

Banco Desio Brianza

Code of Conduct

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1. Introduction

With this Code of Conduct, the Banco Desio Brianza, a member company of the Banco Desio Group, clearly and openly establishes a set of values to which the company aspires in order to achieve its business objectives and to acknowledge the provisions of Legislative Decree No. 231/2001 relating to management responsibility in companies and bodies and lays down a set of behavioural guidelines aimed at directing the professional conduct of every employee of the Bank (including employees in “senior” positions such as directors, regular auditors and individuals appointed to senior management posts), as well as freelancers and any individuals that have business dealings with the Bank itself.

This Code of Conduct forms an integral part of the Model 231 adopted by the Banco Desio Brianza in accordance with the provisions of Leg. Dec. No. 231/2001.

The Banco Desio Brianza recognises the importance of ethical and social responsibility in the way it conducts its business and is committed to showing respect for everyone (individuals, groups, organisations, etc.) whose interests are affected by the direct and indirect actions of the Bank itself (including the Holding Company’s management and coordination activities in terms of the provisions of the Civil Code, the Unified Banking and Financial Regulations and the Insurance Code). In this regard, the Bank requires all employees, associates and/or individuals that have business dealings with the Bank to adhere to the rules and recommendations contained in this Code of Conduct and in Model 231.

Within the scope of the responsibilities assigned to their respective posts, every Bank employee or associate must display the highest level of professionalism, transparency and propriety in the way they carry out their respective tasks.

Every operation and transaction must be performed properly and in keeping with the powers assigned, and must also be verifiable, legitimate and consistent with the business activity in question. Any situation that could even only apparently lead to conflicts of interest with the Bank or with Group companies and that could therefore interfere with the ability to make unbiased decisions must be avoided.

The Model 231 Supervisory Body promotes and disseminates knowledge and understanding of the Code of Conduct and monitors its actual implementation, also with the aid of departments responsible for internal controls.

The Supervisory Body is informed about compliance with the provisions of the Code of Conduct even via reports about potential violations, as envisaged in Model 231.

Any conduct displayed by individuals involved in performing the various activities (even those aimed at favouring other Group Companies) and that is not in keeping with the provisions of

this Code of Conduct and Model 231 should be deemed to constitute a violation of this Code of Conduct and of Model 231, and therefore sanctionable.

For the definitions of the terms used in this document, kindly refer to the Model 231 “Definitions” section.

2. Company Mission

The Banco Desio Brianza remains true to its vocation:

- deeply rooted to the territory;
- flexible and efficient structure to ensure excellent service quality and highly competitive costs;
- constant interaction with the customer base, which consists predominantly of small to medium-size businesses, tradesmen, professionals and families;
- ability to select and provide tailor-made services to customers that we know so well that we are able to anticipate their every need from business loans through to asset and savings management.

3. Management of information regarding the Banco Desio Brianza’s economic, asset and financial status

Banco Desio Brianza promotes thoroughness, transparency and parity of information aimed at protecting the interests of its shareholders and current and potential creditors so as to ensure that their decisions are informed and well-understood.

Anyone involved in the drafting of documents that reflect the Bank’s economic, asset and financial status, even for tax purposes, or that in any event contain information that is pertinent for the purposes of the aforesaid decisions, must adhere to the regulatory principles and internal procedural rules applicable to the dissemination and utilisation of the information in question (in addition to drafting the said documents based on truthful and accurate information). The Bank acts in accordance with the provisions regarding the “Director in charge of drafting company financial documentation” as specified in Savings Law No. 262/2005.

Wherever applicable, the Bank adheres to the Code of Conduct regarding Internal Dealing aimed at implementing the specific regulations enacted by the Borsa Italiana S.p.A, in order to improve transparency with regard to financial operations performed by senior individuals (such as, for example, the directors) who can – albeit legitimately – trade in the Group’s quoted

financial instruments making use of privileged information on the Bank's economic, asset and financial prospects.

4. Human Resources

Banco Desio Brianza recognises the centrality of human resources and the importance of establishing and maintaining relations with its people that are based on propriety and mutual trust. For this reason the Bank is committed to developing the attitudes and potential of each employee and associate as part of its normal day to day activities so that its people's abilities and legitimate aspirations can be fully realised in achieving company objectives.

The Bank guarantees working conditions that respect the dignity of the individual within working environments that are safe and healthy.

The Bank handles confidential information regarding its employees and associates in accordance with the applicable current legislation and in a manner that ensures maximum transparency for the individual's concerned and restricted access by third parties.

All of the Bank's employees and associates are required to act in a loyal manner so as to fulfil their obligations as specified in their respective employment contracts and the provisions of this Code of Conduct, guaranteeing due levels of performance and respect for the commitment made to the Company that employed them.

In particular, employees and associates must adhere to the following rules:

- avoid any situations that may lead to conflicts of interest with the company or that could interfere with their ability to make unbiased decisions;
- perform their respective tasks with professionalism, propriety, honesty and responsibility, with complete and substantive respect for the rules, professional ethics, current laws and in accordance with the provisions of this Code of Conduct and Model 231;
- not accepting or soliciting proxies or mandates on any current accounts, deposits or other banking/financial accounts belonging to third parties that are not directly related to the employee;
- act and ensure that their assistants always act with the main consideration being to protect their own safety and health and that of others;
- safeguard the Bank's physical assets, intellectual property, brands and distinguishing marks and those of others, avoiding any conduct or situations that could result in any damage or legal violations;
- adhere to the principles of confidentiality when dealing with any information acquired during the course of performing normal tasks, only divulging such information in strict accordance with company procedures and current legislation;

- do not let your personal financial situation affect the way in which you do your job;
- do not accept any gifts in kind or money, irrespective of the value;
- refuse and/or avoid asking for any recommendations, special favours, gifts or any other benefits for yourself or others from individuals with which you may come into contact. Should you receive any kind of gift that is not purely symbolic in nature¹, namely monetary gifts, irrespective of the amount such gifts must be returned and the event must be reported immediately to your supervisor or, in the case of an associate, to the applicable company contact person who shall, after due investigation, inform the Internal Audit Manager;
- oppose any kind of money laundering of income from illegal activities;
- look after and update your own skills and professionalism utilising the training facilities made available by the Bank and also making use of the experience and assistance of colleagues;
- keep yourself constantly up to date as regards the provisions contained in the Model 231 adopted by the Bank and the applicable regulations that form an integral part thereof;
- make decisions based on the principles of sound and prudent management, cautiously assessing all potential risks involved;
- immediately report any instructions received that are in conflict with legal provisions, employment contracts, the Bank's internal regulations and this Code of Conduct to the 231 Supervisory Body;
- immediately report any violation, attempted violation or non-compliance regarding the proper application of the Model, in the manner prescribed in Model 231 itself.

5. External Relations

■ Customers and Suppliers/Trading partners/Financial counterparts

Relations with customers and suppliers/Trading partners/Financial counterparts are handled in accordance with the principles of maximum collaboration, willingness and professionalism, with respect for confidentiality and protection of privacy in order to create a firm foundation for a solid, long-lasting relationship of mutual trust; to this end, the Banco Desio Brianza gathers exhaustive, up to date and accurate information on each and every customer and supplier/trading partner.

¹ Meaning with a value in excess of Euro 100.00 (estimated monetary value).

All the information gathered on and by the Bank's counterparts is deemed to be strictly confidential. Within the Bank, such information will be used strictly in accordance with the provisions of the current legislation on privacy (Leg. Dec. No. 196/ 03) exclusively for contractual purposes and to augment the Bank's information database for the purpose of improving our knowledge about the counterparts and meeting their needs.

With the exception of requests for information received from legally appointed Authorities, it is strictly prohibited for anyone to disclose the aforesaid confidential information regarding counterparts to any third party whatsoever without prior authorisation from the party involved.

Customers

The Banco Desio Brianza places its customers at the centre of its business activities, understands the environment in which they operate and undertakes to seek out and propose solutions that are best able to meet the customer's needs, always within the bounds of legality. The Bank's conduct towards its customers is based on the principles of professionalism, transparency, diligence, honesty, propriety, confidentiality and impartiality, without any kind of prejudice whatsoever and respecting all differences including age, race, religion, political and trade union affiliation and physical disability. In establishing relations with new or existing customers, the following shall be prohibited:

- to undertake any financial dealings with individuals or organisations that directly or even indirectly hinder human development and play any part whatsoever in violating basic human rights;
- to conduct business dealings with any parties, or to receive, transfer or utilise any funds or other revenues belonging to any parties that are validly suspected of involvement in any kind of illegal activity;
- to exert any kind of undue pressure on Group Company employees and associates involved in dealing with customers that could, during the course of providing services or offering products, potentially interfere with the aim of best serving the interests of the customers;
- for Control Departments to have any direct dealings with customers, except with express permission from General Management where this is deemed appropriate.

In accordance with the current internal regulations, the opening of any accounts for individuals that hold either local or national political posts must be evaluated beforehand by the applicable departments.

Suppliers/Trading partners/Financial counterparts

In establishing relations with Suppliers, Trading partners/Financial counterparts and managing existing ones it is strictly prohibited to have any dealings with counterparts that are validly suspected – for example, any court rulings against said counterparts that the Bank is aware of, even via press reports – of involvement in any illegal activities such as drugs and weapons trafficking, money laundering, terrorism and, in any event, with counterparts without the necessary prerequisites such as business professionalism and reliability.

The process of acquisition/identification of Trading partners/Financial counterparts is based upon seeking out the best competitive advantage, the granting of equal opportunities, as well as loyalty and the impartiality in the choice of counterparts. The selection of counterparts and the establishment of contractual terms and conditions are based on objective technical and financial criteria. In particular, employees shall not:

- receive any kind of payment or other benefit whatsoever from anyone in return for simply doing their job or for doing anything that is contrary to their official duties;
- submit to any kind of pressure from anyone within the Bank or outside to perform any unauthorised operation assigned to their respective post.

Control Departments shall not have any direct relations with suppliers, except with express permission from General Management where this is deemed appropriate.

Furthermore, anyone who directly or indirectly receives any benefit or promise of any benefit with an estimated financial value in excess of 100.00 Euro, in other words cash gifts, irrespective of the amount, must return said gift and immediately report the event to their superior or, in the case of an associate, to the applicable company contact person who shall, after due investigation, inform the Internal Audit Manager.

All suppliers shall be informed as regards this Code of Conduct and Model 231.

■ Public Administration

The acceptance of business dealings with the Public Administration and Public Institutions remains the sole preserve of the designated and authorised company departments, which are required to perform their duties with integrity, independence and propriety.

Relations with the Financial Administration shall be conducted in a transparent and collaborative manner.

Any relationship with the Public Administration, whether representing the Bank or on its behalf, for anything other than professional and job related reasons is prohibited.

It is prohibited for anyone to make or promise to make any payment or give some other benefit to any Public Official or in general to any public services manager, official or employee, or to any of their relatives, that could influence their independent judgement or cause them to ensure some sort of benefit for the Bank. Furthermore, anyone who directly or indirectly receives any benefit or promise thereof from the aforesaid individuals must refuse them and immediately report the event to the Model 231 Supervisory Body.

■ **Supervisory and Audit Bodies**

Any action (even those aimed at favouring the Company itself) that hinders or could potentially hinder the execution of the control activities of the Supervisory Bodies and Audit Firms is illegal and shall be deemed to be aimed at harming the Bank.

Relations with these Bodies must be based on the principles of propriety and transparency, mutual respect for respective roles and avoiding any conduct and/or attitude aimed at, or even merely apparently aimed at wrongly and/or unduly influencing their work.

Whenever any legal proceedings are in course, any type of conduct that is aimed at favouring or damaging any of the parties involved in a civil, criminal or administrative court case, whether displayed directly or via an individual or corporate body, is strictly prohibited.

■ **Political and Trade Union Organisations**

In accordance with the provisions of the applicable specific regulations, the Bank shall not pay over any contributions whatsoever, either directly or indirectly, to any political party, movement, committee, association or other political or trade union organisations, or to their representatives or candidates.

■ **The Financial Markets**

Financial Market relations (including relations with financial analysts, institutional investors, etc.), specifically as regards financial product or retail investment brokers, remains the sole preserve of the designated company departments.

These relations are conducted in accordance with the “best practices” for the applicable market and in accordance with International and domestic regulations currently in force in the individual Countries in which the Bank and Group Companies operate, as well as the Bank’s current internal regulations.

■ The Media

Relations with the Media both in Italy and abroad remain the sole preserve of the designated company departments. Any statements issued on behalf of the Bank must be authorised beforehand by the designated company departments.

The Bank's public announcements must be clear, truthful and consistent with company policies and programmes and must be issued in accordance with the approved company procedures.

■ The Competition

Banco Desio Brianza views the competition as a stimulus to constantly improve the quality of its products and the services offered to its customers, basing its business operations on the principles of loyalty and propriety.

6. Gifts and benefits in general

The Bank condemns any action, conducted on its behalf by Company Bodies and their members, by Bank employees or by external parties acting on the Bank's behalf, which directly or indirectly grants, promises or offers cash, services, or other benefits to individuals with which the Bank already has or intends to establish business relations and that may constitute a debt, illegal interest or advantage for the Bank, except where the value of such gift is moderate and falls within the realm of accepted and legal common practice.

It is also prohibited to circumvent the aforesaid regulations by resorting to the use of other types of assistance and contributions, such as for example sponsorships, commissions, consultancies or advertising, which pursue the same abovementioned prohibited purposes.

7. Disciplinary provisions

Being subject to the provisions of Leg. Dec. No. 231/2001, via a resolution adopted by the Governance Body the Banco Desio Brianza adopts a Disciplinary System to be applied in case of any violation of Organisational Model 231 and this Code.

■ Group Employees

Adherence to the directives contained in the Code of Conduct must be deemed to constitute an essential part of the Contractual Obligations in terms of articles 2104 and 2105 of the Civil Code.

In accordance with the provisions contained in Art. 7 of the Workers Charter, violations of the directives of the Code of Conduct may constitute a non-fulfilment of the main duties inherent in the employment relationship or a disciplinary offence subject to legal consequences in proportion to the seriousness of the infraction.

■ **Top Management**

Members of Top Management are required to comply with the directives contained in this Code of Conduct, adhering to the principles of professionalism, propriety, morel ethics, loyalty, composure, confidentiality and integrity as expected of anyone in those positions.

■ **Bank Associates and other individuals**

Adherence to the directives contained in the Code of Conduct must be deemed to constitute an essential part of the Contractual Obligations assumed by freelance associates and/or individuals that have business dealings with the Bank. Any violations of the directives of the Code of Conduct may constitute a non-fulfilment of contractual obligations and subject to legal consequences in proportion to the seriousness of the infraction.

8. Final Provisions

This Code of Conduct is approved by the Banco Desio Brianza Board of Directors and promptly circulated – together with Model 231 of which it forms an integral part – to all applicable internal and external addressees in the manner specified in the Model itself.