

ETHICAL CODE

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Ciesse Progettazioni S.r.l.

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1. INTRODUCTION

This Code of Ethics is an official document of the Company Ciesse Progettazioni Srl

1.1. Corporate mission

The Mission of the Company Ciesse Progettazioni (later Ciesse Progettazioni or also Company) is to guarantee the correct provision of specific consultancy services in the area of Human Resources Planning and Management (hereinafter Service), operating in compliance with current regulations and the directives of the competent Authorities.

To achieve these objectives, the Company undertakes to conform its activities to the criteria of efficiency and effectiveness of the Service, undertaking to achieve the economic-financial balance of management and to provide the services assigned according to the best technical and entrepreneurial conditions that must be adequate to meet the needs and expectations of users respecting the quality standards defined by the contracts and directives on the subject.

1.2. Recipients and purpose of the Company Code of Ethics

The Company Code of Ethics identifies the rights, duties and responsibilities of Ciesse Progettazioni towards all the subjects who have significant relations with the company (administrators, employees, collaborators, financiers, customers, suppliers, Public Administration, other bearers of interests) and makes explicit the system of ethical values to which the company is inspired. As an element on which the organizational model established by Legislative Decree. 231 of 8 June 2001 (henceforth, Legislative Decree 231), the Code of Ethics integrates the regulatory framework to which the company, its directors, management and employees must comply.

Ciesse Progettazioni, has chosen to equip itself with an ethical behavioral guidance tool in order to create the conditions for an increasingly respectful and socially responsible attitude, aimed at establishing a pact of trust between the company and the community and making its own willingness to contribute to the socio-economic development of the area in compliance with the laws and principles of loyalty and correctness.

The Code of Ethics therefore has the purpose of ethically guiding the Company's actions or aims to support, promote, prohibit certain behaviors and apply to all those who, for various reasons, are involved in the business organization of Ciesse Progettazioni, such as shareholders, directors, managers and executives, employees, collaborators, contractual counterparties, anyone who establishes, directly or indirectly, permanently or temporarily, a relationship with Ciesse Progettazioni (hereinafter collectively identified as the "recipients").

Each recipient is asked to know the rules contained in the Code of Ethics.

Ciesse Progettazioni undertakes to ensure that interested parties have an adequate information and training program on the Code of Ethics. The Supervisory Body promotes and monitors periodic training initiatives on the principles of this Code of Ethics, also planned in consideration of the need to differentiate activities based on the role and responsibilities of the recipients.

The Company also undertakes to ensure a timely internal and external dissemination of the Code of Ethics by:

- posting in a place accessible to all;
- distribution to all members of the corporate bodies and to all personnel;
- making it available to third party recipients;
- publication on the Company's website;
- in other forms deemed suitable.

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2. GENERAL ETHICAL PRINCIPLES

2.1. General ethical principles

In carrying out the corporate mission, the conduct of all the recipients of this Code of Ethics must be inspired by the following principles:

- **Responsibility**

Fair and effective commitment to achieving corporate objectives in the awareness, for each recipient, of their duties and responsibilities is deemed essential. The Company's inelutable principle is respect for the laws and regulations in force. The recipients of the Code of Ethics are therefore required to comply with current legislation and in no case is it allowed to pursue or realize the interest of Ciesse Progettazioni in violation of the law.

- **Fairness**

The principle of fairness implies respect for the rights of all those involved in their work and professional activity. This also requires the elimination of any possible conflict of interest between employees and the Company.

- **Transparency**

The principle of transparency is based on the truthfulness, accuracy and completeness of the information both inside and outside the Company. The system of verification and resolution of complaints implemented towards customers must allow information to be provided through communication, both verbal and written, as constant and timely as possible. In the formulation of user contracts, the Company elaborates the clauses in a clear and understandable way, always ensuring that the condition of equality with customers is maintained.

- **Efficiency**

The principle of efficiency requires that in every work activity the cost-effectiveness of the management of the resources used in the provision of services is realized and the commitment is made to offer an adequate service with respect to the customer's needs and according to updated standards.

- **Spirit of service**

The principle of the spirit of service implies that each recipient of the Code of Ethics is always oriented, in their behavior, to sharing the corporate mission aimed at providing a service of high social value and usefulness to the community, which must benefit from the best quality standards.

- **Competition**

Ciesse Progettazioni intends to develop the value of competition by adopting principles of fairness, fair competition and transparency towards all operators on the market.

2.2. Community and environmental protection

Ciesse Progettazioni is aware of its responsibilities in the field of respect and protection of the environment and of the impact of its activities on economic and social development and on the quality of life of the community and of the reference area. For this reason the Company adopts an Environmental Management System (EMS) in order to achieve an improvement in environmental performance, respecting the fundamental principles of management, namely: environmental commitment and policy, planning of environmental aspects, implementation and operation, measurement and evaluation, review and improvement.

The environmental management of the activities carried out by Ciesse Progettazioni is fundamentally based on: the company policy, disclosed to all staff and disseminated externally; the definition of environmental programs (objectives and targets); human, material and economic resources; documents, management procedures, operating instructions, records; system of auditing and monitoring of environmental performance, aimed at verifying the implementation of procedures and instructions regarding environmental protection; periodic review by the Management, in order to verify the adequacy and effectiveness of what has been implemented.

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3. ETHICAL PRINCIPLES IN RELATIONS AND RELATIONS WITH STAFF

3.1. Centrality and protection of the person

Ciesse Progettazioni promotes and safeguarding the respect of the physical and cultural integrity of the person

and the value of human resources in order to improve and increase the assets and competitiveness of the skills possessed by each member of the company staff. The Company wants to be a workplace free from discrimination or harassment of a physical and / or psychological nature for its employees. Therefore, harassment or conduct likely to create a hostile atmosphere in the workplace will not be tolerated.

Furthermore, any racial discrimination, sex, nationality, religion, language, trade union or politics in hiring, salary, promotions or dismissal, as well as any form of favoritism is prohibited.

The collaboration of all is required in order to maintain a climate of mutual respect for the dignity, honor and reputation of each one. In no case may employees and the generality of recipients be required to perform services contrary to the dignity of the person or constituting an unacceptable source of risk for safety and health.

In the management of hierarchical relationships, business representatives (employees, managers, Directors) undertake to ensure that authority is exercised with fairness and fairness, avoiding any abuse. It is an abuse of the position of authority to request, as an act due to the hierarchical superior, services, personal favors and any behavior that constitutes a violation of this Code.

3.2. Procedures for selecting and hiring personnel

Ciesse Progettazioni provides for the selection of personnel in compliance with the provisions of the law and, in particular, with the principles of objectivity, transparency, publicity, impartiality, equal treatment and opportunities, pursuant to art. 18 para. 1 of the Legislative Decree no. 25 June 2008 n. 112, converted into Law 6 August 2008 n. 133.

The Company guarantees compliance with labor laws and the National Collective Labor Agreements in all their establishments. The selection and recruitment of personnel are developed in line with the planning of economic resources, with the needs of human resources highlighted by the organizational structure of the Company and with methods that guarantee impartiality and transparency. The methods and criteria adopted, consistent with the principles referred to in paragraph 3 of art. 35 of Legislative Decree 165/2001, are disclosed before the selections are made.

In selecting personnel, the Company observes the criteria of timeliness and cost-effectiveness, pursuing competitive labor cost parameters in line with market values for each professional qualification.

Compatible with the requirements of flexibility and with the expected trends in workloads, the Company favors the stabilization of the employment relationship.

3.3. Personal dues

The staff is required to know the present Code of Ethics and to commit to respect the rules and principles contained therein. In the professional performance of his duties, he must also comply with the law and, in general, base his conduct on the principles of integrity, fairness, fidelity and good faith.

In particular, personnel must conform their behavior to the rules and principles established by the Code of Ethics: in relations with their colleagues in order to foster a serene and correct working climate in interpersonal relationships; in relations with third parties in order to offer a consistent representation with respect to the ethical and social objectives of the company; in carrying out work activities so that they are carried out with commitment and with professional contribution adequate to the responsibilities and functions assigned; in the use of company assets and entrusted tools in such a way as not to allocate these resources to improper use. Each Head of Section or company function (hereinafter Managers) has the obligation to: represent an example for employees in inspiring their behavior according to the principles of this Code of Ethics; disseminating knowledge and sharing of the rules of the Code of Ethics among

employees, stimulating their implementation; supervise the work of its employees and enforce the rules of the Code of Ethics, informing the Supervisory Body of any possible violation of the aforementioned rules.

3.4. Behavior between Co-Workers

All employees are required to observe responsible, polite, honest, loyal, collaborative and respectful behavior towards their colleagues, contributing to the climate in the workplace and in all other environments in which they are present as company workers (which, for example, the place where the lunch break is consumed) is as correct, healthy and relaxed as possible.

In the event that one or more employees reasonably believe that their personal rights or dignity have been significantly harmed by other employees of the company, they must contact their managers who are required to take action to try to restore the environment. as peaceful as possible; the intervention must always privilege, as far as possible, the form of dialogue with the interested parties.

It is considered non-compliant with this code of ethics or with the correct freedom of expression to post communications, articles, representations and any consideration in any express form that are disrespectful or harmful to personal dignity and / or on company notice boards and in other spaces made available to employees of individuals or colleagues or categories of work colleagues.

3.5. Behavior of employees towards third parties

All employees are required to observe polite and respectful behavior towards third parties of the Company with whom they relate for the performance of their work. Employees are also required to have this type of behavior in any case in which they represent or may appear to represent the company externally, even outside working hours. Employees are required not to offer third parties a negative image of the Company by engaging in inappropriate behavior or attitudes or by disseminating information incorrectly or confidential and in any other form capable of discrediting the reputation of the same.

3.6. Prohibition of Personal Benefits

Every decision and working action must be taken in the best interest of the Company and not with a view to relationships or personal advantages. Therefore, situations in which the activities and personal relationships are or may appear to be in conflict with the interests of Ciesse Progettazioni must be avoided, except in cases specifically and motivated

approved by the General Management or the Board of Directors. It should be noted that a conflict may exist even if an employee carries out activities or has interests that prevent him from carrying out his work for the Company in an objective and effective manner. In such situations, the staff is required to notify their Section Manager or the General Management. You are not allowed to receive undue and / or personal advantages as a result of your position in the Company. It is not permitted to exploit, directly or indirectly, an opportunity discovered through the use of assets, information or positions of the Company for personal gain, unless this opportunity has been fully communicated in writing to the General Manager or the Board of Directors and the themselves have not decided not to use it and allow its personal use.

3.7. Inappropriate donations, gifts and representation

It is not permitted to offer, promise or give, or solicit or accept, money, gifts, entertainment, privileges, tips, benefits or other items to improperly influence, directly or indirectly, business decisions, or which are otherwise against the law or they may seem inappropriate.

It is permissible to accept only courtesy benefits issued in order to facilitate the development of legitimate relationships. Any such benefits must in any case be consistent with normal practice, reasonable and appropriate to the circumstances, without ever being abundant or excessive, and must not break the law or be or seem inappropriate. It is not permitted to offer or accept cash or other benefits that may be construed as a bribe. It is recommended that you contact your Managers for any doubt about the eligibility of a benefit.

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3.8. Protection of the Company's assets

All employees are required to use the Company's assets correctly. This applies to all company assets, which include time, labor and the fruit of the work of personnel, cash, materials (e.g. stocks, equipment, cars, computers, systems, structures and supplies), works of ingenuity (such as patents, copyrights, registered trademarks and industrial secrets) and any other proprietary or confidential information.

The staff must make every effort to protect the company assets from loss, damage, improper use or theft, possibly reporting to their managers. Personnel should be prepared to deal with situations that could lead to loss, damage, misuse or theft of company assets, and report any loss, damage, misuse or theft as soon as they become aware of them. It is not permitted to use, transfer, embezzle, lend, sell or give away assets owned by the Company without proper authorization. It is not permitted to use company assets in such a way as to cause or facilitate violations of the law. The assets entrusted to the custody of the Company by customers, suppliers, and third parties must be used and protected in the same way as corporate assets.

3.9. Use of Company IT tools

In the place and with the work tools to employees, it is forbidden to: browse sites not related to the tasks assigned; navigating sites that may detect the employee's political, religious, or trade union opinions; carry out personal financial transactions or online purchases not related to work; download software without permission; register on sites whose contents are not related to work; participation, for non-professional reasons, in forums; use chat lines; store computer documents of an outrageous or discriminatory nature; With regard to the use of e-mail, it is forbidden to: use for reasons not related to the performance of the tasks assigned; send or store messages of an offensive or discriminatory nature; use e-mail to send "strictly confidential" work documents externally.

3.10. Confidentiality and information management

Employees are required to respect professional secrecy and keep news and information learned in the exercise of their duties confidential and which are not subject to transparency in accordance with the provisions of the law and company regulations. Employees must observe the duty of confidentiality even after the employment relationship has ceased. In particular, workers must not provide information about ongoing activities at the offices and must not release information relating to acts and measures before their communication to the interested parties.

Employees must consult the documents and files to which they have been authorized to access and must use them in a manner consistent with their official duties, allowing access only to those who are entitled to and in accordance with the instructions given. Employees have an obligation to prevent dispersion of data in their possession by observing the instructions given. The deeds and documents entrusted must be kept carefully and in an orderly form, avoiding making copies in a greater number than is necessary to fulfill the tasks.

3.11. Job security

The company is committed to defining and implementing a workplace health and safety policy aimed at protecting the psycho-physical integrity of workers and preventing all potential forms of risk with a view to continuous improvement. This policy is applied indifferently to both its employees and employees of external companies, in the context of relations with the latter.

Ciesse Progettazioni applies, in particular, to ensure careful health surveillance aimed at verifying the physical fitness of employees for the job performed and is committed to adopting processes and work technologies designed to minimize the risk of accidents and / or occupational diseases. Ciesse Progettazioni provides periodic training for workers on the subject of safety and health in the workplace.

All employees, collaborators and third parties are required to scrupulously comply with all safety and health measures in the workplace required by the Company, drawn up and updated in accordance with current legislation and possibly evaluated by the supervisory bodies; in particular, each recipient is required to report to the Managers of the Company comments relating to malfunctions or possible improvements.

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4. ETHICAL PRINCIPLES IN RELATIONS WITH CUSTOMERS

4.1. Customer Value

The Customer represents for Ciesse Progettazioni a value to be protected, as it is essential for the pursuit of the company mission. Relations with Clients must be committed to maximum collaboration, transparency, fairness and good faith.

4.2. Contracts and communications

Ciesse Progettazioni undertakes to inform Customers in a complete and timely manner on the characteristics, functions, costs and risks of the service offered. In particular, communications, contracts, documents and any other information issued by the Company must be: clear and simple, formulated in a language that is as direct and commonly used as possible; complete and truthful, so as not to overlook any element relevant to the decision for the current or potential customer; respectful of the provisions on privacy protection. Ciesse Progettazioni aims to simplify procedures by engaging in limiting the obligations required of customers as well as providing them with any clarification requested.

4.3. Relations with Customers

Ciesse Progettazioni bases its relationship with customers on availability, respect, courtesy, participation and is committed to their satisfaction. Recognizing the value of listening and dialogue, it establishes tools and channels aimed at ensuring the timeliness and quality of information and communication to customers. Ciesse Progettazioni protects the privacy of its Customers according to the regulations in force on the subject, undertaking not to communicate or disseminate their personal, economic and consumer data, without prejudice to legal obligations.

5. ETHICAL PRINCIPLES IN RELATIONS WITH SUPPLIERS

The selection and selection processes of suppliers are based on principles of legality, fairness and transparency. The Company adopts its own regulations for the award of works, services and supplies, in compliance with the provisions of Legislative Decree no. 163/2006. The company also prepares appropriate internal procedures to ensure maximum transparency of the contractor selection operations. The suppliers of the company, in their relations with Ciesse Progettazioni, are required to comply with this Code of Ethics. The violation of the principles of legality, correctness, transparency, confidentiality and respect for the dignity of the person are just cause for termination of relations with suppliers. If the recipients receive proposals for benefits from a supplier to favor their activity, they must immediately suspend the relationship and report the fact to their managers and / or the Supervisory Body.

6. ETHICAL PRINCIPLES IN RELATIONS WITH OTHER STAKEHOLDERS

6.1. Relations with Administrative Authorities

In relations with the Public Administration it is always necessary to operate in compliance with the law and with proper administrative practice and institutional relations.

It is not allowed to use or present false declarations or documents or attesting things that are not true or omit information to obtain, for the benefit or in the interest of the company, contributions, loans or other disbursements, however nominated, granted by the State, by a public body or by the Community European. It is prohibited to mislead anyone by means of artifices or deceptions to procure an unfair profit to the company with damage to others, including concessions, authorizations, licenses or other administrative acts. It is forbidden to alter in any way the functioning of an IT or telematic system or to illegally intervene in any way on the data, information, and programs contained or relevant therein, in order to obtain an unfair profit with damage to others.

Towards the Public Administration, and, more generally, to all interested parties, no form of gift, gift, promise of future benefits that can be, even indirectly, interpreted as exceeding the normal manifestations of courtesy permitted in practice is allowed. commercial or, in any case, aimed at obtaining favorable treatment in the conduct of business. The only forms of courtesy allowed must fall within the concept of modest value and be aimed at promoting the image of the Company or initiatives promoted by it: the same must, however, be authorized by the Management and supported by adequate documentation.

6.2. Relationships with organized trade union parties and associations

The company establishes correct relationships with trade associations, trade unions, environmental and similar organizations with the aim of developing their activities, improving the service provided to citizens and establishing forms of mutual cooperation utility.

6.3. Relations with the media

Relations with the mass media are reserved exclusively for the persons responsible for the corporate functions delegated to this. Employees cannot provide information to representatives of the mass media regarding the tasks assigned, nor undertake to provide it without the authorization of the competent company function. Employees called upon to provide externally (e.g. through participation in public interventions, conferences, congresses, seminars or through the preparation of articles and publications in general) news regarding objectives, activities, company results, are required to obtain the authorization from the Management or Directors regarding the texts, the reports prepared and the communication lines, agreeing and verifying the contents with the company function responsible for external communication. The information to the outside must in any case be truthful, clear and transparent.

7 ACCOUNTING SYSTEM AND INTERNAL CONTROLS

7.1. Administrative - accounting system

In order to guarantee the reliability of the administrative-accounting system and the correct representation of the economic, equity and financial situation of the Company in internal documents, in financial statements and in other corporate communications, as well as in information addressed to shareholders, investors, the public or to the competent Authorities, the accounting records must be transparent and be based on truthful, accurate and complete information and reflect exactly what is shown in the supporting documentation. All employees are required to collaborate so that management data are correctly and promptly represented in the accounts. Employees who become aware of omissions, falsifications, or negligence in accounting records or supporting documentation, must immediately inform their Managers. The Company's financial evidence must be based on accurate, comprehensive, and verifiable information and reflect the nature of the transaction in question.

7.2. Internal Control System

Ciesse Progettazioni recognizes the value of an adequate system of internal controls for the contribution they make to improving company efficiency. Internal controls are all instruments aimed at directing, managing and verifying company activities, to ensure compliance with laws and company procedures, the achievement of company interests and to provide accurate and complete accounting and financial data. All employees, within the scope of the functions performed, are responsible for the definition and proper functioning of the corporate control system. Internal auditing and auditing companies, where established, have free access to data, documentation and information useful for carrying out control and auditing activities.

8. SUPERVISORY BODY AND VIOLATIONS OF THE CODE OF ETHICS OF CONDUCT

8.1. Establishment of the Supervisory Body

It is the task of the Board of Directors to establish a specific Supervisory Body (hereinafter O.d.V.) pursuant to art. 6, paragraph 1, lett. b) of Legislative Decree 231/2001 which has the task of supervising the implementation and compliance with this Code of Ethics and the organization model (hereinafter also the Model), management and control pursuant to Legislative Decree 231 / 2001 adopted by the company. The Supervisory Body is a body of Ciesse Progettazioni, made up of 3 members, endowed with autonomy, independence, professionalism and continuity of action. The members of the Supervisory Body may be revoked in the event of just cause by resolution of the Board of Directors, after consulting the Board of Statutory Auditors. The Board of Directors decides on the remuneration due to the members and assigns to the Supervisory Body the appropriate financial resources for the performance of its functions.

In particular, the following tasks are assigned to the Supervisory Body: periodically verify the application and compliance with the Code of Ethics and the Model; receive reports of violations of the Code of Ethics and the Model and carry out investigations in this regard; perform advisory functions in relation to the adoption of sanctions; undertake initiatives for the dissemination of the Code of Ethics and the Model; propose changes and / or additions to the Code of Ethics and the Model; if it deems it appropriate, at any time, report on its activities to the Board of Directors and / or the Board of Statutory Auditors. The Supervisory Body will equip itself with its own operational and organizational regulations and, as part of its activity, will be assisted by the necessary resources identified from time to time among the staff of Ciesse Progettazioni.

8.2. Reports

The Recipients of the Code of Ethics are required to report verbally or in writing, in non-anonymous form, any non-compliance with this Code of Ethics and any request for violation of the same by anyone made. Authors of clearly unfounded reports are subject to sanctions. The Supervisory Body must make available to the recipients of this Code of Ethics one or more tools (eg: reserved / protected email address, etc.) suitable for reporting violations or communicating confidential observations. The Company protects the authors of reports against any retaliation they may face for reporting incorrect behavior and ensures that the identity is kept confidential, without prejudice to legal obligations.

8.3. Violations of the Code of Ethics and disciplinary measures

Violation of the rules of the Code of Ethics constitutes non-fulfillment of the contractual obligations of the employment relationship and may lead, in the most serious cases, to the application of disciplinary sanctions in accordance with the laws and the CCNL, also with regard to the preservation of the employment relationship as well as the compensation for damages deriving from it.

In order to apply any sanctions, the significance of the individual cases considered will be assessed, and if imposed, they will be proportionate to the seriousness of the violations themselves. Furthermore, the application of the sanctioning system is independent of the outcome of any criminal proceedings initiated by the Judicial Authority in the event that the conduct to be censored constitutes an integral crime.