to have business relations with **tivù**;
- have a function of summit or have economic interests with suppliers, customers or competitors;

The conflict of interests has a direct effect on the person who is involved, limiting or influencing his neutrality in judgment. Anyone who believes to be involved in a conflict of interest or is embarrassed in managing a professional situation because of external influences or doesn't feel free in making decisions or in performing his activity must inform his supervisor in order to make the situation clearer and receive directions about the way to operate.

The member of the Boards of Directors must report the upload of their position every year.

1.13 CORPORATE GOVERNANCE

The governance system of the Company, aimed to pursue the Company interest and the protection of the company total result, must reconcile the maximisation of the aims of Company value with the Company risks control with the prevention of crime or any other offence which can damage Company interest, the protection of the Company heritage integrity and the respect of members rights.

1.14 COMPANY ASSETS, CREDITORS AND MARKET

The protection of the Company assets integrity, of the creditors' interests and in general of third parties, is part of the **tivù** ethical heritage of reference.

1.15 ENTREPRENEURSHIP

The Company management is characterized by cost-effective and efficiency criteria in order to obtain customers' satisfaction; is aimed to guarantee a continuous agreement concerning

technological evolution, in order to achieve the highest quality standards of services and is aimed to identify the best opportunities offered by the national and international market in order to understand innovative solutions/services.

1.16 MANAGEMENT OF COMMUNICATION AND ADVERTISING SPACES

In the choice of the editorial policy, the management of advertising space, in an eventual production of programs and in the management of the website of the Company, the employees must avoid, with the use of control procedures, that the contents are not in conflict with the law, must control the compliance with the rules in force in order to protect minors and must control that the contents haven't the following points as subject;

- the juvenile prostitution induction;
- mistreatment of minors for pornographic exhibitions or production and possession of pornographic material;
- touristic initiative propaganda aimed at exploitation of prostitution;
- any form of induction, implicit or explicit, to racial discrimination;
- induction to violence with a purpose of terrorism or subversion to the democratic system.

1.17 SHARING OF THE ETHICAL PRINCIPLE OF REFERENCE

tivù operates in order to make its ethical principles appreciated and shared by all of those who collaborate with the Company to achieve its aims, and for this purpose it undertakes to promote those values in its own activity, organising suitable training and information sessions for the employees and collaborators.

2 GUIDELINES, RULES AND GENERAL STANDARDS OF BEHAVIOUR

2.1 MEMBERS AND COMPANY BODIES

2.1.1 Relations with members and promotion of investments

tivù seeks to make the members' involvement in the decision within their own respective area of competence widespread and aware so that the equality in information is guaranteed.

tivù ensures that the economic/financial performances can protect and increase Company value, in order to remunerate risk that company members run by investing their capital and in order to guarantee other suppliers balance.

2.1.2 Company bodies

The activity of the company bodies is characterised by the respect of rules in force of the corporate bylaws/Social Statute, national, community and international rules in force.

2.1.3 Administrative body- the duties of individuals

The parties elected for this function must:

- ensure that the Company could take an advantage from their skills;

- participate in the work of the Council board and in the shareholders' meeting, reporting instantly any situation of interest where they are involved in;
- maintain confidentiality about the information assimilated during its term of office;
- Prevail the company interests rather than personal interest.

2.2 TRASPARENCY, COMPLETENESS AND CONFIDENTIALITY OF INFORMATION

tivù undertakes to manage the flow of information towards the stakeholders in order to make it complete, clear, transparent and, according to the economic, financial, accounting or management data, it meets requirements of honesty, completeness and accuracy.

tivù also ensures the confidentiality of information defining and uploading the specific procedures for the protection of information requested by the rules in force concerning the processing of personal data.

All of those who, during their work, have the information and reserved data availability, must use those data only in compliance with the law.

2.3 ENVIRONMENTAL PROTECTION

2.3.1 Respect of environment

tivù undertakes in the fulfilment of its activities according to the respect of environment and public health.

It undertakes to motivate and sensitize all the company employees, promoting a positive mood and increasing their sense of responsibility towards the environment, also through and adequate training.

2.4 RESPONSABILITY AND PROCEDURES

The responsibility to recognize an internal and efficient system of control in order to adhere to requirements set forth in the Model 231 adopted by the Legislative decree n.231/01 and subsequent modifications and additions, entrusted to the organizational structure whose Directors have to promote the necessary activities to the implementation of the model, involving the employees and the collaborators in their own respective areas of competence, and verifying the compliance with a correct conduct.

All the employees and collaborators within their own function and activities shall define and participate actively in the correct functioning of the system of control.

Each transactions must be supported by a correct, clear and complete documentation which has to be maintained, in order to allow the reasons' control, the characteristics of transactions and the correct identification of those, who during different stages, had authorized, carried out, stored and verified/checked it.

The Code of Ethics and the Model 231, comma I letter a of the Legislative Decree 231/2001 and subsequent modification and additions are deeds of issue of Board of Directors, and according

to these functions, must control the implementation and compliance with the Code and Model adopted for the Company, that the Board of Directors will consider worthwhile, also using internal bodies and functions appropriate for each purpose.

2.5 ADMINISTRATIVE MANAGEMENT FINANCIAL STATEMENT AND INTERNAL CONTROL

tivù in drawing up financial statements and every other requested accounting document, respects laws and regulations in force and adopts the procedures and the most advanced accounting principles. The accounting situations and the financial statements represent the operational events (economical, patrimonial and financial) according to clarity criteria, honesty and fairness. The administrative/accounting systems allow rebuilding of the individual operational events and accurately representing companies' transactions.

tivù adopts all the necessary tools for addressing, managing and checking company activities aimed at ensuring compliance with company laws and procedures, at protecting corporate assets managing activities and providing precise and complete accounting and financial information.

All the employees occupied in producing, processing, recording this information are responsible for accounts' transparency, which flow into the company financial statements. Each accounting record must reflect exactly what the supporting evidence shows.

The employees and each beneficiary of the Code is aware of any omissions, forgery and serious irregularities in accounting or in documents on which accounting entries are based on, shall bring immediately the facts to attention of the Vigilant Structure which will protect the source privacy.

The efficiency of internal controls on company processes is ensured through regular checks (punctual and sample) performed by competent supervisors on those processes.

The internal controls ensure the suitability/adequacy of different company processes in terms of effectiveness, adequacy, coherence, efficiency and cheapness; they check the compliance of behaviour with rules, guidelines and company orientation framework; they guarantee reliability and fairness of the books of account and protection of company heritage.

2.6 EMPLOYEES AND COLLABORATORS

2.6.1 Employees selection

The evaluation of employees to be hired is based on the conformity of candidates' profile according to the company needs, protecting everyone equal opportunities.

The information needed is linked with the security check procedures contemplated by the

professional and psycho-aptitude profile in compliance with privacy and candidate opinions. **tivù** agree not favour any influence of peddling and nepotism and not to establish any working relation with parties involved in terrorism, corruption, illegal abuses or any other crime contemplated by the legislative decree n. 231/01 and subsequent modifications and additions.

2.6.2 Business relationship

tivù employees are hired with a regular employment contract **tivù** rejects any form of illegal and child labour.

To establish a good business relationship the employee must sign the employment agreement and the commitment, comply with the Code and his participation to training and information opportunities organized by the Staff management/Employees' Direction, which collaborate with the vigilant structure about the contents of the Model; the employee must be informed about:

- the characteristics of the function and the task requested;
- the regulatory and contributory fundamentals of the contract;
- the company rules and procedures in force, to prevent possible health and security risks deriving from working activity;
- the disciplinary system adopted by **tivù**;
- the discipline contemplated by the legislative decree 231/2001 and subsequent modifications and additions, the contents of the Ethical code and the model 231 adopted by **tivù**.

To the employees already hired, before date of use of the present Code, a copy of this document will be delivered and they must agree to a letter of commitment which complies with the Code and their involvement in the training and information opportunities.

2.6.3 Staff management

tivù rejects any form of discrimination towards any employee.

Within the staff management processes, the decisions reached are based on the conformity with Company needs and with employees/collaborators' profiles and merits. This also applies to others roles and tasks.

In case of reorganisation, **tivù** protects the value of human resources considering, if necessary, training activities and professional requalification.

2.6.4 Spread of employees policy

tivù undertakes to share the staff management policy with all the employees through the company communication tools (intranet, web, organisational documents and supervisors' communications or direction).

2.6.5 Health and security

tivù undertakes to preserve, with preventive measures, health and security of employees and for this purpose promotes and spreads the culture of health and security in the work- places, also through specific training and information programmes for **tivù** employees.

Directors, employees and collaborators agree to respect the rules and duties contemplated

by the health and security on the work premises legislation in force and contemplated by the security management system adopted by **tivù**, in order to prevent risks concerning health and security of employees on the work premises, and contemplated by the Code.

It is forbidden to smoke on the work premises of the company.

2.6.6 Employees tasks and duties

tivù employees must work according to diligence, competence loyalty, reliability avoiding promoting or taking part in situations, which can impose a conflict of interests, each employee must inform his supervisor and/or the vigilant structure.

2.6.7 Knowledge of rules

tivù considers as an essential component of the trustworthy relationship with employees, the knowledge and the implementation of the disciplines, which regulate company activity, the respect of the rules, regulations and internal procedures in force, and also all the requirements contemplated by the Code and the Model 231.

2.6.8 Duties of reporting and documentation

Each **tivù** employee must contribute to ensure the correct reporting of each operational event and protect, according to proper criteria for a reasonable availability, the supporting documents of each transaction. In order to protect the correct and truthful representation of economical, patrimonial, financial results and to guarantee that all the transactions will result in compliance with the organizational set-up and with the proxies and in compliance with the laws and company rules.

2.6.9 Use of corporate assets

The employees of **tivù** must use suitable behaviour not to damage the corporate assets and office security where they operate, also over time. The employee must respect the operational procedures contemplated for the use of corporate assets, reporting the use where necessary.

Using computer applications, each employee must respect internal rules about Internet connection and company email.

2.6.10 Collaborators' duties

The behaviour of the all collaborators of **tivù** (non-permanent staff) such as: freelance professional, consultant, independent contractor, collaborators agents, ecc) must be characterized by similar principles of fairness, good faith and respect of laws and rules in force, they must pledge to respect the requirements contemplated by the Code which includes the letter of employment, job agency temporary contracts.

2.7 SUPPLIERS, CUSTOMERS AND PARTNER

tivù asks its suppliers, customers and partners the agreement of the ethical principles of reference contemplated in the Code. The Company, considers this as fundamental for the establishment of a good business relationship, in each contract it refers to the duty for the contractor to respect those values.

The relations with the suppliers, customers and partners (commercial and financial) are ruled by specific contracts another adequate documentation aimed to obtain the best clarity in relationship discipline. During the selection of a supplier, comparative evaluation criteria are used in order to identify the best contracting party according to the right comparison between the quality of product/service and the economic factor of the requested price.

Suppliers are selected also considering the ability to guarantee:

- the implementing of systems of adequate company quality, where it is provided;
- the availability of adequate organizational resources and structures;
- the respect of rules concerning labour, also concerning child labour and the implementing of systems concerning workers' health and security, where provided.

The violation of the Code of Ethics by the suppliers, customers, partners is so serious that can expose the Company to the risk of any sanction provided for by the Legislative decree n. 231/2001 and subsequent modifications and additions "Discipline concerning the Company administrative responsibility", and it could also cause the dissolution of the business relationship, the monetary compensation for the damages and the protection of its own rights, also for the company image and reputation damage towards third parties.

2.8 PUBLIC ADMINISTRATION

The recipients of the Code must operate in compliance with the law and with the ethics in the relations with the public administration, whether commercial or administrative, and they must avoid to act illegally, such as the crimes concerning the relations with the public administration, provided by the legislative decree 231/2001 and subsequent modifications and additions.

Undertaking with Public administration and public institution is reserved to the competent directors and in particular to the supervisors who are appointed to do so; this activity must be implemented in a transparent, strict and coherent way in order not to compromise the integrity and the image of both parties.

In relations to public officials and/or public service officer, it is forbidden to accept any form of gift or free, promised, offered and received benefit which can be seen as an excess of the commercial or courtesy practices, or oriented to obtain preferential treatments in managing any operation which can be associated to the Company.

It is acceptable in special occasions (such as Christmas) that **tivù** can honour some interlocutors with goods of moderate value, which can be seen as a promotion work, otherwise acts of kindness. The value of the gifts towards public officials cannot exceed the value

provided by the single public administrations.

It is necessary that the Company maintains proper supporting evidence in order to control the REQUIREMENTSs provided by the Code and by all the other checks systems adopted.

To explain: relations maintained with public administration and public institution is all the relations with:

Public officials or public services' officers which act on behalf of public administration, central and marginal, legislative bodies, community institutions, international public organisation and/or any country abroad;

- judiciary;
- political parties and their delegates;
- vigilant public authorities and others independent authorities;
- concessionaire private partners of a public service;
- social security bodies;
- bodies responsible for the collection of tributes;
- bodies provided for the security and prevention of injuries and similar and any other body which belongs to the public administration.

Attention must be paid to the relations with the subject already mentioned in operations such as tenders, contracts, authorizations, licenses, concessions, managements' requests and the use of funds of public origin (national, community, international) managements of orders etc..

tivù prohibits every recipients of the Code from offering and promising, directly or indirectly: money, gifts, payments, exercise illegal influence, promise goods, services, performances or favour to directors, officials or employees of the public administration, public services officers, their relatives and/or cohabitant, in order to act not in compliance with the duties provided by public administration (and also in order to favour or damage a party in a civil, penal/criminal or administrative process, make the Company directly or indirectly advantaged).

tivù prohibits every recipients of the Code from offering and promising, directly or indirectly: money, gifts, payments, of whatever form, even if they are requested and generated by a functionary or by the public service officer. Acquiesce by recipients of the Code to the requests of a functionary or of a public service officer who abusing of his office influences one's will making him offer goods of any kind for him or for third parties, this exists also towards the subject induced to be unlawful, the crime of undue induction to give or promise utility referenced in the article 25 of the Legislative decree 231/2001 and subsequent modifications and additions which has the administrative responsibilities.

The recipients of the Code who operate in favour of **tivù** who receive explicit or implicit requests of benefits, of any kind, from subjects of public administration immediately must :

- terminate any relation with them;
- inform in writing the Director or the Board of Directors;
- inform in writing the Vigilant structure.

The provisions above mentioned must not be avoided by using different forms of aid and contributions, which are seen as tasks, expert advices, advertising etc., can put forward aims similar to those which are prohibited.

tivù does not permit the use to present declarations, false documents or certified information and/or untrue statements or omit information to obtain donation, loans, and any other supply allowed by State, a public body, European Union and by other public international or supranational organizations.

It is forbidden to mislead with fraud to achieve an illegal profit for the Company damaging others parties. The violation of this prohibition is even more serious if it is State or a Public Body that are misled.

The illegal profit could be direct or indirect and includes contributions, loans and any other supply allowed by State, a public body, European Union and by other public international or supranational organizations even donations, authorization, licenses and any other administrative act.

It is also forbidden to use donations, loans and others supply, granted by the above-mentioned subjects, for aims different from those they were provided for.

It is forbidden to modify the functioning of a telematic or computer system or to illegally intervene in any way on data, information and programs included or relevant to it, in order to obtain an illegal profit by damaging other parties.

2.9 GIFTS AND BENEFITS

In business relations gifts are aimed to promote **tivù** image and must not exceed the normal business or kindness costumes, which are seen as tools for obtaining preferential treatment in any activity of **tivù**.

It is allowed that in special occasion (Christmas, company events, weddings, etc) it is permitted that **tivù** honour other in order to avoid non compliance with the rules or image and integrity damaging of **tivù**, the transactions above mentioned and the management of financial resources must be conducted only by the authorized Company directors, in compliance with by the laws, code's principles and in strict compliance with the provided internal control systems approval cycles and by the Company procedures.

2.9.1 Employes' duties

Each administrator, employ or collaborators of **tivù** must refuse gifts or any donation which exceeds the regular courtesy rules and to avoid for himself and others, benefits or goods which are not in compliance with the regular commercial relations aimed to threaten the judgement independence and the operational accuracy. Administrators, employees and collaborators who receive gifts or benefits, which are not in compliance with the above-mentioned standards, must inform the vigilant structure for the evaluations required.

2.10 IMPLEMENTING OF TELEMATIC OR COMPUTER RESOURCES

The implementing of telematic or computer resources provided by the Company must be in compliance with by the rules enforced (concerning the computer violations of rules, computer security, privacy, copyright) and in compliance with internal and/or group procedures (such as Programmatic Security Document on privacy and IT Policy and all the other documents mentioned) and those procedures which will be later approved, avoiding to expose the Company to any form of culpability and/or sanction. It is forbidden for administrators, directors and/ or employee of the Company or for anyone who operates on behalf of the Company to enter without any authorization and it is against the law to violate the access limits of the computer or telematic systems belonged to others parties. These obligations must be respected also according to limitation of access of the company computer system and where this access is only pertinent to given parties.

The implementing of the law requirements concerning the above mentioned procedures and rules of company behaviour, in order to prevent computer crimes and the illegal treatment of data, are provided for Company employee and third parties which operate on behalf of the Company:

- correct and periodical information activities concerning those procedures and rules of company conducts;
- adequate procedures for the assignment and management of personal access credentials (username and password) and the establishment of validity coherent terms for personal access credentials;
- adequate procedures for the authentication and the access to the telematic and computer resources;
- each user responsibility on saving activities and data memorisation;
- use of company mail and internet access through the company structures in force for working reasons;
- supervision/monitoring and control of access to websites and the correct use of Company computer and telematic resources in compliance with the privacy requirements in force;
- the prohibition, with the exception of specified authorization for specific business purposes,

also through automatics interruption and limitation procedures of connection, consultation, web surfing, streaming, and downloading on websites which can considerate illegal (to explain web sites which contain contents not in compliance with the law, with freedom of worship, with law and order, with those which violate privacy, promote and/ or can support terrorist or subversive movements which can be associated to hacking and which violate copyright and intellectual property rules);

- the prohibition to modify the standard set up of company software and hardware and the prohibition to modify the connection of company computer and telematic resources to the public or private connection network through tools of any kind (telephone lines and wireless devices);
- the prohibition to modify files with prohibitive validity;
- the prohibition to elude all the internal security rules imposed on the company telematic and computer resources and on the internal connection lines;
- the duty to inform the vigilant structure of the Company about any interference or illegal action on company telematic and computer resources.

2.11 INSTITUTIONAL RELATIONS

In relations with the State institutions, international or supranational, **tivù** undertakes to represent transparently, strictly and with coherence the company interests and roles avoiding the collusive behaviours.

In order to guarantee clarity and transparency, only the supervisors of the company functions, which they are appointed to do, must carry out contacts with institutional interlocutors.

What concerns the gifts and acts of favour is valid what has been already mentioned in point 2.9 and successive.

2.12 PARTIES AND LABOUR UNIONS

Any potential funding in favour of a political party must be in compliance with the rules in force. The Boards of Directors must authorize the payment of these loans.

tivù abstain from acting in a way, which can directly or indirectly exercise undue influence towards politician or union official otherwise political or union groups.

2.13 DONATIONS AND SPONSORSHIP

tivù can participate to donations requests of associations and bodies whose actions are destined for cultural, charity, community and humanitarian initiatives.

In any case **tivù** must pay attention to any possible form of personal or company conflict of

interests.

2.14 ADVERTISEMENT

Advertisement must not violate or go against the law and must be shared responsible in compliance with the Code of advertisement auto discipline.

Advertisement must be loyal, honest, truthful, correct, and recognisable as an advertisement and not misleading. must not contain elements which can offend the moral, civil, religious, political certainties of people such as the group, race, gender, nationality, social or professional class's identity avoiding any discrimination in compliance with the respect of human beings; it must not be inserted in animated cartoons which are destined for children or in religious functions. It is forbidden the product placement, indirect or subliminal advertisement.

2.15 BEHAVIOUR TOWARDS LEGAL AUTHORITIES

Each recipient of the Code (according to the duties and positions held within the Company) must avoid behaviour, which can be considered illegal by the article 25-nonies of the Legislative Decree 231/2001 "induction to grant mendacious declarations to the legal authority".

The recipients must conform to the following behaviour principles:

- 1 - forbidden to convince, by using violence, threats, corruption, anyone granting mendacious declaration to the legal authority or making them use the right to remain silent provided by the law in order to favour company interests or to take advantages;
- 2 - collaborate in an effective way and declare the truth in relations with legal authorities;
- 3 - recipients (the accused, informed witness of a penal procedure) who have to legally declare to a legal authority about their working activity, must freely express their own representation or use the right to remain silent according to the law; they must also maintain utmost discretion for the declarations and their issues, in the case these are protected by administrative secrecy. All the recipients must inform their own supervisor and the supervisors of Legal affairs' area of any act of summons and any penal procedure in which they are involved concerning their work .

3 VIGILANT STRUCTURE FORMER LEGISLATIVE DECREE 231/01 AND SUBSEQUENT MODIFICATIONS AND ADDITIONS

The Vigilant structure, established according to the legislative decree 231/01 and subsequent modifications and additions, has the task of monitoring the respect for moral principles included in the Code of Ethics and monitoring the suitability and updating of the Model 231 adopted in order to prevent crimes of former legislative decree 231/01 and subsequent modifications and additions.

The Vigilant structure operates with the highest discretion and with the complete support of **tivù** Director; it informs the Chairman/President/Chief Executive Officer (CEO) and the

Managing Director and, where necessary, the Board of Director and/or the Board of Statutory Auditors.

3.1 REPORTS

Any possible violation of principles and Code dispositions by the Recipients of the Code must be promptly pointed out to their own director of function and/or directly to the vigilant structure. If the reports need, according to the rules in force, a preferential treatment (including the maintenance of an anonymity profile) **tivù** undertakes to protect such confidentiality, in compliance with law disposition, the regulations or the processes applicable to the case.

tivù will reject any consequence of an act of good faith will reject any consequence of an act of good faith. Considered that the chance of an open communication is fundamental for implementing of the Code.

Any possible anonymous report or any written report could be considered only if they have enough information to identify the terms of violation and to allow to the Vigilant structure to properly investigate.

4 REQUIREMENTS FOR IMPLEMENTING AND END RESULTS

4.1 ADHESION TO THE CODE REQUIREMENTS

As mentioned in 2.6.2 paragraph, the Staff management delivers a copy of the Code to all the **tivù** employees, who are requested to subscribe a letter of commitment in compliance with the Code and the Model and with the involvement of the training and information programmes.

For the new employee this clause is included in the letter of employment.

Concerning counsellors and the suppliers are provided different forms of adhesion from employees, by the competent supervisors.

4.2 CONSEQUENCES DERIVING FROM THE CODE VIOLATION

Any Violation of hypothesis included in the Code is disciplinary and a contractual offence, with regard to external collaborators, suppliers, customers and partners, and could be subjected to sanctions proportionally to the seriousness of the non-fulfilment or the action, if not previously contested, however the respect of procedures which are indicated in the article 7 of the law 20/05/1970 n. 300 (c.d worker statute) and collective contracts of company rules adopted by **tivù**.

4.3 TRAINING ACTIVITIES

The hypothesis included in the Code, must be known by all the employees and will be subject, entirely and/or specific research sections, of independent training actions, as mentioned in the Diffusion document, fundamental part of the Model 231 adopted by **tivù**.

4.4 INSTITUTIONAL COMMUNICATIONS ACTIVITIES

The principles and ethical values, fundamental for each action and relation of **tivù**, are employed as proper forms of corporate communication, according to the resources and procedures which are considered the most adequate by the Directors of Company.

4.5 CODE REVIEWS AND PERIODICAL UPDATING

Possible or necessary changes and/or additions of the Code are the responsibility of the Boards of Directors, while the Vigilant structure must monitor, modify and complete the requirements included in the Code, subscribing any proposal to the Board of Directors for the essential approval.



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