



# Code of Conduct

## VERSIONS

Versions	Date	Reason for revision
1	18/3/2015	First issue
2	11/5/2018	Change to the message of the Chief Executive Officer
3	2/10/2018	Changes following the introduction of Law 179/2017 on the reporting of violations

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## **Message from our Chief Executive Officer**

Piaggio Aerospace is fully committed to its main shareholder, Mubadala, and to all its stakeholders to develop a profitable business and become a leading aeronautical player, highly respected throughout the world. Our ability to deliver on this commitment is a vital condition to build a strong and sustainable future for our company and ourselves.

The accomplishment of such a primary mission is not only a matter of innovation, effective industrial processes, improved time-to-market and increasing commercial achievements. It is also, very much, a matter of values and behaviours – those of each and every one of us. They are indeed the founding stones of our corporate reputation, a priceless intangible asset which plays a decisive role in establishing our market success.

It is therefore mandatory for us to share common, passionate and responsible values that drive our daily work – first and foremost the value of integrity, which has to be at core of our business and our actions. As we want to expand our product lines and international market presence, we must be focused, disciplined and keen on practicing the highest ethical standards.

This Code of Conduct establishes these standards. All of us, across the entire Piaggio Aerospace organization, must adhere to them, being conscious that our daily actions, or inactions, can either enhance or harm the value of our brand and our company.

Please read the Code of Conduct carefully to ensure that its impact on your daily work is clear to you and, if you have any questions, feel free to raise them with our Legal and Compliance Unit.

All together we will ensure that Piaggio Aerospace will always conduct its business in an ethical and compliant manner and thereby will enhance its competitiveness and excellent reputation in all its markets.

Renato Vaghi

**Chief Executive Officer**

## What our Code of Conduct is all about

### Why do we need a Code of Conduct?

Our performance is directly linked to our ability to successfully execute our mandate consistent with our shareholders' long-term perspective and commitment to economic development and diversification. To accomplish this, we must maintain our stakeholders' trust by conducting every aspect of our business worldwide in an ethical and compliant manner. Our Code of Conduct spells out our commitment to doing just that.

### What is in our Code of Conduct?

The Code of Conduct delineates the basic rules, standards and behaviors necessary to achieve our objectives and uphold our values. It summarizes legal and ethical minimum standards and practical advice to ensure that we conduct our business in an ethical and compliant manner. The Code of Conduct also identifies the major elements of our compliance program and explains where you can seek help and support.

### Who must comply with the Code of Conduct?

The Code of Conduct applies to everyone who works directly for or represents Piaggio Aero Industries S.p.A. (hereinafter “**Piaggio**”), including all employees, directors and members of the corporate bodies of Piaggio and its subsidiaries. These subsidiaries are entities, operations or investments controlled by Piaggio or where Piaggio holds majority legal or beneficial interest. At entities which Piaggio has invested in but does not control, we will use best efforts to ensure that this Code of Conduct is adopted or that similar policies are in place at such entities.

Third parties such as contractors, consultants or partners who work with or represent Piaggio are required to follow the Code of Conduct. You must ensure that such parties are made aware of the Code of Conduct and should seek their cooperation in adhering to the Code of Conduct. This includes, where possible, a contractual requirement to act consistently with the Code of Conduct when working on our behalf.

### Does the Code of Conduct tell me everything I need to know?

The Code of Conduct describes our commitment to act ethically and compliantly. However, keep in mind that no guidelines can cover every instance; the absence of a guideline to deal with a particular situation does not relieve you from the responsibility to act with the highest ethical standards of business conduct at all times. Where there is no specific guidance on a particular matter or you face a compliance dilemma, ask yourself these simple questions:

- Is this legal?
- Is this consistent with our Code of Conduct?

- Is this consistent with Piaggio values?
- How would it look to others?
- Am I willing to be held accountable for this?

If you still have a question, seek help from the Legal and Compliance Unit.

### **What are my responsibilities?**

Each of us must:

- Read, understand, comply and ensure compliance by others with the Code of Conduct
- Demonstrate by words and through actions, our commitment to integrity
- Be knowledgeable of, and follow, the laws, regulations and policies that affect our operations
- Identify and manage compliance risks related to our responsibilities
- Avoid any activity that may lead to unlawful practices or harm our reputation
- Know when and where to seek advice
- Speak up and raise compliance questions or concerns

### **What happens if the Code of Conduct is not followed?**

By working for, or representing, Piaggio, you are agreeing to uphold our commitment to do what is right and to follow our Code of Conduct. Piaggio's interest or advantage does not justify any person to deviate from this Code of Conduct. Those who fail to uphold this commitment put themselves, their colleagues and Piaggio at risk and may ultimately be subject to disciplinary action.

As to identification of violations of the requirements and principles of this Code of Conduct, as well as to related disciplinary actions, reference should be made to Piaggio's Disciplinary System, which is an integral part of the company's Organizational and Management Model.

## **How our compliance program is managed**

### **Who is responsible for compliance for Piaggio?**

Each of us has the responsibility to carry out our duties in an ethical and compliant manner. Piaggio Board of Directors is responsible for ensuring that there is an effective compliance program in place. The Board fulfills its oversight duty through the Audit, Risk and Compliance Committee of the Board, the Chief Executive Officer (CEO), the Supervisory Board and other senior managers. To assist, a Legal and Compliance Unit has been established to develop, coordinate and support the compliance program across Piaggio. The General Counsel, as head of the Legal and Compliance Unit, reports directly to the Chief Executive Officer.

### **What is the difference between the Code of Conduct and the Organizational and Management Model?**

The Code of Conduct is adopted on a voluntary basis by Piaggio and expresses values and principles of conduct recognized as its own with which all addressees must abide. The Code of Conduct is the first instrument for the prevention of illicit acts.

The Organizational and Management Model, pursuant to Italian Legislative Decree n. 231 dated 2001, inspired by the principles enunciated by this Code of Conduct, answers to certain specific legal obligations, for the purpose of preventing certain specific illicit acts.

### **What is the role of the Supervisory Board?**

Oversight, implementation and enforcement of this Code of Conduct are entrusted upon the Supervisory Board appointed pursuant to Articles 6 and 7 of Italian Legislative Decree n. 231 date 2001. Particularly, duties of the Supervisory Board, notwithstanding those identified in the specific document “Rules of the Supervisory Board”, are as follows:

- verify compliance with the Code of Conduct, to mitigate risk of illicit acts disciplined by Italian Legislative Decree n. 231 dated 2001;
- follow and oversee the updating of the Code of Conduct, even through its own proposals and suggestions;
- promote and monitor initiatives aimed at improving communication and distribution of the Code of Conduct to all individuals expected to comply with its requirements and principles;
- suggest the training plan pursuant to the Organizational and Management Model adopted by Piaggio;
- express its comments concerning alleged violations of the Code of Conduct of which it becomes aware, reporting to competent Company bodies any exceptions found.

## **What is the role of the Legal and Compliance Unit?**

The Legal and Compliance Unit administers the Piaggio compliance program under the direction of the General Counsel. The Legal and Compliance Unit's responsibilities include, among other things:

- Seeking to prevent unlawful or unethical business conduct and detecting it if it occurs
- Assessing compliance risks and ensuring that internal controls are responsive to such risks
- Providing compliance training and communications support
- Managing the internal compliance reporting and investigation process
- Preparing compliance performance and assessment reports for the CEO and Piaggio Audit, Risk and Compliance Committee

## **How does the compliance program help me do my job?**

The Code of Conduct is a place to start the search for guidance, advice and answers. The Legal and Compliance Unit has been established to help you by providing guidance, training, advice and support. There are additional resources such as your Compliance and Legal representatives and Piaggio Legal and Compliance Unit intranet page that are able to assist you. Together, they are there to help you fulfill your responsibility for setting an example and establishing an environment that encourages all those associated with Piaggio to conduct themselves and our business in an ethical and compliant manner.

## **How does the compliance program support "One Piaggio"?**

Our Code of Conduct sets the standards for ethical and compliant behavior that all of us who are a part of Piaggio are committed to follow. Certain operations may be required to supplement the Code of Conduct and associated compliance-related policies to meet specific regulatory and other industry requirements; but all must, at a minimum, follow what is set out in our Code of Conduct. The Code of Conduct and associated policies establish the foundation for what our stakeholders can consistently expect across Piaggio.

## **How to raise a question or report a concern**

All the addressees of this Code of Conduct are expected to report any instructions received or circumstances that are inconsistent with the law, labor contracts, internal regulations and this Code of Conduct.

### **Why is raising a compliance question or reporting a concern important?**

Piaggio is committed to the highest standards of integrity and compliance. In part, this requires you to be alert to what is happening and to ask a question or raise a concern if you believe a provision of the Code of Conduct has been or is being violated. Only by raising a question or reporting a concern can a potentially detrimental situation be promptly and effectively addressed. In turn, you must cooperate with the Legal and Compliance Unit on investigations so that matters are properly resolved.

### **Will raising a concern be held against me?**

We encourage you in good faith to raise any compliance question or concern. You can be assured that retaliation of any kind directed against anyone who reports an issue concerning the Code of Conduct will not be tolerated. Individuals engaging in retaliatory conduct will be subject to disciplinary action.

Confidentiality will be maintained at all times to the extent possible in order to protect employees and information will only be disclosed strictly on a need-to-know basis.

### **Where should I report?**

Reports must be sent to the General Counsel Department at the following email address: [segnalazioni@piaggioaerospace.it](mailto:segnalazioni@piaggioaerospace.it) or by paper mail addressed to the General Counsel, Viale General Disegna n. 1, Villanova d'Albenga (SV).

Interested parties are required to report any violation of the principles and values contained in this Code of Conduct without delay, in compliance with the provisions contained in the Whistleblowing Directive (Governance and Compliance Directive no. 8).

The system for reporting violations, described in the aforementioned Directive, is designed according to the best international standards and in compliance with the latest legislative innovations on the subject. Thanks to this system, the confidentiality of your reports will be protected in the best possible way.

No employee may be dismissed, demoted, suspended, threatened, harassed or discriminated against in any way in his or her employment treatment for making a report.

## **Integrity as we conduct our business**

### **Our commitment**

We will conduct our business around the world in accordance with all applicable laws and regulations. In our business dealings, Piaggio will compete but will do so fairly, complying with all laws protecting the integrity of the marketplace. We will not engage in unfair business practices and we will be fully compliant with competition, trade, financial and other international laws and accepted standards.

We will meet these commitments by:

- Preventing improper payments in cash or in kind
- Avoiding market misconduct
- Complying with international trade laws
- Preventing money laundering
- Following competition laws

## **Preventing improper payments in cash or in kind**

### **What you should know**

Most countries, like Italy, have strict laws covering bribery, corruption and similar kinds of fraud by companies, their employees and third parties such as consultants or agents. Such laws generally prohibit offering or receiving bribes or kickbacks to secure or retain business, providing anything of value to a government official or making such payments through an agent.

Piaggio employees should never attempt to influence government officials, companies or individuals directly or indirectly by paying bribes or kickbacks, or by any other unethical means, nor should they ever accept such payments or advantages.

Laws require that companies accurately reflect all payments of any value in their books and records.

Third parties representing Piaggio must be subject to due diligence, commit to following our Code of Conduct and be carefully managed to avoid improper conduct.

Facilitating payments, that is, small payments to government officials to obtain expedited goods or services, while allowed in some countries, are illegal in others. Contact the Legal or Compliance Unit if you receive what you suspect is a facilitating payment request or expectation.

Reasonable and limited expenditure for gifts or entertainment offered in accordance with Piaggio's policies and procedures may be acceptable but must always be treated judiciously so as not to appear to be an improper payment.

### **What is expected of you**

Never offer, give or accept an improper payment, i.e., a bribe, a kickback or anything of value directly or through a third party that attempts to gain business or to influence a business decision.

Report any suspicious situations regarding inappropriate payments immediately to the Legal and Compliance Unit.

Avoid making any facilitating payments. Contact Legal and Compliance Unit if you are presented with what you suspect is a request for a facilitating payment or where such a payment may be expected.

Carefully select and monitor third parties who act on our behalf to ensure no improper payments are being made or received by them.

### **What you should watch out for**

Any offers of extravagant or multiple gifts or entertainment.

Third parties who do not clearly account for their expenditures or whose commissions seem in excess of the services provided.

Customers or officials who hint or suggest that certain payments be made to obtain business or information.

Any questionable or suspicious book or record entry, or any unrecorded expenditure.

## **Q&A**

**QUESTION:** We want to hire a third party to help us obtain permits for a new construction project. Is that okay?

**ANSWER:** It may be. You must ensure that the third party is reputable and committed to acting consistently with our Code of Conduct. Specifically, you need to conduct due diligence during the selection process, ensure they understand and comply with our improper payments policies and regularly monitor their work. We may be liable and our reputation is at risk for the actions of third parties working on our behalf.

## **Where to go for help**

Refer to the Legal and Compliance Unit or to our Governance and Compliance Policies for further information.

Any questions or concerns about improper payments should be raised immediately with the Legal and Compliance Unit.

## **Avoiding market misconduct**

### **What you should know**

Market misconduct includes a wide range of activities such as insider trading, stock tipping, disclosing false information and stock market manipulation. Information concerning these activities can be obtained directly or indirectly and requires that you be alert when handling such information.

Inside information is information that is material and not available to the public either about Piaggio or any other company or their securities. It is information that would likely influence an investor's decision whether to purchase, sell or hold a security such as a significant new contract that has been won but not announced or a potential merger, acquisition or joint venture in the making.

Insider trading is buying or selling any security personally or through family members or others while you have inside information.

Stock tipping is recommending or encouraging anyone to buy or sell a security while you have inside information, or inappropriately disclosing inside information.

Market misconduct by any employee would be extremely damaging to us all and in addition individuals involved may be subject to criminal proceedings in many countries.

### **What is expected of you**

Do not engage in market misconduct.

Do not discuss or disclose any material nonpublic information inside or outside Piaggio unless for necessary and properly approved business purposes.

Be familiar with and adhere to the requirements set out in Piaggio's policies on market conduct and securities trading.

Be cautious when discussing any Piaggio-related confidential information in public places to avoid disclosure of inside information.

Report suspicions of market misconduct of any type immediately to Legal and Compliance Unit

### **What you should watch out for**

Individuals soliciting confidential information for which they do not have a need to know.

Discussing confidential information with family, friends or associates.

Any trading activity that takes place around the time of a significant announcement.

## **Q&A**

QUESTION: A potential business partner made a confidential presentation to my Business Unit which included information about a new product they plan to introduce to the market. We decided that we were not going to go ahead with the opportunity, but I think their new product is a real breakthrough. May I purchase their stock?

ANSWER: No. You should not purchase their stock until the public is aware of the new product. This is inside information as the briefing received was confidential. The information is material because it would likely influence an investment decision about the company's securities.

### **Where to go for help**

Refer any questions or concerns in this area to the Legal and Compliance Unit.

## **Complying with international trade laws**

### **What you should know**

Trade laws cover the transmission of goods, services and technical information across international borders.

Most countries, like Italy, have laws regulating import, export and customs procedures and several have restrictions on dealings with certain countries, entities and individuals. This applies to imports and exports for certain direct and indirect dealings.

An export or import can be made electronically in addition to traditional shipping methods. An export or import can also be made during discussions or visits to a facility.

Piaggio employees entering any country are subject to personal import restrictions on goods in their possession.

### **What is expected of you**

Understand and comply with the trade regulations and restrictions that apply in the jurisdictions where you conduct business or procure goods and services.

Maintain records of all import and export transactions, including purchase orders, contracts, invoices, and payment records in accordance with Piaggio's document retention policy.

Know your customers and suppliers – who they are, what they do, where they are based and how they will use our goods, technology or software.

Report any suspected or actual non-compliance with trade laws, regulations or restrictions to the Legal and Compliance Unit.

### **What you should watch out for**

Trade restrictions in the jurisdiction where you are conducting business.

Technical discussions of trade-restricted information that take place across international borders.

Traveling across international borders with trade-restricted goods or information.

Customs payments that look suspicious or do not occur in the ordinary course of business.

Transfer of restricted software, technical data, know-how or technology by email, download, meetings or visits to Piaggio facilities.

## **Q&A**

QUESTION: A local company contacted me and said they could expedite our imports through customs. We could use the help; can I hire them?

ANSWER: First, you should check them out. Make sure they are knowledgeable, legitimate and reputable. Remember a third party acting for Piaggio is the same as Piaggio in a regulator's eyes. Do the due diligence and make sure this company is committed to working ethically and to complying with our Code of Conduct before you retain them.

### **Where to go for help**

Any questions or concerns should be directed to the Legal and Compliance Unit.

## **Preventing money laundering**

### **What you need to know**

Money laundering is a process where individuals or entities attempt to conceal illicit funds or otherwise make the source of their illicit funds appear legitimate.

Piaggio is committed to ensuring that our operations comply with money laundering regulations. We conduct business only with reputable customers and partners involved in legitimate business activities using funds from legitimate sources.

Each of us must understand the origin of monies and property we receive or procure, and the identity of the person to whom we make payments.

Most countries, like Italy, have laws prohibiting money laundering. These laws often place criminal liability on both the company and the employees.

### **What is expected of you**

Know your customers, partners and suppliers. Conduct the due diligence necessary to ensure their business activities and transactions are reputable and responsible.

Be watchful for any payments that look irregular or for customers who appear to lack integrity in their operations.

Report any suspicious transactions or incidents of money laundering to the Legal and Compliance Unit.

### **What you should watch out for**

Any proposed or actual payments in cash from a customer or partner who has not been subjected to a thorough know your customer check.

Customers who overpay for goods or services, and then request a refund.

Any customer, supplier, agent or partner who provides incomplete or suspicious information.

Orders and purchases that are not consistent with a customer's normal business activities.

Funds paid from or to unusual sources, or from or to countries not normally associated with the customer.

## **Q&A**

QUESTION: In relation to a sale of real estate, the buyer proposed an unusually large refundable deposit. This is the first time I have seen this; what should I do?

ANSWER: You are right to be wary and to raise the question. Talk to the Legal and Compliance Unit who will determine if this is a legitimate transaction. It is only your responsibility to report suspicious activity; the experts will determine if it actually is money laundering and how to proceed.

**Where to go for help**

Contact Legal and Compliance Unit if you have a question or concern about suspected money laundering.

## **Following competition laws**

### **What you should know**

Many countries have laws concerning antitrust and unfair competition. These laws are strict, complex, often reach across borders and carry severe penalties for companies and individuals who do not comply with them.

Antitrust and unfair competition laws prohibit agreements that limit or restrain trade such as price fixing, bid rigging, division of markets, predatory pricing or agreements on resale prices.

Unfair competitive actions can include such things as making false statements about competitors, misusing a competitor's trade secrets, providing a competitor with information about pricing or territories, restricting their source of supply or inducing a supplier to break contracts with them.

Careless discussions at trade associations or events involving competitors or inappropriate statements in marketing materials can cause serious problems.

Many jurisdictions have laws that require prior clearance of mergers, acquisitions, joint ventures or other similar transactions, especially if competitors are involved.

### **What is expected of you**

Obtain prior approval from your business leader before attending any meetings that involve competitors.

Do not enter into any discussions involving competitors to exchange or share competitive information such as prices, discounts, pricing policy, profits, market share, production levels, customers or sales territories.

Work with the Legal and Compliance Unit to ensure that you understand the competition laws that apply to your business operations.

Ensure all acquisitions, mergers and joint ventures meet the approval criteria required by applicable competition laws and regulatory bodies.

Report any suspicious competitive activity to the Legal and Compliance Unit immediately.

### **What you should watch out for**

Any competitor who attempts to discuss competitive information such as pricing, bids, sales or territories.

Discussions at trade associations, meetings or events where competitors are in attendance which relate to prices, markets, profits or other topics that could be of interest to competitors.

Inappropriate competitive information that may show up on your desk, e.g., a competitor's proposal or pricing information during a bidding process.

Any type of exclusive agreements for the purchase or sale of products.

## **Q&A**

QUESTION: I am invited to an industry sponsored meeting where our key competitors will be in attendance. Can I attend?

ANSWER: Such meetings are appropriate but you must follow certain precautions to protect yourself and Piaggio. Discuss the meeting with your business to get approval before you attend. Do not engage in any competitive discussions and keep a record of attendees and what was discussed in case any questions are raised later.

## **Where to go for help**

Competition laws are complex and vary in their nature and application around the world. The Legal and Compliance Unit can assist you.

## **Integrity as we work with our customers, partners, suppliers and governments**

### **Our commitment**

We will treat our customers, partners, suppliers, employees and government representatives with respect and will always conduct our business activities with them professionally and in an ethical and compliant manner. We will offer hospitality that is measured and appropriate under the circumstances, protect their confidential information and avoid even the appearance of a conflict of interest that might harm our relationships.

We will meet these commitments by:

- Offering and receiving gifts and entertainment appropriately
- Avoiding conflicts of interest
- Handling competitive information correctly
- Working closely with suppliers
- Working compliantly with governments

## **Offering and receiving gifts and entertainment appropriately**

### **What you should know**

Gifts and entertainment can build goodwill but if offered or received inappropriately can also bring into question our and your intentions and objectivity.

Gifts and entertainment include anything of value offered to, or received from, any third party by an employee, a representative of Piaggio or their family members. The Code of Conduct also applies to gifts and entertainment offered to, or received from, fellow employees.

The rules surrounding gifts and entertainment vary widely among companies and governments and are often very restrictive. Appearances can be more important than the gift itself. For this reason, you must use care and good judgment, and follow these guidelines whenever you are involved in the offering or receipt of any gift or entertainment.

Any gift or entertainment offered must be reasonable and consistent with ethical, cultural and professional practice and in accordance with our policies.

Before offering a gift or entertainment, make sure you know the recipient's rules regarding the acceptance of gifts so as not to place you or them in an embarrassing situation.

Piaggio businesses and employees are considered to be government officials in some jurisdictions.

Government agencies generally have stricter rules than those used in commercial practice regarding the receipt of gifts or entertainment by their employees or entities.

Third parties such as agents or partners representing Piaggio are expected to follow these policies and guidelines without exception.

### **What is expected of you**

Be familiar with and comply with Piaggio policies pertaining to the provision and receipt of gifts and entertainment.

Use good judgment to avoid even the appearance of impropriety in both the amount and type of any gift or entertainment offered or received.

Never offer or provide any gifts or entertainment to third parties or to your colleagues without complying with our gifts and entertainment policies.

Never offer or provide any gifts or entertainment of any kind to any government official without prior approval from the Legal and Compliance Unit.

Never offer or receive cash.

Seek approval and report any gifts or entertainment offered or received in accordance with our policies.

Record all expenditures for gifts or entertainment of any type fully and accurately.

### **What you should watch out for**

Any request or hint that a gift or entertainment would be appreciated.

Any gift or entertainment involving a government official or to a family member.

Inappropriate gifts (e.g., cash), entertainment, or venues.

An offering during a tender process.

Any gift or entertainment that affects or appears to affect your objectivity.

### **Q&A**

QUESTION: A supplier asked me to attend a sporting event with him. Is this okay?

ANSWER: You are right to ask. You should discuss the invitation with the Legal and Compliance Unit before accepting. It will depend on factors such as your position, your relationship with the supplier, who is paying for the event and the venue. In general, Piaggio discourages the receipt of any gifts or gratuities by you or your family from any third party who does or may do business with Piaggio. It could put your objectivity into question and be potentially embarrassing for you and Piaggio.

QUESTION: We are having a meeting with some government agency officials next week and would like to host a luncheon. Is this okay?

ANSWER: It depends on what the government agency's rules are. Each government agency differs but generally they are very restrictive on these matters. You should check with Legal and Compliance Unit who can determine what is permissible. Often pre-approval is required by a government agency before one of their employees can accept even a lunch. Checking ahead can avoid an embarrassing situation.

### **Where to go for help**

Review Piaggio's policies on gifts and entertainment for further guidance on what is and is not acceptable.

Talk to the Legal and Compliance Unit if you have any questions or concerns in this area.

## **Avoiding conflicts of interest**

### **What you should know**

We respect the privacy of all of our employees and your right to take part in legitimate financial, business and other activities outside of work. However, these activities must be lawful and free of any conflict with your work responsibilities.

A conflict arises whenever an employee's personal, social and financial or other activities or relationships interfere or have the appearance of interfering with an employee's objectivity or loyalty to Piaggio.

It is not possible to list all of the potential conflicts but they include such things as holding a second job, having a financial interest in a Piaggio project or investment, making a personal gain based upon knowledge of material nonpublic or other confidential information, having family members who work for customers or suppliers, or serving as a consultant or director of any entity outside of Piaggio.

### **What is expected of you**

Avoid any activity that creates a conflict between your personal interests and the interests of Piaggio or even the appearance of a conflict that would bring into question your objectivity or loyalty to Piaggio.

Be alert to any potential conflicts of interest and report them to your business leader or Legal and Compliance Unit who will assist you in resolving them. This is essential to maintain our and your own personal credibility.

### **What you should watch out for**

Financial interests by you or your family members in companies that do business with any member of Piaggio.

Outside affiliations with current or potential competitors, customers or suppliers of Piaggio.

Part time employment outside of your employment that may conflict with your job.

Someone attempting to use your position within Piaggio to promote an outside activity.

The offer of gifts or entertainment from a current or potential supplier.

Hiring, promoting or supervising a family member or close friend.

### **Q&A**

QUESTION: I have been asked to serve on the Board of Directors for a local charity. I read that this could be a conflict of interest. Is that correct, and if so, what must I do?

ANSWER: Correct. You have already taken the first step in resolving the situation, which is to disclose it. The reason for disclosing this type of activity is to maintain your credibility by obtaining an external review and approval of the activity from your business leader or the Legal and Compliance Unit . As long as there is no direct relationship between the charity and Piaggio that could cause a conflict and the associated time commitment would not impact your job responsibilities, there should be no problem with you serving on the Board.

**Where to go for help**

If in doubt, disclose. Your business leader or the Legal and Compliance Unit can advise on whether a conflict may exist and, if so, how to resolve it.

## **Handling competitive information correctly**

### **What you should know**

Knowledge and understanding of competitors and suppliers is an important aspect of any business; however, competitive information must be gathered and used in accordance with applicable laws and good business practice.

Legitimate sources of competitive information include such things as available literature, industry publications, publicly available material, technology trends, etc.

Theft, misrepresentation, eavesdropping, inducement and similar means of gathering information are never acceptable.

Third parties must live up to the standards in our Code of Conduct and cannot be used to gather information inappropriately.

### **What is expected of you**

Collect competitive information only from legitimate sources and never do so illegally or unethically.

Guard against receiving or using confidential information that belongs to competitors or other third parties.

Never use confidential information that is in your possession from a prior job.

Be especially cautious about the use of any competitive information during a bidding process, especially on a government contract.

If you believe a piece of competitive information might be confidential, check with the Legal and Compliance Unit before you use it.

### **What you should watch out for**

Competitive information that you have access to, become aware of, or receive from unidentified sources.

The use of confidential information when appropriate agreements are not in place or use of such information in contravention of confidentiality agreements.

Pressuring an employee for confidential information about his former company.

### **Q&A**

QUESTION: I received a copy of a competitor's proposal for a project we are bidding on. What should I do with it?

ANSWER: You should never seek or hold on to this type of information. However, if you do come upon this data accidentally, seal it, protect it and do not use it. Contact the Legal and Compliance Unit who will inform you how to proceed. Competitive information of a confidential nature, particularly bidding information, is very sensitive and is almost always inappropriate to use.

QUESTION: I have a lot of information from my former company that might be useful as Piaggio formulates its competitive strategy. What should I do with it?

ANSWER: We will always honor another company's information restrictions, just as we would expect them to honor ours. You should not disclose any confidential information from your former employer as this disclosure could result in potential legal and reputational risks. Additionally, you probably signed an agreement with your former employer stating you would not do so.

### **Where to go for help**

Whenever there is any question about gathering or using competitive information, talk to the Legal and Compliance Unit.

## **Working closely with suppliers**

### **What you should know**

Suppliers of goods and services play an integral and critical role in our business and we expect that they conduct themselves in an ethical and compliant manner.

Suppliers should be selected fairly and on merit with a contractual requirement that they act ethically and comply with all applicable laws and regulations.

Suppliers are expected to treat workers fairly, provide a safe and healthy workplace and protect the environment.

### **What is expected of you**

Choose suppliers based on merit and competitiveness. Avoid any conflict of interest such as inappropriate gifts or entertainment or any kind of favoritism that might compromise the selection.

Work with suppliers who act in a manner that is consistent with our commitment to integrity and applicable laws.

Ensure proper approvals and documentation are in place before making any commitments to suppliers.

Ensure suppliers are aware of and comply with our Code of Conduct's applicable standards when dealing with us (e.g., gifts and entertainment and improper payments policies).

Protect a supplier's confidential information.

### **What you should watch out for**

Supplier activities or practices that are inconsistent with or that deviate from our Code of Conduct.

Situations where a supplier is chosen on a basis other than open competition.

Business given to a supplier owned or managed by a relative or a close friend.

Inappropriate use of, or access to, either Piaggio or third party confidential information.

### **Q&A**

**QUESTION:** My brother works at a company that we are considering doing business with. Could that cause a problem?

**ANSWER:** It depends on several things such as whether you are involved in determining who receives that award. If you are, you should notify your business leader and remove yourself from the selection

process. The point is to avoid any appearance that the contract was granted inappropriately. If you have any question about what you should do, talk to the Legal and Compliance Unit.

**Where to go for help**

For further information or for any questions or concerns you may have, contact Legal and Compliance Unit.

## **Working compliantly with governments**

### **What you should know**

Government officials include employees, agencies, government owned enterprises and anyone acting for or on their behalf.

Special rules apply when you conduct business with governments and they can differ greatly from those that apply to dealings in commercial businesses.

Business practices that are acceptable in the commercial arena, such as providing hospitality, may be unacceptable in government business and may even be illegal.

Special care must be taken to ensure the accuracy of financial and other information provided to governments.

Many countries have strict laws governing a company's participation in the political or electoral process, i.e., donations to political groups or lobbying of government officials. Piaggio does not involve itself directly or indirectly with any form of political or electoral activity.

Personal political or electoral activity by employees, such as support of local candidates or donations to candidates running for office, may be appropriate but it must be within the laws of the jurisdiction where you reside, carried out on your own time and in no way involve or be seen to involve Piaggio.

Violations of governmental rules and regulations can result in serious criminal and civil penalties.

### **What is expected of you**

Due to the complexities of government rules and regulations, ensure that you know when you are dealing with a government official.

Be accurate and complete in all representations and certifications you provide to government officials and agencies.

Provide maximum co-operation and act in full transparency with authorities, including supervisory authorities.

Contact the Legal and Compliance Unit if you have any questions about applicable laws or regulations regarding working with governments or government representatives.

Follow Piaggio gifts and entertainment or relationship with P.A. policies as applicable to government officials.

Notify the Legal and Compliance Unit of any external investigations, audits or unusual requests for data.

Ensure that all governmental special requirements are flowed down to subcontractors or vendors and that they are following them.

### **What you should watch out for**

Special requirements that apply to government contracts or transactions.

Non-routine requests for data from a government official or agency.

The appearance that your personal political choices are company positions.

Any exceptions or deviations from a contract requirement.

Any business or social event that includes gifts or entertainment in which government officials are likely or are expected to participate.

### **Q&A**

QUESTION: I am having a business meeting with a government official tomorrow over lunch and I generally pick up the bill. It will not be expensive. Is this okay?

ANSWER: Most governments have strict requirements relating to what their employees can accept. You should check with the Legal and Compliance Unit beforehand to ensure you understand any applicable requirements. In most cases, government agencies either prohibit the acceptance of meals or have strict financial limits and then may even require prior approval.

QUESTION: A government regulator called me to ask for project financial data that we have been working on. I have it ready to go; is it okay for me to send it?

ANSWER: It depends on who asked for it and why. If this is a routine request covered under the contract, you certainly can provide it. If this is an unusual request, check with the Legal and Compliance Unit before you respond. We should always try to be responsive, but we need to understand who is requesting the data, and why, before we proceed.

### **Where to go for help**

Government business is a specialized area and requires special training. If you have any questions or concerns, contact the Legal and Compliance Unit.

## **Integrity as we protect our company**

### **Our commitment**

We will be responsible guardians of Piaggio's resources. We will protect Piaggio reputation and assets, and utilize our time, equipment and information judiciously.

We will meet these commitments by:

- Maintaining good controllership
- Being good stewards of assets
- Using our information technology resources appropriately
- Protecting intellectual property and confidential information
- Managing our documents
- Ensuring our people, assets and information are secure
- Communicating externally effectively

## **Maintaining good controllership**

### **What you should know**

As a performance driven and transparent company, we must comply with legal and regulatory obligations requiring accurate recording of financial and business information.

Financial data, books and records must comply with International Financial Reporting Standards, other applicable laws and regulations, and Piaggio business and financial policies and procedures.

Transactions and balances must be classified appropriately and consistently; routines and controls must be in place to protect assets and to ensure that information is recorded consistently.

Delegations of Authority and supporting financial policies ensure internal controls and processes are in place across Piaggio. Acting outside one's authorization may lead to disciplinary action.

Misrepresenting facts or falsifying information is fraud and can lead to significant penalties for Piaggio and the individuals concerned.

Our stakeholders, the public and our shareholder depend on the information we report and our reputation is tied to the credibility of that reporting.

### **What is expected of you**

Record financial and non-financial information accurately, timely and honestly and ensure that all transactions are properly authorized and understandable.

Comply with Piaggio's business and financial reporting policies and procedures.

Be alert to any indication that reporting may not accurately reflect the situation.

Be aware of and comply with the limits and authorities granted in the relevant Delegation of Authority that applies to your business.

Before signing or forwarding a document with your signature on it, verify the facts for accuracy and completeness.

Cooperate fully with internal and external auditors by being responsive to their questions, providing documentation and clarification as required.

Report any indications or suspicions of financial misconduct to your Finance, Internal Audit, Legal and Compliance Unit.

### **What you should watch out for**

Inaccurate or incomplete reporting such as overstated financial forecasts or incorrect expense claims.

Any indication of fraudulent activity such as funds being used for purposes other than what are recorded.

Absence of controls such as joint signatures for a bank mandate or other expenses, especially when cash is involved.

The accuracy and completeness of your travel and other expenses.

Financial results that seem inconsistent with underlying business performance.

## **Q&A**

**QUESTION:** The quarter ends this Thursday but I have been asked to include a transaction that will take place next week. We know it will close. Can I do it?

**ANSWER:** Definitely not. Our books must reflect exactly what is taking place in the business with no exceptions. It may seem a minor thing but such an action would bring into question the credibility of our entire financial and accounting system. The rules are clear, just stick to the facts and record the transaction when it takes place in accordance with legal and accounting requirements.

## **Where to go for help**

For any questions or concerns on financial reporting, controls or procedures, contact your Finance, Internal Audit, Legal and Compliance Unit.

## **Being good stewards of assets**

### **What you should know**

We each have the responsibility for judiciously managing Piaggio assets under our control. This covers a wide range of activities such as overseeing the performance of a Piaggio business unit, subsidiary or investment, usage of equipment (computers, telephones and mobile devices) and material (stationery and office furnishings), overseeing expenditures or purchases, recording travel expenditures and managing our time at work in a way that fulfills our responsibilities.

We must exercise due care and responsibility while maximizing our assets and building value.

Company assets are intended to help employees achieve business performance goals. Careless, inefficient or illegal use of company assets hurts all of us.

The use of Piaggio assets for personal use or to support outside activities must be reasonable and kept to a minimum. Any usage beyond this minimum must be approved in advance by your business leader.

### **What is expected of you**

Protect Piaggio's assets and funds as you would your own.

Use good judgment to ensure Piaggio's assets are not misused or wasted.

Ensure all expenditures are appropriately approved and accurately recorded.

Do not dispose of any asset without proper authorization and documentation.

Use company assets judiciously and only for appropriate purposes.

### **What you should watch out for**

Physical assets or other resources that are being misused or wasted.

Assets that are not being properly protected from theft or damage.

Any indications of fraud, theft or loss.

Purchases that are not competitively procured, extravagant in their nature or not properly approved.

### **Q&A**

QUESTION: What do you mean by "keep use of company assets to a minimum?" For example, could I use the Internet to order flowers for my spouse's birthday or to reserve a hotel for my upcoming vacation?

ANSWER: It is hard to write a prescription that fits every situation and there are always gray areas. We depend on you to use good judgment in following our Code of Conduct. Occasionally using the Internet at work to order a service or product is acceptable, but using it to do all of your shopping would be excessive. Likewise, copying a charity flyer would be okay while running a hundred copies would appear excessive.. If you have any doubt about the appropriateness of an action, ask your business leader or the Legal and Compliance Unit.

**Where to go for help**

Any questions or concerns you have in this area should be raised with your business leader in the first instance or with the Legal and Compliance Unit.

## **Using our information technology resources appropriately**

### **What you should know**

The hardware, software, data and networks that comprise our information technology resources are critical Piaggio assets and are essential to meeting our business objectives. They are how we communicate internally and externally, store our information and conduct our business.

The communications you make using a Piaggio computer, telephone, mobile device or other electronic resource and the information stored on them are company property. We may make records of your communications and monitor activity on these resources to ensure they are used to conduct company business legally and in accordance with our policies and procedures.

Email communications are considered company records and are often a prime target in regulatory investigations and litigation.

### **What is expected of you**

Use your computer and other information technology assets responsibly and judiciously for business purposes. Any personal use should be kept to a minimum.

You should not download data files that are not licensed and approved by the Information Technology (IT) Unit.

Never use your computer inappropriately to engage in communications or access sites that are offensive, illegal or obscene.

Protect your computer, the information contained on it and passwords from theft or unauthorized access by others.

### **What you should watch out for**

Emails that contain inappropriate content or information such as chain letters, solicitations or offensive material.

Applications running on computers not approved and licensed by the IT Unit.

Unattended or unprotected computers or mobile devices.

Inadvertent disclosure or sharing of passwords.

Use of social media websites that does not comply with Piaggio's IT user policy.

### **Q&A**

QUESTION: During work I sometimes email my children to check up on them. Is that okay?

ANSWER: No problem. You can use your computer, just as you might use the telephone, to take care of some personal matters. This is more efficient than having to leave the office to take care of a routine matter. However, personal use should be kept to a minimum and not impact your work. Use good judgment and if you have any questions, talk to your business leader.

**Where to go for help**

For more information, refer to the relevant IT policies.

For any questions or concerns, contact the IT Unit, or the Legal and Compliance Unit.

## **Protecting intellectual property and confidential information**

### **What you should know**

Intellectual property is one of our most important assets. In order to realize the benefits of our own hard work, we must protect it.

Intellectual property includes such things as trademarks, copyrights, trade secrets, know-how, patents and a wide range of other proprietary information such as business plans, research or technical data, employee records and financial data.

Confidential information should only be shared internally within Piaggio or with professional advisers and even then on a strictly need-to-know basis only.

It is equally important to protect the intellectual property, know-how and confidential information of third parties that are in our possession. Failure to do so can subject us and you to lawsuits, fines and other penalties.

### **What is expected of you**

Be aware of and safeguard any intellectual property, know-how or confidential information that is in your possession, whether it is ours or belongs to a third party.

Always consult with the Legal and Compliance Unit before you accept any confidential information from anyone outside Piaggio or before you release Piaggio confidential information to third parties.

Be aware of any confidentiality agreements that cover information under your control.

Before disclosing any confidential information, make sure the recipient has a specific need to know and that there is a valid business purpose in releasing it.

Do not seek confidential information through improper means such as hiring someone for that purpose or accessing documents unethically.

### **What you should watch out for**

Acceptance of external confidential information without consulting with the Legal and Compliance Unit.

Discussing confidential information with third parties without a confidentiality agreement.

Inadvertent disclosure of confidential information in external meetings or forums.

The appearance of any confidential information on the Internet, on fax machines or in external communications.

## **Q&A**

QUESTION: A former employee called and asked that I send him a copy of a report that he worked on when he was here. I looked it up and it appears confidential. Since he worked on it and is well aware of what is in it, can I send it to him?

ANSWER: You should first discuss the situation with the Legal and Compliance Unit. There may be a legitimate reason for him needing it in his current position but there must be a proper agreement in place to cover its use by someone outside Piaggio. When someone leaves Piaggio, they sign an agreement that limits their future use of confidential information, so consult with the Legal and Compliance Unit.

### **Where to go for help**

For further information or any questions or concerns in this area, contact the Legal and Compliance Unit.

## **Managing our documents**

### **What you should know**

Documents and records, written, printed and electronic are essential to our business and must be appropriately managed from their creation to final disposal.

Records include both physical documents such as paper, microfilm, DVDs, CDs and tapes, and all computer data and information. Note that emails are considered records.

Most countries, like Italy, have special restrictions surrounding the disposal of documents related to litigation, investigations and audits.

### **What is expected of you**

Do not create unnecessary records or retain records beyond their usefulness or retention date.

Know the documents that you have which must be retained and protect them accordingly.

Review documents periodically that are under your control and dispose of them accordingly.

Do not dispose of any records that are related to or are expected to become the subject of litigation, investigations or audits.

### **What you should look out for**

Disposal of records without knowing the content.

Documents that are kept beyond their disposal date.

Documents related to a litigation, investigation or audit.

### **Q&A**

**QUESTION:** Our office is scheduled for a move next week. We discovered a desk with several old files and records. What should we do with them?

**ANSWER:** You're right in asking the question as records management is important. We need to determine whether or not there is a business need or a regulatory requirement to retain these records. Contact the Legal and Compliance Unit who can help you with this determination.

### **Where to go for help**

For more information, refer to Piaggio document retention policy that contains detailed definitions, responsibilities and procedures for managing documents.

For any questions or concerns, contact the Legal and Compliance Unit.

## **Ensuring our people, assets and information are secure**

### **What you should know**

As we expand the reach of our business globally, our people, facilities and information are exposed to more security risks. Piaggio is committed to providing a secure environment and to protecting our people, assets and information.

Each of us is responsible for following safety and security policies and regulations, and for helping make the workplace safe for everyone. This includes the security of our people, equipment and information.

We must consider and implement appropriate security measures as we conduct operations around the world. These measures include such things as taking proper precautions for people traveling in troubled areas, securing access to facilities and protecting computer assets and the information they contain.

Controlling access to our facilities and knowing who is visiting us are important aspects of good security.

In order to promote safety and prevent criminal activity, Piaggio will investigate alleged misconduct.

There is no tolerance for any type of violence or harassment in our workplaces.

### **What is expected of you**

Be observant and alert for any threats as you travel. Plan ahead and take necessary precautions.

Secure the company property you are responsible for such as your computer; do not make it easy for a thief to take it or use it. Be especially alert if you travel with company property.

Watch for unauthorized intrusions into your computer and alert the IT Unit if you have any indication of viruses or hackers.

Never use threatening speech or actions.

Report any lapses in security you observe to your business leader or to the Legal and Compliance Unit.

### **What you should watch out for**

Individuals in your area who do not have a proper identification access card.

Exposure of sensitive information to visitors in your area.

Unsecured computers, equipment or confidential information in areas open to the public or on your desk.

Travel alerts for countries or regions you are scheduled to visit.

Any signs of threats or intimidation between employees.

## **Q&A**

QUESTION: We are having a large meeting on our premises next week. It is by invitation only and the attendees will be here just one day. Do we need to go through security procedures and badge all our visitors?

ANSWER: Yes. We are responsible for knowing who is on our premises at any time. This is for both security and safety reasons. Additionally, you should control where they are on our premises at any time so that sensitive information is not inadvertently exposed. If they do have access beyond the conference room, you should ensure that the offices they visit are aware that there are visitors in the area.

### **Where to go for help**

Talk to the Legal and Compliance Unit if you have any questions or concerns about any aspect of security.

## **Communicating externally effectively**

### **What you should know**

Effective communications to our stakeholders and to the public are an important facet of our business. However, we must ensure that the communications are accurate, timely and fully coordinated before release.

The Communication Unit and the Legal and Compliance Unit share the responsibility for coordinating and approving any external releases of information. The Communication Unit deals with general business and financial information and the Legal and Compliance Unit deals with regulatory and other matters.

Piaggio has an approved set of brand guidelines that must be followed on all communications material, i.e., marketing material, publications, briefings, etc.

Our reputation for openness and transparency is judged by the quality, timeliness and accuracy of our communications.

### **What is expected of you**

Do not release any information externally without coordination and the appropriate approvals.

Follow Piaggio brand guidelines.

Any queries you receive for information from external sources such as the media, financial analysts or regulators should be directed to the Communication Unit or the Legal and Compliance Unit, as appropriate.

Coordinate any invitations you receive to speak externally about Piaggio with Communication representative.

Never communicate on behalf of an entity or person unless you are specifically authorized to.

### **What you should watch out for**

Communications or postings on a website that contain confidential information.

The appearance that you are speaking on behalf of Piaggio when engaging in personal activities.

Questions from or discussions with people outside Piaggio who attempt to gain inside or sensitive information.

### **Q&A**

QUESTION: I was asked by a local business forum to give a talk about Piaggio. Can I do this?

ANSWER: Most likely you can, but you must first get approval from and coordinate your remarks with the Communication representative. They will provide you with guidelines and help you with the latest information on Piaggio's mission, objectives and results. Keep in mind that your audience will judge us by your words and actions, so strive to be professional, objective and engaging.

**Where to go for help**

For more information or any questions, contact the Communications Unit or the Legal and Compliance Unit.

## **Integrity as we work together**

### **Our commitment**

We will create a healthy and safe working environment in which we treat each other with the utmost respect. Our values are important to us and are reinforced as we uphold our Code of Conduct. We are committed to achieving clarity of purpose and maintaining a sense of pride in and a passion for what we do.

We will meet these commitments by:

- Treating each other with respect
- Maintaining a healthy and safe workplace
- Protecting our privacy

## **Treating each other with respect**

### **What you should know**

Piaggio's active approach to investing and our commitment to long-term mutually beneficial partnerships are driving our success. This approach is shaping the company's evolution into a truly global company with people operating in countries around the world. Our strength lies in the talent and diversity of our people and we respect the rights and dignity of our employees.

Piaggio strives to create a working environment that respects diversity and allows employees the opportunity to learn, grow and develop their talents. Employees, in turn, must treat each other respectfully and fairly, and not tolerate harassment, abusive or offensive behavior.

Everyone shares responsibility for fostering an environment that allows a diverse and inclusive workplace.

Substance abuse poses a threat to all of us and for this reason it is important that our workplaces are free from substance abuse, including the use or possession of illegal drugs and alcohol. Each of us is prohibited from being at work or on company business while under the influence of alcohol or other illegal substances.

Employment laws vary widely from country to country, and leaders in conjunction with HR must ensure that they are followed.

### **What is expected of you**

Treat your fellow employees, customers, partners, suppliers and others with respect – never threaten, humiliate or use suggestive or disparaging language.

Ensure third parties, suppliers and contractors follow employment laws and regulations when they represent or work for Piaggio.

Ensure your employment-related decisions, i.e., hiring, promotion, compensation, etc. are carried out fairly, in compliance with laws, internal policies and procedures, and are based on the needs of the business.

Report any type of harassment or abuse you experience or observe, such as racial or sexual discrimination.

### **What you should watch out for**

Any signs of threatening or inappropriate behavior or treatment in the workplace.

Any potential violation of employment laws.

## **Q&A**

QUESTION: My business leader often uses inappropriate language that makes me feel uncomfortable. What can I do?

ANSWER: Offensive language is unprofessional and has no place anywhere in Piaggio. You should talk to someone. If you do not feel comfortable discussing the situation directly with your business leader, you can talk to the Human Capital and Organization Unit. Additionally, the Legal and Compliance Unit is always available to you on a confidential basis.

### **Where to go for help**

For information concerning local employment laws or for questions or concerns, contact your the Human Capital and Organization Unit or the Legal and Compliance Unit.

## **Maintaining a healthy and safe workplace**

### **What you should know**

We are committed to providing a healthy and safe working environment for all our employees and any people working on or visiting our premises.

We are committed to meeting or exceeding the requirements of health, safety and environmental laws and regulations established in the jurisdictions we operate in.

Each of us must be alert to and responsible for following safety and security policies and regulations in making the workplace safe for all. Safety and security depend not just upon safe equipment and facilities but most importantly on competent, safety-conscious people.

Safety must be an important consideration in everything we do whether providing customer service, evaluating a new acquisition, operating machines or driving our vehicle safely while on company business.

### **What is expected of you**

Be familiar and comply with all health and safety regulations, policies and guidelines applicable to your job and your place of work.

Be alert to what is going on around you and report any health or safety concerns or areas of improvement that you observe to your business leader.

Business leaders are responsible for ensuring their operations and workplaces are safe and employees are trained on health and safety matters.

### **What you should watch out for**

Any unsafe conditions or practices in your workplace such as a failure to use safety equipment, exposed electrical or chemical hazards or blocked emergency exits.

Any failure to follow applicable safety regulations or safety policies.

Any indication during the evaluation of a new project that adherence to safety requirements may be a concern.

### **Q&A**

QUESTION: I noticed a chemical dripping in the store room. It was small and did not appear toxic. Do I need to report it?

ANSWER: Yes. Never hesitate when you see something that could be harmful or damaging. Report it immediately to your business leader or local safety representative. It is always best to be cautious when safety is concerned.

QUESTION: During a project review I learned that one of our contractors had received several safety citations. What should I do?

ANSWER: Talk to your business leader immediately. The well being of the people working on any Piaggio project is a primary concern and any indication that they may be at risk must be thoroughly investigated. Such situations are a threat to our reputation and must be addressed immediately.

### **Where to go for help**

Any questions or concerns should be addressed with your business leader or with the Quality Unit or with the Legal and Compliance Unit.

## **Protecting our privacy**

### **What you should know**

We respect the confidentiality of employees' personal information and will limit access to personal records to those with appropriate authorization.

Each of us must protect employee personal information by accessing and sharing confidential employee data for legitimate business purposes only, with proper approvals and on a need-to-know basis.

Personal data can be defined very broadly and varies from country to country, and can range from personal identification and phone numbers to information related to age, gender or health.

Many countries have laws and regulations that restrict the dissemination and use of personal information outside of their borders.

### **What is expected of you**

Protect the confidentiality of the personal data that you have access to and ensure it is used only for legitimate business purposes.

Collect or release personal information only where there is a legitimate business need and the collection or release has been properly authorized.

Understand the applicable laws and regulations that apply to personal data under your control.

Report any unauthorized disclosure of personal data to the Legal and Compliance Unit.

### **What you should watch out for**

Requests for personal data from external or questionable sources.

Inadvertent release or exposure of personal data.

Files that contain personal data.

Personal data in an insecure or unattended location such as at a fax machine, open filing cabinet or on an unattended desktop.

Transfer of personal data across any international border.

## **Q&A**

**QUESTION:** One of our partners requested information on several of our employees who are attending a conference at their facility. Should I send it?

**ANSWER:** This may be a legitimate request but it depends on what information was requested, where it is being sent and how it will be used. Laws vary from country to country as does the definition of what is

considered personal data. You should make sure you know where the data is going and how it will be used. For example, whether the personal data is going to another country or will be available to the public.

### **Where to go for help**

Privacy laws can be complex so check with your HR, Legal or Compliance representative whenever you have any questions or concerns.

## **Integrity as we support our communities**

### **Our commitment**

We will be good corporate citizens in the communities where we live and work. We will be guardians of the environment and will enhance our communities through our service.

We will meet these commitments by:

- Protecting the environment

- Serving in our communities

## **Protecting the environment**

### **What you should know**

Piaggio is committed to complying with or exceeding industry standards and to meeting the relevant environmental rules and regulations in the jurisdictions in which we conduct business.

Piaggio operates in an environmentally challenging and heavily regulated industry.

We will live up to our commitment to environmental protection and sustainability by operating our businesses compliantly in a way that minimizes environmental impact and through our commitment to research and renewable energy.

### **What is expected of you**

Follow the guidelines for environmental sustainability where you work.

Reduce the use of energy, water and other resources wherever feasible.

Understand and comply with all local environmental regulations in the jurisdictions where you conduct business.

Evaluate carefully potential environmental issues relating to any project, partnership or acquisition.

Report any environmental issues or non-compliance with environmental regulations to your business leader, the Quality Manager or the Legal and Compliance Unit.

### **What you should watch out for**

Any environmental-related complaints from employees or visitors.

Discussions with, visits by and reports from environmental regulators.

Opportunities to reduce waste and the use of resources such as energy and water.

### **Q&A**

QUESTION: I was visiting one of our field operations and saw what looked like a leak of toxic material. I mentioned it to the contractor who said it is always like that. That does not sound right to me. What should I do?

ANSWER: You are right to be concerned. You should talk to your business leader and follow up with the environmental team which oversees the project you visited. Any potential environmental impact is important and is a threat to our reputation. The issue should be promptly resolved by those responsible. This is also a good example of what to do if you raise a concern and do not receive a satisfactory answer. Do not give up, raise it to the next level and you can always talk to the Legal and Compliance Unit

### **Where to go for help**

For more information, talk to the environmental team in your operation who has the responsibility to ensure compliance with environmental regulations and to develop the initiatives that will help us exceed them.

Any questions or concerns should be raised with your business leader, the Quality Manager or the Legal and Compliance Unit.

## **Serving in our communities**

### **What you should know**

The communities where we work are important stakeholders and Piaggio is committed to being a good corporate citizen by caring for the environment and supporting community service.

We encourage employees to be involved in and supportive of their communities through donations of resources and time.

### **What is expected of you**

Be a good citizen and support the improvement of your community with efforts of your choice.

Do not let your support of external organizations impinge on your responsibilities at work.

Do not pressure fellow employees to contribute to organizations that you are supporting.

Be careful to avoid any conflict of interest that may arise between support of a community organization and your job.

Do not give any indication that you officially represent Piaggio as you carry out your personal commitments.

### **What you should watch out for**

Outside commitments that impinge on your ability to meet your responsibilities at work.

The misuse of company resources in support of external organizations.

Any conflict of interest between your outside personal commitments and your job responsibilities.

### **Q&A**

QUESTION: I would like to volunteer for a local charity. Is this permissible?

ANSWER: It most probably is, but there are a few things that you should consider before you volunteer. Make sure that it is a reputable organization and that volunteering would not impact your responsibilities at work or appear in any way to be a conflict of interest. If you have any questions, talk to your business leader or the Legal and Compliance Unit. Community service is important and commendable; you just need to make sure it is not a conflict.

### **Where to go for help**

For more information on community service, talk to your the Communications Unit or Human Capital and Organization Unit.

If you have a question or concern about an outside commitment, talk to your business leader or the Legal and Compliance Unit.

## Your personal commitment

Our Code of Conduct clearly states our aspiration to remain an ethical and compliant company. However, words are not enough. It requires the personal commitment of each of us to make it a reality.

By working for or with Piaggio, you are agreeing to uphold this commitment. Each one of us is required to acknowledge annually that we have read, understand and will comply with the requirements contained in our Code of Conduct. Those who fail to follow our Code of Conduct put themselves, their colleagues and the entire Piaggio at risk.

Observance of our Code of Conduct's rules must, furthermore, be considered an essential part of the contractual duties of the Company's employees pursuant to the provisions of Article 2104 and following of the Italian Civil Code.

This annual acknowledgment will be made in writing or electronically. New employees will be provided with a copy of the Code of Conduct and will complete their acknowledgment during the orientation training.

## **Our commitment**

### **Integrity as we conduct our business**

We will conduct our business around the world in accordance with all applicable laws and regulations. In our business dealings, Piaggio will compete but will do so fairly, complying with all laws protecting the integrity of the marketplace. We will not engage in unfair business practices and we will be fully compliant with competition, trade, financial and other international laws and accepted standards.

### **Integrity as we work with our customers, partners, suppliers and governments**

We will treat our customers, partners, suppliers, employees and government representatives with respect and will always conduct our business activities with them professionally and in an ethical and compliant manner. We will offer hospitality that is measured and appropriate under the circumstances, protect their confidential information and avoid even the appearance of a conflict of interest that might harm our relationships.

### **Integrity as we protect our company**

We will be responsible guardians of Piaggio's resources. We will protect Piaggio reputation and assets, and utilize our time, equipment and information judiciously.

### **Integrity as we work together**

We will create a healthy and safe working environment in which we treat each other with the utmost respect. Our values are important to us and are reinforced as we uphold our Code of Conduct. We are committed to achieving clarity of purpose and maintaining a sense of pride in and a passion for what we do.

### **Integrity as we support our communities**

We will be good corporate citizens in the communities where we live and work. We will be guardians of the environment and enhance our communities through our service.

## **Implementation Provisions**

### **Adoption and updating**

This Code of Conduct, adopted by a resolution of the Company's Board of Directors on 26<sup>th</sup> February 2015, far from being considered unchangeable, should be read as an instrument susceptible to later modifications and integrations following internal and external changes, as well as new experiences acquired in time. The purpose is to ensure full consistency between the guiding values taken as fundamental principles by Piaggio and behaviors to be enacted pursuant to this Code of Conduct's rules.

Piaggio's Code of Conduct is based upon the Italian Industrialists' Association's Guidelines for the design of organizational, management and control Models pursuant to Italian Legislative decree n. 231 dated 2001, as updated on March 31, 2008 and is inspired by the National Association of Real Estate Constructors' Guidelines for the design of organizational, management and control Models pursuant to Italian Legislative Decree n. 231 dated 2001, as updated in August 2008 as well as by the Italian Banking Association's Guidelines for the adoption of organizational Models governing administrative responsibility of banks (pursuant to Italian Legislative Decree n. 231 dated 2001), as updated in February 2004.

### **Circulation and reporting**

The Code of Conduct and its updates are made known to all (internal and external) addressees through appropriate communication and distribution activities so that its values and principles are known and applied and so that individual initiative does not result in conduct inconsistent with the values of the Company.

The Code of Conduct is published, in Italian and in English, on the company's website, accessible by anyone.

A paper copy of the Code of Conduct is delivered to each Director, employee or advisor at the respective time of appointment, hiring or retention by the Company. The Code of Conduct is the object of specific circulation campaigns to customers and other interested parties even through the press or the postal service or in the manners deemed most appropriate.

### **Training**

The Human Capital and Organization Unit, in close coordination with the Legal and Compliance Unit, will insert initiatives aimed at promoting knowledge of the values and rules of conduct included in this Code of Conduct into the annual training plan.

For newly-hired personnel, a training program exists covering the contents of the Code of Conduct to be delivered at the time of entry.

## **Continuous improvement**

Piaggio aims at a continuous improvement in operations and internal procedures in order to make the company's management more efficient and effective, also encouraging the use of computer instruments, thus reducing repetitive activities, for the benefit of those requiring higher professional skills, ensuring timeliness and punctuality in replying to requests from all customers and freelancers, with strict compliance with the law; through this the Company pursues its interest and its Shareholders'.

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