



CODE OF ETHICS

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INTRODUCTION

1. MISSION AND STRUCTURE OF THE CODE OF ETHICS

The present Code of Ethics (hereinafter also “Code”) is the expression of the ethical principles and values assumed by MOROCOLOR ITALIA SPA in conducting its enterprise activities, in particular in the matters of health protection and work safety, environmental protection, implementation of anti-corruption measures, proper management of financial flows and direct and indirect taxation.

MOROCOLOR ITALIA SPA commits itself to promote the awareness of this Code between the employees and collaborators as well as all stakeholders, applying for their support in the application of the Code and in its constant improvement.

MOROCOLOR ITALIA SPA Management Board and Supervisory Board continually monitor the compliance with the Code, setting up suitable instruments and procedures for information, prevention and control, and providing the transparency of the operations and of the conduct, acting, if necessary, with corrective measures.

The Code of Ethics adopted by MOROCOLOR ITALIA SPA is composed as follows:

- General Principles: are the core values, recognised by MOROCOLOR ITALIA SPA as fundamental for the enterprise activity, to which all involved Stakeholders are required to comply with, in order to promote a good economic performance, as well as the reliability and the reputation of the company;
- Code of conduct: provides the guidelines and the rules with which the collaborators must comply, to respect the general principles and to prevent unethical behaviours; it must be integrated with protocols, procedures, specific operative instructions for the prevention of crime;
- Implementing rules and control: describe the monitoring system and ensure compliance with the Code of Ethics

2. RECIPIENTS OF THE CODE OF ETHICS

The recipients of the present Code and stakeholders are:

- the corporate structure;
- the Management Board of MOROCOLOR ITALIA SPA;
- the employees with a permanent or a fixed-term employment contract;
- the external collaborators;
- the professionals, collaborators, consultants, independent contractors which offer services, even if in vocational training, stage or job training programme, in the company or on behalf of MOROCOLOR ITALIA SPA;
- other third party subjects with a contractual relationship with the company to achieve the social objectives that entail work or services, including temporary ones, for and on behalf of the corporation, creating a relationship of trust with the company.

Towards the above mentioned subjects, MOROCOLOR ITALIA SPA commits itself to:



- implement proper formal training programmes and the knowledge of the content of the Code of Ethics
- make sure that the staff is promptly informed about the Code, with evidence of knowledge, and therefore committed to comply with it, assuring its publication on the company site as well as its availability on the company notice board.
- regularly monitor its respect and compliance;
- grant a regular review and update to adapt the code in case of changes in the organisational or management structure of the company or changes in legislation;
- adopt suitable prevention tools and sanction measures in case of proven violation of the Code.

The recipients of this Code shall undertake to act in conformity with the indicated principles, to report cases of violations of which they have come to know, and to cooperate in the respect of the internal procedures for the concrete implementations of the Code .

GENERAL PRINCIPLES

1. THE CORE VALUES OF MOROCOLOR ITALIA SPA

MOROCOLOR ITALIA SPA focuses its activities in compliance with the following *core values*:

- **Product quality and safety:** in our daily work we must focus on the fact that it is eventually the children who would use our products and as such, we should give the highest importance to their security and safety;
- **Professional growth:** we want to give everyone in our company the opportunity to grow professionally;
- **Ethic, transparency and loyalty:** in our business we want to follow the principles of lawfulness, transparency, fairness and loyalty;
- **Continuous pursuit of excellence:** we want everyone in our company to be open to change, ready to reconsider his opinions and willing to find better solutions;
- **Respect for privacy:** we commit ourselves to safeguarding the privacy of all stakeholders and to grant the respect of the legislation on privacy.

2. LOYALTY AND TRANSPARENCY

MOROCOLOR ITALIA SPA acts in accordance with the laws and regulations of the countries in which it operates, with the Organisational, Management and Supervisory Model, with the Code of Ethics and with its internal rules.

The pursuit of interest or of the statutory objectives shall not justify an illegal conduct or a behaviour against the duties and the principles of this document.

MOROCOLOR ITALIA SPA in its relations with private, public and institutional stakeholders follows the rules of fairness, loyalty, cooperation and mutual respect.



The activities, the operations, the negotiations and, more generally, the conduct of the Recipients of this Code during their working activities or relationships shall be based on the principles of fairness, correctness, integrity, transparency and mutual respect.

The Recipients shall act with commitment and professional integrity, in order to safeguard the reputation of MOROCOLOR ITALIA SPA.

Corruption practises, illegal favours, collusion, direct or indirect solicitation to gain a personal or a career benefit for oneself or for other people, are strictly forbidden and prosecuted.

It is also strictly forbidden to offer or promise, directly or indirectly, a financial or any other advantage to third parties, public officials, public and private employees, in the attempt to influence their acts or decisions.

Corporate gifts, reasonable and of proportionate value are allowed if they are not given in the hope of receiving undue benefits or any other form of unfair competition. Gifts and corporate hospitality shall be approved in advance by the Management Board of MOROCOLOR ITALIA SPA or by one of its delegates.

Anyone who receives gifts, bribes or a special treatment that cannot be considered part of a normal commercial relationship, because of their value or because they are not authorised by the Direction of MOROCOLOR ITALIA SPA as part of a specific business project, shall immediately refuse them and shall inform the Management Board of MOROCOLOR ITALIA SPA.

MOROCOLOR ITALIA SPA has a relationship of trust and loyalty with its employees, therefore the latter may not accept a working relationship or a consulting job from third parties without the company's prior consent. The employees shall not engage in any activity or conduct that it is contrary to the interests of the company.

3. CONFIDENTIALITY

The Recipients commit themselves in treating all the information they have acquired performing their working activity or working relationship as confidential and, therefore, they shall only disclose information if it is not necessary, and, when it is, only those appropriate in the performance of their duties or activities.

Lawfully acquired information shall not be used for personal interest or to take an unfair advantage using illegal methods or causing harm to the rights, the assets and the targets of MOROCOLOR ITALIA SPA.

It is not allowed to treat, use or have access without permission to confidential information regarding data and knowledge belonging to MOROCOLOR ITALIA SPA, if not necessary for a legitimate business need.

All Recipients are required to safeguard confidential information to which they had access during their work activities, even if those information are not specifically classified as confidential and do not concern the company, but instead customers, competitors, suppliers, markets and public bodies, connected with the activities of the company.

It is forbidden to all Recipients to take copies, communicate or disclose to third parties confidential information or to make any statement involving MOROCOLOR ITALIA SPA, if not strictly necessary in the performance of their tasks and only after taking all reasonable steps to keep them safe and prevent the misuse from third parties.



The Recipients also commit themselves to return to MOROCOLOR ITALIA SPA all printed material, electronic information, and other confidential information they have acquired performing their working activity or working relationship with MOROCOLOR ITALIA SPA, after the termination of their employment.

MOROCOLOR ITALIA SPA, by means of internal audits, retain the possibility to check all information flows, records and any other company documents in order to check the compliance with this Code and with Privacy regulations.

MOROCOLOR ITALIA SPA adopts specific policies on confidentiality and safeguard of information, including *Non-disclosure agreements* and specific information on how to treat personal data, in compliance with the current legislation.

4. RESPECT OF HUMAN DIGNITY AND WORKING CAPACITY

MOROCOLOR ITALIA SPA promotes the protection of inalienable, essential human rights and fundamental freedoms, in particular civil and political rights, social rights, economic and cultural rights and of the so called third generation rights (right to self determination, to peace, to economic and social development and to a healthy environment).

Any discrimination based on any ground such as gender, religion or belief, age, health, political or any other opinion and trade union membership, nationality, territorial and social origin, disability, family responsibility, civil status, sexual orientation and, in general, any intimate characteristic of a human being shall be prohibited.

Differences are, indeed, an opportunity for innovation and development, to promote dialogue and the exchange of ideas, opinions and experiences.

Bribery, forced labour and child labour are also prohibited and tackled.

Furthermore, the company guarantees working conditions that respect personal dignity and acts to avoid episodes of harassment, mobbing or stalking in the workplace.

Work is based on relationships of trust and cooperation, following the company guidelines and mutual respect, as well as on the formal respect of the roles of the company organisation chart.

Teamwork shall be promoted and supported. Personal interests shall not have priority on the social objectives.

MOROCOLOR ITALIA SPA commits itself to promoting the abilities and job skills of its employees and collaborators and to safeguarding working conditions, as well as the psycho-physical integrity of every worker.

MOROCOLOR ITALIA SPA is committed to offering to each worker and co-operator the same opportunity of work, cooperation and training, assuring a fair treatment in the respect of the laws and a fair remuneration, based solely on merit and capability, without discriminations. The Management Board and the Functional Managers shall:

- always adopt standards of merit and capability (in any case strictly professional) for any decision regarding human resources;



- avoid any discrimination during staff selection, hiring, training, remuneration and human resources management;
- provide a working environment where personal characteristics and orientations cannot cause discriminations or offensive behaviours.

5. WORKPLACE SAFETY AND ENVIROMENTAL PROTECTION

MOROCOLOR ITALIA SPA is committed to respecting current laws and regulations on the protection of health and safety at the workplace, as well as promoting an effective implementation in the company and in the working processes.

MOROCOLOR ITALIA SPA also promotes the creation of a culture of prevention in occupational safety and awareness of work-related risks, and the deployment of a responsible conduct of all the parties concerned.

MOROCOLOR ITALIA SPA ensures a continued monitoring of workplaces and facilities at its disposal for any purpose, in order to provide the highest possible safety standards and workers' health, in conformity with current legislation.

The Recipients shall promptly report any potential or actual violation of the Code to their managers, to their employer, or to the appointed delegates.

The employees and, more in general, all stakeholders in the company premises are committed to respecting all laws and regulations on workplace safety and to taking care of their health and safety and of the health and safety of other persons at the workplace, on which their actions have effects, in accordance with their training, the received instructions and the position they held.

MOROCOLOR ITALIA SPA adopts responsible policies to protect and safeguard the environment, through the analysis of risk factors for the ecosystem, and through the implementation and the constant improvement of industrial processes, in order to reduce and optimize the impact on the environment.

The company promotes a responsible use of natural resources, with the aim to reduce the use of fossil fuels and greenhouse gas emissions and pays special attention to renewable energy sources as well as to the efficient use of natural energy and resources.

The company adopts policies of waste reduction, by encouraging, where possible, recycle and reuse of the materials; in any case it provides a responsible waste management, always respecting current laws and regulations, also promoting a continuous technological update of its facilities, to obtain a reduction of polluting factors.

CODE OF CONDUCT

1. TRANSPARENCY OF ACCOUNTING RECORDS AND ANTY MONEY-LAUNDERING MEASURES

The Recipients of the Code shall cooperate, within their competences, to a correct and prompt maintenance of the company's financial records.



Each operation and transaction shall be authorised, auditable, appropriate, legitimate, coherent and promptly recorded in the business accounting system, in adherence with the law and the firm's financial statements.

It is forbidden to take any action that can cause injury to the transparency and traceability of the financial reporting. Records shall be kept for each operation, to enable an accurate and timely accounting record, the assessment of its characteristics and motivations, and the determination of the different levels of responsibility.

The Recipients shall promptly report any potential and actual violation, counterfeiting or negligence as related to the maintenance of the financial books, to their Supervisor or to the body of which they are part.

No employee or collaborator can carry out payments on behalf of MOROCOLOR ITALIA SPA, without proper supporting documents or a formal authorisation or delegation.

Financial records must be kept or destroyed in compliance with applicable laws, rules and regulations.

Each level of the organisational structure has the task to help to achieve an effective and well-functioning system of internal control, as described in the Organisational Model.

To implement this undertaking, MOROCOLOR ITALIA SPA gives free and complete access to the documents and to any information relevant to the performance of this activity to Executive Compliance Bodies of the company, and to the Supervisory Board established under art. 6 of Legislative Decree 231/2001.

The Recipients shall full cooperate with control authorities. Obstructing the activities of the supervisory authorities is therefore prohibited.

MOROCOLOR ITALIA SPA also controls that its activity doesn't become an instrument of or favour actual or potential illegal activities of criminal or terroristic organisations, by always applying national and international legislation to fight against money laundering and terrorist financing.

MOROCOLOR ITALIA SPA checks with the utmost diligence the available information on business partners, suppliers, partners and advisors, to ensure their respectability and the lawfulness of their activity before establishing business relations.

MOROCOLOR ITALIA SPA improves its controls on the transactions to which it is a counterpart, to prevent itself from the risk of potentially or actually facilitate the receiving, the change or the use of funds or goods resulting from underlying criminal activities.

2. RELATION WITH EMPLOYEES AND COLLABORATORS

Consulting and professional services

Independent consultants, self-employed, and more in general service providers and sub-contractors (also for intellectual services), shall observe the same standards of conduct of the employees when doing business with or on behalf of the company, being interested parties in the application of the Organisational Model and of the Code of Ethics of MOROCOLOR ITALIA SPA.



Those acting for and on behalf of the company must safeguard the image, reliability, respectability and integrity of the company.

Protection of privacy and confidential information

MOROCOLOR ITALIA SPA takes suitable safeguards and security measures with regard to personal and sensitive data processing, collected from time to time from the Recipients.

In accordance with the applicable law, any survey on opinions, preferences, individual likes and, more in general, on the privacy of the Recipients is forbidden.

It is also forbidden, except in cases regulated by the law, to communicate or disclose personal data without the user's prior consent or, in any case, in violation of the internal Privacy Policy, of other provisions and regulations.

The Recipients shall, furthermore, safeguard confidential information which comes into their possession in conformity with the Non-Disclosure Agreement signed with MOROCOLOR ITALIA SPA and use them only inside the company and in its exclusive interest.

"Confidential information" is generally defined as information regarding current or programmed activities of the company that, if used or made public without prior consent, could bring economic benefits to third parties or cause damage to the company.

Confidential information can be, for instance, commercial secrets and know-how, inventions, programmes, marketing or sale strategies, customer and supplier information and lists, financial data, production process and techniques, software, data and formulas, technical designs, documents, measures, tender specification, even those received from third parties and entrusted to the company.

In particular, the Recipients who are holding or have access to confidential information shall avoid its disclosure outside the company, and refrain from using such data to their advantage or for the benefit of outsiders, unless it is necessary to achieve the assigned tasks or for institutional purposes.

Non-disclosure obligations of confidential information continues after the termination of the employment or the professional relationship. Moreover, with the termination of the professional relationship, there is an obligation to return to the direct supervisor any document and other materials containing confidential information, according to the specific requirements set out in the Non-Disclosure Agreement.

Staff recruitment and selection

Human resources have the responsibility of staff recruitment and selection, complying with the privacy of the job applicants, assuring equal opportunities and avoiding any favouritism, following rules and regulations.

Staff is hired with a formal contract of employment or self employed collaboration, in accordance with the applicable law in the place of employment; any form of irregular employment is prohibited and not tolerated.



At recruitment, every new employee joining the company receives accurate information about rules regulating the working relationship, the standards and procedures about safety and health at workplace, about the company policy, the Organisational Management and Control Model adopted in accordance with D. Lgs. 231/2001 and about the regulations of this Code of Ethics, in order to assure an immediate understanding and quick integration in the company life and culture.

Use of computer, media and company assets

Every Recipients shall adopt the necessary measures to assure cyber security in compliance with procedures, instructions and operating practices adopted by MOROCOLOR ITALIA SPA.

The company resources shall not be used for illegal purposes or to cause disturb or harm to anyone.

The use of computer, software, cloud resources, media and communication systems owned by the company to send e-mail or to access the internet, involves the image of the company. The use of these means shall therefore be consistent with the company policies and standards, with privacy, copyright, trademarks, commercial secrets and intellectual properties.

Technological resources shall be used following procedural and operating rules determined by the different departments. Logins and passwords to the company computer system shall be restricted only to those who have access and shall not be disclosed to third parties.

Each employee has the duty to act with due diligence to safeguard the company assets, through responsible behaviour, in conformity with the established operating procedures, and is committed to precisely documenting their use.

Prohibition of alcohol, drugs and psychotropic drugs

The recipients shall personally cooperate to promote and maintain mutual respect at workplace. Workers who are found under the effect of alcohol, drugs or similar substances during work hours or at workplace are considered responsible of the risk of compromising the characteristics and the standards of workplace health and security.

It is prohibited to:

- detain, consume, offer or give for any reason drugs or other substances with a similar effect, during work hours and in the workplace;
- smoke inside the workplace.

Conflict of interest

The Recipients of this Code shall act in the interest of the company. They shall, consequently, avoid situations coming into conflicts of interest, that can affect their independence of judgement and choice.

When one of the recipients is in a situation that can, even potentially, come into conflict or determine a conflict of interest, he/she shall promptly inform a supervisor.



No worker shall, moreover, take advantage of opportunities that should occur to him/her because of company assets, information or of his/her position in the company, nor shall engage in any activity in competition with the company.

3. RELATIONS WITH PUBLIC ADMINISTRATION

Bribes and representation expenses

In accordance with the principles of this Code of Ethics and of the Organisational Model of MOROCOLOR ITALIA SPA, as well as in compliance with anti-corruption legislation, any form of gift that could be interpreted as exceeding normal business practices or courtesy, and as aimed to acquire an advantage or a preferential treatment, is forbidden during any activity carried out in connection with MOROCOLOR ITALIA SPA.

In any case, MOROCOLOR ITALIA SPA refrains from practises which are not permitted by the law, the commercial uses or by the Code of Ethics of the companies and organisations with which it has a business relation.

Offered gifts - except that of modest value - shall be authorized, in line with the institutional processes of the company, by the Management Board or by the Functional Manager and shall be properly documented.

Expenses for meals, travel expenses, entertainments offered to third parties shall comply with applicable laws and with the policies adopted by MOROCOLOR ITALIA SPA.

Relations with Public Administration and Legal Authorities

The relations between the company and the Public Administration are characterised by a strict observance of the laws and applicable regulations, moreover of the specific policies and procedures of the company and in no case they shall compromise the integrity and reputation of the company.

Commitments and relation management, of any kind, with the Public Administration, the public officers or with people in charge of public duties are entirely a matter for the Management Board or for entrusted people with a special mandate.

Any giving or promise of money, or other benefits for illegal purposes or to obtain an unfair advantage are expressly prohibited.

Eventually, it is forbidden, in particular to the company bodies, the employees, the collaborators, the prosecutors and the lawyers representing the company in a court, to give or promise money or other benefits to prosecutors, judges, court reporters and witnesses, in order to influence the result of a trial in favour of MOROCOLOR ITALIA SPA.



4. RELATIONS WITH SUPPLIERS AND CONSULTANTS

MOROCOLOR ITALIA SPA commits itself to searching for suppliers and external collaborators with a suitable expertise and sharing the principles of this Code of Ethics; the company promotes the creation of lasting relationships, in order to improve the protection and the promotion of the principles and the contents of the Code.

In the supply relation, both of goods and services, and in the relationships with external collaborators (including consultants, agents, etc.) the Recipients are obliged to:

- Respect current legislation and specific procedures regarding the selection of a contract partner and the assignment of works and services;
- comply with the internal procedures for the selection and the management of suppliers and external collaborators, and allow any subject meeting the requirements to bid for contracts with the company;
- adopt only objective valuation standards during the selection, in a transparent and documented way, in accordance with the usual commercial practices;
- comply and ask for compliance with contractual terms;
- immediately notify any potential violation of the Code to the Supervisory Board.

3. RULES IMPLEMENTING THE CODE OF ETHICS

1. CODE OF ETHICS AND THIRD PARTIES

MOROCOLOR ITALIA SPA requires the commitment of the Stakeholders to act with integrity and to manage their activities in accordance with the principles of this Code of Ethics.

Everyone shall commit to a correct interaction with suppliers, competitors and co-workers. There should be no attempt to reach positions of supremacy in the working relationship, using manipulation, concealment or abusing of privileged information, or through a misrepresentation of the material facts. Everyone's behaviour shall be fair to everyone.

Everyone who, acting for and on behalf of the company, comes into contact with third parties, with whom the company intends to undertake legal, institutional or other relationships has an obligation to:

- a) inform these subjects of the commitments and obligations required by the Code;
- b) require compliance with the obligations concerning their activity;
- c) adopt internal measures useful to ensure the respect of the Code in the event of refusal from third parties to comply with the Code or in case of failed or partial implementation of the provisions therein contained.



2. CONTRACTUAL VALUE AND LEGALLY BINDING PRINCIPLES OF THE CODE OF ETHICS

The Code of Ethics, considered as a whole and together with the specific procedures included in the Organisational, Management and Supervisory Model, adopted in accordance with D. Lgs. 231/2001, shall be considered an integral part of the employment contract under art. 2104 c.c., where applicable, or of the collaboration agreement or of the service provider agreement or of the supply of goods and services agreement.

The violation of these provisions is an offence of disciplinary nature and, as such, can be prosecuted and punished by the company in accordance with art. 7 of the law 300/1970, with imposition of the sanctions set out in the Disciplinary System, an integral part of the Organisational Model of MOROCOLOR ITALIA SPA.

This is without prejudice to the right of MOROCOLOR ITALIA SPA to the compensation for material and immaterial damages suffered as a result of the violation.

The subscription or, in any case the acceptance of the provisions and principles of this Code of Ethics by collaborators, consultants, contractors and other third parties, are necessary and essential conditions for the conclusion and execution of contracts of all kinds, therefore the provisions approved, disclosed and accepted are an integral part of these contracts.

In this perspective, MOROCOLOR ITALIA SPA proceeds to:

- a) determine, together with the Supervisory Board, standards and procedures of compliance with the Code of Ethics;
- b) organize programs of communication and training for the different Stakeholders, to promote awareness and a correct understanding of the Code of Ethics;
- c) monitor the effective implementation of the Code;
- d) consider reports of possible violations of the Code;
- e) inform the Supervisory Board about the results of investigations regarding violations of the Code and the adoption of appropriate remedies or penalties in conformity with the Disciplinary System;
- f) activate and maintain a flow of information between the Stakeholders and the Recipients who are required to comply with the Organisational Model.

Every Functional Manager is obliged to:

- ensure the compliance of the Code of Ethics by the subordinates;
- promote a correct understanding between the workers of the fact that the compliance with the provisions of the Code is an integral and significant part of their job performance;
- favour the selection of employees and collaborators who guarantee the respect of the principles of the Code;
- promptly inform the Management Board and the Supervisory Board of every report of violation or request for information by the employees;
- prevent, within their functions, any kind of retaliation to employees or collaborators who have contributed to the compliance or the practical implementation of the Code.



The employees and collaborators of MOROCOLOR ITALIA SPA shall know the provisions of the Code of Ethics and the legal requirements that regulate their activity and the duties of their function.

Employees and collaborators are required to:

- a) respect the Code and avoid any behaviour contrary to these provision and rules ;
- b) apply, when in doubt, to their direct supervisors, to the Management Board or to the Supervisory Board, for the necessary clarification on the implementing rules of the Code or on the reference regulations;
- c) promptly inform their direct supervisors, the Management Board and the Supervisory Board of every report of Code violation, except if the holder of the office is involved in the detected irregularities; in that case the violations shall be reported to higher level supervisors, to the Management Board or to the Supervisory Board;
- d) cooperate with the management of MOROCOLOR ITALIA SPA during assessment to verify possible violations and eventually sanction them.

All the Recipients of this Code of Ethics can notify in writing, through protected information channels any violation or suspicion of violation of the Code of Ethics, sending an e-mail to the dedicated address or through a registered letter, at the attention of the Supervisory Board, at MOROCOLOR ITALIA SPA head office.