

## Company Policy

# *Supplier Code of Ethics*

(DN.POL.o6.15)

Issue: *01 (December 2015)*

Paolo Dellachà  
Chief Executive Officer

**our research - your future**

---

**INDUSTRIE DE NORA S.P.A.**

Via Bistolfi, 35 - 20134 Milan Italy - ph +39 02 21291 - fax +39 02 21292425

Cap.Soc. €16.420.000 i.v. - Reg.imp.Milano - C.F./P.I. 03998870962

mail [industriedenora@denora.com](mailto:industriedenora@denora.com) web [www.denora.com](http://www.denora.com)

## DOCUMENT ROLES

<b>Sponsor</b>	DN Chairman
<b>Doc Family Master</b>	HR - Organization and Development
<b>Key Content Owner</b>	Chief Procurement Officer
<b>Other Content Owners</b>	<ul style="list-style-type: none"> <li>• DNWT Global Supply Chain VP</li> <li>• All DN Regional Chief Officers &amp; Managing Directors</li> <li>• Legal</li> </ul>

## REFERENCES

<b>External Documents</b>	All laws, regulations, statutory provisions, judiciary or administrative acts or decisions applicable to the subject matters of this Code, including but not limited to human and labor rights, company responsibility, business competition, anti-bribery fraud and crime, both international and of the Countries where De Nora operates
<b>DN Documents</b>	DN Code of Ethics (POL.00.15)

## CHANGE LOG

<b>Superseded documents</b>	None
-----------------------------	------

<b>Issue</b>	<b>Change description / Reason for Change</b>	<b>Interested Chapters</b>
1 (12.2015)	First Issue	All

## CONTENTS

1. PURPOSE .....	4
2. APPLICABILITY .....	4
3. DN POLICY REGARDING ITS SUPPLY CHAIN.....	4
3.1 COMPLIANCE WITH LAWS.....	5
3.2 LABOR.....	5
3.3 BUSINESS ETHICS .....	5
3.4 HEALTH AND SAFETY .....	6
3.5 ENVIRONMENT .....	6
4. DISTRIBUTION, IMPLEMENTATION, REPORTING AND SANCTIONS.....	6

## 1. Purpose

This Supplier Code of Ethics (SCoE), together with the De Nora Code of Ethics, sets forth minimum workplace standards and business practices that De Nora (i.e. Industrie De Nora SpA and all its direct and indirect subsidiaries in Italy and abroad, referred to as “DN”) asks its suppliers and their sub-suppliers to respect and to adhere to when doing business with DN. These requirements are applicable to DN suppliers and their affiliates and subsidiaries globally.

## 2. Applicability

This SCoE is addressed to all DN current or potential suppliers, i.e. companies belonging to the supply chain providing DN with raw materials, semi-finished goods, components, services, etc.

It's the supplier's responsibility to disseminate, educate and exercise diligence in verifying compliance with the SCoE by its employees, agents, contractors and sub-suppliers.

DN suppliers and their sub-suppliers are hereinafter referred to as the “Suppliers”.

All DN Global, Central and Local Procurement and Purchasing functions shall:

- keep it as mandatory reference for selecting and affiliating our Supply Chain;
- ensure the SCoE is delivered to, and acknowledged by, our Suppliers.

## 3. DN policy regarding its Supply Chain

DN undertakes to look for professional Suppliers committed to share the principles and contents of the SCoE, and to promote the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting these principles.

In procurement of goods/services and generally in dealing with our Supply Chain DN shall:

- use business integrity as key standard for the selection of Suppliers;
- demand Suppliers to refrain from getting involved in any illegal activity, e.g. offering or receiving kickbacks;
- document in writing, in accordance with our ethical standards and legal and accounting requirements, all arrangements with any officer, director, employee or agent of DN;
- adopt fair and transparent selection and contracting criteria, ensuring contracts are awarded only in accordance with valid business justifications, respecting our procedures;
- adopt practices intended to develop Suppliers and enhance our products and services,
- state in contracts the Supplier's acknowledgment of the SCoE, its obligation to comply with the principles contained therein, setting aside the right of auditing the supplier's application;
- provide Suppliers with periodic updates on the SCoE;
- not tolerate any use by Suppliers of forced labor or child labor, human trafficking and any other violation of human rights. DN defines child labor as services by anyone under the age of 16, except where local law is more restrictive, in which case DN prohibits its Suppliers from using labor in violation of those more restrictive laws;
- promptly and thoroughly investigate any claim or indication a Supplier is engaging in child labor, human trafficking or slave labor, or is otherwise not complying with the SCoE. DN will not continue to purchase goods or services from any Supplier found to be engaging in such violations;

- prohibit any inducement of the business counterparts to take personal advantages (or for persons or bodies associated with them), which could reasonably be interpreted as an attempt to improperly influence them to act not solely in the interests of the company or person or body employing them or whom they represent;
- forbid the use in materials supplied to DN of any “conflict minerals” such as tantalum (columbite-tantalite or coltan), tin (cassiterite), tungsten (wolframite) or gold originating from mines controlled by armed groups in the Democratic Republic of Congo or adjoining countries or in other part of the world where conflict is occurring and affects the mining and trading of those materials;
- forbid any form of bullying, psychological or physical violence, abusive conduct, disrespect, sexual harassment and any other form of imposition or embarrassment in the business conduct of its Suppliers.

### 3.1 Compliance with Laws

Suppliers must operate in full compliance with all applicable national and international laws, rules and regulations of the Countries, States and municipalities in which they operate. In addition, Suppliers will ensure that products, services and shipments for DN adhere to all applicable international trade compliance laws, rules and regulations.

### 3.2 Labor

DN’s Suppliers shall:

- not use any form of illegal, forced or compulsory labor or slavery;
- employ only workers who meet the appropriate minimum legal age requirement and shall never support the use of child labor;
- comply with all applicable laws and regulations related to the minimum level of wage, maximum working hours and minimum days of rest;
- not discriminate in hiring and employment practices on criteria such as race, color, gender, nationality, religion, age or marital status, etc.;
- respect the freedom of association and collective bargaining for their employees, in compliance with the applicable laws and regulations.

### 3.3 Business Ethics

DN’s Suppliers shall commit to the highest standards of ethical conduct when dealing with its employees, suppliers, customers and stakeholders. They shall:

- prohibit any and all forms of corruption, bribery, and extortion by its employees, officers, directors or agents. Suppliers shall not pay or accept bribes, arrange or accept kickbacks and shall not take any actions to violate or cause its business partners to violate any applicable anti-bribery laws and regulations, including the United States Foreign Corrupt Practices Act, the UK Bribery Acts and its counterparts in other jurisdictions;
- adhere to the highest standards of fair business, advertising and competition;
- respect intellectual property rights and safeguard customer information (as DN shall do);

- refrain from offering gifts and hospitality to any DN personnel when the hospitality and gifts are not of reasonable, modest and symbolic value;
- identify, disclose and avoid, any situation where there is an actual or potential conflict of interest with DN employees or their relatives that could adversely affect their business actions or decisions: the Supplier shall inform DN's representatives in case it is employing personnel which has parental relationships with DN's employees.

### 3.4 Health and Safety

DN is committed to adhere to the highest standards of health and safety at workplace. Suppliers shall:

- ensure that their goods, services and activities do not impair the safety or health of their and DN's employees, their contractors, the local community and the users of their products;
- comply with any DN safety policy and requirements, on site at a DN facility,;
- provide its employees with a safe and healthy working environment: as a minimum, potable drinking water, adequate lighting, temperature, ventilation, sanitation and personal protective equipment must be provided;
- adopt a proactive approach to health and safety issues that could arise from their customers, employees or contractors. Risks linked to their activity shall be identified, and either eliminated or mitigated through appropriate measures or corrective actions.

### 3.5 Environment

At DN, environmental considerations are an integral part of our business practices and the production of world-class products. DN's Suppliers shall:

- comply with all applicable environmental laws and regulations;
- maintain all required environmental permits, certifications and registrations and follow the operational and reporting requirements of such permits;
- comply with regulated substance specifications and with any applicable laws and regulations prohibiting or restricting the use or handling of specific substances;
- limit the amount of waste material generated from their operations and ensure the disposal of such waste in a manner that complies with all applicable laws and regulations and is respectful of the environment;
- manage, control, treat and/or dispose of hazardous and non-hazardous solid waste, wastewater, and/or air emissions as required by applicable laws and regulations.

## 4. Distribution, implementation, reporting and sanctions

- DN promotes the knowledge and adherence to this SCoE throughout its supply chain. DN shall state in contracts the SCoE acknowledgment and the obligation by all its Suppliers to comply with the principles contained therein. In case of non-compliance, adequate contractual sanctions shall be imposed as applicable.
- All Suppliers shall be familiar with the SCoE. In the event any clarification is required, DN's Suppliers should refer to the DN Chief Procurement Officer or its delegated representative.