



NOVOTEX
INNOVATIVE COATING TECHNOLOGY

CODE OF ETHICS OF C.O.I.M. S.P.A.

Adopted at the Shareholders' Meeting on 22nd December 2010.
Amended at the Meeting on 15th February 2013.
Amended at the Board of Directors' Meeting on 12th December 2016.

INTRODUCTORY PARAGRAPH

C.O.I.M. S.P.A. – CHIMICA ORGANICA INDUSTRIALE MILANESE - operates in the Chemical Speciality Industry particularly in polyurethane specialities.

COIM S.P.A. abides by the principles of fairness and correctness contained in this Code, which the company believes to be a key factor of its success, underpinning all its operations and those of its affiliates.

The aim of this Code of Ethics is to provide clear and transparent principles and guidelines which must inform all operations of C.O.I.M. S.P.A. and companies of the COIM group, directing the conduct of its employees and anyone having dealings with the afore-mentioned companies.

C.O.I.M. S.P.A. intends for this Code of Ethics to serve as a fundamental element of its Corporate Compliance model and

in view thereof, in drawing up this Code, account was taken of the Guidelines provided by Confindustria for setting out the Compliance Models to be adopted vis-à-vis the prevention of offences referred to in Legislative Decree 8 June 2001 no. 231, on corporate liability. In drawing up this Code of Ethics account was also taken of the Ten Principles laid down in the United Nations Global Compact, which in their turn, draw on the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, the Rio Declaration on Environment and Development and the United Nations Convention Against Corruption.

CHAPTER I

GENERAL PROVISIONS

1. THE CONSIGNEES

The principles set forth in this Code of Ethics are binding for all those who, in C.O.I.M. S.P.A. (the “Company”), are vested with powers of representation, administration and management of the company or who manage and control the company, all employees none exempted nor excepted, collaborators and anyone having business relations, either directly or indirectly, on a permanent or temporary basis, with

the company or collaborating with the same in the pursuance of its corporate objective (hereinafter, the “Consignees”).

The persons above-mentioned, referred to as the Consignees, in discharging their duties and tasks are to base their conduct on the principles of impartiality, fairness, correctness and transparency laid down herein, in compliance with the laws and regulations pertaining to the company’s operations.

CHAPTER II

ETHICAL PRINCIPLES

The Company accepts and conforms to the following ethical principles (hereinafter, the “Principles”):

- Compliance with laws
- Protection of human rights
- Equality and impartiality
- Professional conduct and reliability
- Correctness and good faith
- Valuing the person and human resources
- Transparency and correctness
- Confidentiality
- Prevention of conflict of interest
- Health and safety at work
- Environmental protection
- Prevention of direct and indirect money-laundering
- Protection of competition
- Product quality and safety
- Product stewardship
- Combating corruption
- Intellectual property protection

The Consignees, in discharging their professional duties and tasks, conform to the above-mentioned Principles.

Under no circumstance will the conviction of acting in the interest or to the advantage of the C.O.I.M. S.P.A. justify conduct which is contrary to the same Principles.

2. COMPLIANCE WITH LAWS

In discharging business operations and any duties for the Company, the Consignees are required to fully and rigorously abide by national, Community and international laws.

The company proactively pursues information about changes to domestic, EU and international legislation affecting either its business or its products and rapidly adapts to them.

3. PROTECTION OF HUMAN RIGHTS

In discharging their professional duties, the Company undertakes to protect human rights and to refrain from being

an accomplice to a breach of human rights laws committed by third parties, under Principles 1 and 2 of the Ten Principles set forth in the United Nations Global Compact.

4. EQUALITY AND IMPARTIALITY

In the running of the company's business and in all decisions relating thereto, the persons to whom this Code of Ethics applies must operate with impartiality in the Company's best interest, taking decisions with professional rigour and objectivity in accordance with objective and neutral evaluation criteria.

5. PROFESSIONAL CONDUCT AND RELIABILITY

All of the Company's operations are duly and professionally carried out.

The Consignees are therefore required to carry out their duties with such a commitment as is demanded of the task assigned, by protecting the Company's reputation and image.

6. CORRECTNESS AND GOOD FAITH

The Company requires that all operations be carried out by following principles of correctness, respect and good faith, and that all obligations and services undertaken by contract be duly fulfilled, in compliance with the rules and directives given.

7. VALUE OF THE PERSON AND HUMAN RESOURCES

Human resources are an indispensable and precious asset for C.O.I.M.'s development. The Company values the individual, protecting the person's physical and moral integrity and fostering the continuous growth of the resource's technical and professional skills.

Therefore, the Company protects the value of the individual. In this respect, C.O.I.M. S.P.A. will tolerate no discriminatory conduct, nor any form of harassment of personal or sexual offence. In addition, the Company undertakes to ensure that at the work place no discrimination is made based on age, gender, sexual orientation, disability, race, language, nationality, political or union affiliation, religious creed or other aspects concerning one's personal sphere, which do not pertain to the work.

In addition, in its personnel recruitment and management policies, the Company follows a meritocracy-based system for evaluating the skills, competencies and potential of individuals. C.O.I.M. S.P.A. provides life-long learning across-the-board, as well as training and coaching for newly recruited staff.

If any significant changes are made by the Company, the employees whose work is concerned by such changes, unit or area operators, are assured the necessary training. By significant changes the Company intends the introduction of

new work equipment or machines, new technologies, new hazardous chemical substances or significant organisational changes (i.e. a shift to a continuous production cycle).

C.O.I.M. S.P.A. assures equal opportunities to all employees and that any authority is exercised with equity and fairness, avoiding any form of abuse.

Under principles 3 to 6 laid down in the Ten Principles of the United Nations Global Compact, the Company upholds the right to freedom of association and the actual recognition of collective agreements, the elimination of any form of forced or compulsory labour, upholds the abolition of child labour, that is, labour for persons under 15 years of age, and the elimination of any form of discrimination at the workplace.

8. TRANSPARENCY AND CORRECTNESS

The utmost fairness and transparency shall guide the actions, operations, negotiations, and more generally, the conduct of the Consignees at all times.

More specifically, every step, operation or transaction carried out shall be duly recorded in the company's accounting system in accordance with the criteria laid down by law and applicable accounting principles, duly authorised, verifiable, legitimate, consistent and appropriate.

With a view to ensuring that the accounting data and records satisfy requisites of truth, completeness and transparency, every transaction will be kept on record with the appropriate and comprehensive supporting documents evidencing the operations carried out, so that:

- The transaction can be recorded in the accounts;
- The characteristics and the reasons for the same transaction can be identified;
- the decision-making and authorising process can be retraced.

Each employee, in relation to his assigned duties, acts in such a way as to ensure that every datum and piece of information regarding the Company's business operations is duly and promptly entered in the accounts.

Each accounting entry reflects the records of the related supporting documents which is duly filed and kept in such a way as to ensure that it is retrievable at all times.

9. CONFIDENTIALITY

The Company will ensure that in all its operations, the information the Company holds will be treated with the utmost confidentiality. The Company will refrain from using the confidential data of third parties, except when expressly or impliedly authorised to do so and, in any case, at all times in

the strictest observance of applicable personal data protection laws.

In disclosing to third parties confidential information, which is permitted only when it is required by the duties of the job assigned or on professional grounds, the confidential nature of the information is expressly declared and the third party will be bound by the confidentiality obligation.

In addition, all information and data handled while discharging the duties and tasks of the job will be treated with the utmost confidentiality.

10. PREVENTION OF CONFLICT OF INTEREST

In conducting business operations all Consignees are required to refrain from engaging in conflict of interest situations.

By conflict of interest is intended a situation in which an interest is pursued which is other than that of the corporate objective or when such actions are performed which may impair or appear to impair the ability of making decisions in the exclusive interest of the Company, or when business opportunities of the Company are exploited for personal gain. In cases of conflict of interest, all Consignees will be required to inform their direct superior without delay, conforming to any decisions taken in relation thereof.

11. HEALTH AND SAFETY AT WORK

C.O.I.M. S.P.A. is committed to ensuring health and safety at the workplace for all its employees and anyone accessing their offices and working areas.

In addition, the Company is committed to providing all its employees with dignified and safe working conditions, including by promoting a safety and risk awareness culture and responsible behaviour, by all, in compliance with applicable procedures at the workplace and accident prevention laws.

In this respect, each employee is required to personally contribute to maintaining standards of safety on the workplace in which he operates and to act responsibly to ensure his own safety and that of others.

To this end, the company provides information and training on safety matters, distinguishing between following concepts:

- **Informing:** providing useful and practical information, communicating and learning about the work environment.
- **Training:** transferring, by specific training, such knowledge as is necessary vis-à-vis a specific activity; setting out a process whereby clear instructions are given on how to behave, on the measures in place to deal with hazards and risks and on how to follow procedures, putting into practice the rules and

principles of safety, health and hygiene on the workplace.

- **Coaching:** operation which teaches workers the correct procedures for the use of equipment, machinery, plants, substances, devices, personal protective equipment and working procedures.

In general, each worker is required to learn about his work environment, the machines, the systems, the substances used, work procedures, health and safety risks so that he/she knows what they are handling/operating and what can happen. The Company has a certified Health and Safety System in place which conforms to the requirements set forth in Legislative Decree 81/2008 (the Consolidation Law on Safety) and Legislative Decree 105/2015 (referred to as the Seveso Law ter), therefore the evaluation of risks and putting into place of prevention and protection measures are contemplated by the System itself.

The company participates in the Federchimica Responsible Care programme.

12. ENVIRONMENTAL PROTECTION

The Company promotes production policies that balance the need for economic growth and value creation, proper to business enterprise, with that of environmental protection and sustainability.

More specifically, C.O.I.M. S.P.A. views the safeguarding of the environment as well as the sustainable development of the territory in which it operates as being of the utmost importance, and strives to ensure the protection of the rights of the community and to guarantee a healthy environment for future generations.

In managing its business operations, the Company is committed to considering environmental needs as essential and to minimizing the negative impact of its operations on the environment.

To this end, the Company, complying in full with applicable environmental laws, is particularly attentive to:

- Promoting such activities and procedures such as will ensure that environmental compatibility is enhanced to the furthest possible extent, by using advanced criteria and technologies in matter of environmental safety, energy efficiency and sustainable use of resources;
- Evaluating the environmental impact generated by all of the company's operations and procedures;
- Cooperating with stakeholders, internally (e.g. employees) and externally (e.g.. Institutions), to ensure environmental issues are optimally handled;
- Pursuance of environmental protection standards by implementing appropriate treatment and monitoring systems;

- Taking all such measures as are necessary to ensure the best protection possible, of humans and the environment, from the hazardous effects of all the substances produced and/or used in the Company's operations. The Company has a certified system of environmental management, which conforms to the requirements set forth in Legislative Decree 152/2006 (referred to as the Consolidated Environmental Law), therefore the evaluation of environmental risks and the putting into place of prevention and protection measures are contemplated by the System itself.

Under principles from 7 to 9 of the Ten Principles laid down in the United Nations Global Compact, the Company supports a precautionary approach to environmental challenges, promotes greater environmental responsibility through steps which are aimed at raising awareness on environmental issues and encourages the development and diffusion of environmentally friendly technologies. The Company also combats any behaviour which might lead, even through carelessness, to the incorrect management of its operations with regard to the environment, with the possible risk of environmental pollution or environmental disaster. In case of pollution or environmental disaster, the company undertakes to clean up and remediate the affected areas at once.

13. PREVENTION OF DIRECT AND INDIRECT MONEY-LAUNDERING

The Company runs its operations in full compliance with applicable laws, combating the phenomenon of direct and indirect money-laundering.

To this end, the Consignees will avoid entering into transactions that are suspicious from a point of view of correctness and transparency and, as for the different relations established on behalf and in the interest of the Company, they are committed to verifying the reliability and honourability of the Company's business partners. Moreover, financial resources are managed on the basis of principles:

- of the substantial separation of functions, so that all expenditure is applied for, made and checked by independent departments or, as far as possible, separate parties, who are also not assigned any additional responsibilities which could lead to possible conflicts of interest, and are;
- founded on the traceability and transparency of financial flows within the Company and external payments, so that it is always possible to reconstruct all the Company's financial transactions

14. PROTECTION OF COMPETITION

Aware that a sound and fair system of competition contributes to continuous improvement and development, the Company abides by applicable competition laws and abstains from taking or encouraging any actions which may amount to forms of unfair competition.

15. PRODUCT QUALITY AND SAFETY

The Company is particularly attentive to the quality, safety and reliability of its products to ensure complete customer satisfaction.

The Consignees are therefore required to observe the instructions set forth in the procedures of the quality management system.

The Company has introduced a product stewardship system intended to:

- avoid or eliminate the use of raw materials which involve unnecessary risks for employees, users, consumers or the environment;
- inform customers about the correct, safe, responsible use of its products;

- provide a professional response to queries concerning the conformity, quality and safety of its products;
- manage all activities in accordance with Good Manufacturing Practices (GMP).

16. COMBATING CORRUPTION

Under principles 10 of the Ten Principles laid down in the UN Global Compact, the Company works against corruption in all its forms, including extortion.

17. PROTECTION OF INTELLECTUAL PROPERTY

The Company complies with all domestic, Community and international laws for the protection of intellectual property rights.

The Consignees will strive to ensure that all intellectual property is used correctly, whatever the purpose to which it is put or form it takes, including data bank and processing programmes, to protect the property and moral rights of the author.

To this end, the Company forbids the duplication or reproduction, in any form, of intellectual property without the acknowledgement of the author's property rights.

CHAPTER III

RELATIONS WITH THIRD PARTIES

18. RELATIONS WITH THE PUBLIC ADMINISTRATION AND INDEPENDENT ADMINISTRATIVE AUTHORITIES

Relations with Public Administration entities and Independent Administrative Authorities and, in any case, with any official bodies, both in Italy and cross-border, must at all times be conducted in full observance of applicable provisions of law, principles of transparency, honesty and correctness.

In relations with Public Administration offices and Independent Administrative Authorities, the Company shall not attempt to improperly influence a public official or public service appointees who deal or decide on their own account.

The Company bases its relations with Public Administration offices and Independent Administrative Authorities, or with parties mandated to provide a public service, on strict compliance with the relevant legal and regulatory requirements, and takes special care to ensure that the integrity or reputation of C.O.I.M. S.P.A. is not jeopardised in any way.

More specifically, the Company forbids the following conduct which is contrary to the Principles set forth in this Code of Ethics:

- Promising and/or offering gifts, money or any tangible gifts to public officials or to their family, in order to gain an advantage for the Company, unless gifts are such that they can be considered simple acts of business courtesy of modest value or in any case falling in the category of usual business practices, provided they are at all times authorised by the appointed officers;
- force or lead third parties into giving or promising money or other utilities to public officials or their family members
- provide untruthful information or omit to communicate significant facts, where requested by Public Administration offices and Independent Administrative Authorities.
- The said rules also apply in relations with the judicial authorities, its exponents, auxiliaries and consultants.

19. RELATIONS WITH CLIENTS, SUPPLIERS AND PARTNERS

The Company prioritises clients' needs to ensure full satisfaction and strives to establish a solid relationship based on correctness, honesty, and professional efficiency. C.O.I.M. S.P.A. draws on principles of simplicity, clearness and completeness, abstaining from any misleading and/or improper practices in setting out statements and representations addresses to its clients.

The company manages relations with its suppliers and other business partners by ensuring a professional, loyal and fair approach, encouraging continuative collaborations, solid and long-lasting relations built on trust, abstaining from any conduct which may be construed as an attempt to secure a favourable treatment in business.

In business relations with third parties any conduct which may undermine the Company's image is prohibited as is, in any case, the giving of any tangible gifts, benefits (both direct and indirect), gratuities including acts of courtesy and hospitality, except when the same come under the usual rules of etiquette and good manners or are in any case such as not to be construed as aimed at obtaining a favourable treatment.

In general, any legal transaction with clients, suppliers and other business partners is officially made in writing and, where required by the type of relation entered into, subject to the prior verification of the objective and subjective requisites required by law.

C.O.I.M. S.P.A. therefore does not allow any form of payment or granting of benefits in relation to customers, suppliers or other business partners not strictly derived from a contractual obligation, and as such regulated by a negotiated agreement.

20. RELATIONS WITH POLITICAL PARTIES, UNIONS OR OTHER ASSOCIATIONS

The Company shall support no political party or union nor will it provide them with contributions of any kind, either directly or indirectly.

In addition, C.O.I.M. S.P.A. condemns any form of participation of the Consignees in associations whose objectives are prohibited by law and are contrary to the rules of public order or the principles of this Code of Ethics and strongly repudiates conduct which even mildly facilitates the operations or the programme of criminal organisations, including when the said conduct is instrumental in obtaining a utility.

CHAPTER IV

FINAL PROVISIONS

21. BREACHES AND SANCTIONS

Breaches of the provisions of this Code of Ethics are punishable under applicable provisions of labour law.

The observance of the provisions laid down in this Code of Ethics must be considered as an essential part of the contractual obligations undertaken by the Company's employees pursuant to art. 2104 of the Italian Civil Code.

Any breach of the provisions laid down in this Code of Ethics may amount to a non-performance of obligations under the employment agreement or to a disciplinary offence, under the procedures set forth in the art. 7 of the Workers' Charter and the applicable National Collective Agreement, and as such therefore is punishable by law, including with respect to keeping one's position in the Company, and may also entail compensation for any losses resulting therefrom.

The observance of the ethical principles contained herein, formalized in the relative contractual agreements, is to be viewed as an essential part of the obligations undertaken by

all those having a business relationship with the Company. Accordingly, any violation hereof may amount to a non-performance of primary obligations under an employment agreement entailing consequences in law.

The Compliance Officers, a body established pursuant to Legislative Decree 231/2001, is entrusted with overseeing application of this Code of Ethics, and will carry out its duties impartially.

Therefore the Consignees are required to report to the Compliance Officers when any violation should occur or suspicion should arise of breaches of this Code of Ethics.

22. APPROVAL AND AMENDMENT OF THE CODE OF ETHICS

This Code of Ethics is approved by the Board of Directors of C.O.I.M. S.P.A. Any update of the same will require the approval of the Board of Directors of C.O.I.M. S.P.A.