

RRD USA Inc.

RRD USA Inc.
ETHICAL CODE AND CODE OF CONDUCT

- 2010 -

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Introduction

RRD USA Inc. (hereafter called Company or **RRD USA**), is a Company that makes part of the Screen Service Broadcast Technologies group (www.screen.it).

The 51% of RRD USA is controlled by Screen Service Broadcasting Technologies S.p.A., located in Italy, Brescia, via Giuseppe di Vittorio n. 17, quoted on the Expandi market since June 11th, 2007 (hereafter also called Group Leader).

The Company works within the communication infrastructures sector and it offers a wide range of products and services for broadcasting stations and mobile telephone operators.

RRD USA activity consists in:

- the design, production and commercialization of technological devices and solutions; and
- in the realization and integration of complete systems mainly for the terrestrial television signal transmission and, partially, for the satellite television signal transmission, both analogical and digital, as well as for the television signal for mobile networks.

RRD USA, as well as respecting, in the performance of its activity, the laws and the rules in force in all the countries it works in, wants to observe, in the daily conduction of its work, the ethical standards of the ethical code approved by the Group Leader: these standards, and their inspiring principles, are gathered in this ethical code (hereafter, **code**).

This code is an integrative instrument for the behavior rules imposed by the legislator: most of the times the simple observation of the law, even being a fundamental condition, is not enough for RRD USA, which demands that all the company decisions and its personnel behavior, respecting the directives imposed by the Group Leader, should be based on ethical rules, even in the cases in which they would not be codified by the law. With the term **personnel** it is meant the group of people working in RRD USA, or for it; employees, managers and different kinds of collaborators.

The code expresses the commitments and the ethical responsibilities taken by those, in different ways, cooperate for the realization of RRD USA goals, employees, collaborators, external consultants, suppliers, customers and other subjects. These subjects, in the whole, are defined as *stakeholders*, because they actually hold the interests linked to RRD USA activity.

Each person working for RRD USA, to whom the code application is extended, has to always follow the prescriptions of this ethical code.

Particular care is required to the Managers and other Representatives, as well as to the members of the Monitoring Organism of the Group Leader, who have the duty to monitor the code functioning and to take care of its updating these subjects are called to guarantee that the adopted principles are constantly applied and to maintain an exemplary behavior for employees and collaborators.

The code is available to customers, suppliers and other third subjects who interact with RRD USA: in particular, third people, who are commissioned by RRD USA to perform jobs, or who have durable relations with it, are informed, formally inviting them to respect its behavior principles and criteria, within the field of the relations they have with RRD USA.

1. Behavior principles for the organization

The principles hereafter listed are considered fundamental, so RRD USA commits itself to respecting them toward anyone. On the other side RRD USA demands that such principles should be respected by all subjects, internal and external, who interact in any way with RRD USA.

- Observation of laws and rules

RRD USA works within the strict observation of the law and makes every effort in order to make its personnel act in this way: the people should have a law abiding behavior, in any context and activity performed and in the Countries they are working in. This commitment has to be valid also for consultants, suppliers, customers and any person interacting with RRD USA. RRD USA will never begin or continue any relation with whom does not want to align to this principle.

- Behavior integrity

RRD USA commits itself to realizing and supply quality products and/or services and to competing on the market according to the principles of free and equal competition and transparency, keeping correct relations with the public, governmental and administrative institutions, with the inhabitants and third companies. Everyone is required to operate, in any situation, with integrity, transparency, coherence and equity, directing with honesty every business relation.

- Denial of any discrimination

In the decisions that could affect the relations with the *stakeholders* (choice of the customers, relations with the capital holders, management of the personnel and work organization, selection and management of the suppliers, relations with the surrounding community and with the institutions representing it), RRD USA avoids any discrimination according to age, sex, sexuality, health conditions, race, nationality, political opinions and religious beliefs.

- Human resources valorisation

RRD USA is aware of the fact that human resources are a high importance factor for its own development, so it guarantees a safe work environment, able to facilitate the job accomplishment and that could increase the value of everyone's professional attitude. The work environment, inspired by respect, fairness and collaboration, has to allow the participation and the growth of people's responsibilities, with respect to the specific aims that should be accomplished and to the ways of reaching them. The human resources management is based on the respect of the personality and professionalism of every people, guaranteeing their physical and moral integrity: the personnel should always have a respectful behavior toward the people it gets in touch with, because of RRD USA, treating everyone with equity and dignity. RRD USA rejects any kind of forced work, or performed by people younger than *sixteen* years of age, and does not tolerate human rights violation.

- Authority Equity

In the management of the contract relations that imply the creation of hierarchical relations, RRD USA commits itself to exercising its authority with equity and fairness and to avoiding any form of abuse: in particular, RRD USA guarantees the authority not to turn itself into a detrimental power exercise for the personal dignity and autonomy. Such values have to be always safeguarded when making decisions on work organization.

- Health, safety and environment protection

The competent functions monitor for the environmental work to be, as well as adequate from the personal and safety health point of view, also free of prejudices and for the respectful treatment of any person, without any intimidation and within the respect of its moral personality, avoiding illicit influences and undue discomforts. RRD USA wants to lead its activity and make its investments in a socially responsible and sustainable way on the environmental point of view. RRD USA also operates in order to guarantee complete and comprehensive communication to the community, looking after the diffusion of correct and true information regarding its activity.

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- Avoid to perform non ethical behaviors

The behaviors of those, single people or organizations, who try to get possession of third people benefits and collaboration exploiting positions of strength, are considered non ethical.

- Contractual field fairness

The contracts and the job duties must be performed according to what consciously established by the parties: RRD USA commits itself to not exploiting ignorance or incapacity conditions of its counterparts. Also it must be avoided, in the existing relations, that anyone operating in the name and on behalf of RRD USA, tries to take advantage of contractual lacks or unforeseen events for the renegotiation of the contract with the aim of exploiting a position of dependence and weakness in which the interlocutor finds himself.

- Competition protection

RRD USA wants to protect the loyal competition value, keeping itself from having collusive, predatory and abuse of position behaviors. Therefore, all subjects, who operate with RRD USA in different ways, will not participate to agreements in contrast with the rules that discipline the free competition between companies.

- Relations with the Group Leader

RRD USA works in order to have economical and financial results that could safeguard and grow the value of its capital, in order to adequately remunerate the risk that the Group Leader has undertaken. Every manager or Employee will direct his own conduct in order to pursue this aim.

It is one of RRD USA interests to establish a continuative dialogue with the Group Leader.

The relations with the Group Leader are exclusively held by the designed company functions, respecting the rules and procedures for the communication of documents and information regarding the Company.

- Transparent and complete information

RRD USA has to give complete, transparent and accurate information so that, when planning the relations with the company, the stakeholders are able to take autonomous and aware decisions about the involved interests, about the alternatives and the main consequences.

In particular, in the formulation of eventual contracts, RRD USA takes particular care to specify to the contractor the behaviors to follow in all the foreseen circumstances, in a clear and understandable way.

- Personal data protection

RRD USA collects all the customers, capital holders, collaborators, employees and other subjects' personal data, both in case of physical and juridical people. Such data consist of any useful information for the direct or indirect identification of a person and they can be sensitive data, such as those that reveal the ethnical or racial origin, the political orientation, the health state or the sexual tendencies.

RRD USA commits itself to treating these data within the limits and according to what prescribed by the existing law about privacy, with a specific reference to Italian Dlgs 196/2003 (*privacy code*) and to its attachments.

The RRD USA personnel that finds itself, within its working tasks, treating these data, sensitive and not, should proceed always in the respect of such law and of the operative instructions given for this purpose by RRD USA itself.

- Society administration

All the Managers and the Employees who are in any way involved in the activities of the turnover formation are obliged to respect the rules regarding truthfulness and clearness of the data and of the evaluations.

All the Managers and Employees give maximum and prompt collaboration to all the monitoring organisms inside and outside RRD USA for the best realization of their duties.

All the Managers and Employees have to strictly follow the "Model for the Organization and Management" adopted according to the Italian D.Lgs. 231/2001 by the Group Leader.

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- Information treatment

The information regarding the *stakeholders* are treated by RRD USA respecting the privacy of the concerned people. In particular RRD USA:

- defines an organization for the treatment of the information that ensures the correct separation of the roles and the responsibilities
- classifies the information on growing critical levels and takes the appropriate countermeasures in every phase of the treatment
- submits the third parties, that intervene in the information treatment, to the subscription of confidentiality pacts.

2. Behavior principles for the personnel

People, employees, managers and collaborators, should observe the following principles while acting for RRD USA.

- Professionalism

All the people perform their own working activity and their services with diligence, efficiency and correctness, using at their best the instruments and the time at their disposal, taking the responsibilities related to the fulfilment.

- Loyalty

People are required to be loyal to RRD USA.

- Honesty

Within their working activities, RRD USA people are expected to know and respect with diligence the organization model and the existing laws. In no case should the pursue of the RRD USA interest justify a dishonest behavior. RRD USA prepares the appropriate instruments in order to inform people, in case there should be doubts on how to proceed.

- Correctness

People should not use for personal aims information, goods and instruments they have for the performance of their designed function or charge.

Nobody accepts, or makes, for himself or others, pressures, recommendations or reports that could cause damage to RRD USA or undue advantages for himself, for RRD USA or third parties; each person rejects, and does not make, any promise for undue money offers or any other benefits.

- Privacy

People guarantee the maximum privacy related to information and news that constitute the company assets or which are connected to RRD USA activities, respecting the law dispositions, the existing rules and the internal procedures.

Moreover, RRD USA people are expected not to use private information for purposes not related to the execution of their activity: e.g. to carry out the illicit activity of insider trading.

- Resolution of the conflicts of interest

People follow, while performing their working activity, the objectives and the general interests of RRD USA.

They inform with no delay their superiors or representatives about the situations or activities in which there could be an interest in conflict with RRD USA's, on the side of the people themselves or their next relatives, and in any other case in which there could be relevant reasons of convenience.

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People respect the decisions that will be taken by RRD USA on the matter.

3. Behavior criteria

3.1. Relations with the personnel

- Personnel selection

The personnel evaluation to be hired is made according to the correspondence of the candidates' profiles to the expected ones or to the company needs, respecting the equal opportunities for all the interested subjects.

The information required is closely connected to the verification of the foreseen aspects of the professional and psycho-attitude profile, respecting the private sphere and the candidate's opinions.

During the selection activity, the function of the personnel takes appropriate measures in order to avoid favoritism and special terms of any kind.

- Creation of a job relation

The personnel is hired with a regular work contract; any form of irregular work is not tolerated.

When the job relation is created the person receives detailed information regarding:

- characteristics of the function and of the tasks to be performed
- prescriptive and salary elements
- norms and procedures to be adopted, in order to avoid possible health risks associated to the working activity.

Such information is given to the person so that the acceptance of the job is based on the real comprehension of its content.

- Personnel management

People are RRD USA main resource. For this reason RRD USA pays particular attention to the single person valorisation and to people professional growth, on a purely meritocratic base.

RRD USA commits itself to protecting the people moral integrity, guaranteeing the right to work conditions that respect their dignity. Everyone has to be treated with the same respect and dignity and everyone has the same chances of professional and career development. RRD USA avoids any form of discrimination toward its personnel. In the area of the personnel's management and development processes, such as in the selection phase, decisions are taken on the base of the correspondence of the expected profiles and the profiles owned by people (e.g. in case of promotion or relocation) and/or on merit considerations (e.g., incentive assignment according to the achieved results).

The access to positions and functions is given according to the skills and capacities; within the general work efficiency, forms of flexibility in the work management are favored in order to support women on maternity, as well as people that should take care of their children.

People evaluation is effected widely, involving the managers, the personnel function and, as much as possible, the subjects that have got into relation with the valued person.

- Integrity and protection of people

RRD USA protects the employees from psychological violence actions and opposes any discriminatory behavior or attitude or that can disturb people sensibility. RRD USA commits itself to not exercising any form of discrimination or molestation toward its personnel. The achievement of the personal objectives shall be valued equally, by setting criteria clearly expressed, to be used to assess the skills of the people and their contribution; the achieved results should be duly recognized.

All the people, within their activities and relations, are expected to follow these principle and to co-operate with RRD USA in order to protect them. Eventual discrimination actions should be immediately reported to the reference manager and to the Human Resources Manager, without being afraid of any kind of retort.

The person that believes to have been target of molestation or to have been discriminated due to reasons bound to age, sexuality, race, health, nationality, political opinions, religion beliefs and so on can report the fact, besides to the reference manager, to the Monitoring Organism of the Leader Group.

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RRD USA does not tolerate any discrimination action or molestation: people involved in this kind of actions will incur to disciplinary measures that can also reach the dismissal. Disparities are not considered discrimination only if justified, or justifiable, on the basis of objective criteria.

- Spreading of the personnel policies

The policies of the personnel management are made available to all people through the company tools: such as Internet, the company web-site, organization documents and communication reported by the managers.

- Evaluation and Resources Training

The managers use and bring out completely the professionalism of the people working in the company, by putting into action the available programs to favor the development and growth of the people; for example, job turnover, tutoring with expert personnel, experiences aimed at the holding of tasks of higher responsibility.

At this level, the communication of the managers about the strength and weakness of the people plays an important role, so that they can tend to the improvement of their own skills, through a targeted training too.

RRD USA offers the people on-line informative and training tools, aiming at the enhancing of the specific skills and the preserving of the professional value of the personnel.

The training is assigned to groups or single people, according to the specific requirements for the business development; furthermore, as far as the on-line training concerns (supplied by Internet, Intranet or CDs), not directly assigned, every person can make use of it, according to their own interests, outside the standard working hours.

An institutional training is granted, supplied in specific moment of the company life of the person (for example, newly-recruit people are granted with an introduction to RRD USA activity), and a recurrent training addressed to the operative personnel.

-Management of people working time

Each manager is expected to enhance the working time of the people, requiring performance coherent to the exercise of their tasks and to the working organization plans.

It is considered an abuse of the authority position to require, as an act due to their hierarchical superior, performances, personal favors or any other behavior that presents itself as the violation of the present ethical code.

- People involvement

The involvement of the personnel in the working activity is assured, by providing with moments of participation to discussions and functional decisions, aimed at the achievement of the company objectives.

The people should participate to these moments expressing co-operation spirit and independent judgement.

The listening to the different point of views, within the limits of the company needs, allows the managers to formulate the final decisions; anyway, the personnel is always expected to contribute to the scheduled activities.

- Work organization actions

In case of re-organization of the work, the value of the human resources is safeguarded by providing, where necessary, with training actions and/or professional re-training. Consequently, RRD USA complies with the following criteria:

- the duties in the work re-organization should be distributed to all people, as uniform as possible, coherent to the effective and efficient activity performance.
- in case of new and unexpected events, which should anyway be defined, the person can be assigned to different tasks, in comparison to the ones previously performed, taking care of safeguarding his/her professional skills.

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- Safety and health

RRD USA commits itself to offering a working environment able to protect the health and safety of its personnel.

RRD USA commits itself to spreading and strengthening a safety culture, developing the risks awareness and promoting responsible behaviors by all people; moreover, RRD USA acts to preserve, mainly by preventive measures, the health and safety of the workers.

All the people should follow the internal norms and procedures, in relation to the risks prevention and health and safety protection and report immediately the possible deficiencies or the non-observation of the applicable norms.

RRD USA target is the protection of the human resources, by constantly searching for necessary synergies not only in its own company but with the Group Leader too, *the other subsidiaries*, the suppliers, the companies and the customers involved in RRD USA activity.

For this reason, a widespread company structure, focused on the evolution of the referring scenarios and on the following threat shifting, implements technical and organization actions, through:

- the introduction of an integrated system for the risks and safety management
- a constant analysis of the risk and of the processes and resources criticality to be protected
- the implementation of the best technologies
- the control and updating of the working methodologies
- the contribution of training and communication actions

-Privacy protection

In the personal data treatment of its personnel, RRD USA complies with the directives contained in the Legislative Decree 196/2003, containing the Code within the personal data protection.

People are handed a privacy policy statement that states: purposes and modalities of the treatment, eventual subjects the data are informed to, as well as the necessary information to exercise the right to access, as per the article 13 of the Italian Legislative Decree 196/2003. In cases in which the directive requires it, people are asked the consent to treat their personal data.

Survey on ideas, preferences, personal tastes and, generally, the private life of the employees and co-operators is excluded.

3.2. Personnel duties

People should act fairly, in order to respect the duties undersigned in the employment contract and what provided in the ethical code, guaranteeing the required performance.

-Information Management

People should know and carry out what provided by the company policies, as far as the information safety concerns, in order to assure integrity, confidentiality and availability. They are expected to produce their documents by using a clear, objective, full and exhaustive language, allowing other colleagues, managers or external partners authorized to require it, to effect controls.

-Confidentiality of the company information

All the information being not public domain concerning RRD USA or controlled or associated companies, the know-how or the businesses an Administrator or an Employee come to know due to their own function or to business relations, should be considered confidential, as they belong closely to these companies and should be used only to implement the business activity.

The Administrators and Employees should act carefully, not to spread these information unduly.

The Administrators and Employees should neither use, nor allow the use of information being not public domain concerning RRD USA or controlled or associated companies that can, if privileged, affect the stock

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value, that is concerning subjects that have been in contact with them, to promote or favor their own or third party interest.

The management staff is responsible for the treatment and spreading of the information by means of proper tools, respecting the company principles: people not expressly authorized to reply to questions or to supply materials required by internal or external RRD USA partners are expected to discuss it with their superior and follow the instructions received on the matter.

In case it is necessary to discuss important, confidential or economical matters, the company will take care of making the counterpart sign in advance a confidentiality statement, issued according to the company standards or, alternately, to take the necessary measures according to the subject of the discussed topics.

-Confidential information on third parties

RRD USA personnel should keep itself from using illegal means, in order to gain reserved information on companies or third parties. People that, in the framework of a contract relations, come to know confidential information on other subjects are expected to treat them only for the use provided in the mentioned contract.

Without the due permission, people cannot require, receive or use confidential information on third parties. If they came to know confidential information on another party that is not already subject to a non-disclosure agreement or any other form of protection, it would be necessary to consult their superior, to get assistance on the treatment of these information.

- Insider trading

Except cases of necessity, bound to the normal management of RRD USA and/or of third companies, people should keep themselves from obtaining data whose use can represent the offence for abuse of confidential information.

The people coming to know this kind of data, during their working activity, are expected not to disclose these data to third parties, unless they need them to accomplish their tasks.

The people that, during or due to their working activity come to know confidential data on RRD USA or third companies, are prohibited to negotiate the stocks of these companies, as well as to effect transactions connected to the beforehand mentioned information.

- Conflict of interests

All RRD USA people are expected to avoid situations where conflict of interests can occur and to keep themselves from taking personal advantages from business opportunity they have come to know during the accomplishment of their functions.

Any subject that has had a business relations with a RRD USA person, cannot take advantage improperly from RRD USA, under his/her relations with the same person.

Including but not limited to, the following situations can involve a conflict of interests:

- to run an independent activity in competition with RRD USA's, through relatives too
- to hold a top management position (CEO, managing director, production and project manager) and having at the same time economical interests with suppliers, customers or competitors (stock possession, professional tasks and so on), through relatives too
- to manage business relations with suppliers and at the same time engage in working activity, by relatives too, at the same suppliers.
- to accept money or favors from people or companies that deal or intend to deal with RRD USA, or *with other subsidiaries of the Group*.

In case a conflict of interest, even apparently, appears, the person is expected to inform his/her own manager that, according to the provided modalities, informs RRD USA function that is going to assess the real presence case by case.

Furthermore, the person is expected to inform of his/her activities performed outside the working scope, in case these can be in conflict with RRD USA interests.

-Unlawful remunerations, promotions and entertainment expenses

RRD USA personnel is prohibited to accept or receive any present, bonus or any other gift that has a more than symbolic monetary value from suppliers, customers or other bodies with whom they have been established a business co-operation.

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In particular, people should not accept gifts and services that can influence the actions to be taken in the performance of their working activity. Moreover, people should do all their best to inform RRD USA business partners on their unwillingness to accept gifts or other benefits.

What above mentioned cannot be eluded by appealing to third parties.

RRD USA people that receive gifts or benefits different from the one belonging to the allowed cases are expected to inform RRD USA function, according to the agreed procedures, that is going to assess the pertinence and inform the sender of RRD USA policy.

- Use of company properties

Each person is expected to act carefully, to protect the company properties, with responsible behaviors and according to the operative procedures arranged to govern their use, by furnishing with documents their precise use. In particular each person should:

- use carefully and sparingly the properties they have been given to
- avoid improper use of the company properties, that can cause damage or reduce the performance, or anyhow, in contrast with RRD USA interest.
- take care carefully of the resources they have been given to and inform immediately the designed functions of eventual menaces or dangerous events to RRD USA.

Concerning IT applications, each person is expected to:

- follow carefully what provided by the company safety policies, in order not to endanger the functioning and protection of the IT systems.
- avoid sending threatening and offending e-mail messages or using low-profile language, or expressing inappropriate comments that can offend people and/or cause damages to the company image.
- avoiding surfing Internet web-sites presenting unseemly and offending contents and, anyhow, not related to the working activity.

RRD USA reserves the right to prevent from any improper use of its properties and equipment by means of accounting systems, *reporting*, financial and analysis and risk prevention control systems, without prejudice to the observance of what provided by the existing laws (privacy law, statute of labourers and so on)

- Participation to anti-social and criminal activities

RRD USA strongly denounces anti-social and criminal processes and activities and declares its firm intention not to participate to these events.

RRD USA personnel is prohibited to have any kind of relations with organization and elements involved in anti-social and criminal activities, that threaten society or the life of citizens.

Against extortive requests from anti-social and criminal subjects, the people will refuse any compromise and will keep themselves from money outlay or any other performance. On the contrary, they will inform immediately their managers, for the necessary discussions with RRD USA General Direction.

3.3. Relations with customers

- Impartiality

RRD USA commits itself to not discriminate its customers arbitrarily.

- Contracts and communication to customers

The contracts and the communication to RRD USA customers should be:

- clear and simple, expressed in a language as much as closer the language normally used by the interlocutor
- in compliance with the directives in force, so not to prepare evasive or anyhow incorrect practices
- complete, so not to overlook any important topic, for the purpose of the customer decision

- Personnel rules of behavior toward customers

RRD USA personnel rules of behavior toward customer are characterized by availability, respect and politeness, having as final target a high professional business co-operation.

3.4. Relations with suppliers

- Choice of the supplier

The purchase processes are characterized by the search for RRD USA maximum competitive advantage, the granting of equal opportunities to suppliers, fairness and impartiality: the suppliers selection and the stating of the purchase conditions are based on an objective assessment of the quality and price of the goods or service, as well as the assistance warranties and promptness.

RRD USA commits itself to arranging all the necessary procedures and actions to grant the best efficiency and transparency of the purchase process, with the purpose of:

- not preventing anyone, having the necessary requirements, from the possibilities of competing for the contract draw up, by taking objective and documentable criteria in the choice of the candidates short-list
- in the procedure for the choice of the supplier, assure a sufficient competition, for example taking into consideration at least three companies in the selection that, where possible, should be performed by tenders. Eventual exceptions should be authorized and provided evidence of.
- implement a role parting, with regard to the different steps of the complete purchase process, keeping then the traceability and the documentation of the effected choices.

In any case, RRD USA reserves the right to require the suppliers the confirmation of the following requirements:

- availability duly documented of means, even financial, organization facilities, capacity and project resources, know-how and so on.
- existence and real implementation, in cases RRD USA specifications require it, of proper company quality systems (for example, ISO 9000).

- Integrity and relation independence

Relations with suppliers, included the ones concerning financial and consulting contracts, are subject to a constant monitoring by RRD USA.

The drawing up of a contract with a supplier should be based on a very clear relation, avoiding, where possible, forms of independence. Therefore, including but not limited to:

- each contract whose amount is over 50% of the supplier turnover should be informed to RRD USA General Management
- normally, it is necessary to avoid carrying out long-term binding projects through the drawing up of short-term contracts that need frequent renewals with the consequence of a price adjustment
- normally, consultancy agreements are paid great attention, mostly in cases where, within their own scope, a proper know-how transfer is not required.
- it is not considered correct to persuade a supplier to draw up a contract disadvantageous for him, making him understand that in future, a further and more advantageous contract will be drawn up.

The documents shared with the suppliers should be properly filed: in particular, the accounting documents should be kept for the periods provided by the existing law.

-Protection of the ethical aspects in the supplying

In view of conforming the sourcing activity to the adopted ethical principles, RRD USA commits itself to introducing, for special supplies, social-type requirements: for example, the presence of an environmental management system rather than an articulated system for labour protection.

To achieve this purpose, in the supplier contracts, contract clauses are included that require:

- a self-certification issued by the supplier, concerning the observance of specific social duties: for example, the taking of measures that assure the workers the observance of the fundamental rights, the principles of equal treatment and non-discrimination and the protection of the employment of minors.
- RRD USA possibility of implementing control actions by the production units or operational headquarters of the supplying company, in order to check the meeting of these requirements.

3.5. Relations with RRD USA share capital holders

- Accounting transparency

With the purpose of guaranteeing transparency and completeness of the accounting information, it is necessary that the documents indicating the facts to be reported to the accounting as support of the records would be clear, complete, correct and should be filed for further control. The connected records should reflect what describe in the support documents and should specify the criteria adopted to determine the economical elements based on evaluation.

- Protection of the company assets

The available resources should be used pursuant to the laws in force, the articles of association and the code, in order to increase and strengthen the company assets, in defence of the same RRD USA, the share capital holders, the creditors and the market.

To assure the integrity of the share capital, it is forbidden, except the cases expressly allowed by the law, to return, in any form, the contributions or indemnify the shareholders from the obligation to do it, distribute the net profits not really achieved or allocated lawfully for reserve capitalization.

3.6. Relations with the Public Administration

By the word Public Administration it is meant each person, subject, interlocutor appointed as public officer or charged of a public service that works on behalf of the Public Administration, central or branch office, or public supervisory authority, independent authority, community institutions, as well as private partner concessionary of a public service.

- Fairness and loyalty

RRD USA wants to have relations with the Public Administration based on great transparency and ethics of behavior: these relations, which should be performed in compliance with the laws in force, are characterized by the general principles of fairness and loyalty, in order not to damage the integrity of both parties.

The personnel should keep itself from any behavior that can affect the impartiality and the judgment autonomy of the Public Administration.

By carrying out operations and having relations with the Public Administration, the people should guarantee the greatest transparency and traceability of the relevant information.

Particular precautions should be taken regarding tender procedures, contracts, permissions, concessions, licences, requests for loans of public origin (state or community).

In case RRD USA needs to rely on the professional performance of Public Administration employees, as consultants, the directives in force should be complied with.

Under the existing laws, if people apparently external to the organization can be considered as RRD USA *longa manus*, it is necessary that the principles contained in the present code should be extended to them too. Anyway, RRD USA should not be represented by a consultant or by a third party in its relations with the Public Administration, as conflict of interests can arise.

- Gifts, presents and benefits

No RRD USA person can give money or offer economical advantages or any other kind of benefits to subjects of the Public Administration, in order to get tasks or other advantages, personal or for RRD USA interest.

Any form of gift is not admitted, which can be interpreted as exceeding the normal business activity or as an act of kindness, or anyhow addressed to obtain favor treatments in the performance of the activity connected to RRD USA: in particular, any form of gift to Italian or foreign public Officer, or their relatives, is prohibited, which can influence the judgement independence, in order to obtain better treatments or undue services or benefits of different kind. By the term gift it is meant any kind of benefits: therefore, not only goods, but also, for example, the free participation to conventions, the promise for a job offer, and so on.

What above mentioned cannot be eluded by appealing to third parties: in this connection, it will be considered a corruption act not only the undue payments effected directly from the public bodies, or their employees, but also the undue payments effected through people that act on behalf of these public bodies, both in Italy and abroad.

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RRD USA keeps itself from employing, or hiring as consultants, ex employees of the Public Administration, or their relatives, that participated personally and actively to business transactions, or that contributed to confirm the requests presented by RRD USA to the Public Administration, for a period of at least two years, starting from the conclusion of the business transaction, or from the submission of RRD USA request.

In any case, RRD USA keeps itself from practices not allowed by the law, from the business uses or ethical codes of the companies and public bodies it has had business relations with.

The offered gifts, except the ones of poor value, should be properly documented, in order to allow controls and permissions by the Function Manager that is going to inform RRD USA designed Manager in advance. A copy of the relative documents (for example the bill of transport) should be filed in an appropriate file holder.

If a RRD USA person receives, from a member of the Public Administration, direct or indirect requests for benefits, except the case of promotional gifts and gifts of poor value, he/she will inform immediately his/her superior or the person in charge for it, in order to take the proper measures.

-Initiatives RRD USA can support

RRD USA, if considered necessary, can support public bodies programs, having the target of granting benefits for the community, as well as association activities, always in compliance with the laws in force and the principles of the present code.

If RRD USA wants to effect donations in cash, instruments or goods, a special procedure will be formalized, whose main features are the followings:

- RRD USA should issue and send the beneficiary body of the Public Administration a letter, where it expresses its intention to donate an amount of money, instruments or goods
- the beneficiary body of the Public Administration will follow the directive in force, in order to implement the donation
- RRD USA, having taken note of the acceptance, will provide with all the details of the donation and will fulfil all the *ex lege* obligations.

3.7 Relations with the community

- Economical relations with parties, trade unions and associations

Neither in Italy nor abroad RRD USA finances parties, their representatives or candidates; it does not sponsor conventions or festivals, whose objective is the political propaganda.

RRD USA absolutely keeps itself from submitting to any pressure, direct or indirect, from political representative: for example, it does not accept recommendations for employment, nor draw up consultancy agreements, having similar objectives.

RRD USA does not distribute contributions to associations with whom there could be a conflict of interests (for examples, trade unions).

However, it is possible to co-operate, also financially, with these associations on specific projects, pursuant to the following conditions:

- clear and documented destination of the resources
- express permission by the designed RRD USA Function.

- Contributions and sponsorships

RRD USA can comply with the contribution requests, limited to the proposal coming from non-profit declared bodies or associations, with regular articles of association and deed of incorporation, that have a high cultural or charitable value or that involve a high number of citizens.

The sponsorship activities, which can deal with social, environmental, sports, performing Arts issues, are dedicated only to events that offer quality guarantees or with whom SB can co-operate to its planning, in order to assure originality and efficiency.

In the choice of the proposals to join, RRD USA pays particular attention to any possible conflict of interests, of personal or business nature: for example, family relations with the interested subjects or bounds with the organizations that, due to the tasks to perform, can favor RRD USA or the belonging Group activity. To assure the consistency of contributions and sponsorships, their management is governed by a special procedure.

3.8 Information dissemination

- Communication to external people

RRD USA communication to its *stakeholders* is characterized by the observance of the right to information; in no case it is permitted to spread false or tendentious news or comments.

Each communication activity observes the laws, the rules, the practices of the professional behavior and is performed in a clear, transparent and prompt way, preserving also the information that affects the price of the financial instruments (price sensitive) and the trade secret.

Each form of pressure or acquisition of favor behaviors through communication means is prohibited.

All press releases are available on RRD USA web-site, so to allow the best accessibility.

To assure completeness and information consistency, RRD USA relations with mass-media are reserved exclusively to the designed Managers.

- Control of the price sensitive information

Any form of investment in the Group Leader share capital is prohibited, if it is direct, that is through a third person, based on reserved company information: in connection to it, it is necessary to take special measures in the external communication of documents, data or information concerning the company facts, being not public domain, which can affect the price sensitive of the financial instruments and of the stock shares issued by the Group Leader, if divulged.

The communication of these information should be authorized in advance by the managing directors or by subjects in charge of this purpose.

In no case, in the management of the information, behaviors that can favor events of insider trading, the impoverishment of the company assets or bring undue personal or third-party advantages should be adopted.

4. Application processes of the ethical code

4.1 Spreading and communication

RRD USA commits itself to spreading the ethical code through all the communication means and the available opportunities, such as the company web-site, the informative meetings and the personnel training.

All people should have the ethical code, they should know its contents and observe what provided in.

In order to assure a complete comprehension of the code, the Personnel management function arranges and prepares, according to the instructions of the Monitoring Organism of the Group Leader, a training plan, intended to promote the knowledge of the ethical laws and principles. The training initiatives are different, according to the role and responsibility of the people; newly-recruit employees are provided with a special training plan, which defines the contents of the ethical code whose observance is required.

The Monitoring Organism of the Group Leader and the company management are at your disposal for any information or explanations on the ethical code.

Every person and in particular the management is responsible for including the contents of the code in the training plans and refer to it in all procedures, policies and in the company baselines.

4.2 Monitoring in the ethical code implementation field

The task of verifying the implementation of the ethical code is appointed to:

- RRD USA managers

- Board of Directors

- Monitoring Organism of the Group Leader: this office, besides monitoring the observance of the ethical code, as it has access to all RRD USA information sources, suggests the adequate updating of the code, on the basis of the personnel suggestions too.

The Monitoring Organism of the Group Leader is appointed with the following tasks:

- inform the Personnel Management of the received reports on the subject of the violation of the ethical code, in order to take the proper measures.

- express binding opinions concerning the revision of the main policies and procedures, in order to assure compliance with the ethical code.

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- contribute to the periodical revision of the ethical code: to do it, the Monitoring Organism of the Group Leader formulates the proper proposal to the Board of Directors that assesses them and, in case, approves and makes them official.

4.3 Report of problems or eventual violations

Each person that comes to know or is convinced of the possible violation of the present code, of a particular rule or of the company procedure, has the duty to inform immediately his/her manager and the Monitoring Organism of the Group Leader.

The report should be in written form and not nameless: RRD USA takes the necessary measures that protect the reporters from any kind of retaliation, meant as an act that can lead to forms of discrimination or penalization (for example, interruption of the relations with partners, suppliers, consultants and so on; refusal to employees promotion) In this way, the confidentiality of the reporter identity is assured, except the law obligations.

The responsibility of carrying out surveys on possible violation of the ethical code is appointed to the Monitoring Organism of the Group Leader, that can, in case, listen to the report author, as well as the responsible for the assumed violation: the personnel has to collaborate fully to the possible internal surveys.

As a result of this activity, the Monitoring Organism of the Group Leader will report the Board of Directors those behaviors that justify the application of eventual disciplinary fines or the contract conclusion procedures.

4.4 Disciplinary measures following violations

The provisions of the present code are integral part of the contract obligations assumed by the personnel, as well as by subjects interacting with RRD USA. The violation of the principles and behaviors stated in the present ethical code compromises the fiduciary relation between RRD USA and the author of the violation, even if they are directors, employees, consultants, collaborators, customers or suppliers.

The violation will be prosecuted by RRD USA, according to the following terms:

- concerning employees, through proper disciplinary measures, independently from the criminal importance of the behaviors and from the establishment of a criminal proceedings, in cases the behaviors are a crime. In particular, the fines will be in compliance with the laws and directives of the applied employment contract.

The disciplinary measures are: from the revocation or summon to the suspension with no salary, to the downgrading and, in serious cases, to the dismissal. Before taking disciplinary measure, the interested person is given the possibility to explain his/her behavior.

- Concerning consultants, collaborators, customers and suppliers, specific modalities for the conclusion of the contract will be taken.

Moreover, the eventual damage refund that SSD could suffer due to the violation of the directives contained in the ethical code from the above mentioned subjects, is reserved.

4.5 Operative procedures and decision-making protocols

With the aim of preventing the violation of the norms in force, as well as of the ethical code, SSD arranges the adoption of specific procedures from all people that interact with the operative process, aimed at the identification of the subjects responsible for the decision-making processes, authorization and performance of the operations: it is necessary that the single operations will be performed, in their different steps, by different subjects, whose skills are clearly defined and acknowledge in the organization field, so to avoid that unlimited or excessive powers would be conferred to single subjects.

All RRD USA actions and operations should be properly filed and it should be able to check the decision-making, authorization process and the performance of the operations.

Each operation should be supported by the relative documents, with the aim of effecting, in any moment, controls that check the characteristics and the reasons for the operation and that can focus who has authorized, effected, filed and checked the same operation.

5. Final provisions

The present ethical code has been initially approved by RRD USA Board of Directors on
Any amendment and/or additional information of the present ethical code will be approved by the Board of Directors, upon consultation of the Monitoring Organism of the Group Leader and send promptly to the addresses and the controlled companies.