



SKY STAR SERVICES SRL

CODE OF ETHICS AND CONDUCT

Approved By SKY STAR SERVICES SRL Board of Directors

Table of Contents

PREFACE.....	3
SKY STAR SRL VISION	4
THE RECIPIENTS.....	4
1. GENERAL PRINCIPLES.....	5
1.1. <i>Legality</i>	5
1.3. <i>Non-discrimination</i>	6
1.4. <i>Confidentiality</i>	6
1.5. <i>Diligence</i>	6
1.6. <i>Loyalty</i>	7
2. RELATIONSHIPS WITH EMPLOYEES AND PARTNERS.....	7
2.1. <i>Recruitment of Personnel</i>	7
2.2. <i>Personnel Management</i>	8
3. WORKPLACE.....	8
4. COMPANY MANAGEMENT	9
4.1. <i>Compliance with internal rules</i>	9
4.2. <i>Accounting management</i>	9
4.3. <i>Protection of assets</i>	9
4.4. <i>Communication</i>	10
5. EXTERNAL RELATIONS.....	10
5.1. <i>Relations with Authorities and Public Administration</i>	10
5.2. <i>Relations with Customers and Suppliers</i>	10
6. INTERNAL CONTROL SYSTEM	11
7. SANCTIONS.....	12

PREFACE

The Code of Ethics adopted by Sky Star Services srl defines a set of principles and rule that are an essential prerequisite to the proper functioning and improvement of the Company reliability. It represents the "Charter of essential Rights and Duties " through which the Company :

- clearly states its ethical and social responsibilities towards its stakeholders, internal and external, such as, for example: shareholders, employees, consultants, customers, suppliers, Public Bodies, etc.;
- seeks balance and equilibrium between the multiple interests and the legitimate expectations of all stakeholders.

With this Code of Ethics, the Company aims at best fulfilling the needs and the expectations of every Company stakeholder, by recommending and promoting a high professional standard and by banning those behaviours clashing not only with the relevant regulations, but also with the values that the Company intends to promote.

Sky Star Services adapts their business management to make it compliant with principles and with rules of conduct outlined in this Code of Ethics and with the national and international legislation, if applicable.

The Code of Ethics defines the commitments and the ethical responsibilities undertaken by those who collaborate to achieve Sky Star Services corporate goal, in particular towards: associates, employees, partners, external consultants, suppliers, customers and other parties defined as stakeholders, who have interests in the Company business.

Sky Star Services acknowledges the importance of the social-ethical responsibility and the environment protection, and, for this purpose, promotes a management aimed at balancing the legitimate interests between the stakeholders and the community in which Sky Star Services operates. This Code of Ethics was drawn up to respect the interests of all parties engaged. Sky Star Services by stakeholders means: Company employees, associates, directors, suppliers, public administration, customers, community and all those directly or indirectly involved in the Company business.

SKY STAR SRL VISION

Sky Star Services srl is aware that the Company reputation is proven by both the collaborators skill and the high quality of service, and the attention paid to the entire community.

The principles underlying the Company activity are formally collected in a Code of Ethics and Conduct being aware that building reliability is a daily process accomplished by respecting the rules and valuing the people.

Thus, this Code of Ethics is a distinguishing and identifying factor for the business sector in which the Company operates and for third parties; every stakeholder should be aware of this Code and share it as the basis of our activity in order to collaborate in pursuing our *vision*.

Sky Star Services goal is to pursue market excellence through a series of activities and services, sustainable development, by protecting the Environment and the Safety of the people involved. The Company aims at obtaining the employee, customer and community satisfaction through a behaviour respectful of the Social Ethic and giving added value to the services provided.

THE RECIPIENTS

The Code of Ethics is addressed to all those, employees or partners, who are bound by a contractual relationship – directly or indirectly, permanently or temporarily – with the Company and who operate for the fulfilment of the corporate objectives. Hereafter they will be referred to as “recipients”. The recipients breaching the principles and rules under this Code are prejudicial to the trustworthy relation established with the Company.

All recipients are required to have knowledge of the Code of Ethics, and to contribute actively to its implementation, improvement and diffusion. The company undertakes to distribute a copy of this Code to all their employees and partners and to disseminate its contents and purposes.

1. GENERAL PRINCIPLES

The Recipients' conduct, at all levels in the Company, is based on legality, fairness, non-discrimination, confidentiality, diligence and loyalty.

1.1. Legality

Sky Star Services srl operates in absolute compliance with the law and with this Code.

All Recipients are required to diligently observe all applicable rules and to keep themselves updated on changes in law, taking advantage of the training opportunities provided by Sky Star Services srl.

The Company considers the transparency of financial and accounting statements as a fundamental principle for their business and protection of their reputation.

1.2. Fairness

All Recipients shall unfailingly pursue fairness and moral integrity. Recipients are required to avoid building privileged relationships with any third parties in order to obtain improper business advantage.

In the course of their business activities Recipients may not accept any donations, favours or benefits (except for items of limited value), and, in general, any compensation in order to grant undue advantages to third parties.

Recipients shall not even not make any donations either in the form of money or goods to third parties or, in any case, offer benefits or illicit favours (except for items of limited value or business courtesy gifts authorized by the Company) in connection with the activity they perform for Sky Star Services.

The belief of acting in the interest of the Company does not exempt the Recipients from the obligation of duly observing the rules and the principles of this Code.

1.3. Non-discrimination

Sky Star Services srl condemns and rejects discriminations due to age, gender, race, sexual orientation, health conditions, political and trade-union opinions, religious belief, cultural level and nationality of its counterparts in the relations with stakeholders and, in particular, during the staff recruitment and management, work organisation, choice and management of the suppliers.

1.4. Confidentiality

Sky Star Services srl undertakes to ensure protection and confidentiality of personal data of their Recipients and Stakeholders, in compliance with any applicable rule legislation on personal data protection.

Recipients are required not to use confidential information learnt in the course of the performance of their duties for external purposes and, in any event, and shall always act in accordance with the confidentiality obligations undertaken by Sky Star Services srl towards their Stakeholders.

In particular, Recipients are required to maintain strict confidentiality with regards to the documents disclosing know-how, transport information, commercial information and corporate operations.

1.5. Diligence

The relationship between Sky Star Services and their employees relies on mutual trust: the employees, therefore, are required to act in order to favour the interests of the Company in compliance with the values established in this Code.

Recipients shall refrain from any activities which may generate a conflict of interest with Sky Star Services waiving the pursuit of personal interests that are in conflict with the Company legitimate interests.

In the event of a possible conflict, Recipients shall promptly report it to their supervisor so that the Company can assess and eventually authorize the potentially conflicting activity.

In case of violation, the Company will take any appropriate remedial action to settle such conflict reserving the right to act in order to protect their interests.

1.6. Loyalty

Sky Star Services and their Recipients undertake to ensure a fair competition pursuant to national and European legislation, being aware that a virtuous competition is a healthy incentive to carry out innovation and development processes while protecting the interests of consumers and of the Community.

2. RELATIONSHIPS WITH EMPLOYEES AND PARTNERS

2.1. Recruitment of Personnel

The assessment and recruitment of personnel are performed according to fairness and transparency in compliance with equal opportunities and combining Sky Star Services needs with the candidates' professional profiles, their ambitions and expectations.

Sky Star Services undertakes to adopt appropriate measures to refrain from any favouritism in the recruitment process using objective and meritocratic criteria respecting the candidates' dignity and the Company good performance.

The personnel hired receives transparent and fair information about the roles, the responsibilities, rights and duties of the parties even through the implementation of this Code.

2.2. Personnel Management

Sky Star Services safeguards and enhances their human resources, undertakes to maintain all necessary conditions for their professional growth, their know-how and their skill organizing professional training and refreshing courses and any other initiative aimed at such purpose.

Sky Star Services promotes employee participation in Company's life providing participatory tools capable of gathering opinions and feedback by the employees and ensuring their widest involvement.

Given their maximum flexibility towards the Company, employees cannot be obliged to carry out tasks, performances or favours not due under their work contract and their role within the Company.

The Company is firmly committed to oppose any act of mobbing, stalking, psychological violence and any discriminatory behaviour or any behaviour damaging the dignity of the individual within or outside the Company premises.

The relationships among employees shall be carried out with loyalty, fairness and mutual respect in compliance with the values of civil coexistence and freedom.

3. WORKPLACE

Sky Star Services srl is committed to provide a healthy and safe work place respectful of the workers' dignity.

Safety at workplace is ensured by rigorously implementing legal dispositions in force and by actively promoting a culture of safety through specific training programs. Staff training represents a key element of the management system adopted.

Sky Star Services protects their employees' health ensuring compliance with hygiene and health care prevention regulations.

4. COMPANY MANAGEMENT

4.1. Compliance with internal rules

Sky Star Services believes that the management efficiency and the control culture are necessary for the achievement of the Company objectives.

Recipients are required to rigorously observe the Company procedures and internal instructions.

Recipients shall act according to their authorization profiles and keep any suitable documentation to keep track of the actions taken on behalf of the Company.

4.2. Accounting management

In the accounting management Recipients shall act in accordance with the principles of truthfulness, accuracy and transparency to safeguard Sky Star Services reputation both internally and externally.

Furthermore, respecting such principles allows the Company to plan its operational strategies according to its economic and assets situation.

Therefore, all data recorded in the accounts must be supported by complete, clear and valid documentation, thus avoiding any form of omission, falsification and/or irregularity.

In case of estimated assets and economic data, their recording shall be based on criteria of reasonableness and prudence.

4.3. Protection of assets

Recipients exercise their duties trying to rationalise and limit the use of Company resources.

Recipients are required to operate in full compliance with the safety provisions in order to protect the hardware against unauthorized access which could seriously affect the rights of protection of the personal data of Company staff and customers.

4.4. Communication

Sky Star Services provides to all Stakeholders the instruments of communication capable of favouring interaction with the Company to forward requests, to ask for clarification or to make complain. Information disclosed to the Stakeholders is complete and accurate in order to enable Recipients to make right and conscious decisions.

5. EXTERNAL RELATIONS

5.1. Relations with Authorities and Public Administration

The Company relations with Authorities and Public Administration shall be based on clearness, transparency and cooperation, in full compliance with the Law and the highest moral and professional standards.

Recipients can not interact with Authorities and Public Administration on behalf or in the name of Sky Star Services, unless expressly authorised.

In relations with Public Officers, Civil Servants and Public Administration in general, authorised Recipients shall comply with the highest standards of fairness and integrity refraining from any form of pressure, overt or covert – aimed at obtaining undue advantages for themselves and for Sky Star Service.

In this respect, authorised Recipients are required to strictly comply with the principles outlined in this Code and, more generally, with the directives given by Sky Star Services management.

5.2. Relations with Customers and Supplers

Recipients relate to third parties with courtesy, competence and professionalism in the belief that with their conduct they safeguard the Company image and reputation and, consequentially, the achievement of the Company objectives.

In particular, Recipients shall refrain from any form of unfair or deceptive behaviour that may lead customers and supplier to rely on unfounded facts and circumstances.

Recipients are required to constantly provide timely and high quality services to the customers, trying to avoid any malfunctioning or delay to maximize customer satisfaction.

Relations with the supplier shall be centered on loyalty, fairness and transparency.

The choice of suppliers shall be based upon objective parameters such as cost effectiveness, performance and efficiency.

The choice of suppliers shall not be based on personal and subjective interests or interests in conflict with those of the Company.

Recipients are required to put in place all necessary controls enabling both customers and suppliers to operate in compliance with the fundamental ethical principles referred to in this Code.

6. INTERNAL CONTROL SYSTEM

Full observance of the provisions of this Code is ensured by the vigilant, reasonable and careful supervision of the Recipients, within their respective roles and functions inside the Company.

All Recipients are invited to report to their managers in charge any event and circumstance potentially in conflict with the principles and the provisions of this Code.

Sly Star Services management and all supervisory bodies shall adopt every necessary measure to remedy violations, and take disciplinary actions in compliance with the Law and the labour rights of the workers.

7. SANCTIONS

The internal control system is focused on the adoption of tools and methodologies to counter potential business risks and guarantee compliance with the law and the internal provisions and procedures.

In fact, any violations of the principles of this Code and of the internal procedures jeopardises the trust relationship between the Company and their own Directors, employees, consultants, co-workers, customers, suppliers, commercial and financial partners.

Any violations will be incisively, promptly and immediately prosecuted by Sky Star Services through appropriate and proportionate disciplinary measures.

The effects of the violations of the Code of Ethics and of the internal procedures must be taken into serious consideration by all those who, for any reasons, are involved with Sky Star Services business activity. Sky Star Services will take appropriate measures against any person involved in one of the illegal activities under this Code proportionate to the seriousness of the violation; Sky Star Services will proceed without delay and also in case of possible criminal prosecution by the Judicial Authority

Without prejudice to the above, any conduct in violation of the Code of Ethics constitutes:

- for the employees (workers, clericals, managers and executives): a serious breach sanctioned according to CCNL – National Labour Collective Agreement - applied for the specific sector proportionate to the seriousness of the breach (verbal warning, written reprimand, fine worth up to a maximum of 4 hours of income, suspension from work and salary for up to 10 working days, lawful dismissal for misconduct or fair reason); if the employee is the subject of a pending criminal proceedings and/or of a measure restricting his/her personal freedom, before adopting any disciplinary action, the sanction to apply is the suspension from work and compensation for the duration of the legal proceedings and/or the measure restricting his/her personal freedom;
- for Director: fair reason for revoking the mandate;
- for external partner and self-employed: cause for the immediate dismissal, in the most serious cases;
- for contractors and subcontractors: cause for the immediate dismissal, in the most serious cases.

The identification and application of sanctions shall always take into account the general principles of proportionality and adequacy proportionate to the alleged violation.

In all the above mentioned presumptions, Sky Star Services reserves the right to exercise all the actions they deem appropriate for the compensation of the damage suffered as a result of a conduct in breach of the Code of Ethics.