



MONTENEGRO
QUALITÀ ITALIANA, DAL 1885

CODE OF ETHICS OF MONTENEGRO GROUP

INTRODUCTION

Montenegro Group (hereinafter only “Montenegro” or “Group”) founded in 1885, is an Italian entrepreneurial reality and market leader in the food and alcoholic beverages sectors and owns numerous national and international brands as Amaro Montenegro, Vecchia Romagna, Bonomelli Infusions, Infrè Decaf Tea, Cuore Corn Oil, Cannamela Spices, Polenta Valsugana, Catari Instant Pizza.

These brands are icons of the “Made in Italy” label, in the respect for tradition and product quality, all values that have always characterized Montenegro Group.

These principles are clearly explained in this Code of Ethics, which Montenegro Group has prepared in order to represent the primary corporate values to which the Group aims to practise on a daily basis, beyond the purely profit-related objectives of its legal status as a company.

The Code of Ethics highlights the rights, duties and responsibilities of all those working at Montenegro, in any capacity, including employees, directors, auditors, consultants, agents, commercial partners and , shareholders (hereinafter “Staff and Externals”), towards all public or private stakeholder and in general all those who interact in some way with the Group .

Montenegro Group chose to adopt this Code of Ethics in order to provide a benchmark recommending a high standard of professionalism to all those representing the Group and prohibiting conduct that does not meet the relevant legal requirements and the ethical values of proper business practice that Montenegro wishes to promote.

The Code of Ethics is also an integral part of the “Organisational, Management and Control Model” required by Section 6 of Legislative Decree 231/2001 on the “regulation of the administrative liability of legal entities” approved by the Montenegro S.r.l. and Bonomelli S.r.l. in 2006 (hereinafter the “Organisational and Management Model”) and subsequently amended and updated.

Montenegro Group is committed to divulging this Code in the manner and using the means it considers feasible and appropriate, in order to make those who have contacts with the same Group aware of it.

GENERAL RULES AND PRINCIPLES

Article 1 - High Levels of Business Propriety

Montenegro Group bases all its commercial relations with private and public counterparties on principles of fair, proper and transparent conduct. Its employees and externals are aware that they work for a business which operates according to these ethical principles as well as for shared commercial gain.

Article 2 - Value of a Good Reputation and Fiduciary Duties

Montenegro considers having a long-standing good reputation in all of its dealings a fundamental intangible asset to its business. Essential elements of a good reputation are incoming investment flows, client loyalty, attraction of the best human resources, customer confidence and reliability for creditors. Within the company, a good reputation means taking decisions based on a proper moral approach for the benefit of all operators at every level and organising the business without pointless bureaucratic controls or an excessively authoritarian approach.

Article 3 - Applicability and Compliance with the Code of Ethics

The Code of Ethics applies to all those working within Montenegro Group that undertakes to implement appropriate procedures, rules and instructions in order to ensure that the values included in this Code are reflected in the conduct of individuals, setting specific clauses in contracts with consultants, commercial partners and agents, as well as an adequate disciplinary system for violations of the Code.

GENERAL ETHICAL PRINCIPLES

Article 4 - Honesty and Compliance with the Law and the Organisational and Management Model

Montenegro Staff and Externals are required to comply with all applicable laws and regulations, as well as the Code of Ethics and all internal regulations, including the prescriptive section of the Organisational and Management Model and the laws governing alcohol and driving.

Under no circumstances may the interests of Montenegro Group be used to justify conduct that does not comply with the above principle.

In particular, Montenegro Staff and Externals are specifically required:

- Not to remove or alter accounting documents in order to subtract them from audits by the Board of Statutory Auditors or the independent external auditors;
- Not to act fraudulently or mendaciously when compiling and preparing the accounts, the notes to the accounts, other disclosures required by law or prospectuses;
- Not to hamper inspections by the Board of Statutory Auditors, shareholders or independent external auditors;
- Not to exert undue influence on the shareholders' meeting;
- Not to act in such a way that could hinder the public supervisory authorities in the exercise of their duties;
- Not to act in such a way that could constitute unlawful transactions involving shares of the company and/or the parent company;
- Not to act in such a way that could constitute unlawful transactions to the detriment of creditors;
- Not to act in such a way that could constitute the fictitious creation of share capital;
- Not to act in such a way that could constitute the unlawful return of capital contributions;
- Not to act in such a way that could constitute the illegal sharing of profits and reserves;
- Not to act fraudulently or mendaciously when compiling documents for the company management or public administration for any purpose whatsoever.

Article 5 - Moral Legitimacy

The Staff and Externals must take the utmost care to avoid situations in which those involved in commercial or contractual transactions find themselves with a conflict of interest, including only a potential conflict of interest, or one that could interfere with their ability to take impartial decisions in the Group's best interests and in full compliance with the standards of the Code of Ethics.

For the purpose also of guaranteeing maximum transparency in the Group's operations and eliminating any possible suspicions of incorrect conduct on the part of its personnel, each Staff and External or representative of Montenegro Group must also abstain from deriving personal benefit from deeds containing instructions regarding Group assets or business opportunities or deriving benefit or other utility from situations that have come their attention in the performance of their duties.

Montenegro recognises and respects the rights of its employees, externals and directors to participate in investments, business or other types of activity outside those carried out in the Group's interests, provided such activities are not prohibited by law or the terms and conditions of their contract and are compatible with their obligations as employees, externals or directors.

Staff and Externals or directors must immediately inform their superior or internal contact and the Supervisory Body established in Montenegro S.r.l. and in Bonomelli S.r.l. in accordance to Legislative Decree 231/2001 about any situation that could constitute or bring about a conflict of interest, in the manner indicated in the Model. In particular, all Staff and Externals and directors are required to avoid conflicts of interest between their personal and family financial affairs and their duties within the department to which they belong. For example, the following situations constitute conflicts of interest:

- Holding a top management role (chief executive office, board member or head of department) or having financial interests with suppliers, clients, competitors or commercial partners of the Group;
- Using information acquired at work that could create a conflict between one's personal interests and the Group's interests;
- Carrying out work of any kind for clients, suppliers, competitors, public bodies, or bodies or organisations with a public interest;
- Accepting or offering money, favours or benefits from or to people or companies that have or intend to enter into business relations with the Group, or that have contractual relations of various kinds with the same Group;
- Exploiting their role or function within the Montenegro or using the Montenegro name to obtain advantages or other benefits of a personal nature;
- Holding public positions with bodies that could have relations with the Montenegro, which could lead to there being a potential conflict of interest.

Article 6 - Fair Competition

Montenegro Group trusts in the high quality of its products and as well as in the ability and in the commitment of its employees, externals and representatives. It recognises the value of fair and open competition and does not enter into unlawful agreements, oppressive conduct or any abuse of a dominant position whatsoever.

Article 7 - Fair and Proper Contract Management

With regard to existing relationships, anyone operating in the name and on behalf of Montenegro must absolutely avoid taking advantage of any contractual gaps or unexpected events in order to renegotiate positions by taking advantage of any positions of dependency or inferiority in which the counterparty has found itself. The same principle must apply to anyone who, even if only on behalf of and not in the name of Montenegro, should find themselves executing contractual arrangements; even in this case, it has to be avoided any interpretation or execution of the contract, exploiting any contractual gaps, in order to take advantage of the dependence and inferiority position in which the counterparty has found itself.

Article 8 - Value of Human Resources

Staff and Externals are the fundamental, irreplaceable assets underlying the success of Montenegro, which safeguards and promotes the value of its human resources in order to improve and increase their competencies. Without prejudice to compliance with the constitutional principles safeguarding people and workers and with the relevant domestic and EU laws and the Organisational and Management Model, Montenegro Group's primary interest is to promote the development of each resource's potential and professional development through:

- Respect for the personality and dignity of every individual, also during the selection process, avoiding creating situations in which people might feel ill at ease also in terms of their freedom of expression;
- Prevention of discrimination and abuse of any kind relating to race, religion, political affinity, trade-union membership, language, gender, sexual orientation or disability;
- Suitable training for the role;
- Prudent, balanced and objective performance by those responsible for specific activities or organisational units of the powers related to their role, including those relating to internal disciplinary management;
- Correct and confidential use of personal data.

Article 9 - Safeguarding Personal Integrity

Montenegro attributes great importance to the physical and moral integrity of its Staff and Externals (including in terms of full compliance with the rules governing the consumption of alcoholic drinks and driving), to working conditions that respect people's dignity and to safe and healthy workplaces. In particular requests or threats aiming to induce people to break the law or not comply with the Organisational and Management Model, Code of Ethics and people's moral and personal beliefs or choices will not be tolerated.

Article 10 - Impartiality

Montenegro Group avoids any form of discrimination based on age, gender, sexual preferences, health, race, nationality, political opinions and religious beliefs in its relations with counterparties.

Article 11 - Confidentiality and Data and Information Processing

Montenegro Group guarantees the confidentiality of all the information it holds for any reason, and does not search for or process confidential data without explicit and informed consent or in accordance with the applicable laws.

In addition, its Staff and Externals are required not to use confidential information for purposes outside the performance of their professional duties.

The management of price-sensitive information (i.e. information and documents not in the public domain which could, if made public, significantly influence the price of financial securities issued or have an impact on the activities of Montenegro Group) and business-sensitive information (i.e. information and documents about the Montenegro Group products, brands, suppliers, development projects or organisation) is carried out in accordance with the applicable legislation and internal regulations, including the Organisational and Management Model, and in any case in such a way that the company value is protected and not harmed.

Article 12 - Environmental Protection

Montenegro plans its activities by seeking the best possible balance between business initiatives and environmental needs, taking into account the rights of existing and future generations.

Montenegro therefore undertakes to safeguard against environmental risks and comply with the current laws, but also takes into account scientific research and best practice in the field.

RULES OF CONDUCT

Article 13 - Clients

Montenegro Group's objective is to satisfy its clients' needs by providing them with quality products and services at appropriate prices, in full compliance with the laws and regulations applicable in the markets on which it operates, informing them about responsible and moderate consumption of its products. High standards are also guaranteed by external certification of the quality of its processes. Montenegro pays particular attention to consumer protection regulations and information about its products and services and to publicising the same.

Finally, the Group undertakes to ensure that its customer service is characterised by courtesy, care, proper conduct and clear communication. In particular, sales people must never offer gifts or other benefits that could cause embarrassment, condition choices or suggest that their conduct is not transparent or impartial. Free gifts of small value are permitted when customary and in accordance with company guidelines.

Article 14 - Distribution Network

Employees belonging to the sales network and agents are the main people involved in product distribution.

Montenegro selects its employees and agents based on criteria of professionalism, integrity, transparency and impartiality. Agents are required, also by their contractual terms and conditions, to behave in such a way that they:

- Safeguard Group's reputation and image;
- Satisfy clients by guaranteeing the standards of quality expected;
- Always base their conduct on fair and responsible selling;
- Comply in full with laws governing alcohol and driving.

Montenegro always recommends its employees, agents and promoters to act in accordance with the principles of the Code of Ethics and the Organisational and Management Model also in their relations with other Staff and Externals.

Article 15 - Suppliers

The Montenegro Group purchasing policies aim to procure products, materials, works and services at the best quality-to-price ratio. This objective must however be compatible with the need to put in place supplier relations that ensure modes of operation that respect human rights, workers' rights and the environment.

Montenegro therefore undertakes to respect human rights, workers' rights and the environment in its supplier relations.

Montenegro regularly audits its list of suppliers in order to rationalise it and achieve maximum economy and efficiency. No potential supplier in possession of the necessary requisites must therefore be prevented from competing in order to offer its products and/or services.

The reasons behind the selection of the most significant supply, works and consultancy contracts and the prices applied must therefore be properly documented and formalised in accordance with company procedures including the Organisational and Management Model.

In line with the provisions of Article 5 of this Code of Ethics, in order to avoid even the possibility of improprieties in the performance of business activities and conflicts of interest with the Montenegro, it is highly recommended that Staff and Externals in any capacity should abstain from having contractual relations for private reasons or for reasons outside the performance of their corporate duties with suppliers of goods and/or services to Montenegro, whether current suppliers or suppliers during the prior three years. Exception is made for providers of essential public services and institutional suppliers, such as banks, insurance companies etc. All Staff and Externals have the right to submit requests for any special exemptions to top management.

In any case Staff and Externals, and especially those responsible for purchasing, may not request and/or accept and/or offer any gifts or other benefits that could cause embarrassment, condition choices or suggest that their conduct is not transparent or impartial. Free gifts of small value are permitted when customary and in accordance with company guidelines.

Article 16 – Use of ICT Tools

ICT tools provided by the Montenegro must be used in full compliance with the relevant laws, especially as regards computer crime, computer security, privacy and copyright, and any internal procedures approved and issued by the company, which must not be rendered in any way liable or subject to penalties.

In any case it is prohibited for any Montenegro director, manager and/or employee, or anyone acting in the name or on behalf of the Group to access others' ICT systems, or breach their access rights for any purpose or reason without authorisation or in breach of the law. Such obligations shall apply also with regard to any access rights to the Montenegro company information systems, where access is exclusive to certain people.

Pursuant to the legal requirements aiming to prevent computer crime and illegal data processing, the following shall apply to all Montenegro staff and third parties acting on behalf of the company:

- Regular suitable training and information, also on the potential unlawful conduct governed by the following sections of the Italian criminal code: Article 615-ter/quarter/quinquies, Article 617-quarter/quinquies, Article 635-bis/ter/quarter/quinquies, Article 640-quinquies and Article 491-bis;
- Appropriate procedures for the granting and management of personal authorisation credentials (username and password) and for determining consistent terms of validity of the same;
- Appropriate procedures for authentication and gaining access to ICT tools;
- The responsibility of each individual user with regard to saving and storing data;
- Use of the company email and internet via the Group Montenegro systems exclusively and as standard practice only for work reasons;
- Monitoring and control of access to websites and the correct use of company ICT tools, within the limits of the regulations governing privacy;
- The prohibition on fraudulently intercepting and/or transmitting communication regarding to ICT system or between systems to the public via any means whatsoever;
- The prohibition on using unauthorised technical devices or software tools (for example, viruses, worms, Trojans, spyware, dialers, keyloggers or rootkit) capable of preventing or interrupting communication regarding to ICT system or between systems;
- The prohibition on destroying, damaging, deleting, altering or concealing others' information, data or ICT programmes or even only putting at risk the completeness or availability of information, data or programmes used by the State or any other public body or that belong to the former or are in any case for public use;
- The prohibition on introducing or transmitting data, information or programmes in order to destroy, damage, make partially or totally unusable or hamper the operation of ICT public systems;
- The prohibition on holding, procuring, copying or sharing access codes or means of accessing systems protected by safety measures without authorisation;

- The prohibition on procuring, copying, sharing, transmitting or making available to others equipment, devices or programmes in order to unlawfully damage a system or the system data and programmes or to enable its operation to be stopped or interfered with;
- The general prohibition, save in the case of special authorisations for specific work-related reasons, including via blocking or automatic restriction methods, on connecting to, consulting, browsing, streaming and downloading from websites considered to be unlawful (for example websites containing content that is immoral, against religious freedom or public order, that allow privacy violation, that promote and/or support terrorist or subversive movements, that are connected to computer piracy activities, or that violate the laws governing copyright and intellectual property);
- The prohibition on changing the standard Group software and hardware configurations and on linking company ICT tools to public or private connection networks by any means (telephone lines or wireless equipment);
- The prohibition on introducing and using illegal or unlawfully obtained software onto the Group computer system. For this purpose the purchase, use and disposal of ICT equipment must always take place with the authorisation and under the control of the Information Systems manager;
- The prohibition on falsifying and/or altering computer documents with legal value, and on producing and transmitting documents in an electronic format with false and/or altered data;
- The prohibition on circumventing the security rules governing the company ICT tools and internal connection networks;
- The general obligation to notify the Corporate Bodies and the Supervisory Body introduced in Montenegro S.r.l. and in Bonomelli S.r.l. in accordance with the Legislative Decree 231/2001 about any interference or illegal actions carried out on the company ICT equipment.

Article 17 - Public Administration

In accordance with their respective roles and duties and in a spirit of absolute cooperation, Montenegro has relations with State administrations, regulators, public bodies, local bodies and administrations, institutions governed by public law, bodies awarding contracts for public works or public services and private entities subject to public law.

In particular, relations with regulatory bodies must be based on maximum transparency and absolute professionalism and an understanding of the respective roles and organisational structures, also in order to achieve a positive discussion and thus substantive compliance with the applicable regulations.

Montenegro Group prohibits the offering, either directly or via intermediaries, of sums of money or other benefits to public officials or those responsible for public services in order to influence them in the performance of their duties (whether to induce them to act in a given way or to delay action or not to act).

For this purpose Montenegro, according to the applicable law but also going beyond the expressed forecasts, puts in place measures to prevent conduct on the part of those acting in the name of and on behalf of Group that could in any way be construed as corruption of a public official or person responsible for public services.

Free gifts or courtesies or hospitality may to government representatives, public officials and public employees are not permitted, unless they are of small value and not such that they could compromise the integrity of either of the parties, not be interpreted by an impartial observer as an attempt to gain undue advantages and/or in an improper manner.

Montenegro also prohibits fraudulent conduct aiming to gain undue public funding, however described, or using such funding for purposes other than those for which it was granted.

Contributions and funding for political purposes and patronage must remain below the levels permitted by law and be previously authorised by the board of directors or company departments appointed by the latter for that purpose.

Article 18 - Ethical Commitment of Company Offices

The Code of Ethics can only be correctly and effectively implemented with the commitment and contribution of the Montenegro Group. Therefore every Montenegro office must ensure all individual conduct is in line with the ethical principles of the Code and cooperate with the bodies responsible for its implementation and control, i.e.:

- The Board of Directors and Board of Statutory Auditors of the Group companies;
- The Supervisory Body required under the Organisational and Management Model introduced in Montenegro S.r.l. and in Bonomelli S.r.l. in accordance with the Legislative Decree 231/2001.

Article 19 - Responsibility of the Administrative Body

With regard to the Code of Ethics, the Administrative Body of each Group Montenegro company:

- Receives the annual work plan and internal ethical inspection reports from the Control Bodies (including the Supervisory Body introduced in Montenegro S.r.l. and in Bonomelli S.r.l. in accordance with the Legislative Decree 231/2001) that contain information about the efficacy, appropriateness and status of and compliance with the Code of Ethics, with the relevant proposals for reviews, additions and amendments;
- Receives reports of any violations of the Code of Ethics from the Control Bodies (including the Supervisory Body introduced in Montenegro S.r.l. and in Bonomelli S.r.l. in accordance with the Legislative Decree 231/2001);
- Examines the ethics communication and training plans periodically;
- Decides on each of the above points and how to improve the Code of Ethics applicability and training directly or, alternatively, appointing a special body to carry out the assessments and make - and implement - the relevant decisions.

Article 20 - Internal Communication and Training

Special communication activities are put in place to increase awareness of the Code of Ethics for all Staff and Externals of the Group.

These activities are an integral part of the internal and external corporate communication plan prepared by the respective company departments appointed to do so, and become operational from the initial date of issue of the Code of Ethics and whenever it is revised. The Head of Human Resources and Control develops and implements a training plan in order to ensure Montenegro Staff and Externals familiarise themselves with the ethical principles and codes of conduct and understand the Code of Ethics correctly.

All Staff and Externals are provided with a copy of the Code of Ethics.

In the same way as for the communication plan, whenever significant amendments are made to the Code of Ethics and the relevant rules and regulations, all Montenegro Staff and Externals are provided with additional training.