



BOERO BARTOLOMEO S.p.A.'s ETHICAL CODE

Adopted on November the 12th 2010

Second review - November 2013

Third review - February 2019

Adopted by Subsidiaries – Sole Shareholder Boero Bartolomeo S.p.A.

IMMOBILIARE Genova Molassanenuova S.r.l. under liquidation

Sole Administrator Giampaolo Iacone

Boero Colori France S.a.r.l.

Gérant Lucia Donzelli

Boero U.S.A. Inc.

Sole Administrator Giampaolo Iacone

1. Background

The Company Boero Bartolomeo S.p.A. (hereinafter also "Boero Company"), in the exercise of its activity consisting in the production and trading of paints and similar and complementary products intended for the Building, Naval and Yachting sectors, complies with the laws and regulations in force in the Countries where it operates.

In this respect, the Boero Company adopts this Ethical Code, detailing the ethical principles and the rules of conduct on which its activity is based and, simultaneously, it adopts the Organization, Management and Control Model pursuant to the Decree-Law 231/2001 including the general principles and rules of conduct adopted by the Boero Company in order to prevent the perpetration of the offences referred to in the Decree-Law 231/2001.

The ethical principles set out in this Code are integrated with the rules of conduct provided for and described in the Organization, Management and Control Model pursuant to the Decree-Law 231/2001 of which it forms an annex. In order to favour said integration, the Ethical Code and the Model are adopted jointly by Boero, although said documents have different purposes.

In fact, the Ethical Code determines the ethical principles which inspire Boero and which Boero pursues in the performance of its business activity in general, while the Model describes and governs the general principles and the actual rules of conduct in force in order to avoid and, however, reduce the risk of perpetration of the offences referred to in the Decree-Law 231/2001 and the consequent responsibility on the body's part.

Therefore, the ethical principles referred to in the Code form the benchmark parameter adopted by Boero in the performance of all its activities. On the other hand, the Model governs specific rules of conduct relating to the areas that, within Boero's business

activities, are most exposed to the risk of perpetrating offences as under the Decree-Law 231/2001.

The Boero Company undertakes also to guarantee that the single Companies in which it holds the controlling interest, being subject to its management and coordination pursuant to Article 2497 of the Italian Civil Code and subsequent ones, comply with these rules of conduct and follow the general principles set out herein, adopting this Ethical Code.

2. General Principles

The Boero Company has always based its activities on the conviction that business must be carried out with a view to success as well as to ensuring ethics.

In order to better represent the values of its corporate culture, the Boero Company considered it appropriate and necessary to adopt this Ethical Code and to undertake to apply it also to its subsidiaries.

ART.1 Scope of Application and Recipients

By summarizing the essential principles to comply with in order to ensure the company's regular operation, the reliability of its management as well as its corporate image, this Code is the constant and binding reference for the operations, behaviours and relations, both internal and external, of all Directors, employees and all those who collaborate with the Boero Bartolomeo Company and with the Group's Companies for any reason whatsoever ("Recipients").

Therefore, knowledge and compliance with the Ethical Code on the part of all those who work for the Boero Company are essential conditions for the transparency and reputation of the Group itself.

ART. 2 Communication and Dissemination

The Boero Company undertakes to inform all the recipients about the provisions and the application of the Code, recommending compliance with them as binding provisions for anyone who operates, in any capacity, for the Company itself. In particular, the Code shall be disseminated through the intranet corporate network and it shall be available to third parties on the Company's websites.

ART. 3 Liability

Each recipient shall carry out his/her work activity and shall provide his/her performance with diligence, efficiency and fairness, using the equipment and the time at his/her disposal in the best way possible, as well as assuming all responsibilities related to his/her performances. All the recipients of the Code must conform their activity to the principles set out therein, accepting responsibilities, structures, roles and rules, and assuming personal responsibility, both inside and outside the company, for their breach, even though it does not give rise to any corporate liability towards third parties.

ART.4 Human Resources

The Company acknowledges that human resources are an essential factor for the development of the Group. The management of human resources is based on respect for the personality and professionalism of each of them.

The Boero Company favours a working environment based on respect, fairness and cooperation, as well as on the experience acquired in the relevant sectors, which allows for the involvement and empowerment of employees and collaborators, with regard to specific goals to be achieved and to the methods to pursue them.

The Boero Company ensures working conditions respecting individual dignity and gender equality, as well as safe work environments, developing the awareness of risks and promoting responsible behaviours on the part of everyone, both employees and collaborators.

The Boero Company does not tolerate that, within its organization, people are encouraged, either with requests or threats, to act against the law and the Ethical Code, or to adopt behaviours that are detrimental to the moral and personal values and preferences of each individual.

The Boero Company undertakes to avoid any discrimination in treatment, already from the human resources selection phase, based on age, sex, sexuality, health, race, nationality, political opinions and religious creeds.

Its staff is hired with regular employment contracts, in compliance with the laws, the collective bargaining agreements and the regulations in force.

The Boero Company does not tolerate employment contracts entered into in breach of the applicable regulations governing child, female and immigrants labour, as well as protection against labour exploitation practices.

In light of the centrality and of the importance of human resources, all the employees and collaborators of the Company are required to undertake to act fairly in order to comply with the obligations undertaken with the employment contract and with the provisions of this Ethical Code, ensuring the performances due as well as compliance with the commitments undertaken.

The recipients undertake not to use the information, assets and equipment at their disposal to perform their functions or tasks for personal purposes.

Recipients undertake not to accept, nor to make, either for themselves or for others, pressures, backings or preferences which might be detrimental to the Boero Company or result in undue advantages for themselves, for the Company or for third parties. Each recipient shall also reject and shall not make any promises related to undue offers of money or other benefits.

ART. 5 Business Management

The Boero Company carries out its business activities based on the principles of lawfulness, fairness and honesty.

5.1 Confidentiality of Information

The Boero Company ensures confidentiality of the information in its possession as well as compliance with the personal data protection regulation by adopting specific rules relating, in particular, to the prohibition of unlawful communication and/or disclosure of personal data without the data subject's prior consent.

5.2 Conflicts of Interest Prevention

The Boero Company operates in order to avoid situations where the subjects involved in transactions are, or might seem, in conflict with the interests of the Company itself. Conflicts of interest include, without limitation:

- the economic interest - either obvious or hidden - of the employee in suppliers', customers', competitors' activities;
- the exploitation of his/her functional position in order to achieve interests conflicting with those of the company;
- the use of information acquired during the performance of working activities to one's own advantage or to the advantage of third parties and, however, in contrast with the interests of the company;

- the performance of working activities of any kind (provision of services, intellectual services) for customers, suppliers, competitors and/or third parties in contrast with the interests of the company.

Recipients must inform, without delay, taking into account the circumstances, their managers or contact persons about the situations or activities in which they might have interests that are in conflict with those of the Boero Company (o in the event that their close relatives have said interests), and about any other case implying significant reasons of convenience.

Recipients shall respect the decisions taken by the Company in this regard.

5.3 Relations with Public Administration

The assumption of commitments towards Public Administration and Public Institutions is reserved exclusively to the corporate offices in charge and authorized, in the strictest compliance with the applicable provisions of law and regulations, and they cannot compromise the integrity and the reputation of the Boero Company in any way.

The Boero Company, through its employees or representatives, must not promise or offer money, assets or other benefits of any kind to Public Servants, Public Service officers or Public Administration or Public Institutions employees in general in order to promote and favour their own interests or the interests of the Company, not event to compensate for an act within their office nor to obtain the performance of an act contrary to their official duties.

Commercial courtesy acts, such as gifts or forms of hospitality or any other form of benefits (also in the form of donations), are allowed only if they are of modest value and such as not to compromise the integrity and the reputation of the parties, nor be construed by an impartial third party as acts aimed at obtaining advantages and favours in an

illegitimate way. In any case, said acts must always be authorized by the manager or by the contact person within the company, and they must be properly documented.

Any direct activity, also through a third party, aimed at influencing the independence of judgement or at ensuring any illegitimate advantages to the Company is prohibited.

Any recipient who receives, directly or indirectly, offers of benefits from Public Servants, Public Service Officers or employees of Public Administrations or of other Public Institutions in general must report it immediately to his/her manager, in case of employees, or to his/her contact person within the company, in case of collaborators, consultants or third parties' employees.

5.4 Relations with Competition Authorities

The Boero Company acknowledges that correct and fair competition is an essential element for the development of the enterprise.

Therefore, recipients shall not engage in actions or behaviours contrary to a correct and fair competition between enterprises.

The Boero Company undertakes to comply with the rules issued by the market Regulatory Authority and to timely provide the information required by the "Antitrust" Authority and by the other regulatory agencies in the exercise of their functions.

5.5 Relations with Customers

The relation with customer is based on availability, respect and courtesy, with a view to a highly professional cooperation.

Consistently with the principles of impartiality and equal opportunities, the Boero Company undertakes not to arbitrarily discriminate its own customers, to provide high quality products and services in order to meet its customer's reasonable expectations and to

protect safety and security; as well as to be truthful in its advertising communications and in any other type of information.

5.6 Relations with Suppliers

Purchase processes are aimed at achieving the maximum competitive advantage, at granting equal opportunities to every supplier, and at ensuring fairness and impartiality.

The selection of suppliers and the determination of purchase conditions are based on an objective evaluation of the quality, price and ability to provide and ensure adequate services. In detail, Recipients must not:

- receive any kind of payments from anyone for the performance of an act within their office or contrary to his/her official duties;
- be subject to any forms of conditioning on the part of third parties unrelated to the Company and not authorized by the latter to do so, in order to take decisions and/or perform acts related to their working or professional activity.

Recipients who receive gifts or other forms of benefits which cannot be directly ascribed to normal courtesy must take all the adequate measures in order to refuse said gifts or other form of benefits, as well inform their manager or their contact person within the company.

5.7 Relations with Business Partners

Boero's relations with business partners are based on the principles of fairness, honesty, transparency, efficiency, compliance with the law and with the values set out in this Ethical Code and of openness to the market, and it requires them to adopt the same behaviour, thus paying special attention to their selection.

The Company refrains from having relations of any kind whatsoever, even indirect or through a third party, with parties (either natural or legal persons) who are known or reasonably suspected to operate in breach of the law or to be part of or to carry out, either in Italy or abroad, any activity in favour of criminal organizations of any nature whatsoever, including mafia-related ones as well as organizations dealing with human or firearms trafficking, or with child labour exploitations, or which hire personnel in an irregular fashion or which, however, operate in breach of the laws or of the regulations governing the protection of workers' rights, as well as of subject or groups aiming at promoting terrorism.

5.8. Intergroup Relations

Boero respects the independence of the companies within its Group, requiring them to adhere to the values set out in the Ethical Code, and it promotes fair cooperation with a view to achieving goals, in full compliance with the law and with the regulations in force.

Boero refrains from any behaviour which might be detrimental to the integrity, the independence or the image of the other companies within its Group.

ART. 6 Accounting Records Keeping

All the transactions and operations carried out must be duly recorded and it must be possible to verify the decision, authorization and performance process related to them.

All transactions must be adequately documented in order to be able to carry out checks at any time attesting the characteristics and reasons of the operation and identifying who authorized, performed, recorded and verified the operation itself.

ART. 7 Protection of the Environment and of Collective Interests

The Boero Company is aware of the effects of its activity on the economic and social development, as well as on the overall well-being of the community, and it does its best to reconcile its operations with the community's interests.

The Boero Company constructively contributes to environmental sustainability in all its activities, considering the rights of future generations.

The Group's strategies and operational management are based on the principles of sustainable development, ensuring that all its activities are carried out in respect for the environment and public health, in compliance with the applicable national and international directives.

If it deems it appropriate, the Boero Company may support Public Bodies' programs in order to provide useful services and benefits to the community, as well as the activities carried out by Foundations and Associations in order to promote personal development and improve the quality of life, always in compliance with the regulations in force and with the principles set out in this Code.

Said contributions shall be granted in strict compliance with the law and with the provisions in force, and they shall be adequately documented.

The Boero Company believes that dialogue with Associations has strategic importance for the adequate development of its activities, and it is determined to cooperate with them in respect of their mutual interests.

For what concerns relations with Political parties, with their representatives or candidates, the Boero Company strictly complies with the applicable regulations and with impartiality principles.

ART. 8 Safety in the Workplace

Boero undertakes to create a workplace that ensures conditions complying with health and safety standards to all the Recipients and, in particular to its employees and to all kinds of collaborators, of any level whatsoever.

In compliance with the regulations in force, including in particular the Decree-Law 81/08 (Safety Consolidation Act), and with any other applicable regulatory provision, the company undertakes to protect the health of its employees, taking all the necessary and adequate measures, according to the best technical-scientific knowledge, with a view to ensuring absolute compliance of workplaces with the highest safety and hygiene standards. The Company also creates and promotes a culture of safety in order to protect the health of workers in the workplace, thus developing awareness of risks and promoting responsible behaviours on the part of all its employees and/or collaborators.

ART. 9 Prevention

In compliance with the regulation in force and with a view to planning and managing corporate activities aiming at efficiency, fairness, transparency and quality, the Boero Company adopts adequate organizational and management measures in order to prevent unlawful conducts or, however, conducts that are contrary to the provisions of this Code and of the organization, management and control Model adopted pursuant to the Decree-Law 231/2001 on the part of any party who acts for the Company. Due to the articulation of its activities and to its organizational complexity, the Company adopts a system of delegations of powers and functions, explicitly and specifically assigning tasks to people endowed with adequate skills and expertise.

The Boero Company adopted its own organization, management and control Model pursuant to the Decree-Law 231/2001 governing a series of general and specific conduct principles and rules in order to reduce the risk of perpetration of the offences referred to in the Decree-Law 231/2001, to allow the performance of corporate activities in compliance

with the law and with the rules of conduct set out in this Code, as well as to identify and eliminate risk situations.

In this respect, a preventive effect is granted by:

1 the integrated certification pursuant to the OHSAS 18001, ISO 9001 and ISO 14001 standards as concerns safety in the workplace, environment and quality.

The corporate organization models defined in accordance with the OHSAS 18001:2007 British Standard are regarded as being in compliance with the requirements referred to in Article 30 of the Decree-Law 81/08 for the corresponding parts, therefore as suitable to have effect exempting from the administrative responsibility of legal persons referred to in the Decree-law n. 231 of 8 June 2001.

2. the "Environment and Safety Service" for what concerns both the evaluation and the prevention of risks, and the protection of hygiene and health in the workplace, as per the last version of the related "Document for the Evaluation of Risks", as well as the organization and management of the classification, packaging and labelling of substances and preparations produced and/or traded by Boero Bartolomeo S.p.A., and the requirements provided for any current regulations, as well as the drawing up and update of the safety data sheets.

3. the Manager of the Finance and Accounting Body, for what concerns the necessary administrative and accounting procedures to prepare the financial statements, the consolidated financial statements and any other financial and accounting communication;

4. the relevant procedures adopted by the Company.

The Recipients, within their respective responsibilities and functions, are required to strictly comply with the procedures. In particular, corporate procedures must regulate the performance of operations and transactions, allowing to identify their legitimacy, authorization, consistency, adequacy, correct registration and verifiability, also as concerns the use of financial resources. Therefore, every operation must be supported by

an adequate, clear and complete documentation to be filed with the records in order to allow, at any time, for the verification of the reasons and the characteristics of the operation, as well as for the exact identification of those who, in its various stages, authorized, carried out, registered and verified it. Compliance with the instructions provided for by corporate procedures with regards to the flow to be observed about the formation, decision and registration of business phenomena and of their related effects allows, among other things, to spread and promote the culture of control at all corporate levels, which contributes to the improvement of management efficiency and supports managerial action.

ART. 10 Controls

The organization, management and control Model adopted by Boero pursuant to the Decree-Law 231/2001 established a specific autonomous and independent body within the Boero Company known as Supervisory Body (OdV231-Boerobartolomeo@Boero.it), which is entrusted with the control of the effectiveness and actual compliance of the procedures provided therein, as well as of the compliance with the ethical and conduct principles set out in this Code.

The effectiveness and efficiency of the Organization, Management and Control Model adopted by Boero pursuant to the Decree-Law 231/2001 are subject to periodic examination on the part of the Supervisory Body, which suggests its amendment and/or integration to the Board of Directors in case of changes in the Company's organization or activities.

ART. 11 Breaches of the Ethical Code and Sanction System

The breach of the principles set out in the Ethical Code compromises the trust-based relationship between the Boero Company and its Directors, Employees, Consultants, Collaborators of various types, Customers, Suppliers, commercial and financial Partners.

Compliance with the provisions of the Code on the part of the Boero Company's employees is to be regarded as an essential part of the contractual obligations pursuant to Article 2104 of the Italian Civil Code. Any breach of the rules of the Code on the employees' part may amount to a violation of primary obligations under labour relations or to a breach of discipline, with all legal consequences.

The failure, on the part of any party acting on behalf of or within the Company, including directors or parties other than the company's employees, to comply with the regulations and principles of conduct set out in the organization, management and control Model, adopted pursuant to the Decree-Law 231/2001, and aiming at preventing offences that may give rise to the Company's liability, must be reported to the Supervisory Body which, in turn, must report it to the Company's managing body in order for the latter to adopt adequate measures to sanction the breach.

In order to protect its own image and to safeguard its own resources, the Boero Company shall not establish relations, of whatever nature, with parties who do not intend to operate in strict compliance with the regulation in force, and/or who refuse to behave in accordance with the values and principles provided for by the Ethical Code and by the organization, management and control Model adopted by Boero pursuant to the Decree-Law 231/2001.

ART. 12 Adoption, Adjustments and Update

This Code, acknowledging corporate practices, was approved by the Board of Directors of the Company with resolution of 12 November 2010, and it was subject to revision in November 2013 and February 2019.

Any amendment, integration, update and adjustment of it shall be approved by the same body and timely disclosed to the Recipients.

ART. 13 Adoption by subsidiaries

This Code expresses the guiding values that should guide the operations of the Group, therefore Boero, sole shareholder, in the exercise of its management and coordination activities, shall ensure the diffusion of this Code of Ethics among the subsidiaries , which, even if they are not liable under the regulation pursuant to Legislative Decree 231/01, they formally adopt it.

Genoa, February 2019