

ISAGRO GROUP

CODE OF ETHICS

*Document approved in its updated version by the
Board of Directors of Isagro S.p.A.
with resolution of September 5th, 2018*

TABLE OF CONTENTS

DOCUMENT INFORMATION	3
1. INTRODUCTION.....	4
1.1 Isagro Group presentation	4
1.2 Our mission.....	4
1.3 Scope and area of application	5
2. ETHICAL PRINCIPLES	6
3. RELATIONS WITH SHAREHOLDERS, COMPANY BODIES, STAKEHOLDERS AND FINANCIAL MARKETS	7
3.1 Corporate governance.....	7
3.2 Administrative and accounting management.....	7
3.3 Financial Communication	8
3.4 Intercompany transactions	8
4. MANAGEMENT AND PROTECTION OF HUMAN RESOURCES	10
4.1 Equal opportunities	10
4.2 Discrimination and sexual or moral harassment.....	10
4.3 Child labour, forced labour and irregular labour	10
4.4 Freedom of association and collective bargaining	11
4.5 Conflict of interests	11
4.6 Care when using Company resources	12
4.7 Protection of IT equipment.....	12
4.8 Health and safety	12
4.9 Privacy policy	13
5. RELATIONSHIPS WITH CLIENTS	14
5.1 Quality and customer satisfaction control.....	14
5.2 Contract and communication with clients	14
5.3 Cash inflows management.....	15
6. RELATIONSHIPS WITH SUPPLIERS	16
6.1 Suppliers selection and procurement process.....	16
6.2 Conduct and integrity of suppliers.....	16
6.3 Cash outflows management	17
7. RELATIONSHIPS WITH THE GENERAL PUBLIC.....	18
7.1 Respect and value creation for the general public.....	18
7.2 Market and competition.....	18
7.3 Donations/acceptance of gifts or other offerings.....	19

7.4	Environmental protection.....	19
7.5	Industrial and intellectual property rights.....	20
8.	RELATIONSHIPS WITH OTHER STAKEHOLDERS.....	21
8.1	Relationships with Public Administration.....	21
8.2	Relationships with consultants, agents and other collaborators.....	21
9.	MANAGEMENT AND APPLICATION OF THE CODE OF ETHICS.....	23
9.1	Adoption, communication and circulation of the Code of Ethics	23
9.2	Supervision over compliance with the Code of Ethics	23
9.3	Reporting mechanisms	23
9.4	Code of Ethics violations	24

DOCUMENT INFORMATION

VERSION	DATE OF BOARD APPROVAL	NOTES ON DOCUMENT AND BRIEF DESCRIPTION OF THE CHANGES
1	March 22 nd , 2006	First adoption of the Values Charter and Code of Ethics by Isagro S.p.A..
2	November 10 th , 2011	Update and extention of the Code of Ethics to all Group Companies.
3	November 14 th , 2016	General revision of the Group Code of Ethics.
4	September 5 th , 2018	Update/ integration of the document with particular reference to sections: "Ethical Principles", "Management and protection of Human Resources", "Management of relationships with consultants, agents and other collaborators" and "Reporting mechanisms".

1. INTRODUCTION

1.1 Isagro Group presentation

Isagro Group (including the Parent Company, Isagro S.p.A. and the other Companies belonging to Isagro Group, hereinafter jointly referred to as the “Group”) operates internationally in the research, development, production and marketing of proprietary agricultural pharmaceuticals, distributing them to a number of important overseas markets.

Isagro sells in more than 80 countries and directly invests in the innovation and in the development of new molecules and other active principles with a low environmental impact. The Group carries out its manufacturing activities at 5 sites, 4 in Italy and 1 in India and directly distributes in Colombia, India, Spain and United States and, thanks to key local partners, in other markets.

Established in 1992, Isagro S.p.A. was listed in 2003 on the Italian Stock Exchange’s Mercato Telematico Azionario (Screen Based Stock Exchange) and was admitted to the High Performance (Requirement) Equities Segment (STAR) in 2004.

1.2 Our mission

*“Our mission is to **offer chemical and biological solutions**, which are innovative for the health of crops with full **respect for the environment** and for users and consumers of **agricultural products**. At the hearth of our strategic and innovative projects, are **Farmers and Farms** with their need to satisfy the food chain with high quality products. Our ambition is to guarantee food safety by exploiting the planet’s resources sustainably: **a larger production in a better way.**”*

1.3 Scope and area of application

This Group Code of Ethics (hereinafter the “Code of Ethics” or simply the “Code”) has been drawn up in order to define principles that are common and may be applied to all the Countries in which Isagro Group operates, in compliance with the laws and regulations in force in each country. The aim of this document is:

- to guarantee respect for the fundamental rights of all the Group’s collaborators, whether they are employees, managers, directors or members of administrative bodies (hereinafter referred to collectively as “Addressees of the Code” or simply “Addressees”), in accordance with the principles laid down in international conventions and guidelines on the subject;
- to define common rules to ensure consistency in the Group’s activities in relation to those aspects deemed fundamental to achieve the Company’s mission and strategies, the compliance with the law and to protect its own image;
- to ensure the development of a common Company culture.

To this end, the Code establishes the minimum, common rules that must be followed by all Addressees, both internally and in relation with external persons and companies that have business dealings with it. The effective application of the Code, as part of its business activities, is one of the Group’s priorities.

The Code of Ethics applies to Isagro S.p.A., all Group Companies and all its employees, managers, directors and members of administrative bodies (the Addressees of the Code).

Furthermore, the Code applies to all activities carried out by the Group, whether they are performed internally or through suppliers, consultants, agents, contractors or sub-contractors or partnerships.

Under no circumstances the conviction of acting for the benefit of the individual companies of the Group or of the Group as a whole will justify the adoption of a conduct contrary to the principles of this Code of Ethics.

Any violation of the rules contained in this Code, defined in more detail in paragraph 9, will be punished as established by the Group rules and the applicable laws.

The original version of this Model is in Italian and has been translated into English for circulation purposes. In case of differences between the two versions, the Italian one will apply.

2. ETHICAL PRINCIPLES

Lawfulness

The Group considers lawfulness to be an essential value in the performance of its business. It therefore undertakes to respect the laws in force, the Code of Ethics and, in case of not clear written rules, the generally- recognised business practices.

In particular, corruption, active or passive conduct against Public Administration officials or private individuals, or collusive behavior of any kind and in any form with such persons is not permitted or tolerated.

Integrity and Transparency

All activities performed in the name and on behalf of the Group are based on the respect for the principles of integrity and transparency and are carried out with a sense of loyalty and responsibility, propriety and in good faith.

Each Group Company undertakes to guarantee propriety, completeness, accuracy, consistency and timeliness in managing and communicating Company information, thus preventing misleading conduct from which the Group could obtain an unfair advantage.

Equality and Value of the individual

The Group respects the fundamental rights of all the persons with whom it engages for any reason, protecting their physical and moral integrity and ensuring equal opportunities.

The Group rejects any form of discrimination based on age, sex, sexual orientation, health, race, nationality, culture, social class, political opinion or religious belief.

The Group provides its collaborators with a safe and healthy working environment and working conditions that respect an individual's dignity.

Diligence and Professionalism

Addressees are required by the Group to perform their professional activities diligently, acting in the interests of the Group Company for which they work and striving for effectiveness and efficiency, in the full knowledge that ethics represents the Group's primary interest and that, therefore, conduct that may appear to benefit the Group, but which is in contrast with the law or this Code of Ethics, will not be tolerated.

Confidentiality

The Group undertakes to treat as confidential any information acquired while carrying on its business, ensuring full and timely respect for the data security and protection measures of its IT systems and archives, based on the applicable laws in subject.

The obligation not to disclose confidential information remains effective even after termination of the employment agreement and/or the cooperation agreement.

3. RELATIONS WITH SHAREHOLDERS, COMPANY BODIES, STAKEHOLDERS AND FINANCIAL MARKETS

3.1 Corporate governance

The Group operates so that the shareholders' participation in decisions within their competence is widespread and informed, promotes equality and completeness of information and safeguards their interests. The corporate governance system adopted by the Group is compliant to the legislation, is inspired by the highest standards of transparency and correctness in the management of the Company and is mainly addressed to:

- create value for shareholders;
- ensuring transparency vis-à-vis the market;
- ensure the regularity of operations management;
- ensuring quality of goods for customers;
- control business risks;
- reconcile the interests of all the different components of the shareholder base, with particular attention for small shareholders.

3.2 Administrative and accounting management

The Group complies with legislation and, in particular, with the regulations related to the preparation of financial statements and to all types of compulsory administrative and accounting documentation required.

Accounts shall be kept in an accurate and complete way and timely, in compliance with Company procedures in accounting, in order to achieve a fair representation of the equity, financial situation and activity management. All the actions and operations of the Group Companies must therefore be correctly recorded, authorized, verifiable, legitimate, consistent and congruous. Accounting is based on generally accepted accounting principles and systematically detects the events arising from the management of the Company.

To this end, all corporate functions are required to guarantee maximum cooperation to ensure that operating events are represented correctly and promptly in the Company accounts, ensuring completeness and clarity of the information provided, as well as fairness and accuracy in data processing. For each accounting entry that reflects a Company transaction, adequate supporting documentation must be kept. Such documentation must identify the reason of the operation that generated the detection and the related authorization. The supporting documentation must be readily available and archived according to appropriate criteria that allow easy consultation by both internal and external entities allowed to control.

In particular, the auditors, both internal and external, must have free access to data, documents and information needed to carry out their activities. It is expressly forbidden to prevent and hinder

control or auditing activities legally attributed to shareholders, other corporate bodies or the appointed audit firm.

3.3 Financial Communication

The Group acts in full transparency and adopts specific procedures to ensure the accuracy and truthfulness of corporate communications (financial statements, periodic reports, information prospectuses etc.) and to prevent the commission of corporate offences (i.e. issuing false corporate statements, impeding the functions of the Supervisory Authorities etc.) and market abuses (insider trading and market manipulation). The Group also makes available all the information needed by investors to make decisions based on knowledge and understanding of corporate strategy and operational performance.

The Group's information to the market is not simply characterised by compliance with the pertinent rules and regulations, but also by language that is easy to understand, comprising the thoroughness, accuracy, timeliness and uniformity of information provided to all investors.

Isagro S.p.A.'s Board of Directors adopts an Internal Dealing Code and Internal regulations for the handling of confidential information and for communication to the outside world of documents and information, which also include the procedures for the external circulation of documents and information concerning Isagro, which particular reference to privileged information.

By way of example only and on the basis of their effective importance, privileged information includes: accounting data for the period, information on new initiatives of particular importance or negotiations and/or agreements on the acquisition and/or sale of major assets or major developments concerning the amount of customers served and also extraordinary Company operations (mergers, divisions, etc.), legal disputes, operations with related parties and changes in personnel with strategic responsibilities.

Addressees shall refrain from:

- using said information when purchasing or selling or when trying to purchase or sell for themselves or on behalf of a third party, either directly or indirectly, the financial instruments to which said information relates;
- disclosing said information to another person outside the normal context of their work, profession or duties or for purposes other than those for which it has been disclosed to them;
- using privileged information to recommend to another person that he/she should buy or sell the financial instruments to which said information relates or financial instruments to which said instruments are related, or arranging for another person to buy or sell them.

3.4 Intercompany transactions

Isagro requires all Companies to adhere to the values expressed in the Group Code of Ethics and sincere cooperation in the pursuit of goals, in full compliance with the law and regulations.

Each Company will refrain from any behavior that could prejudice the integrity, autonomy or image of the Company or the Group. The circulation of information within the Group, in particular for the

purpose of preparing consolidated financial statements and other reports, shall be in accordance with the principles of truthfulness, accuracy, completeness, clarity, transparency, respecting the scope of activities of each Company.

The economic and financial intercompany transactions between the Group Companies are managed at market values.

The negotiating transactions between Group Companies must be duly formalized and take place in accordance with the principles of fairness, effectiveness of the underlying economic relations and protection of respective interests.

4. MANAGEMENT AND PROTECTION OF HUMAN RESOURCES

4.1 Equal opportunities

The Group abides by the principle of equal employment opportunities:

- decisions relating to recruitment, promotion, training, refresher training and remuneration must be based on the abilities, skills and experience required to carry out the work. Under no circumstances shall family or personal relationships be taken into consideration when deciding whether an individual has the ability to hold a position. Applicants who have family or personal relationships with a person who has or has had a business relationship with the Group shall be assessed solely on the basis of their own merits;
- any person involved in the selection process who is faced with a conflict of interest must ask to be excused from taking part in the process.

Any management decisions involving an employee who has a family or personal relationships with a manager, which might cause an actual, potential or apparent conflict of interests, shall be referred to another manager or to their direct superior. Such decisions may relate to promotions, salaries, assignment of tasks, training/refresher training, right to work overtime and performance assessment.

4.2 Discrimination and sexual or moral harassment

The Group is committed to providing and maintaining a working environment that protects the dignity of all persons.

The Group does not allow moral or sexual harassment or any other form of harassment in the workplace against its employees and/or consultants, whether by a fellow employee or by a third party with which the Group has a business relationship. Such behaviour will not be tolerated at any level and will be prosecuted in front of any competent Court.

Discrimination on grounds of race, nationality or ethnic origin, skin colour, religion, age, gender, sexual orientation, marital status, disability, social class or a conviction that has been spent, will not be tolerated.

Phenomena such as racism, xenophobia, the denial of crimes against humanity, in whatever form they are manifested, including dissemination through social media, are repudiated and condemned in the most absolute way.

Discrimination and harassment against suppliers, consultants, clients and other persons with whom the Group has a business relationship is also prohibited.

Refusing to enter into a business relationship with any person or to continue such relationship in order to comply with the rules laid down herein shall not be deemed to be discrimination.

4.3 Child labour, forced labour and irregular labour

Under no circumstances will the Group tolerate the use of forced labour, that is to say workers

employed by coercion, force or blackmail.

At the same time, under no circumstances will the Group tolerate child labour on its own premises or on those of its contractors, sub-contractors and suppliers. This prohibition relates to work that is likely to harm the rights of children to have access to school and education, their development or physical and mental health, and which deprives them of their right to a childhood.

The Group refuses all forms of exploitation and of taking advantage of the state of need of all workers and refrains from any relationship with intermediaries who are even suspected of recruiting manpower by taking advantage of the aforementioned state of need. In the end, under no circumstances will the Group tolerate the employment of foreign workers lacking stay permits or with expired stay permits (who have not applied for renewal of such permits) or revoked or cancelled stay permits.

4.4 Freedom of association and collective bargaining

The Group acknowledges and respects, in application of the rules in subject, its employees' right to create a trade union organisation of their choice and to be a member thereof.

The Group also acknowledges and respects its employees' right to be represented by their trade union(s) in connection with work-related collective bargaining under the laws and regulations that apply to it.

4.5 Conflict of interests

All the Addressees are under an obligation to engage in proper behaviour. To this regard, they must fulfil their obligations towards the Group and contribute to its commercial interests by conducting themselves in a fair and objective manner. Accordingly, they must avoid situations where there is a conflict of interest.

A conflict of interest exists when an Employee's personal relationships or outside activities (but not in his/her personal and private life) may impede his/her objectivity, judgement or ability to act in the best interests of the Group.

Accordingly:

- Addressees must avoid acquiring interests or taking part to any activity conflicting, directly or indirectly, with the Group's interest and which, for these reasons, might restrain the Addressees from their proper performance of their obligations and/or might affect their judgement or their ability to act solely in the best interests of the Group;
- owning or simply having an interest in a competitor company or a company whose business is complementary to that of the Group or involvement in such a company could create or appear to create a conflict of interests;
- Addressees must ensure that their actions and decisions are not influenced by interests that might reasonably appear to be in conflict with those of the Group.

Should even the appearance of a conflict of interest arise, the employee is required to notify his or her superior, who, in accordance with the appropriate procedures, shall inform the Corporate Affairs Department of Isagro S.p.A., which will examine each individual case to evaluate whether there is a conflict.

4.6 Care when using Company resources

Addressees are required to act with the care necessary to protect the Company resources, avoiding any improper use that may damage or reduce efficiency or that is in any case in conflict with the interests of the Group and/or the rules in force. For the purpose of this article, Company resources shall mean:

- capital goods and consumables owned by the Group;
- assets owned by third parties and obtained on loan, lease or concession;
- computer applications and/or devices for which Company's security policy must be strictly followed to avoid compromising the functionality, processing capability and integrity of data.

Company resources (such as spaces and equipment) may not be used for personal use or interests.

Any use of Company resources in conflict with the rules is prohibited, even if such use may serve the interests of or obtain a benefit for the Group or an individual Group Company.

4.7 Protection of IT equipment

Addressees must adhere strictly to the Group's procedures and policies on IT security and must use Company resources – such as personal computers, telephones and other communication equipment – in compliance with these procedures and policies, avoiding any conduct that could compromise the functionality and security of IT system of the Company and/or third parties.

The alteration of Company IT or data transmission systems, of the data or information contained therein or of programs and archives, is prohibited, regardless of its purpose.

4.8 Health and safety

The Group undertakes to promote and consolidate a culture of safety, developing awareness of risks and knowledge of and respect for the rules on prevention and protection, endorsing and demanding responsible behaviour from all its employees – and from its contractors and sub-contractors, if specifically authorized and admitted, in their areas of competence – and working to safeguard and improve working conditions and the health and safety of workers, particularly through preventive actions.

The Group's activities must be performed in full compliance with the actual rules on prevention and protection, particularly with reference to the provisions contained in the specific prevention rules applicable; management must make reference to progressive criteria for environmental protection and energy efficiency, working towards the improvement of health and safety conditions in the workplace.

4.9 Privacy policy

Any investigation on ideas, preferences, personal tastes and, in general, the private lives of human resources is not allowed. The Group is committed to protecting the personal data acquired, stored and processed as part of the management activities, in compliance with the laws about and in accordance with the directives issued by the specially identified Company representatives.

They have taken all reasonable steps to avoid the risks of unauthorized access or not allowed treatment or not conform to the purposes for which it was collected and subsequently identified. In particular, not expressly authorized employees are forbidden to know, treat and disclose personal information to other employees or third parties.

The processing of personal data must in any case, and with the exceptions provided by applicable law, be preceded by the consensus expressed by the person concerned. Still apply to violators of the sanctions provided for by the laws and the disciplinary measures provided for by employment contracts and regulations for the protection of corporate assets.

5. RELATIONSHIPS WITH CLIENTS

5.1 Quality and customer satisfaction control

Meeting clients' requests and establishing constructive relationships are fundamental objectives for the Group.

Each Group Company undertakes to work for its clients with impartiality, in compliance with the agreed contracts and quality standards, and with professionalism, helpfulness, courtesy and collaboration, in order to provide the highest levels of service.

5.2 Contract and communication with clients

Furthermore, each Group Company undertakes to ensure that its advertising does not contain assertions or images that could directly or indirectly, by omission, ambiguity or excessive emphasis mislead buyers, particularly as regards product safety, its nature, composition, suitability for use, recognition or official approval.

In their relations with clients, Addressees are required:

- to develop and maintain favourable and lasting relations, characterised by maximum efficiency, collaboration and courtesy;
- to respect commitments and obligations;
- to provide accurate, complete, truthful and timely information to enable the client to make informed decisions;
- to ask clients to comply with the principles contained in this Code of Ethics;
- to operate in compliance with the laws in force and demand such compliance in others.

With particular reference to contractual relationships with clients, contracts and communications must be:

- clear and simple, worded using language that as closely as possible resembles that used by the other party (for example, avoiding clauses that may be understood only by experts, clearly illustrating each cost);
- compliant with current regulations, without employing evasive or unfair practices (for example, using oppressive practices or clauses with consumers);
- complete, such as not to overlook any element that may be relevant in a client's decision.

Finally, each Group Company must promptly inform the appropriate parties of the following:

- any changes in the general conditions of a contract;

- any changes in the economic conditions and delivery methods used to supply the service and/or sell the product;
- results of inspections performed in compliance with the standards required by the authorities.

All Addressees are prohibited from being involved in the marketing of products and services that could mislead the client in relation to quantity, quality or origin of the products/services offered.

5.3 Cash inflows management

Addressees engagement is needed to ensure the full traceability of cash inflows and full compliance with the laws against money-laundering and self-laundering.

Addressees are prohibited from accepting any unusual request that could arouse suspicion of an attempt to legalise income derived from unlawful activities.

In particular, the following actions are prohibited:

- receiving payments in cash;
- receiving payments from bank accounts located in tax havens;
- receiving payments from bank accounts opened in the name of companies different from the contracting companies¹ and/or from accounts in countries other than the country in which the contracting companies are based².

¹ For the purposes of application of the ban, different companies do not include companies designated as guarantor of a debt that the contractor has against Isagro, after verification of all available information (including financial information) to establish the respectability and the legitimacy of their activities, in each case subject to all the additional control tools provided by internal regulatory instruments concerning the selection of counter-parties and cash receipts/payments.

² For the purposes of application of the ban, third countries do not include States where a company/entity, counter-party of Isagro, has established its centralized cash management system and/or where the same has established, in whole or in part, its headquarters, offices or business units functional and necessary for the execution of the contract, in each case subject to all the additional control tools provided by internal regulatory instruments concerning the selection of counter-parties and cash receipts/payments.

6. RELATIONSHIPS WITH SUPPLIERS

6.1 Suppliers selection and procurement process

Suppliers must be selected on the basis of the following principles:

- to not preclude any other supplier who meets the necessary requirements from competing in the submission of offers, adopting objective and documented criteria when choosing candidates;
- to verify that suppliers meet the requirements of reliability and integrity, before establishing a contractual relationship with them, and ensure they these requirements are maintained throughout the contractual relationship;
- to ensure sufficient competition in each bid.

Purchasing processes focus on obtaining maximum value for Group Companies and providing equal opportunities for each supplier; these processes are also based on pre-contractual and contractual conduct that is founded on essential and reciprocal loyalty, transparency and collaboration.

Purchasing or employing in activities of the Group Companies goods, which are supposed to be coming from unlawful activities, is prohibited.

6.2 Conduct and integrity of suppliers

The Group requires its suppliers to engage in ethical and transparent conduct. More specifically, in accordance with the principles states in this Code of Ethics, the Group requires its suppliers:

- not to practice or tolerate any form of corruption, extortion or misappropriation, not to accept bribes or other unlawful economic incentives from its commercial partners;
- to carry on their business demonstrating loyalty towards their collaborators and in compliance with antitrust regulations;
- to keep safe and correctly use the confidential information in their possession and ensure the protection of the personal data and intellectual property of employees and commercial partners;
- to provide their employees with working conditions that are respectful of fundamental human rights, international treaties and existing laws.

In any case, should the supplier engage in conduct that violates the ethical principles and rules of conduct set forth in this Code, Group Companies are entitled to take the appropriate measures to prevent any future collaboration.

6.3 Cash outflows management

Addressees engagement is needed to ensure the full traceability of cash outflows and full compliance with the laws against money-laundering and self-laundering.

In particular, the following actions are prohibited:

- making payments in cash (except the use of small payments, as required by internal procedures and in any case in accordance with the current legislation);
- making payments on bank accounts located in tax havens;
- making payments on bank accounts opened in the name of companies different from the contracting companies³ and/or on accounts in countries other than the country in which the contracting companies are based (for the latter, see note 2 to section 5.3);
- to provide, directly or indirectly, or in any case voluntarily, funds to subjects who promote, establish, direct associations or who personally intend to commit acts of terrorism or violent acts with the aim of subverting democracy.

³ For the purposes of application of the ban, different companies do not include companies designated as assignees against a transfer agreement of the credit/factoring in place with the contracting company, in each case subject to all the additional control tools provided by internal regulatory instruments in that field.

7. RELATIONSHIPS WITH THE GENERAL PUBLIC

7.1 Respect and value creation for the general public

The Group is aware of the effects of its activities, including the indirect effects, on the economic and social development and general wellbeing of the public, and of the importance of social acceptance in the communities in which it operates.

For this reason, the Group carries on its business respecting local and national communities and undertakes to support initiatives of cultural and social value and those relating to the Group's aims and objectives.

Addressees refrain from engaging in behaviour aimed at exerting direct or indirect pressure on political parties or figures. Financing of political and trade union parties, movements, committees and organisations or their representatives or candidates, where permitted under local law, may take place exclusively in compliance with the applicable laws and in any case with the principles set forth in this Code of Ethics.

The Group undertakes not to engage directly or indirectly in financial, economic or commercial relations with subjects who in any way violate child labour laws and rules on the protection of women, and/or who seek and use illegal workers through the trafficking of immigrants or the slave trade. The Group also prohibits any activity, service or initiative, even for publicity purposes, and the use of computer or tourist means or equipment, that could promote or facilitate underage pornography and/or prostitution, including partnerships with subjects operating in these sectors.

7.2 Market and competition

The Group's activities and results must be guided by and based on free market enterprise. Anti-competitive practices designed to obtain a different result from that which would have been achieved under normal market conditions are therefore prohibited.

By way of example (whereas not exhaustive), the following activities are strictly prohibited:

- concerted agreements or practices with competitors aimed at directly or indirectly affecting prices or having this effect;
- concerted agreements or practices with competitors aimed at removing or limiting competition in one or more geographic markets or in relation to one or more products or having this effect;
- concerted agreements or practices with competitors aimed at boycotting or procuring specific behaviour or conditions from a supplier or customer or having this effect;
- concerted agreements or practices with competitors aimed at winning a contract in the context of a call for tenders;
- payment of bribes or reimbursement of hidden expenditures.

7.3 Donations/acceptance of gifts or other offerings

The granting of donations and acceptance of gifts and other offerings must take place in compliance with generally-accepted commercial and ethical practices, with the regulations in force and according to the local customs and traditions of each country.

The Group prohibits Addressees from giving donations or accepting gifts, hospitality or other benefits that could, in any situation, compromise their impartiality of judgement in relations with the other party, or the impartiality of judgement of the recipient.

Furthermore, it must not be possible to reasonably construe such gifts, hospitality or other benefits, even abstractly, as bribes, rewards or other unlawful payments, or in any case as intended to obtain favourable treatment or undue advantage.

The expenses incurred in relation to these activities must be paid by formally-authorized persons and must be adequately documented.

See paragraph 8.1 for information on giving donations or other offerings to members of Public Administration.

7.4 Environmental protection

The Group is aware of the environmental impact generated by its business. It plans its activities accordingly, attempting to find a balance between economic initiatives and unavoidable environmental needs, not only to comply with existing regulations, but also considering the rights of future generations.

More specifically:

- responsibly manages energy, water and the materials it uses in production, avoiding waste, reducing emissions to a minimum and reporting annually on consumption;
- correctly stores and disposes of waste generated by its business activities, using specialized and qualified subjects where necessary;
- favours suppliers and sub-contractors, if specifically authorized and admitted, who undertake to respect the environment, where possible;
- undertakes to ensure its projects, processes, methods and materials take into consideration the development of scientific research and improvements in environmental issues, in order to achieve territorial balance, prevent pollution and protect the environment and landscape, particularly habitat and protected species;
- continuously monitors changes in regulations in order to ensure compliance with them.

In terms of the sector in which it operates, Isagro S.p.A.'s commitment towards the environment is demonstrated by its membership to the "Responsible Care" programme promoted in Italy by Federchimica for sustainable development.

Finally, the Group requires Addressees to promptly report any incidents involving the discharge or emission of toxic substances into the environment. The violation of environmental regulations, even if unintentional, may lead to the imposition of severe penalties and proceedings and the Group, the employees involved or both, may be held responsible for such a violation.

7.5 Industrial and intellectual property rights

The Group acts in full compliance with the industrial and intellectual property rights legitimately held by third parties and with the laws, regulations and conventions protecting such rights, also at European Community and international level.

To this regard, all Addressees must respect the legitimate industrial and intellectual property rights of third parties and must refrain from the unauthorized use of such rights. Addressees must be aware that any violation of such rights may have negative consequences for the Group.

More specifically, when carrying on their activities, Addressees must refrain from any conduct that could be considered an encroachment on industrial property rights, alteration or forgery of the distinctive signs of industrial property, trademarks and patents, industrial designs or models, whether domestic or foreign, and must not import, market or in any case use or circulate industrial products with forged or altered distinctive signs or distinctive signs realized by encroaching on industrial property rights.

All Addressees must refrain from unlawfully and/or improperly using, in their own interests or in the interests of the Company or third parties, intellectual works (or parts of these) protected under the rules governing copyright violations.

8. RELATIONSHIPS WITH OTHER STAKEHOLDERS

8.1 Relationships with Public Administration

To prevent the Group's integrity and reputation being compromised, all contacts with Public Administration and supervisory authorities must be monitored and documented.

Persons involved in relations with Public Administration and supervisory authorities must operate with the utmost transparency, clarity and propriety in order to establish professional and collaborative relationships.

The following rules of conduct must be pursued in relations with Public Administration entities and supervisory authorities:

- no corrupt practices, whether active or passive, or collusion of any kind and in any form, will be tolerated in relations with Public Administration and supervisory authorities;
- Addressees may not present cash, gifts or other offerings of any kind or provide commercial favours to representatives of Public Administration (even in those Countries in which giving gifts/offerings is common practice), or to their family members, except where such offerings are of modest value, do not violate any rules and are offered in compliance with Company's procedures and in any case subject to express authorization by Company Bodies or qualified Company representatives, and provided that, in any event, they can in no way be interpreted as a tool to influence the performance of their own duties (whether they have a particular effect or no effect), to obtain unlawful favours and/or to obtain undue advantage. Expenses relating to such activities must be incurred exclusively by authorized and appropriately-documented persons;
- relations with legal authorities and the police, of any division or level, must take place with the utmost transparency, propriety and collaboration; to this end, Addressees - particularly those involved in legal proceedings - must refrain from engaging in reticent or evasive behavior or conduct which could, even indirectly and/or involuntarily, appear to impede the work of the judicial authorities. Similarly, Addressees must refrain from any pressure or threat, and from any offer of cash or other offering, to induce a person not to make statements or to make false statements before judicial authorities.

8.2 Relationships with consultants, agents and other collaborators

Without prejudice to the general principles governing relations with suppliers, note that, as regards each Group Company's relations with consultants, agents and other collaborators, Addressees are required:

- to carefully evaluate the possibility of using the services of consultants, agents and other collaborators with adequate professional qualifications and reputations;
- to establish efficient, transparent and collaborative relations, maintaining open and frank dialogue in line with best commercial practice;

- to obtain the cooperation of consultants, agents and other collaborators in continuously ensuring the most advantageous relationship between the quality and price of services;
- to demand the application of agreed contractual terms;
- to ask consultants, agents and other collaborators to comply with the ethical principles and rules of conduct defined in this Code;
- to operate in accordance with current regulations and require that such regulations are respected.

Moreover, the Group does not have commercial relations with physical or legal entities of which it is known or suspected the carrying out illegal activities with reference to the criminal offenses punished by immigration law, condemning any behavior aimed at favoring or otherwise facilitating, in any form, illegal immigration.

9. MANAGEMENT AND APPLICATION OF THE CODE OF ETHICS

9.1 Adoption, communication and circulation of the Code of Ethics

The Isagro Group Code of Ethics has been approved by the Board of Directors of Isagro S.p.A.. Each Group Company undertakes to adopt this Code with the formal approval of its Management Body.

Each Group Company also undertakes to promote and ensure adequate awareness of the Code of Ethics, circulating it amongst its Addressees using efficient and adequate means of information and communication.

The Group also undertakes to update the Code of Ethics should changes in context, legislation, environment or/and Company's organization render it appropriate or necessary.

Note that this Code of Ethics is published on the Isagro S.p.A.'s website.

9.2 Supervision over compliance with the Code of Ethics

The Board of Directors of each Group Company is responsible for ensuring the adequate understanding and monitoring of compliance with this Code of Ethics. The Parent Company's Supervisory Board plays a supporting role in the verification of the correct application of the Code of Ethics and assists the Internal Audit Manager of Isagro S.p.A. in the management of reports of potential or effective violations of the same.

9.3 Reporting mechanisms

The Company gives to all Recipients the possibility to report (hereinafter "Reports") an unlawful act or omission that constitutes, or may constitute a violation of – or an inducement to violate – laws and regulations, the values and principles established in Isagro Organization, Management and Control Model, in Group Code of Ethics, of internal control principles, company policies/procedures.

To carry out and manage the Reports, the Company has established specific rules and a whistleblowing process in a specific procedure called "Group Reporting Procedure (Whistleblowing)" (Attachment I) that the Recipients are required to activate.

Among the Reports, the Company allows Recipients to present, in order to protect the integrity of the entity, detailed reports of violations, presumed or effective, of the Group Code of Ethics.

The reporting of any risk of violation or actual violations is of fundamental importance for the Group. All Addressees are asked to report any behaviour considered to violate the Code of Ethics.

Therefore:

- the authors of the Reports will be properly protected from any possible revenge or direct or indirect discriminatory acts, directly or indirectly linked to the report;

- no direct or indirect penalty will be imposed in the event of Reports made in good faith;
- the Group will not tolerate any type of pressure or threat aimed at interfering with a person's right to report.

Personal data relating to Reports or requests for instructions on how to proceed in relation to issues not supported by proof, or which prove to be irrelevant, will be stored only for the purposes strictly necessary to enable the Group to show that the report has been taken into consideration and examined and for the minimum time provided for by law.

Violations or suspected violations of the Code of Ethics must be promptly reported to the Supervisory Board and or to Isagro S.p.A. Internal Audit Manager.

The Reports must be sent by completing the "Evidence Report Violation" (Attachment B2 to Isagro S.p.A. Organization, Management and Control Model) to be transmitted through one of the following channels:

- in paper form, to the ordinary postal address: Isagro S.p.A. - Via Caldera 21 - 20153 - Milan, to the attention of the Internal Audit Manager;
- by e-mail to the whistleblowing address of Isagro S.p.A. : whistle.isagro@gmail.com;
- by e-mail to the Supervisory Board of Isagro S.p.A. address: organismodivigilanza@isagro.com.

The Reports may also be anonymous but must describe in detail the facts and persons object of the report. Anonymous reports will be taken into consideration that demonstrate the seriousness and credibility of the question raised as well as the probability that the fact is confirmed by reliable sources. However, Isagro recommends that the same could be nominative, in order to allow the subjects in charge a more efficient investigation activity, applying in any case the foreseen protections.

However, Reports that do not contain any substantial element supporting them (for example, because they contain mere suspicions or rumors), that are excessively vague or unsubstantiated or of evident defamatory or libelous content will not be taken into consideration.

According to the paragraph 6 of Isagro S.p.A. Organization, Management and Control (of which the Code of Ethics is an integral part), those who carry out, with intent or gross negligence, Reports that prove to be groundless are sanctioned.

9.4 Code of Ethics violations

Compliance with the Code of Ethics must be considered an essential part of Addressees's obligations in relation to the individual Group Company, in accordance with the applicable regulations.

Violations of the Code of Ethics constitute a breach of contract or disciplinary offence, in accordance with the specific contractual clauses included in each contract, with all the relevant legal consequences, also as regards termination of the contract and/or the engagement, and may give rise to claims of compensation for damages.

The Group undertakes to establish and impose penalties that are consistent, impartial, uniform and in proportion with the respective violations of the Code of Ethics based on the Group Companies' applicable sanction systems.

For all other parties with which the Group engages in contractual relations, a violation of the Code of Ethics may constitute a breach of contract, in accordance with the specific contractual clauses included in each contract, with all the relevant legal consequences, also as regards termination of the contract and/or the engagement and may give rise to claims of compensation for damages.