

# **CODE OF ETHICS**

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## **1. INTRODUCTION**

Coloplast's presence in the market is based on its reputation and sense of integrity.

Integrity is the key to creating and maintaining professional bonds of trust which are likely to guarantee long-term success.

Each of us is responsible for the integrity of both his/her own individual work as well as that done in common.

With this document Coloplast aims to enunciate, in a single corpus, those very ethical values on which it bases its business activities. The document also provides general rules and principles of conduct to address and resolve certain issues related to business practices that the Company is faced with on a daily basis, and aims to prevent the commission of offenses listed in Legislative Decree n. 231/2001.

The ethical principles and standards of conduct contained herein are to be considered a fundamental and essential element of Coloplast's preventive control system.

This document, however, does not claim to provide precise responses to every circumstance or situation that might occur. For any clarification concerning the interpretation or application of the principles and rules of conduct set out in these guidelines Company employees are encouraged to consult the Compliance Officer.

## **2. COMPANY MISSION**

Throughout the world, in those business sectors in which the Company operates, Coloplast aims to be the preferred provider of medical devices and related services, and thus contribute to a better quality of life.

Fostering a close relationship with the users of its products/services, Coloplast meets their needs, by offering innovative and high quality solutions.

With empathy, sense of responsibility and reliability, Coloplast strives to earn their loyalty.

Coloplast's corporate culture attracts and motivates energetic employees who are passionately committed to their work. The Company respects individual differences and is committed to acting with a sense of responsibility from the social as well as from the commercial point of view.

## **3. COLOPLAST VALUES**

### **3.1. Premise**

Coloplast's values are the pillars upon which the Company's future performance is supported. They were selected carefully after a sharing of ideas among Coloplast employees.

Their number was intentionally limited so as to emphasize that these are priority values, as well as to ensure that what is communicated is as consistent as possible with what is then put into practice.

In our daily behavior, in internal relationships among colleagues just as in external dealings and in managerial processes, our actions must always adhere to these values as well as to the standards of conduct referred to in paragraph 4 below.

### **3.2. Coloplast Values**

Both as individuals and as an organization:

- a) We are guided by the users of our services/products
- b) We look for quality in everything we do
- c) We have a fair and respectful management style
- d) We learn and share
- e) We have passion for our work and we are deeply convinced that the road to great results is shorter when you are having fun along the way.

#### **a) We are guided by the users of our services/products**

If we consistently meet or exceed the expectations of those who use our services and/or products, we earn their loyalty. User loyalty is the key to our future growth and is why the user should always be at the center of everything we do. However, the needs and expectations of users change over time so one should always be close to them, listen to them attentively and be flexible.

Building a solid relationship with users and sharing their interests will help us to understand better how to develop innovative solutions.

We set goals and measure our performance in the process of value creation in terms of satisfaction, loyalty and relationships concerning the needs of both internal and external users.

#### **(b) We look for quality in everything we do**

Reliability is essential for quality of life, and the users of our products must have the utmost confidence in our products and in our services. Awareness of quality is therefore a vital value in Coloplast, wherever in the world it operates.

We are constantly looking for innovative ways to improve our processes, our products and our services. We strive for excellence in everything we do and carefully consider any risks that our decisions might entail.

We set ambitious targets and measure the quality of our performance in relation to development, performance, products and services.

#### **(c) Our management style is correct and respectful**

Our code of conduct and behavior concerning colleagues, users, business partners, civil society and "stakeholders" is firmly based on reliability and high ethical standards.

We respect diversity and treat others with fairness and respect.

As a global player in our market, we consider cultural differences an enrichment of our organization. Personnel management in Coloplast is founded on mutual trust and transparency and the constant search for new solutions to create satisfaction among employees.

We set goals and assess management behavior, employee satisfaction, issues related to the environment, health, safety and social engagement.

**(d) We learn and share**

The personal and professional development of every single employee is critical to the growth of our group. We believe that challenging work is the best type of workout and we attach great importance to teamwork. We act like a team that wants to win. Our employees consider their work as a learning process that lasts a lifetime and feel responsible for the development, documentation and communication of their knowledge when these have an impact on the competitiveness of Coloplast. Our key processes, technologies and core competencies are managed and supported by appropriate training and "knowledge management" systems. We set goals and measure our performance in the areas of employee development, essential skills and "knowledge management"; including intellectual capital such as key technologies and processes.

**(e) We feel passion for our work**

We believe in what we do, and we work with commitment, energy and enthusiasm. Excellent results, empowerment processes and a non-bureaucratic style will make Coloplast a place where work is challenging and inspiring. Engaging employees and other "stakeholders" in our decisions will guarantee us the motivation and full support for our efforts and our results. Entrepreneurship and a market-leader mentality will drive change and innovation ... and we are deeply convinced that the road to great results is shorter when you are having fun along the way.

**4. RULES OF CONDUCT**

*RULE I – Behave correctly and honestly, and with respect for the applicable law.*

*The Company operates in compliance with the laws and regulations of the countries in which it conducts its business.*

*In particular, Company staff must behave as prescribed by laws applicable to the Company's business, professional ethics, internal regulations and the requirements contained in this document.*

*Ignorance of the law does not exempt the perpetrator from liability.*

This commitment must also be respected by consultants, suppliers, users or any other person or entity which has dealings with the Company. To this end, Company staff shall refrain from initiating or maintaining relationships with those who do not intend to comply with the above provisions.

In no case will pursuit of the interests of the Company justify dishonest conduct.

For any further information or clarification regarding applicable laws and regulations and/or behavior to be adopted, staff members are requested to contact the Compliance Officer.

RULE II - Commercial and corporate transactions and operations

Every corporate transaction and business transaction must be legitimate, properly authorized, documented and recorded and must be verifiable and consistent with the objectives of the Company. In particular, it must be possible to verify at any time the decision process, authorization and subsequent conduct regarding the operation or transaction.

Precise documentation of Company operations and transactions is of paramount importance. Each operation must be supported by adequate documentation so as to facilitate investigation of its features and to what motivated the action in question, and to identify who authorized, performed, recorded and verified it.

All documentation, including accounts, should be set out with good sense and in good faith. The relevant data must be reported accurately, honestly and objectively. All employees involved in the preparation of financial statements and similar documents must collaborate fully and provide data and processing which is accurate, comprehensive and transparent. They must also declare any potential conflict of interest.

Financial records must be accurate and truthful. There must be no falsification of items, hidden or unregistered funds, property or transactions. All accounts books and financial records must conform to well-established accounting principles. Employees and entities acting on behalf of the Company, including when purchasing, must do so with due diligence and in accordance with the principles of fairness, economy, quality and legality.

**RULE III - Relations with Public Administration, Public Bodies, Governmental and Non-governmental Authorities, trading partners, private concessionaires of public services and their employees.**

All relationships that the Company has with public administration, public bodies, government and non-governmental authorities, trading partners, concessionaires of public services, public institutions in general (collectively, hereinafter "Public Bodies"), and their employees, are to be based on the principles of transparency, fairness and integrity.

Behavior which may be considered acceptable in the normal course of commercial activity (such as the provision of educational and training services, entertainment, discounts which go beyond normal commercial terms, or the supplying of other goods or services of a certain value) may, however, prove to be unacceptable, or in violation of current legislation or the internal regulations of the Company if manifested towards public entities or their employees.

It is forbidden to promise or offer, directly or indirectly, money, gifts, donations or other benefits of any kind, with the aim of obtaining more favorable treatment for the Company, to directors, officers or employees of public entities, including those in foreign countries, or their relatives, other than the offer of gifts of nominal value.

A "gift of nominal value" means a gift whose value does not exceed 50 Euro.

It is not permitted to offer or accept goods, services, favors or benefits of whatever value to obtain more favorable treatment for the Company on the part of Public Bodies.

Company personnel participating in negotiations or tenders involving public bodies for the award of a contract, must not seek to improperly influence the decisions of said public bodies, nor those of officials who deal with or have decisional power on their behalf, nor to seek to obtain confidential information.

For example, during procedures concerning the award of a supply contract by a Public Body, or in the course of business negotiations, requests or commercial dealings with them, the following actions must **not** be taken (either directly or indirectly):

- Contemplating or offering employment and/or business opportunities that might be of advantage to employees of public bodies in their personal capacity;
- Offering or in any way providing gifts that are not of nominal value;
- Requesting or obtaining information which is confidential and/or which involves the criteria for awarding the contract in question.

#### RULE V - Conflict of interest and company loyalty

In all its business operations the Company aims to avoid running into real, or even potential, situations where there may be a conflict of interest-

A conflict of interest arises when personal interests or activities influence, effectively or even apparently, the ability to operate in the total interest of the Company. Any form of collaboration which might be in conflict with responsibilities towards the Company must be avoided. Situations that may create a conflict of interest include:

- (a) Establishing employment relationships with family members
- (b) Having any financial interest in another firm in the Company's sector
- (c) Having a second job
- (d) Running one's own business
- (e) Managing another company
- (f) Holding a leading position in another company

It is the duty of employees to disclose any conflict of interest, real or potential, and to discuss it with the Company management. Any approved behavior in this respect, whether the conflict of interest is real or merely apparent, must be documented.

#### Family Members

With regard to the above, "family members" include:

- (a) Spouse
- (b) Brothers and sisters
- (c) Parents
- (d) In-laws
- (e) Sons and daughters
- (f) partners/cohabitants

#### **Outside Employment**

Any external employment, whether it be a second job or self-employment, must be totally separate from the Company job. It is forbidden to engage in any such external activities during Company working hours or to use those of any other employees, except in cases when the General Management has given specific authorization to do so.

#### **Participation in other external activities**

Personal investments may cause a conflict of interest. It is not permitted to have, directly or indirectly, interests in a company that is in any way connected with Coloplast. Investment in a competitor or potential work partners of the Company may lead to a conflict of interest.

Investments that may lead to a conflict of interest are not permitted. In special cases, the written approval of the Directorate General is required.

### **Being on boards of directors**

Managing another company or being a member of standing committees in certain organizations, such as government agencies, may create a conflict of interest. A conflict of interest is incurred both when participation in another company's board of directors falls within the scope of Company work and when it does not bear any relation to it.

Before accepting an appointment to a board or a committee of any organization whose interests may conflict with those of the Company, it is necessary to discuss this with the General Management. Before accepting an appointment for which there is a fee, the staff member must obtain the approval of his/her immediate superior. For more information on this matter the Compliance Office should be consulted.

### **RULE VI - Compliance with legislation on counter-terrorism**

The Company acknowledges the paramount value of the principles of democracy and free political determination, of which the state is guardian. Therefore, any conduct that could constitute terrorism or subversion of the democratic state is forbidden and entirely foreign to the spirit of the Company. Any employee who is aware of the commission of actions or of behavior of any kind that might be considered terroristic, or be connected to aiding or funding such activities or subversion of the democratic order must immediately notify the Compliance Office.

### **RULE VII - Transparency in dealings with supervisory bodies**

To protect the Company's shareholders, the Company managers - and their direct employees - are duty-bound to behave fairly and transparently regarding checks or audits carried out by shareholders, other corporate bodies or by external auditors. More specifically, the directors are required not to hinder legally-authorized inspections by shareholders, the board of auditors, other corporate bodies or by auditing firms by, for example, concealing or diverting attention or denying access to documents or acting in such a way as to impede such inspections.

### **RULE VIII - Transparency in dealings with shareholders**

All documentation to be submitted to the shareholders for their assembly deliberations concerning a particular agenda item must be truthful, accurate and complete in all its parts and unaltered in its content.

### **RULE IX - Transparency in dealings with the market and with the public**

Should any Company employee, during the period of employment become aware of confidential information regarding the Company or other connected persons or entities; the use of such information to gain advantage may constitute a violation of law.

The law prohibits the use of confidential information in share transactions, as well as the dissemination of information regarding bonds, securities or other financial instruments, whether or not listed on the stock exchange; Company employees must not violate this law.

Inside information, not disclosed to the public, may induce the investor to buy, sell or hold securities or obligations. It is not always possible to identify in advance what information is to be considered reserved, some examples may include information that is not public concerning:

- the financial performance of the Company, an indication of the distribution of dividends or profits;
- divestments;
- announcements of new strategic products;
- significant progress in research
- company strategies.

Internal information should be disclosed only to those Company employees who really need to know, and should never be disclosed to third parties.

If in doubt about appropriate conduct, staff members are asked to consult the Compliance Office.

#### **RULE X - Transparency in dealings with public authorities and Public Administration in general**

So as not to impede supervision by the relevant authorities, Company administrators, executives, Company auditors and any other person or entity subject by law to public supervision or who have obligations to them, are required by law to produce, in their communications to the above authorities, only truthful information. This information may be subject to interpretation from the economic, equity or financial point of view of the Group companies being supervised, but facts which should be communicated concerning the situation in question must not be concealed fraudulently, in whole or in part.

Administrators, managers, Company auditors and other parties who are subject by law to the supervision of public authorities or who have obligations towards them, must behave properly and transparently towards the relevant Authorities, and must not knowingly obstruct their activities in any form or manner, nor omit required information.

Adherence to these principles of transparency is required in any interaction with Public Administration.

#### **RULE XI - Prohibition of illegal transactions involving own shares or shares of the parent company**

Except in those cases expressly permitted by law, Administrators who purchase or subscribe to shares or quotas, thus causing damage to the integrity of the share capital or non-distributable reserves, are breaking the law.

Except in those cases expressly permitted by law, Administrators who purchase or subscribe to shares or quotas issued by the parent company, thus damaging the share capital or non-distributable reserves, are breaking the law.

#### **RULE XII - Protection of corporate assets and prohibition of carrying out operations which damage creditors**



Anyone acting for the Company, in its name and on its behalf, has the responsibility to protect, preserve and defend its assets and resources, using them properly and in compliance with all regulations, monitoring them and preventing any improper use.

To protect the integrity of corporate assets it is specifically forbidden, except in particular cases permitted by law, to:

- return contributions, in any form, or release shareholders from their obligation to carry them out;
- distribute profits not actually earned, or which are legally destined to reserves (in other words, reserves which are not distributable by law), nor purchase or subscribe to bonds or shares in a company;
- to reduce share capital, carry out mergers or demergers in violation of rules protecting creditors;
- sign or falsely increase share capital;
- in the event of insolvency, meet shareholders' claims to the detriment of creditors.

Administrators who in violation of legal provisions to protect the rights of creditors, reduce share capital or merge with other companies or divisions, causing damage to creditors are committing a crime.

### **RULE XIII - Fairness and equal opportunity**

The Company is committed to promoting equality, opposing all forms of discrimination by gender, age, race, religion, political or trade union affiliation, language or disability, and fostering the potential of each person.

These principles are implemented from the time of recruitment, and maintained with regard to the remuneration and training of employees and co-workers, which are judged according to professionalism, trustworthiness, competence and merit.

In particular, the departments in charge shall ensure that:

- There is no favoritism and/or granting of personal benefits;
- Fair and consistent behavior are insisted upon, preventing favoritism, abuse and discrimination;
- Equal treatment and equal opportunities are guaranteed in the allocation of roles or responsibilities.

### **RULE XIV - Protection of privacy and correctness in the use of I.T. tools**

In compliance with current legislation, the Company undertakes to ensure that the treatment of personal data of everyone connected with the Company is protected.

The Company agrees:

- to acquire and treat only that information which is necessary and directly related to the subject's activity;
- to respect the confidential nature of the information gathered;
- to acquire and process data only for specific, explicit and legitimate purposes;
- to acquire and process data which is relevant, accurate, complete and not excessive, given the purposes for which it is collected and subsequently processed and guaranteeing due updating;
- to store the data in such a way as to prevent third parties from having access to it;

- to communicate and disclose information only in accordance with applicable law and procedures;
- to store the data in a form which enables identification of the subject for a period which does not exceed the time necessary for the purposes for which it was collected and subsequently processed.

The Company is committed to taking all appropriate measures to avoid the risk of destruction or loss, even accidental, of the above data, unauthorized access to it or any treatment of it which is not allowed or is inconsistent with the purposes of its collection.

The Company is committed to taking all necessary measures to ensure that I.T. tools are used in compliance with applicable laws and to doing everything possible to prevent the commission of crimes and the misuse of I.T. tools.

#### **RULE XV – Safety protection**

The Company undertakes to comply with all regulations regarding health and safety, and to ensure the implementation of all necessary measures to prevent accidents and illness in the workplace.

#### **RULE XVI Relations with Suppliers and customers**

The Company requires fairness and transparency from everyone in relations with suppliers and customers.

There is a clear obligation to comply with all applicable laws and regulations in force in each country with which we have business relationships.

Any relationships established in the name and on behalf of the Company with other entities, either private or public, while pursuing Company objectives, must be established and managed without resorting to illegal or inappropriate measures.

Management, Employees and Associates are required to provide equal opportunities in the selection of suppliers, taking into account their compatibility and suitability to the size and the needs of the company.

The selection of consultants, agents and suppliers of goods must be based on objective assessments and parameters (such as quality, value for money, price, capacity and efficiency, etc.) and aimed not only at protecting the commercial and industrial interests of the Company but also increasing its value.

Choices must be made according to criteria of reliability and integrity and with respect for the values and rules of conduct contained in the Code of Ethics and internal written procedures, and in accordance with the hierarchical structure of the Company.

Company policies in this regard must be communicated to suppliers and customers and contracts should contain clauses which require compliance with this Code of Ethics.

Those responsible for external relationships must also exercise vigilance to ensure continued awareness-raising and involvement of suppliers in adopting responsible attitudes, in particular as regards transparency, communication, compliance with laws and regulations and in a manner which fosters awareness of the risks and ethical and social opportunities arising from their activities.

Management, Employees and associates of the Company are committed to developing and maintaining favorable and lasting relationships with clients, public or private, based on maximum efficiency, collaboration and courtesy.

Everyone is obliged to comply with all regulations, to require strict compliance from all interested parties and to check in detail the veracity of the statements made.

The Company requires its Executives, employees and associates to fulfill their commitments and obligations, as well as to provide accurate, complete, truthful and timely information, thus enabling the customer to make informed decisions.

In its business relationships with suppliers and customers Company policies based on maximum correctness must be adhered to, especially in the management and conclusion of contracts, avoiding conflicts of interest, including potential ones.

Notwithstanding the contents of the paragraph dealing with relations with Public Administration, in its business relations with suppliers and customers, the Company prohibits donations, gifts, acts of courtesy or hospitality (both direct and indirect). This kind of behavior can be considered only if it is of a nature which does not compromise the company's image and cannot be interpreted as being aimed at obtaining favorable treatment that is not in line with legal market rules. In any case, any gifts or acts of courtesy and hospitality that might not be described as normal practice must be adequately documented and reported to the Company employee's supervisor who will assess its appropriateness.

The Employee or associate who receives gifts or favors from suppliers or customers that go beyond ordinary courtesy, shall promptly report this to his/her superior. After carrying out the necessary checks with the management of the sector involved, the companies, using the appropriate department, will inform the author of the gift, present, etc. about Company policy in this respect.

## **RULE XVII - Regarding Discipline Involving Competition**

The Company is committed to ensuring maximum market competitiveness and, therefore, its trade policy must be based on compliance with the regulations governing competition, both nationally and internationally.

All recipients of this Code of Ethics must keep themselves updated regarding current legislation and should consult his/her immediate superior before entering into any agreement or arrangement that may involve alleged unlawful competition.

## **5. IMPLEMENTATION**

### **5.1. Dissemination and training**

This document is being disseminated and brought to the attention of all staff and external partners of the Company and, in general, anyone who comes into contact with the Company, through the appropriate communication lines

Should this document be updated, the Company undertakes to announce any changes which have been made in order to promote knowledge and respect of its contents.

This document is an integral part of the employment contract between the Company and the employee.

In accordance with article 7, paragraph 1, of Law no. 300/1970, this Code of Ethics will be displayed in a place accessible to everyone.

Failure to comply with the principles and standards of conduct contained herein entails the risk of disciplinary action by the Company.

External co-workers are required to observe the same principles and patterns of behavior referred to in this document. It is therefore necessary to make express mention of the Code in contracts with these employees and provide them with a copy of it.

In order to ensure correct understanding of this document on the part of all the employees of the Company, the Management, with the help of suggestions from the Compliance Office, prepares and implements an annual training plan aimed at promoting awareness of the Company's principles and ethical standards. Training initiatives are differentiated according to the role and responsibilities of the employees concerned.

## **5.2. Duties of the Compliance Office and the Board of Directors with regard to the Code of Ethics**

The Compliance Office has the following duties:

- verifying the application and respect of the code of ethics;
- monitoring initiatives for the diffusion of knowledge and understanding of the code of ethics;
- receiving and investigating reports of violations of the code of ethics;
- analyzing proposals for the revision of policies and business procedures that could have an effect on Company ethics, preparing possible solutions and their evaluation by the Board of Directors;
- proposing to the Board of Directors any changes and additions to be made to the code of ethics.

Concerning the Code of Ethics, the Board of Directors has the following duties:

- making decisions concerning significant violations of the Code, reported by the Compliance Office;
- deciding on the revision of relevant policies and procedures in order to ensure their consistency with the Code of Ethics;
- periodically reviewing the Code of Ethics.

## **5.3. Notifications**

Any reports, oral or even anonymous regarding violation or suspected violation of the Code of Ethics are reported to the Compliance Office, who will analyze the report, interview the person who made it and the person responsible for the alleged violation.

The Compliance Office guarantees that anyone making such a report will be safe from any kind of retaliation, discrimination or penalty. Confidentiality of identity will also be respected, unless legal obligations do not allow this.

## **5.4. Violations of the Code of Ethics**

The Compliance Office informs the Board of Directors, in an ad hoc report, of any violations of the Code of Ethics which have emerged as a result of reports or of its own inspections, and makes any suggestions deemed necessary,

The appropriate corporate department, on the initiative of the Board of Directors, defines the necessary measures, deals with their implementation and reports their findings to the Compliance Office.

### **5.5. Disciplinary Sanctions**

Violation of the provisions contained in this Code of Ethics may result in the Company's application of the disciplinary measures envisaged in the Internal Circular of November 12, 2003 entitled "Disciplinary sanctions in cases of violation of the Code of Ethics" and posted on the company notice board pursuant to art. 7 of Law 300/1970 in accordance with the National Collective Bargaining Agreement, and published in the Coloplast SpA company intranet, cd. "InSite".

### **5.6. Disciplinary sanctions for self-employed workers and administrators**

Inserted into each contract/agreement for self-employed workers (casual employees, agents, temporary employees, contractors, etc.) are contract termination clauses concerning breaches by the employee/company of the Code of Ethics.

In cases of violation of the Code of Ethics by administrators or self-employed workers, the Compliance Office shall inform the Board of Directors (and the Board of Auditors) which will take all appropriate steps in accordance with the Civil Code.

Annex A5

### **Disciplinary sanctions in cases of violation of the provisions of the Organizational Model.**

This document calls attention to all staff to the system of sanctions that Coloplast SpA will apply in the case of violation of the Organizational Model.

The application of disciplinary penalties bears no regard to the outcome of any criminal proceedings, as the Company has adopted rules of conduct imposed by the Organizational Model which are totally independent from the question of penal liability that such conduct might involve.

In particular, the application of the National Collective Bargaining Agreement (Art. 151), states that:

1. A worker who violates one of the rules of conduct specified in the Organizational Model incurs the measure defined as "VERBAL ACCUSATION", even before the said violation has been individually ascertained and invoked by the Compliance Office. Such conduct regards a failure to observe instructions given by the Company.
2. A worker who repeatedly violates the rules of conduct required by the organizational model, even before the said offences have been individually ascertained and invoked by the Compliance Office, incurs the measure defined as "WRITTEN WARNING". Such conduct regards a repeated failure to comply with instructions given by the Company.

3. A worker who, when violating the rules of conduct required by the Organizational Model, exposes corporate assets to objective danger incurs the sanction defined as “FINE NOT EXCEEDING THE AMOUNT OF 4 HOURS OF NORMAL SALARY”. Such behavior put together with the failure to observe instructions given by the Company results in a situation of danger to the Company's assets and/or an act contrary to the interests of the company.
4. The sanction defined as SUSPENSION FROM SERVICE AND WITHOLDING OF PAY FOR A PERIOD OF NOT MORE THAN 10 DAYS is incurred by a worker who violates the rules of conduct required by the Organizational Model, causes damage to the Company by performing acts contrary to the interests of the Company, or by a worker who has re-offended more than three times in a calendar year with reference to the offences described in paragraphs 1, 2 and 3. Such behavior regards the non-observance of instructions given by the Company and results in damage to Company property and/or an act contrary to the interests of the Company.
5. The sanction defined as DISMISSAL WITH NOTICE is taken in the case of a worker who in performing his work does not comply with the requirements of the Organizational Model in a manner so unambiguous as to lead to commission of an offense punishable under Legislative Decree 231/2001. Such conduct constitutes a serious breach of the provisions issued by the Company and/or a serious breach of the obligation of the employee to cooperate for the good of the Company.
6. The measure defined as DISMISSAL WITHOUT NOTICE is Incurred by a worker carrying out his/her work in a manner which is so contrary to the requirements of the Organizational model as to determine the actual application by the Company of the measures envisaged by Legislative Decree 231/2001. It is also applied to a worker who re-offends more than three times in a calendar year with reference to the offences described in paragraph 4. This is behavior which radically undermines the confidence of the company in the worker and constitutes serious damage to the company.
6. The type and extent of each of the above-mentioned sanctions will be applied also taking into account of:
  - The intentionality of the behavior or the degree of negligence, recklessness or lack of due attention with regard to the predictability of the event;
  - the overall conduct of the worker with particular regard to the existence or otherwise of previous disciplinary proceedings against him/her, to the extent permitted by law;
  - the worker's duties;
  - the work position of the person involved in the violation;
  - any other particular circumstances surrounding the disciplinary offense.

**Special provisions for executives**

In the event of a breach by an executive of the requirements contained in the Code of Ethics, or conduct that does not comply with the requirements of the Organizational Model itself, the most appropriate measures will be applied, in accordance with the provisions of the Collective Bargaining Agreement for managers in Service industries.