



# **Code of Business Ethics**

2009

**An overview**

**of fundamental**

**Group policies and directives**

**guiding our relationships**

**to each other and to**

**our stakeholders.**

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## Our guiding principles

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We at Shelbox share the commitment to the highest level of integrity and ethics in the conduct of business. Integrity and ethics have always characterized the way we conduct business. Operating with a strong sense of integrity is critical to maintaining trust and credibility with our customers, partners, employees, shareholders and other stakeholders.

Creating an environment of transparency in the conduct of business is a high priority for all of us. Our Code of Business Ethics is our promise to operate with candor and truthfulness in our dealings and communications to the marketplace.

We expect that the company will be operated in accordance with the principles set forth in this Code and that everyone, from the members of the Board of Directors and the executive management team to each individual employee, will be held accountable for meeting these standards.

Our Code of Business Ethics contains rules regarding individual and peer responsibilities, as well as responsibilities to our employees, customers, suppliers, shareholders and other stakeholders and includes:

- Compliance with laws, rules and regulations
- Protecting confidential and other proprietary information and that of our customers and vendors
- Protection and proper use of company assets
- Treating employees with respect and protecting human rights
- Dealing with conflicts of interest
- Promoting full, fair, accurate, timely and understandable disclosure in financial reports and other public communications
- Protecting the environment
- Supporting the reporting of any unlawful or unethical behaviour

## Our responsibility for compliance

Each of us is required to review and follow this Code, as well as to comply with all applicable laws and Shelbox's Group policies and directives. Failure to do so may result in civil and criminal liability and may result in disciplinary actions including termination of employment. We place additional responsibilities on our managers. They must, through their actions, demonstrate the importance of compliance. Leading by example is critical, as is being available for employees who have ethical questions or wish to report possible violations. Managers must ensure that this Code is enforced through appropriate disciplinary measures. Managers may not turn a blind eye toward unethical conduct. Waivers of this Code of Business Ethics may be granted on a case-by-case basis but only in extraordinary circumstances.

Waivers of this Code for employees may be made only by a member of the Group Management Team. Any waiver of this Code for our directors, CEO or other senior officers with financial reporting responsibilities may be made only by our Board of Directors or the appropriate committee of our Board of Directors.



## Reporting violations

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You are encouraged to report any conduct that you believe, in good faith, to be a violation of laws or the Code of Business Ethics to your manager or in accordance with locally established procedure. If your manager is involved in the situation that you wish to report or cannot or has not adequately addressed your concerns, you are requested to report to a manager of higher rank or in accordance with locally established procedure. Managers are expected to seriously address the issue and work to ensure a satisfactory resolution in alignment with our Group ethics and values and with any local statutory or regulatory obligations.

Shelbox will not accept any discrimination of or retaliation against employees for having in good faith reported alleged violations.

## Treating employees with respect and protecting human rights

For the purpose of protecting human rights and promoting fair employment conditions, safe working conditions, responsible management of environmental issues and high ethical standards, our Code of Conduct shall be applied in the production, supply and support of Shelbox products and services worldwide

Anyone working for Shelbox should be entitled to his or her basic human rights and should not be forced to suffer physically or mentally from his or her work in any way. We recommend that all employees should be free to peacefully and lawfully form and join associations of their own choosing, and should have the right to bargain collectively. Shelbox does not accept child labor.

No employee should be discriminated against because of e.g. race, color, sex, sexual orientation, marital status, pregnancy, parental status, religion, political opinion, nationality, ethnic background, social origin, social status, disability, age or union membership.

All employees should know the basic terms and conditions of their employment. We recommend that all employees with the same experience, performance and qualifications receive equal pay for equal work with respect to those performing the same jobs under similar working conditions. The health of the workers and the safety of the workplace shall always be a priority concern.

This applies to all aspects of working conditions including labeling and handling of chemicals, noise level, temperature, ventilation, lighting and quality of and access to sanitary facilities.

Suppliers and their subcontractors shall be required to comply with the Code of Conduct and to verify compliance.



## Compliance with laws, rules and regulations

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Shelbox shall comply with all laws and regulations that apply to its business. As you conduct Shelbox's business you may encounter a variety of legal issues. It is the responsibility of each employee to seek appropriate advice on relevant legal requirements and other legal issues.

**International business dealings** – Specific laws and regulations apply to our participating in international business. Employees involved in foreign business transactions must be familiar with, and adhere to, all applicable foreign and domestic laws and regulations. Shelbox employees involved in international business matters must, for example, be aware of applicable export and import regulations, anti-boycott provisions, trade embargos and sanctions in force.

**Anti-trust** – Shelbox is dedicated to promoting fair competition. Fair competition is the basis for business development and innovation. All Shelbox employees shall compete in the open market as vigorously and constructively as possible, while consistently complying with the law in each of the countries in which Shelbox operates. Anti-trust law matters must be handled in concert with Group Function Legal Affairs, which function is responsible for the management and coordination of such matters when initiated or otherwise dealt with by court or other authority.

**Accounting and financial reporting** – Shelbox is required to follow strict accounting principles and standards, to report financial information accurately and completely, and to have appropriate internal controls and processes to ensure that accounting and financial reporting complies with law, regulations and listing requirements. You must do all you can to support the company's efforts in this area.

## Dealing with conflicts of interest

At Shelbox, we make business decisions based on the best interests of the Group rather than personal considerations or relationships. A conflict of interest arises when anything interferes with or influences the exercise of an employee's independent judgment in the best interests of Shelbox. We must avoid situations in which our personal interest may conflict with, or even appear to conflict with, the interests of the Group.

The following are examples of situations to be particularly aware of:

**Business opportunities** – You may not take business opportunities for yourself that are discovered in your duties for Shelbox if this could be contrary to the interests of Shelbox. Nor may you otherwise use Shelbox property or information or your position at Shelbox for personal gain.

**Other Employment** – Any employment outside Shelbox, with or without compensation, must not harm job performance at Shelbox. You may not engage in outside business interests that divert time and attention away from Shelbox responsibilities or require work during Shelbox time. Avoid any potential conflict of interest by not accepting employment from any organization or suppliers, contractors, agents, customers or competitors to Shelbox.

**Board memberships and other outside affiliations** – Service on a board of directors or similar body of a for-profit enterprise or government agency is not permitted if creating a conflict of interest. All such service must be approved in advance by your manager. Serving on boards of not-for-profit or community organizations does not require prior approval unless there is a potential conflict of interest with Shelbox.

**Political activities** – Shelbox will not make contributions or payment or otherwise give any endorsement, directly or indirectly, to political parties or committees or to individual politicians. You may not make any political contribution on behalf of Shelbox or through the use of corporate funds or resources.

**Gifts, benefits, reimbursements and entertainment** – An Shelbox



## Dealing with conflicts of interest

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employee may not offer or accept gifts, benefits, reimbursements or entertainment to or from a third party that would constitute a violation of laws or that could affect, or appear to affect, the professional judgment in the performance of the respective work or duties for Shelbox or a third party.

**Bribes, kickbacks, etc.** – No one may, directly or indirectly, demand or accept, offer or give any kind of bribe, kickback or any other unlawful or unethical benefit to employees or other representatives or associates of Shelbox or any third party. Any such offer or proposed arrangement must be reported immediately to Group management.

**Disclosure of conflicts of interest** – Shelbox requires that employees disclose situations or transactions that reasonably would be expected to give rise to a conflict of interest. If you suspect that you are involved in a transaction or any other arrangement that presents a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your manager or to the Group Function Legal Affairs. Your manager and the Group Function Legal Affairs will work with you to determine whether there is a conflict of interest and, if so, how best to address it.

## Protection and proper use of company assets

Shelbox has a wide variety of assets, including physical assets, proprietary information and intellectual property. You are responsible for protecting Shelbox property entrusted to you and for helping to protect Shelbox's assets in general. To do this you must be aware of and understand Shelbox's security directives. You must be alert and report any loss or risk of loss of Shelbox properties to your manager as soon as they come to your attention.

Below, you find certain instructions for internal and external handling of information, communication systems and intellectual property.

**Intellectual property** – Intellectual property includes a variety of properties for example computer programs, technical documentation and inventions. Certain intellectual property is, or can be made, subject to special protection through copyright, patent right, trademark right, etc.

Intellectual property is an asset of utmost value to Shelbox and must be treated with appropriate care. You must follow and, in case of doubt, seek instructions on how you shall act to protect this valuable asset.

Intellectual property created by you under your employment is exclusively owned by Shelbox pursuant to laws and regulations in force and/or your employment contract or other agreement, with the exceptions stated in international conventions, laws and your agreement with Shelbox.

**Use of Shelbox's communication systems** – Shelbox's communication systems, including connections to the Internet, shall be used for conducting Shelbox business or for other incidental purposes authorized by your management or applicable Group directive as well as applicable instructions. Always make sure you follow instructions regarding handling of passwords and PIN codes assigned to you.



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Unacceptable use of Shelbox's communication systems includes processing, sending, retrieving, accessing, displaying, storing, printing or otherwise disseminating material and information that is fraudulent, harassing, threatening, illegal, racial, sexually oriented, obscene, intimidating, defamatory or otherwise inconsistent with a professional conduct.

**When you leave Shelbox** – You must return all Shelbox assets, including documentation and any media containing Shelbox proprietary information. You remain bound by the restrictions for use and disclosure of Shelbox proprietary information

## Our obligations as responsible corporate citizens

We strive to be responsible citizens in the communities where we do business. This requires us to be sensitive to social and environmental concerns and to provide stakeholders with appropriate and accurate responses to inquiries.

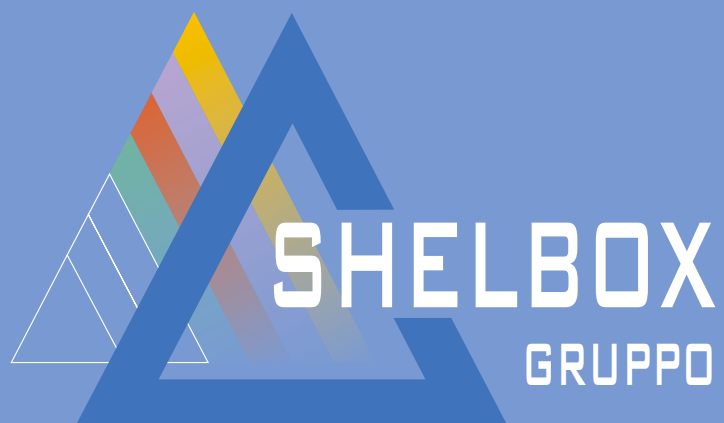
As a global leader in the telecom industry, Shelbox believes that the products and services it offers have the potential to offer tremendous benefits to society. At the same time, it is important to behave in a socially and ethically responsible way.

We care about the people who take part in the production and support of our products and services worldwide.

We strive to increase productivity and minimize environmental impacts in the societies in which we operate.

It is important that the Shelbox brand is always associated with respect for human rights, fair and safe working conditions and environmentally sound business practice.





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