



CODE OF ETHICS

Updated, 23 September 2010

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1. PREAMBLE

In order to safeguard its activity and the prestige it has acquired over time, Banca IFIS believes it essential that all collaborators observe the fundamental principles of correctness and consistency, and that a common culture within the Group be created with the aim of ensuring, both, the best financial result with respect to the company's ethics, and compliance with the regulations governing administrative responsibility laid down in Lgs. Decree 231/2001.

Banca IFIS's Code of Ethics aims to provide a set of behavioural regulations to be enforced and respected in the day-to-day running of the business. These regulations help the correct and efficient pursuit of company objectives, in a world of ever-greater competitiveness and complexity.

Banca IFIS's Code of Ethics:

- sets out the rights, the obligations and the responsibilities of the bank as far as concerns all the parties with whom it interacts in carrying out its business purpose (clients, suppliers, employees and/or collaborators, shareholders, supervisory bodies and institutions); it is, therefore, a directive with rules of conduct that must be followed, together with the laws and rules in force within all the countries in which the bank operates, on a day to day basis;
- it fixes standards of reference and behavioural norms which aim to strengthen the company's decisional processes and direct the behaviour of the bank.

Banca IFIS's Code of Ethics demands coherent behaviour from management and all other collaborators, that is actions that are not discordant, even in spirit, with the company's ethical principles. Every director, statutory auditor, employee and external collaborator is expected to respect the rules included in the present code when exercising their activity, also where representing the bank in other companies, associations and organisations.

Banca IFIS hopes that this Code of Ethics will contribute to greater cohesion between the personnel, making individuals aware and attentive, so that they pursue the bank's business objectives correctly and loyally in their role and specific area of responsibility and in all situations.

Banca IFIS believes that working in an environment that advocates moral correctness contributes to the working capacity of each individual and to the company as a whole.

Banca IFIS's Code of Ethics applies to all companies belonging to the Banca IFIS Group and must also be respected by those who work in foreign countries care of companies of the Group, representative offices, etc.. Obviously these parties must also respect local laws.

The Code of Ethics must be considered as an integration to the Corporate Governance Code for listed companies drawn up by Borsa Italiana S.p.A: (the Italian stock exchange). All those who work at the bank are required to know such codes and to comply with them.

This Code of Ethics is subject to change and integration over time according to internal and external changes to the company, as well as to experience acquired. This, with the purpose of ensuring full coherence between the driving values adopted and the behaviour standards to be maintained.

A copy of the Code of Ethics is given to every new director, statutory auditor, employee or external collaborator on paper and/or other lasting means at the moment these parties are nominated or employed, or the moment collaboration is initiated; Banca IFIS is committed to distributing the present code to all interested parties, direct or indirect, and informs all parties of any eventual variations or updates to the code by the means considered most apt; It is also possible to view this document, accessing the company site at www.bancaifis.it.

2. COMPANY VALUES AND PRINCIPAL REGULATIONS ON CONDUCT

Banca IFIS, in line with the reputation it has acquired by carrying out its activity in a serious and professional manner since it began its business activity in 1983 as "I.F.I.S. – Istituto di Finanziamento e Sconto S.p.A., intends to confirm its reputation in Italy and abroad by being transparent in both its actions and the quality of the services it offers. Satisfying the needs of its clientele is the core of its activity; however, the bank is busy, at the same time, in its effort to achieve the best financial result, while pursuing its medium-long term growth strategies to expand in domestic, European Union and international markets.

The group pursues its objectives with an appropriate employment of resources, valorising professional and personal growth, respecting correct behaviour and organizational regulations and keeping in mind optimization of costs and time.

The bank's business is carried out:

- based on principles of healthy and prudent management so as to be a solid, reliable, transparent and innovative bank, to be an interpreter of ever-new client needs, to be attentive to the demands of shareholders and to be geared towards the best development and use of human resources and the most efficient business organization;
- pursuing the company's purposes in a competitive way, adhering to laws and regulations, and conforming to correct and loyal behaviour;
- protecting the company's reputation and worth.

In line with these principles, all parties must maintain correct behaviour in their relationships with colleagues, clients, suppliers, competitors and public institutions. Illegal or ethically incorrect behaviour is not acceptable in any function, also as per the provisions of Lgs. Decree 231/2001 on the administrative responsibility.

Banca IFIS's Code of Ethics therefore represents a "manifest of company culture", destined both to informing / training employees / collaborators and to diffusing such culture amongst all stakeholders.

3. COMPANY ORGANIZATION

Banca IFIS works towards the continuous improvement of all its operations and procedures with the aim of ensuring maximum efficiency in its business management. Following the Board of Directors' resolution of 26 October 2004, and with reference to the provisions on administrative responsibility set out in Lgs. Decree 231/01, the bank has adopted an organizational model with the purpose of improving its structure and operations. This organizational model is composed of a set of organizational tools, some of which are already present in company (the business procedures, the code of conduct, the anti-money laundering manual, the delegation system, the internal control system, etc.). This model conforms to the rules contained in the present Code of Ethics that should be considered an integral part of the model itself.

The structure sees to the adjustment of business processes, so as to achieve maximum operational effectiveness, incentivising the use of IT tools able to take over the repetitive activities producing less added value, whilst guaranteeing timeliness and punctuality in responding to requests for information by all collaborators.

Any intervention concerning the operating system of the bank is communicated to all interested personnel.

Personnel can make proposals for the improvement of the organization of work, the operational tools offering support and the range of services offered.

The bank has a 'regulation' that defines the operational areas, roles, functions and duties of all organizational units making up the bank.

4. RELATIONSHIPS WITH THE PERSONNEL

4.1 PERSONNEL RIGHTS

Banca IFIS's top management is dedicated to ensuring that every Head behaves equitably towards his/her own collaborators, that professional growth is guaranteed and that the working environment is inspired by principles of correctness and loyalty.

With reference to Lgs. Decree 231/2001, top management is also committed to protecting those employees and collaborators who report incorrect behaviour and/or the commitment of crimes, and to facilitating and favouring access to information necessary for investigations.

- Employment

Selection and recruitment of personnel is based on candidates' correspondence to the bank's profiles, assessing the professional and attitudinal characteristics that could be developed if the applicant had a determined function within the bank.

- Training

The bank manages the training of all personnel, favouring participation in training, development and refresher courses so that the abilities and the legitimate aspirations of each individual are fully realized in the drive to achieve company objectives.

- Management and Appraisals

For Banca IFIS, the human resources represent an element of fundamental importance for the achievement of the company's objectives. Hence, Banca IFIS manages its personnel by exploiting the competences and abilities

of each individual, giving the individuals the opportunity to realise them. In appraising personnel, the heads of human resources must take into consideration, and reward, not only the fact that the job has been carried out correctly but also elements such as professionalism, commitment, correctness, availability and initiative in each and every employee and collaborator.

The bank refuses to adopt discriminatory policies, such as discrimination against sex, age, religious or political beliefs, active participation in organisations and every other form of nepotism and favouritism in its selection and management of personnel.

4.2 PERSONNEL OBLIGATIONS

Every employee / collaborator, in exercising their functions, is obligated to respect the rules set out in the present Code of Ethics, also where representing the bank in companies, associations and organisations of various kinds.

Every collaborator, within their duties and respecting the limits fixed by laws in force must:

- stand out in terms of pro-activity and pro-positivity;
- increase their own preparation and professionalism by every means;
- know how to optimize constructive criticism coming from other colleagues;
- contribute to the professional growth of their own collaborators;
- take decisions and take on risks according to the logic of healthy and prudent management, ensuring the economical and efficient use of resources, respecting the law and internal regulations as well as the correct use of procedures and the control system of risks; in particular, where called to manage credit and business in general, the individual must do so according to the delegations received, safeguarding company worth at all times;
- know how to recognize their own errors and how to correct them;
- consider the business result as a personal responsibility, a reason for satisfaction and the fruit of group teamwork.

Notifications

Any situation that partly or completely violates the present code must be reported by the employee, collaborator or member of the management to their "superior", immediately and in writing. The superior, in turn, will see to forwarding this information to the Supervisory body, as per Lgs. Decree 231/01, providing proof of such forwarding to the individual who reported the violations. Should the superior not forward the information or it be considered not applicable, the individual must forward the information directly to the Supervisory body themselves.

Employees, collaborators or management also have the obligation to report any situation or behaviour to their knowledge that could, in some way, constitute an offence. The Supervisory body will then appraise the risk and attinence of the information, in terms of company values and laws in force.

Conduct

Behaviour in the working environment must be characterised by maximum correctness in terms of the dignity and moral personality of each individual; sexual harassment and behaviour with sexual connotations are absolutely forbidden. In addition, employees and/or collaborators of the bank must undertake to reject any discriminating behaviour against sex, age, religious or political beliefs, membership of organisations etc. In relationships with the competition, employees and/or collaborators must adopt behaviour and actions that rigorously respect the relevant legislative provisions in force, abstaining from every form of unfair competition.

Conflict of interest

Banca IFIS has a relationship based on trust, maximum loyalty and clarity with its employees and/or collaborators,. Every individual, in exercising their own duties, must avoid taking decisions or carrying out activities that are contrary to, or in conflict with, the bank's interest, even if only apparent or in any way incompatible with their own office duties. The individual must maintain an acceptable personal financial situation and must refuse nominations or duties that are incompatible with their position as a Banca IFIS employee / collaborator.

Where the aforesaid situations occur, however, particularly if in relationships with clients, suppliers and competitors, the employee and/or collaborator must immediately inform their hierarchical superior or, if lacking, the supervisory body, who will then take the necessary measures.

Relationship with the external world

Employees and/or collaborators must refrain from promising, or accepting, sums of money or similar from third parties in order to promote or favour the bank's interests. This applies whatever the form and method, also indirectly, and even if subjected to illicit pressure.

Employees and collaborators cannot accept gifts, remunerations, benefits or similar of any type from clients or other subjects with which the bank has a business relationship, except where such gifts are of symbolic value; in such a case, it is necessary to behave "sensibly", ensuring that it is not interpreted as pressure or reciprocity.

Should the employee and/or collaborator receive gifts or the like that are not of symbolic value and not directly imputable to normal courtesy, they must immediately inform their superior or, if lacking, the supervisory body, who will then, in turn, take the necessary measures.

Protection of information and data

Banca IFIS employees and/or collaborators, with particular reference to those authorized to prepare and handle all sensitive and judicial personal data, as per the sections on protection of personal data of Lgs. Decree 196/2003, must consider confidentiality and privacy as vital in exercising the banking activity. Banca IFIS's reputation and the trust that its clientele has in the bank depends on this: in order to respect such a fundamental principle, employees and/or collaborators are obliged to maintain confidentiality, even after the working relationship has come to an end.

It is, therefore, expressly forbidden to communicate, spread or generally make improper use of data, information or confidential news concerning clients or third parties in general, with which the bank interacts or is about to entertain business relationships with.

Personal data can only be made known to those who require such information in order to carry out their specific functions. Every person entertaining relationships with the bank must take every care to avoid the undue diffusion of data and/or information (protection of privacy).

The obligation to protect the data and information that an employee and/or collaborator of the bank can have in their possession, also as per the provisions of Lgs. Decree 231/2001, is particularly important in cases in which such data and information, if made public, could influence the price of securities admitted for trading on regulated markets. Employees and/or collaborators must also be fully aware that they are forbidden to use confidential information to effect, or recommend, trading or other operations on securities, even if for a third party.

Communication to the external world (to investors and the financial community in general) is the Chief Executive Officer's responsibility, as he is also the Investor Relator, who avails himself of collaboration from the General Secretary's office to carry out this role. All the recipients of the present Code of Ethics must avoid behaviour that can favour "market abuse" crimes.

All personnel must abstain from releasing, without prior authorization from top management, information, third party declarations, interviews or news concerning the business of the Group, or organizations belonging to the group, to representatives of the press or similar.

Every corporate communication made by authorized parties to shareholders, creditors and every other third party, must respect the criterions of truthfulness, transparency and correctness.

Protection of the company reputation and the safeguarding of company worth

Banca IFIS's personnel must protect the valuables and assets in their trust and contribute to the guardianship of company worth; particular attention must be paid to the guardianship and safeguarding of such worth in terms of information, also acquired through IT systems.

Personnel cannot use company resources, assets or material to their advantage, or in any way improperly. The bank is committed to guaranteeing suitable levels of the physical and logical safety of its hardware, software and data back-up procedures, among which the identification of individuals authorized to access the IT system and the adoption of personal access passwords.

Accounting recordings

All employees, and collaborators answering to them, must effect any accounting recording in an accurate, timely and complete way, meticulously respecting statutory-fiscal regulations as well as internal accounting procedures.

All entries must exactly reflect the data contained in the relevant supporting documentation and such documentation must be filed and maintained with care to aid any eventual future checks. The reliability of management facts, the correct and timely recording of accounts and the possibility to produce an indication of the company's general exposure "at any time" are some of Banca IFIS's essential requisites.

Whoever should know of omissions, errors or falsifications of accounting entries or recordings must notify their superior and the Supervisory body, in compliance with Lgs. Decree 231/2001.

5. RELATIONSHIPS WITH THE CLIENTELE

The activity of commercial development must be carried out respecting principles of proper and professional conduct, the regular context of the market, fair competition with competitors, and constant observance of the law and applicable regulations.

The clientele constitutes a fundamental component to company worth: as such, maximum care and attention must be attributed to it, with the constant aim of maintaining customer loyalty, increasing the client base and satisfying client needs and expectations in the best way possible. Satisfying the clientele's demands is nothing less than a duty.

The bank entertains business relationships with clients that fit the requisite of seriousness and reliability, both personally and commercially.

From the moment first contact is made, in a relationship founded on maximum transparency and exhaustive information, employees and/or collaborators of the bank must draw potential clients' attention to the fact that the bank's policy is to establish direct relationships with its clients, and therefore the client does not owe any sum or consideration of any type to third parties as compensation for, or upon, access to Banca IFIS's services.

It is therefore absolutely forbidden for any of the parties bound by this Code of Ethics to ask clients or third parties, for themselves or another's behalf, directly or via third parties, for compensation of any sort regardless of its connection to the services offered to the client.

Banca IFIS is constantly sensitive and attentive to the safeguarding of, and continuous improvement to, the quality of relationships with its clients, as this is an essential prerequisite for value creation and distribution.

Banca IFIS does not preclude any clients or category of clients but it will not entertain relationships, direct or indirect, with companies known or suspected to have connections with criminal organisations or to be in any way unlawful. Banca IFIS is committed to being as scrupulous as possible as far as concerns the anti-crime initiatives introduced by the law.

With particular reference to Articles 25 *quater* and 25 *octies* of the Lgs. Decree 231/2001, all parties acting in the name of, or on behalf of, Banca IFIS, including external advisors and consultants, must respect the obligations pertaining to the fight against terrorism, destruction of democratic order and money-laundering; with particular attention to notifications designed to repress and contrast the financing of terrorism and the destruction of democratic order.

All those that act in the name of and/or on behalf of Banca IFIS must abstain from effecting financing operations to parties that can be considered criminal by any nature or carrying out operations that facilitate crime.

Professionalism, competence, availability, correctness and courtesy all represent the principles set out in the Code of Ethics and must be maintained in relationships with the clientele.

The behaviour of Banca IFIS's personnel and collaborators respects the confidentiality of the information acquired in one's role, and hence complies with the law of privacy.

Banca IFIS is committed to offering high quality services to the clientele and, as such, constantly studies, plans, and experiments with its products in order to maintain maximum quality.

The bank operates with utmost transparency in the face of its clientele; particularly, and of fundamental importance, providing the clientele with circumstantial information on the commitments reciprocally taken on and the risks relative to the nature of operations involved.

Despite the hope that such behaviour will prevent any possibility of conflict, clients can turn to the Complaints Office for any complaints that they may have and these will be managed quickly and attentively.

6. RELATIONSHIPS WITH SUPPLIERS

The same principles that apply to relationships entertained with clients, also apply to the commercial relationships between the bank and its suppliers.

Banca IFIS, as per the provisions of Lgs. Decree 231/01, chooses its suppliers appraising their honour, correctness and loyalty in doing business; it purchases all its goods and services exclusively on the basis of objective evaluations of competitiveness, quality, use, price, integrity, solidity and the ability to guarantee an effective continuous assistance.

The suppliers of services are also selected appraising respect for privacy, taking into account the nature of the service offered.

In addition, Banca IFIS's employees and/or collaborators must not accept gifts, remunerations, benefits or similar of a non-symbolic value from any supplier.

7. PUBLICITY AND PROMOTION

Banca IFIS is committed to developing and spreading its culture and Group values, both internally and to the outside world.

Publicity

Communications and information of the bank given to the outside world must be honest, truthful, clear, transparent, documented and documentable, and must conform to the bank's policies and business plans.

Declarations made on behalf of the bank must be submitted for prior authorization from the relevant competent body or business function.

Promotion

With the occasion of the end-of-year festivities, top management, from time in time, appraises the opportunity of giving gifts to its clients, exponents from institutions and corporate bodies. Such gifts are based on the principles of correctness and adequacy and are typically notebooks and gadgets of moderate value.

8. RELATIONSHIPS WITH THE PUBLIC ADMINISTRATION

The assumption of commitments with the Public Administration and state institutions is reserved to previously nominated and authorized business functions, who must carry out their assignments with integrity, independence and correctness. The role of representing the bank or its interests with the Public Administration is assigned to the relevant parties by a notarial proxy.

With reference to the offences stated in articles 24 and 25 of Lgs. Decree 231/2001, it is forbidden to promise or offer payments or similar to state officials, or public administration employees in general, in order to promote or favour the bank's interests in the stipulation and performance of contracts, adjudication and management of authorisations, inspection or control activities or judicial procedures.

Whoever receives requests for, or proposals of, 'benefits' by public officials must immediately report this to their superior and to the Supervisory body.

In relationships with interlocutory parties belonging to the Public Administration, it is strictly prohibited:

- to examine the opportunity of, or propose, employment of a Public Administration employee, their relatives and kin and/or commercial opportunity of any other kind that could benefit such parties;
- to promise or provide consultations;
- to put forward unjustified representation expenses or expenses for objectives different from the mere promotion of the business image;
- to provide or to promise to provide, solicit or obtain confidential information and/or documents or documents that could jeopardize the integrity or the reputation of one or both the parties;
- to favour suppliers and sub-suppliers recommended by Public Administration employees during the purchasing processes as a condition for the execution of future activities (for instance the granting of facilitated financing, licenses etc.);
- to exhibit false documents, falsify or adulterate figures, remove or omit documents or omit information, with the purpose of influencing Public Administration decisions;
- to behave deceptively, inducing the Public Administration to make errors in their technical-economic evaluation of the products and services offered / provided, or to unduly influence the decision of the Public Administration.

9. RELATIONSHIPS WITH SUPERVISORY AND CONTROL BODIES

Relationships with national, European and foreign supervisory and control bodies, are entertained respecting principles of transparency and correct cooperation. Both in the carrying out of communications and periodic reporting, and in the management of specific situations, Banca IFIS guarantees the completeness and integrity of the news released as well as the objectivity of evaluations, whilst ensuring the timeliness of the fulfilment of obligations, also in compliance with the provisions of Lgs. Decree 231/01 on corporate crimes.

Such relationships are entertained with maximum collaboration on the bank's part, in every case avoiding hindering supervisory or control activities, respecting mutual independence and avoiding every action or

behaviour that could be interpreted as an attempt to improperly influence the Supervisory or Control body's decisions.

10. DISCIPLINARY SYSTEM

To avoid violations, Banca IFIS is committed to supervising compliance with its organizational model and the present Code of Ethics (which constitutes an integral part of the former), sanctioning behaviour conflicting with the directives therein in an appropriate way, as per the disciplinary clauses stated contractually.

Banca IFIS's disciplinary norms are made known to employees by posting them in a place that is accessible to everybody (Article 7 law 300 of 20/05/1970) and by written communication to all employees.

Banca IFIS's disciplinary system applies to all those who are part of the Banca IFIS organizational model and the present code, in a consistent way and with the principal norms of reference disciplining the respective contractual relationships: individuals holding a high position; subjects in a subordinate position or, rather, under another's management or supervision and parties who are connected to the bank through collaboration or relationships of a commercial nature.

Banca IFIS's disciplinary system is distinct and separate from the legal penal system; it is, in fact, autonomous from the penal system and hence Banca IFIS has the right to apply, after opportune evaluation by the Supervisory body, the disciplinary sanctions believed to be most suitable. As these are autonomous, it is not necessary that they coincide with those of a judge from a penal point of view.

11. DIFFUSION OF THE CODE

Banca IFIS is committed to: diffusing its Code of Ethics, in force since 1 December 2004¹, once it has been subjected to its periodical updating (the Board of Directors must approve every variation or integration); and to making available all possible tools or material necessary for its application in full.

12. TOOLS FOR, AND SUPERVISION OF, THE APPLICATION OF BANCA IFIS 'S ORGANIZATIONAL MODEL AND CODE OF ETHICS

In order to ensure complete compliance with, and interpretation of, Banca IFIS's organizational model, a supervisory organisation has been founded, as per the Board of Directors' resolution of 26 October 2004. This organisation is currently presided over by Mr. Andrea Martin with another two permanent members: the Adviser and lawyer, Mr. Leopoldo Conti, and the person responsible for Internal Auditing, Mr. Ruggero Miceli.

With the above-mentioned resolution, the Board of Directors approved the discontinuation of the Ethics Committee, constituted with a Board of Directors' resolution on 4 July 2003, and transferred all competences and functions to the new supervisory organisation.

The said supervisory organisation, armed with the specific rules and regulations that define its competences and its formalities, excepting the assignments of top management's individual services, is responsible for carrying out the duties, as per Lgs. Decree 231/01, with autonomous powers of initiative and control. In addition, said organisation has a proactive, advisory role ensuring that Banca IFIS develops under criterions of ethics and correctness. The principle duties that this control body performs are: defining opportune initiatives for the diffusion and understanding of the bank's organizational model and the present Code of Ethics that constitutes an integral part of this model; coordinating the introduction and updating of the regulations contained therein for the application of the same; supervising the application of the organizational model; putting into action, through determined business functions, eventual provisions for sanctions as per the law and the CCNL (Italian national work contracts); and periodical reporting to the Board of Directors and the Statutory Auditors' Board on its own activity and problems related to the application of the organizational model and the Code of Ethics. In exercising its functions, this body sees to any modifications and integrations that need to be made to the organizational model and the Code of Ethics provisions, submitting these to the Board of Directors for prior approval.

¹ updated by a Board of Directors' resolutions on 09/11/2006, 30/04/2007 and 23/09/2010