



SIAE MICROELETTRONICA

ETHICS CODE

ETHICS CODE APPROVED BY THE BOARD OF DIRECTORS ON 27th April, 2016

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1 PREAMBLE

SIAE Microelettronica S.p.A. (hereafter also referred to as “SIAE”) deems that all directors, managers, partners, customers and suppliers of the company have to comply with the rules of this Ethics Code as an essential condition to pursue and achieve company goals of fairness and loyalty as well as compliance with applicable laws and regulations.

For that purpose, SIAE Microelettronica S.p.A. promotes the implementation of a work environment featuring a strong integrity sense based on widespread of SIAE value, in the conviction that this makes a decisive contribution to the efficiency of SIAE procedure.

SIAE Microelettronica S.p.A. thinks it is necessary to take and share in the corporate context toward to the business third party this Ethics Code that clearly shows the value, which the behavior of everyone in business connection with SIAE at different levels of responsibility must be led, including consultants and/or external collaborators, however named customers and suppliers.

Such values mainly are as follows:

- integrity, personal honesty and fairness in all relations within and outside SIAE;
- transparency in dealings with the shareholders, related stakeholders and the market;
- respect of employees and a commitment to enhance the professional skills;
- social engagement;
- the safeguarding of health, safety and environment, and generally speaking the refusal of any kind of conduct which presents aspects not in according to our organizational and managerial rules, which is characterized by a total compliance with the law and for the behavioural and procedural regulations in force in SIAE Microelettronica S.p.A.

SIAE Microelettronica S.p.A., in accordance with paragraph 12, is committed to check the compliance with SIAE Ethics Code, providing adequate instruments of information, prevention and control and also applies sanctions.

2 ADDRESSES AND SCOPE OF THE ETHICS CODE

The principles and articles contained in this Ethics Code are binding on all the following recipients:

- Entities within the company organization are in a top position (directors and managers);
- Entities within the company organization takes a dependent position compared with the first category (i.e. employees);
- external collaborators who are directly or indirectly related to the company's business performance (advisors and external professionals);
- SIAE Microelettronica S.p.A. commercial and operational partners who assumes a role in the business operations.
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All employees have the duty obliged to achieve their goals with loyalty, seriousness, sense of honor, responsibility and transparency, in fully and strictly compliance with the principles of this Ethics Code and with laws and regulations in force. The Compliance Committee and the Legal Counsel of Siae offer a qualified support to every employee in order make them understand the contents of this Ethics Code.

In any case, if the employees have any doubts or uncertainty, they are required to consult the Compliance Committee and the legal Counsel in order to guide them to choose the best behaviour according with the ethical principles of SIAE.

Every employee must immediately inform the Compliance Committee for any breach, even if that violation it has been committed by a colleague or supervisor. Such communication may be made in verbal or written form and the Compliance Committee will treat with strict confidentiality of the reporting party.

The control of the application of the Ethic Code is assumed by the Compliance Committee of SIAE from the power of attorney given by the Board of Directors of the Company.

If the Compliance Committee receives a report of a serious infringement of SIAE Ethics Code, it shall immediately inform the Board of Directors of the Company and shall ask, after the Human Resources has been consulted, which are the appropriate penalties to apply to the employee who has committed the infringement. Board of Directors of the Company shall delegated to the Human Recourses the application of the penalties.

This resolution shall be the subject of information flow as determined by Model 231 SIAE Microelectronics S.p.A.

SIAE Microelectronics S.p.A. thanks to the efforts and the coordination or through the Compliance Board, SIAE is committed to:

- encourage the diffusion of this Ethics Code, promoting the training and continuous improvement and updating of its employees;
- implement an appropriate program of training and awareness raising with the contents of this Ethics Code;
- carry out the necessary audit with respect to any current or presumed violation, applying, in the event of ascertainment of the infringement, the proper penalties;
- guarantee the whistle blowing of employees who report the information regarding the SIAE Ethics Code to Compliance Committee and the Legal Counsel.

3 ENHANCEMENT OF HUMAN RESOURCES

3.1 The value of SIAE Microelettronica S.p.A.

Human resource Department is an indispensable element for existence, development and success of any company. SIAE Microelettronica S.p.A pays particular attention to safeguard, the enhancement and the capacity and competence development to all its employees, in order to allow them to express their potential and professionalism.

SIAE Microelettronica S.p.A offers equal work opportunities to all its employees, based on their specific professional qualifications and performance abilities, without any unlawful discrimination.

In compliance with laws, regulations in force and in accordance with the Companies' policies in the matter, SIAE Microelettronica S.p.A agrees to:

- select, recruit, train, reward and manage employees, exclusively based on criteria of ability, competence and merit and without any discrimination, based on polity, union, religious, race, gender, or sexual orientation intolerance;
- provide its employees a working environment in which work relationships are based on honesty, correctness, collaboration, fairness and reciprocal trust;
- guarantee adequate labour conditions as concerns security and health, as well as respect the personality and peculiarity of each member, in order to favor the interpersonal relationships free from bias;
- intervene in the events that are not in conformity with the above behaviour , for instance, the exploitation of child workers and all types of behavior that breach the moral or physical integrity of the children (one of the fundamental principles of the International Labour Organization based on Social Justice for a Fair Globalization);
- oppose in particular any form of intimidation, hostility, isolation, undue interference or conditioning, sexual harassment. SIAE is founded on the principles of equality of the United Nations Program named WEPs (Women Empowerment Principles) and it is closely following with interest the studies.

3.2 Development of professionalism.

Within the evolution of the employment relationship, SIAE Microelettronica S.p.A. encourages the development of each resource's potential and his/her professional growth by providing specific programs for training and update in relation to occupational profiles of each employee.

Employees are required to cultivate and encourage the acquisition of new competencies, abilities and knowledge to its Top Managers, while Top Managers shall take greatest care to enhance and improve the professional expertise and realizing the potential of their co-workers.

4 INTERNAL RELATIONSHIP

The conduct of employees in the pursuit of goals and the conclusion of every activity must embrace the principles of honesty, transparency, loyalty, integrity and correctness, in compliance with corporate policies and the laws and regulations in force.

Belief of acting to the benefit of SIAE Microelettronica S.p.A. may in no way whatsoever justify behavior, which is contrast with the principles dictated by this Ethics Code, for which widespread compliance is of fundamental importance to the good operation and prestige of SIAE Microelettronica S.p.A.

This commitment must also be true for whoever operates in the name of or on behalf of SIAE Microelettronica S.p.A. Employees must avoid all situations or activities that may lead to conflicts of interest with the company or which could interfere with their ability to take unbiased decisions. The information taken by the employees and/or advisor in the performance of their duties must be treated as strictly confidential and must not be disclosed to both inside and outside the SIAE Microelettronica S.p.A. , unless in compliance with the laws in force and corporate procedures. It is strictly forbidden to solicit or accept, for oneself or others, recommendations, preferential treatments, gifts or other benefits from a contracting party, avoiding the receipt of benefits of any kind that might be or appear to influence judicial independence or impartiality.

The decisions made by each employees and Management must be based on principles of honest and prudent judgment in the knowledge that their decisions contribute to achieving positive business results.

5 EXTERNAL RELATIONSHIPS

5.1 5.1 – Relation with the Public Administration

For the purpose of this Ethics Code, Public Administration refers to any public economic bodies, the concessionary bodies of a public service, physical or legal person's entity that acts in the public interest or public service, a member of the European Community, the officials of the European Community or of other foreign Nations, the Judiciary, the authorities responsible for the official supervision, etc.

Within the relations with the Public Administration, it is necessary pay attention and care in order to do not carry out acts that can breach the prescriptions of the law and this Ethics Code.

It is specifically forbidden to:

- induce somebody in error, through artifices or deception in order to obtain any unjustified profit of the State, the other public body or the European Union. It is particularly recommends complete compliance with the rules of law and the good business practice in the face of negotiations races, licenses ,etc., as well as requests for loans, grants, subsidies and grants from the State or other entity belonging to the Public Administration;
- use or make of false incorrect or incomplete statements, in other words to omit due information, particularly in order to award of grants, loans, soft loans or other funds of the same type granted or paid by the State, other public bodies or the European Union;
- allocate to different use a loan obtained by the State or other public body or the European Union intended to favour initiatives directed at the realization of work or the carrying out of activities of public interest;
- altering the operation of a computerized or electronic communication system or by manipulating the data, information or programs in order to obtain illegally a profit damaging the State or the public body;
- influence, in some way, the decisions of the Public Administration in an improper and/or illegal manner (for instance: requesting, offering, giving or accepting, directly or through third parties, sums of money or anything else in exchange of favours, payments or other advantages for themselves and/or for the company). However, are allowed all kind expressions of business courtesy, such as gifts or certain forms of hospitality only if they do not exceed the bounds of typical business practice or hospitality, as more fully explained hereafter and if, in any case, are in order to avoid the impartiality and independence of judgment of the representative of the Public Administration;
- receive directly or indirectly, money, gifts of any nature or other benefits for omitting or delaying acts which are part of his/her office or for performing acts in breach of the government official or the person responsible for the public service official duties (For the purposes of criminal code,

Art. 357 of the Penal Code, public officials are those who carry out a public legislative, judicial or administrative function; In terms of Article 358 of the Penal Code, a public service appointee is a person who, in whatever capacity, performs a public service).

5.2 Politic entities

SIAE Microelettronica S.p.A. does not make gifts or donations to political parties or intervene in political party matters. SIAE shall not provide any type of direct or indirect financial contributions to political parties, movements, committees and political or union organizations or their representatives or candidate's representatives or candidates, whether in Italy or abroad.

It refrains from unlawful pressure directly or indirectly lobbying politicians. The SIAE's director and employees who, in turn, will not be allowed to engage in political activities- trade union activity excluded- during working hours or use SIAE 's assets or equipment to that end; shall also make clear that any expressed political opinions are strictly personal and are therefore not representative of the company's opinion and beliefs.

5.3 Relationships with Customers and Suppliers

Qualified personnel must conduct the relations with customers and suppliers with transparency, correctness and impartiality. The selection of suppliers shall be made based on objective, transparent and documented evaluation criteria, such as quality, convenience, price and competence in accordance with the protection of SIAE Microelettronica S.p.A. heritage.

5.4 Gifts and promise of favour

Does not accept any form of corruption, extortion, including improper payments or any kind of illegal payment offers for or by the employees.

During business negotiations with private and public customers or suppliers must apply the criteria of propriety, transparency and equality.

In particular, they must not be:

- the examination nor the proposed opportunity of employment and/or commercial gain that can advantage the employee of the Public Administration, customer or supplier personally;
- no acts of giving or benefits (both direct and indirect), gifts, goods, services , undue favours which pass over normal courtesy relations that SIAE Microelettronica S.p.A. applies the maximum value of € 50,00;
- neither must confidential information be solicited or obtained which can compromise the integrity or reputation of SIAE Microelettronica S.p.A. and its counterparts, furthermore can cause significant direct or indirect benefits, for themselves or for SIAE Microelettronica S.p.A.;
- take action that could improperly influencing the decisions of the counterparty or recompense or reward someone for taking action which is contrary to the duties of their office;
- director, employees, or partners of SIAE Microelettronica S.p.A. must not accept any good or service, gifts, benefits or donation, which pass over normal courtesy relations from external or internal parties, in any case for providing actions to benefit only the mentioned parties. For that reason, SIAE Microelettronica S.p.A. applies the maximum value of € 50,00 as a normal courtesy relations' value.
- The employee, who receives gifts or favourable treatment that go beyond ordinary relations of courtesy, must immediately inform his/her superior or the Compliance Committee.

6 USE AND PROTECTION OF CORPORATE ASSETS

All SIAE's employees have to remember that all company assets (tangible or intangible) made available for them have to be used in the following way:

- with the utmost rigour in order to prevent damage to individuals and goods;
- avoiding wastage and inefficient that could affect the state of efficiency or speed up the normal deterioration;
- to use company property solely for work-related purposes;
- avoiding, except as required by applicable law, possession of the same, even only temporarily, save where permitted under specific regulations;

All employees and partners are responsible for the use and safekeeping of assets granted them by SIAE Microelettronica S.p.A.

In addition, based on the above matters, even the IT applications and hardware shall be used in full compliance with the rules here below:

- following the security policies and business confidentiality;
- completely avoiding the purchasing, use or transmission of information and content that is not work-related;
- not changing the software and hardware configuration of SIAE Microelettronica S.p.A.;

In compliance with the current legal requirements, SIAE Microelettronica S.p.A. carries out checks and measures in order to prohibit behavior, which is not in line with the above.

All employees must also operate with the aim of reducing the risk of theft, damage or external threats to the resources assigned or present in SIAE Microelettronica S.p.A., duly informing the function managers in the case of an anomalous situation.

7 CONFLICT OF INTEREST

The relationship between SIAE Microelettronica S.p.A. and its directors and employees at any level is based upon complete trust, within which it is the primary duty of each director and employee to use the company's assets and his/her own working capacity to achieve the company's interests, in compliance with the principles set forth in the Ethics Code, to which SIAE Microelettronica S.p.A. is inspired.

As regards to this matter, the directors, employees and various collaborators of SIAE Microelettronica S.p.A. must avoid any situation and refrain from any activity that could counter a personal interest with company's interests, or could interfere with the ability to take decisions, in an impartial and objective way, in the interest of SIAE Microelettronica S.p.A.

The occurrence of situations of conflict of interest, apart from being in contrast with law, regulations and with the principles established in the Code, is detrimental to the company image and integrity.

Therefore, the recipients indicated above must exclude all possibilities of their personal or familiar financial activities from overlapping or intersecting with the duties they carry out in the company through the exploitation of their position in the company. Any situation of even potential conflict of employees or collaborators must be reported to the relevant manager and, where appropriate, to the Compliance Committee.

The individual in potential conflict shall refrain from being involved or participating in any act that might prejudice the company or any third parties, or damage their image.

8 USE AND DISCLOSURE OF THE CONFIDENTIAL INFORMATION

SIAE Microelettronica S.p.A. believes that the disclosure of correct, complete and truthful information regarding all company information and the maintenance of the due confidentiality, where necessary, with regard to these facts, is a prerequisite for creating and maintaining a transparent relationship and one of trust with its own holders of correlated interests and with the market.

The company's employees and collaborators in any capacity and at any level have to:

- hold in the strictest of confidence any type of corporate information in the course of the performance of their duties;
- request the treatment's approval of their data's qualified as personal, for the reported purpose.
- Regarding the related information the employees must:
- avoid any inappropriate or non authorized use of confidential information to their own advantage and/or that of family members, acquaintances and, in general, third parties;
- protect the information from access by unauthorised third parties, prevent its spread, unless under specific authorizations by his/her superior.
- not to search or obtaining any other, the information falls outside the scope;
- classify and organize information in order to make is possible for authorized people to access it easily, obtaining the full picture. In particular, employees not expressly authorized, in the form and terms under Legislative Decree no. 196 of 30th June 2003 concerning the protection of

persons and personal data, are prevented from knowing, recording, processing and disclosing personal data of other employees or third parties.

9 TRASPARENCE

9.1 Accuracy and transparency of official documentation

All official documents aimed at illustrating the managerial situation of SIAE Microelettronica S.p.A., should be made with the utmost care in order to guarantee the truthfulness and precision; they shall also drawn up in compliance with the laws and regulations in force.

In the drafting of the said documents SIAE's employees must focus their attention and keep those actions at all levels must be inspired by the principles of honesty, fairness, integrity, the fundamental characteristics the performance of professional activities within its competence.

In any case might not be justified tightness / drafting of the deliberately false documents in order to corrupt the true representation of the situation of SIAE Microelettronica S.p.A.

9.2 Transparency of accounts

Every company's operations, transactions and actions must be properly documented and recorded in order to enable verification of the process of decision, authorization and execution.

In general terms, each operation must be supported by appropriate, clear and complete documents to be kept among the records, in order to allow at any moment the control over the reasons and characteristics of the operation as well as the identification of the parties who made the operations, who granted the authorization and who checked the due verifications.

9.3 Records for documentation of transactions

All business functions must take the necessary care in order to guarantee the correct and timely accounting entry.

The accounting entry based on economic and financial elements have to observe the principles of reasonableness and prudence.

Adequate supporting documentation must be available for every accounting entry.

This document must assure the identification of the reason for the operation that generated the accounts entry and relative authorization.

Documentation shall be archived and easily searchable.

Whosoever becomes aware of possible omissions, falsifications, irregularities in bookkeeping must inform their superior in the line of command, or, as an alternative to the Compliance Committee.

10 COVERING HEALTH AND SAFETY

SIAE Microelettronica S.p.A., aware of the importance of guaranteeing the best conditions to protect health and safety in work environments, it also undertakes to promote and disseminate among its employees responsible behavior, putting in place the necessary preventive actions in order to preserve the health, safety and security of all personnel and third parties who attend their works areas.

The culture of health and safety of SIAE Microelettronica S.p.A. is disseminated in a systematic way through training sessions and communications, and is achieved through continuous upgrading of methodologies and systems in the light of the best technologies available, making an analytical assessment of risks, critical issues of processes and resources to be protected.

11 REPORTING OBLIGATIONS

The employees who holds sensitive positions in order to health and safety compliance, oblige themselves not only to respect the law and the procedures, but also sets as goal, in terms of prevention and protection, the excellence that goes beyond mere law compliance, in full awareness of the value represented by the preservation of health, safety and welfare of the person. If a recipient learns about unlawful situations or

circumstances contrary to the principles set out in this Ethics Code which, directly or indirectly benefits the SIAE Microelettronica S.p.A or have been committed in its interest, they must immediately inform to the Compliance Committee, notifying this effect on paper, orally or even by electronic means, with exemption from compliance with pre-established hierarchical order constraint. The no compliance of their duty to inform may be subject to sanctions.

The received replies are quickly examined by the Compliance Committee in accordance with the Organizational Model and its own Regulations. Penalties are assumed and imposed based on the disciplinary system of the current Ethics Code.

Relations between employees, at all levels, shall be based on the principles of correctness, cooperation, fairness and mutual respect.

Therefore, the abuse of privileged information is chargeable according to this chapter for the purposes of blackmail or merely emulative.

12 PENALTY

The Ethics Code – introduction included - is a clear strong call for total respect of legal regulations on the part of every employee whilst carrying out his/her work. A lack of observance of the law can only bring about sanctions for the employees, according to company procedures.

The observance of the Ethics Code, however, should not arise merely from a duty imposed by SIAE Microelettronica S.p.A on its own employees, but rather from their willingness to share the fundamental values, which are set out in the Ethics Code. This does not exclude, however, the right/duty of SIAE Microelettronica S.p.A to preside over the observance of the Ethics Code, taking all measures of prevention and control that are deemed necessary and appropriate with regard to the above aim.

The violation of the standards of this Ethics Code is a breach of primary obligations of the primary duties of the employment agreement and/or a disciplinary offence, with all legal consequences, also as regards the preservation of the employment relationship or collaboration. In the case of proven infringements of the Ethics Code, SIAE Microelettronica S.p.A therefore intervenes, applying the measures laid out in the sanctions provision. These measures, proportionate to the gravity of the infringements committed, are applied in compliance with the appropriate procedure, providing that the violation they refer to involve only a violation of the Ethics Code and not of the Law. In such a case, the sanctions provided for the reference company regulation are applied.