



Code of Ethics

Approved by the Board of Directors on February 16th 2011

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DEFINITIONS

The words and phrases below shall have the following meaning in the present document:

“**Code**”: The present Code of Ethics

“**Decree**”: Legislative Decree n. 231 of 8th June 2001 and successive amendments

“**Model**”: The organization, management and control model provided for in the Decree

“**Company**”: Ansaldo Sistemi Industriali Spa

“**Company Representatives**” shall include members of the Board of Directors and the Board of Auditors and general managers, if any, currently holding a office management positions within the Company, as well as any other person holding leading positions such as representatives of Company Management, Administrative Bodies and/or organizational units with operational and financial autonomy and/or any other person who actually runs and controls the Company.

“**Supervisory Body**”: In-company body intended to supervise Model operation, observance and updating.

“**Unit/Department Head**”: Shall include persons in charge of one or more Company units or Departments in accordance with the organizational chart.

“**Employees**”: Shall include all persons having permanent employment contract with the Company (Temporary and project workers and managers included).

“**Consultants**”: Shall include professional freelance workers rendering services under contract either as agency or brokerage and/or providing ongoing and coordinate collaboration without being salaried employees.

“**Public Officer**”: Shall include persons in charge of public functions relating to legislative, judicial or administrative matters. It refers to administrative functions governed by public law and authoritative acts through certification and authoritative powers.

“**Person in charge of Public Service**”: Shall include persons who render public services under any title whatsoever, that is activities also governed by public law but without certification or authoritative powers.

1. GENERAL

1.1. INTRODUCTION AND APPLICATION

The present Code of Ethics is intended as a public statement of Ansaldo Sistemi Industriali Spa which lists the key values and principles, commitment and responsibilities upon which the Ethical principles of the Company are based.

The diffusion and implementation of the Code of Ethics are in compliance with the main principles laid down in Legislative Decree 231/2001 and successive amendments dealing with the administrative responsibilities of legal persons or entities. The present Code should be therefore intended as a key element of the Organization, Management and Control Model adopted by Ansaldo Sistemi Industriali S.p.A.

1.2. CODE GUIDELINES AND OBJECTIVES

The Code of Ethics is intended to provide basic information on the rules of conduct and liability in case of violation.

The present Code of Ethics therefore provides a set of rules and regulations to be complied with and observed while carrying out work activity for the Company. Under no circumstance shall any kind of activity or conduct not in compliance with the present Code of Ethics be accepted. Observance of the present Code shall be considered an essential part of the contractual obligations undertaken by Employees, Consultants and Company Representatives, in compliance with the provisions of the law and the labour contract law applied.

Ansaldo Sistemi Industriali Spa

- Recognizes the juridical importance and obligatory efficacy of the ethical principles, standards and rules of conduct set forth in the Code of Ethics;
- Promotes the application of the Code of Ethics on the part of Employees, Consultants and Company Representatives and may even draw up specific contractual clauses to impose relative observance;
- Undertakes not to conduct business with companies or persons failing to comply with the values and principles set forth in the present Code;
- Provides for sanctions in case of infringement and guarantees relative implementation to ensure efficient operation of this Code ;
- Provides adequate information and training;
- Guarantees protection of privacy to anybody reporting breach of the Code of Ethics and undertakes to prevent any kind of revenge on him.

1.3. ADDRESSEES

The provisions of the Code are addressed to Consultants, Employees and Company Representatives.

Addressees should be well acquainted with the Code and actively contribute to implement and point out any violation of the principles and values on which it is based

2. FUNDAMENTAL PRINCIPLES AND VALUES

Ansaldo Sistemi Industriali Spa is a leading company in the field of industrial automation, power electronic and motors with application in the main industrial sectors. It is the intention of the Company that all activities are carried out in fair competition with honesty, correctness, integrity, transparency and good faith, observing the provisions of the law and regulations in force.

Both internal and external company relations as well as operations and behaviours are all inspired on the following fundamental values:

- **Legality, honesty and correctness**

Under no circumstance shall the pursuit of corporate objectives justify any behaviour in contrast with the principles of correctness, legality and non-discrimination. Within its own organization, the Company is committed to promote diffusion and acquaintance with the provisions of the law, Code of Ethics, Organization Model and procedures intended to prevent infringement of the law and respect for the rights of persons when carrying out their job, even from the point of view of privacy and equality of opportunities.

- **Transparency, good faith and collaboration**

Operations and business relations should be based on the utmost transparency, good faith and collaboration, in full compliance with the provisions of the law in force. The diffusion of information on the part of the Company should be transparent, complete, understandable and accurate.

- **Fairness**

The Company is committed to guarantee non-discrimination and equality of opportunities and also respect and honour the fundamental human rights in the relations with shareholders, users, customers, suppliers, employees, consultants and third parties in general.

- **Conflict of interest**

The Company undertakes to avoid and abstain from any situation and/or activity that may cause a conflict of interest in the execution of its own business activity.

- **Safety, health safeguard and working conditions**

The physical and moral integrity of Employees and Consultants constitutes the core value on which the industrial hygiene, health and safety policy of the Company is built. The respect of workers' rights should be in compliance with the provisions of the law and the legislations in force in this field.

- **Environment**

The Company promotes the respect and protection of the environment by actively ensuring compliance with the environmental regulations in force in all company activities.

3. GENERAL PRINCIPLES OF ETHICAL BEHAVIOUR

3.1. OBSERVANCE OF THE LAW

As with its own policy, the Company is committed to make every single Employee, Consultant or Company Representative carry on business in compliance with the laws and regulations of the legal system of the country where the Company operates. No violation of the Law shall be accepted by the Company.

Failure to comply with the present Code shall imply the imposition of sanctions, independently from the disciplinary provisions of the Law. The obligation of observance of the Code of Ethics on the part of Employees is also laid down in article 2104 of the Civil Code.

3.2. RESPECT, HONESTY AND INTEGRITY

Company Employees are expected to recognize and respect the personal dignity, privacy and rights of every individual. No discrimination based on culture, religion, age, disability, age, sex, sexual identity and/or personal, sexual or any other type of offence or harassment shall be allowed.

These principles shall be valid both for internal and external Company relations.

3.3. RESPONSIBILITY AND DOCUMENTATION

All Company actions and operations should be well documented for easily tracing the relative decision-making process, authorization and development. Documentary support should be accurate and complete to easily identify the person in charge of the operation as well as relative authorization, registration and verification.

4. PRINCIPLES AND RULES OF CONDUCT TOWARDS THIRD PARTIES

4.1. RELATIONS WITH CUSTOMERS

Correctness, transparency and completeness are the key factors upon which the Company contracts and relationships are based, in compliance with the provisions of the law, the Code of Ethics and internal procedures.

As far as relations with Customers are concerned, Employees shall not be allowed to offer, promise, give, authorize nor accept gifts or any other kind of benefit aimed at obtaining advantages of any kind in respect of activities connected with the Company not considered common courtesy or commercial relations.

4.2. RELATIONS WITH SUPPLIERS

Procedures for the purchase of goods or services must be geared to obtaining maximum competitive advantages for the Company, provided the principles of loyalty and impartiality in dealing with Suppliers are guaranteed. On the other hand, Suppliers should comply with all the requirements set forth in applicable regulations and corporate procedures.

Employees in charge of purchasing goods and services should:

- Verify and ensure every operation/transaction is coherent, legitimate, duly authorized, documented and recorded and may be easily verified at any time;
- Evaluate quality, convenience and compliance of offers with respect to Company needs, always in compliance with the principles of transparency and correctness;
- Take into consideration the professional performance and general reliability and efficiency of Suppliers;
- Comply with company procedures defined for the correct management and selection of Suppliers; In particular, Employees are obliged to make the selection of Suppliers utilizing objective evaluation criteria in accordance with transparent procedures open to verification;
- Make sure Suppliers have suitable organization structures, means, capacity, competence, quality system as well as financial or other resources to meet the standards and needs of the Company.

The relationship with Suppliers should be based upon absolute observance of the provisions of the Law, the principles of the Code and the internal procedures and regulations.

When dealing with Suppliers the Employees should not accept or give gifts and/or any other kind of benefit unless of relatively low value and/or considered common courtesy or normal business relations.

4.3. RELATIONS WITH COMPETING FIRMS

The professional operation of the Company is in conformity with all applicable regulations dealing with fair competitiveness.

Employees should not acquire trade secrets from business competitors via industrial espionage, corruption, theft or wire-tapping and/or deliberately spread false information about competing firms.

4.4. RELATIONS WITH PUBLIC ADMINISTRATION

Relations with Italian or foreign Public Administrations and public bodies are exclusively managed by persons duly authorized by the Company.

While conducting activities or negotiations for the award of public works contracts to be stipulated with the Public Administration or with any other body in charge of public services, the Company shall avoid:

- To promise or pay any kind of direct or indirect contributions and/or to allot funds or earmark financial resources to public sectors, except for all that provided for by the provisions of the Law and regulations in force;
- To propose job and/or business opportunities which may be considered an illegal advantage, either directly or indirectly, for any person working within the Public Administration and/or for its relatives in law or similar.

The Company condemns any type of behaviour intended to:

- To obtain from the State, the European Union and/or any other public body, any type of contribution, financing, special rate mortgage or similar by means of forged or false statements, omission of information, stratagems or tricks, utilizing computer or telematic systems or other intended to provide misleading information to issuing bodies;
- To assign contributions, subsidies, financing and/or similar amounts of money disbursed by the State, the European Community or any other public body for purposes different than the ones for which they had been granted.

4.5. RELATIONS WITH JUDICIAL AND AUDITING AUTHORITIES

The Company carries on business lawfully, collaborating with judicial authorities, law enforcement agencies as well as any other Public Officer or person in charge of Public Services having supervisory powers or carrying out investigations in which the Company is involved.

Employees or Company Representatives who were served summons and/or involved in investigations in connection with their labour relations, whether personally or not, as well as those who received notice of judicial orders should immediately inform the Supervisory Body.

4.6. RELATIONS WITH POLITICAL PARTIES

The Company shall not make disbursements of monies by way of contribution to political parties, committees, candidates or public organizations.

Relationship with political and Trade Union organizations shall exclusively be governed by the provisions of the Law, regulations and agreements/contracts in force in this specific field.

Personal opinions on political matters on the part of Employees shall be allowed provided they are not given for and on behalf of the Company.

5. EMPLOYEE AND SAFETY PRINCIPLES AND RULES OF CONDUCT

The Company condemns any kind of labour exploitation and discrimination and therefore ensures equal opportunities and treatment to Employees on the basis of the merit principle, fostering their professional development.

The Company's main objective is to ensure health and safety in the working environment and also pledges to respect current regulations in the field of industrial health and safety, risk prevention and the safeguard of environmental resources. To this end, the Company is committed:

- To make Employees and Consultants recognize the respect of current legislations in the field of industrial health and safety as a primary corporate asset ;
- To prevent the risks for workers as much as possible in accordance with the advances of technology, choosing less dangerous materials and procedures;
- To correctly assess and reduce unavoidable risks by taking proper individual and collective safety measures;
- To provide detailed and specific updated information and training courses to Employees and Consultants in connection with the task performed;
- To ensure consultation of workers in the field of industrial health and safety;
- To quickly and efficiently adopt any safety measures required during working activities or during verifications or inspections;
- To make sure work areas, plants, machinery, equipment, operating procedures and organization are in compliance with the regulations governing the health of workers, third parties and communities where the Company operates;
- To stipulate specific contractual clauses to guarantee compliance of work areas and observance of accident prevention regulations on the part of third parties where specific work activities are carried out by Employees;
- To place great importance in preventive actions, investigations and internal auditing intended to protect the health and safety of workers in order to prevent the occurrence of accidents or dangerous situations not in compliance with current legislation, regulations and applicable techniques.

The Company undertakes to provide adequate organization as well as instrumental and economic resources to ensure observance of current accident prevention regulations and improvement of health and safety conditions within the working environment and preventive measures.

As regards any aspect falling within their own competence, both Employees and Consultants are obliged to guarantee observance of current provisions of the Law, the present Code of Ethics and any other internal provisions intended to safeguard the health, safety and hygiene in the work environment.

6. PRINCIPLES AND RULES OF CONDUCT GOVERNING THE USE OF COMPANY ASSETS

Company Employees or Consultants shall take care of the assets exclusively placed in their care or at their disposal in the interest of Ansaldo Sistemi Industriali Spa for carrying out their duties, in compliance with the provisions of the Law in force, the principles of the present Code of Ethics and the Company bylaws and procedures.

No Employee shall be allowed to create files, databases, audio or video databases utilizing equipment or structures of the Company unless in connection with the corporate activities.

Anyone entitled to operate with the data processing system of the Company shall be obliged to stick to the internal procedures and shall be responsible for the security of the systems used in accordance with the provisions of the law in force and the terms and conditions of licence agreements. Misuse of Company assets and resources shall also include the use of network connections for purposes different than those relating to work activity.

Installation or use of computer programmes not available at the Company is strictly forbidden.

It is strictly prohibited to install, use or spread the use of any kind of equipment to interrupt or intercept communications of telematic or computer systems.

7. PRINCIPLES AND RULES OF CONDUCT GOVENING INFORMATION MANAGEMENT

Internal information not disclosed to the public should be considered confidential. Information not considered of public domain either obtained from or relative to suppliers, customers, employees, agents, consultants and third parties should also be considered confidential pursuant to the provisions of the law and contractual terms and conditions.

The obligation to observe confidentiality remains in force even after termination of employer-employee and/or contractual relationships.

Access to Intranet and Internet, information exchange via electronic data processing instruments as well as electronic commercial negotiations imply risks for the protection of data safety and privacy. The effective prevention of such risks is a key factor for Employees and people in charge as well as for the management of Information Systems.

Collection, processing and use of personal data is only allowed whenever required for specific pre-determined reasons or legal purposes. In addition, personal data should be kept physically secure, adopting appropriate security measures for relative transmission. Appropriate data quality and protection standards should be provided against unauthorized access. Use of personal data should be based on the principle of transparency. Owners of personal data should be entitled to verify correctness of information and also to contest, cancel or prohibit relative use.

The collection or transmission of data provoking incitement to racial hatred, violence or other criminal offences and/or data containing sexually offensive material for the cultural environment shall not be allowed.

Relations with the mass media should be strictly managed by the persons duly authorized by the Company to that end. Any mass media request of information should be immediately communicated to the competent Management or person in charge.

The Company condemns any kind of conduct intended to alter corporate accounting data and information either for communication inside or outside the Company and/or to authorities or the public in general.

8. PRINCIPLES AND RULES OF CONDUCT GOVERNING MONEY LAUNDERING

The Company condemns any kind of behaviour which may directly or indirectly favour criminal offences such as money laundering, possession of stolen goods and/or illegal use of goods, money or other utilities and/or that may create an obstacle to justice. Consequently, the Company undertakes to implement preventive and permanent control procedures to achieve this end (separation of duties, operation traceability, monitoring, etc.).

Under no circumstance shall addressees:

- Receive or accept (not even promise to receive or accept) cash or other unusual forms of payment;
- Counterfeit and/or put into circulation (through purchase and/or sale) banknotes, legal tenders, revenue stamps or watermarked paper.

What's more, Employees should observe all the provisions of the law in the field of accounting, recording and reporting applicable to currencies and financial flows.

Addressees should immediately inform the Supervisory Body about any circumstance referred to in the Code of Ethics and the Model which may be actually or potentially considered a criminal offence as above.

9. PRINCIPLES AND RULES OF CONDUCT GOVERNING CONFLICT OF INTERESTS

Employees are obliged to take the best possible decision in the interest of the Company. No decisions based on own personal interest shall be admitted. Employees should avoid any kind of situation or activity that may have a conflict of interest with the Company and/or that may interfere with the capacity to make decisions based in impartial judgement in the best interest of the Company.

Employees shall not be allowed to favour competing firms or engage in competitive business activities.

Due notice should be given to the Head of the Supervisory Body in case of potential conflict of interest.

10. OBLIGATION OF NOTIFICATION

Employees, Consultants and Company Representatives should immediately notify the Supervisory Body when:

- There are reasonable news or grounds to believe the criminal offences referred to in the Model have been committed;
- Employees holding offices management positions are obliged to notify any violation of Company procedures or rules of conduct.

Ansaldo Sistemi Industriali Spa undertakes steps shall be taken to guarantee confidentiality of notifier's identity and prevent intimidation or reprisal against any person who reports offences, except for those cases provided by the law and the protection of corporate rights or persons falsely accused.

Reports must be written and hand delivered in sealed envelope (addressed to the Supervisory Body) to the Personnel Department of the Company or else to the following e-mail address:

organo.vigilanza@asiansaldo.com

11. VIOLATION OF THE CODE OF ETHICS

Violation of the obligations set forth in the present Code of Ethics either by contestation or non-acceptance of justifications given shall imply the application of disciplinary sanctions provided for in the Model.

Any violation of the present Code of Ethics may compromise the fiduciary relationship with the Company.

12. EFFECTIVE DATE AND AMENDMENT TO CODE OF ETHICS

The rules and regulations of the present Code of Ethics shall become effective as from the date of publication in the Company intranet.

Any updating, amendment or integration of the present Code of Ethics requires prior approval on the part of the Board of Directors of the Company.