

ETHIC CODE

ONLY FOR TEA INTERNATIONAL'S PERSONNEL

INDEX

1. PREMISES.

- 1.1 MISSION
- 1.2 ETHIC ACTIVITY SET
- 1.3 ETHIC CODE ISSUING
- 1.4 NO ETHICAL BEHAVIOURS AND REPUTATION VALUE
- 1.5 STAKEHOLDERS
- 1.6 ETHIC CODE STRUCTURE
- 1.7 INFORCEMENT AREA

2. ETHIC PRINCIPLES.

- 2.1 HONESTY AND IMPARTIALITY
- 2.2 CORRUPTION PREVENTION
- 2.3 HEALTH AND SAFETY
- 2.4 CONFLITS OF INTERESTS
- 2.5 CORPORATE CAPITAL, CREDITORS AND MARKET
- 2.6 IMAGE GUARDIANSHIP
- 2.7 INTERNATIONAL COMPETITION

3. GUIDELINES, LAWS AND BEHAVIOR GENERAL STANDARDS.

- 3.1 SHAREHOLDERS AND CORPORATE GOVERNANCE
 - 3.1.1 SHAREHOLDERS RELATIONSHIPS AND INVESTMENTS EVALUATION
 - 3.1.2 COMPANY ORGANIZATION
 - 3.1.3 ADMINISTRATION BODY AND DUTIES OF THE INDIVIDUAL
- 3.2 TRANSPARENCY, COMPLETENESS AND INFORMATION PRIVACY
 - 3.2.1 ADMINISTRATION MANAGEMENT AND FINANCIAL STATEMENT
- 3.3 COMPANY AND ENVIRONMENTAL PROTECTION
 - 3.3.1 RESPONSIBILITY TOWARDS THE COMPANY
 - 3.3.2 ENVIRONMENT RESPECT
- 3.4 INTERNAL CONTROL SYSTEM
- 3.5 EMPLOYEES AND CONSULTANTS
 - 3.5.1 PERSONNEL SELECTION
 - 3.5.2 EMPLOYMENT RELATIONSHIP CONSTITUTION
 - 3.5.3 PERSONNEL MANAGEMENT
 - 3.5.4 COMPENSATION
 - 3.5.5 HEALTH AND SAFETY
 - 3.5.6 ALCOHOLIC SUBSTANCES AND DRUGS ABUSE
 - 3.5.7 SMOKE
 - 3.5.8 ABUSES ON WORKING PLACE
 - 3.5.9 COMPANY ASSETS
 - 3.5.10 COLLABORATION, MUTUAL RESPECT IN EMPLOYMENT RELATIONSHIPS
- 3.6 THIRD PARTIES RELATIONSHIPS
 - 3.6.1 SUPPLIERS AND AGENTS

- 3.6.2 COMPETITIVE TENDER PAPERWORK DRAFTING
- 3.6.3 PARTNERS RELATIONSHIPS
- 3.7 PUBLIC INSTITUTIONS RELATIONSHIPS
 - 3.7.1 CORRECT BRIEFING TO THE PUBLIC ADMINISTRATION
 - 3.7.2 IT SYSTEMS USE
- 3.8 ANTITRUST, REGULATING AND CONTROLLING BODY
- 3.9 PARTIES, UNIONS AND OTHER ASSOCIATIONS
- 3.10 CONTRIBUTIONS AND SPONSORS
- 3.11 INSTITUTION RELATIONSHIPS AND MASS MEDIA

4. DIRECTIONS FOR USE AND VIGILANCE SCHEME.

- 4.1 VIGILANCE BODY EX D.LGS. 231/01
- 4.2 COMING INTO EFFECT OF THE ETHIC CODE AND AUDIT
- 4.3 ETHIC CODE EFFECTIVENESS AND CONSEQUENCES OF ITS VIOLATIONS.

1 – Premesis

1.1 Mission

The herein document, called “Ethic Code”, identifies the ensemble of the ethic principles and the values which inspires the activity of everyone operates inside and outside, into the sphere of Tea International S.r.l. (hereinafter refer to Tea).

Tea is a private law company which operates in the mechanic sector, leader in the project, in the development and production of electric motors technologically advanced.

Tea International S.r.l. role in Kinetek Industries Inc. will be performed through intergroup synergy features, which will be enforced only if all the recipients of the Ethic Code: shareholders, administrators, directors, auditors, employees to every level, and without exceptions, collaborators, suppliers, and everyone who directly or indirectly, permanently or temporary, establishes relationships with the Company, operating for the prosecution of its goals, will engage themselves into the pursuit of Company aims, fixed with loyalty, reliability, honesty, competence, and transparency.

In particular, within the law and of the regulations in force, as per explanation:

- o The members of the BOD inspire to the principles of the Ethic Code in fixing the Company goals;
- o The administrators give concreteness to the values and to the principles of the Code, charging themselves of the responsibility towards the outside and towards the inside and enforcing the trust, the and the spirit of the group;
- o The employees adequate their own actions to and their behaviour to the principles, to the goals and to the scheduled engagements included in the Code;
- o The collaborators (consultants, agents, brokers, ect.) and the commercial partners comply their own conduct and their own professional practises with the Code.

Tea’s mission is increasing the relationship of trust and its customers, suppliers and employees satisfaction, and favour the professional and personal growth of all Tea’s operators, pursuing the social subject.

Transparency of all the relationship involving the Company is instrumental to this purpose in order to pursue the respect of all Company values and at the same time to satisfy the market requirements.

In the consciousness that a Company is valued as well as for its quality services it may offer, and also on the base of its capacity of producing values and creating welfare for the community, through the herein Code, Tea intends to:

- o Define and explicit the values and principles which inform its own activity and the relationships with the employees, collaborators, commercial partners, institutions and in general with any other stakeholder;
- o Indicate the behaviour principles whose observance all the addresses of the herein Code are obliged to follow;

- o Assume people who operate in the sphere of Tea's action in observance of the said principles, prearranging an appropriate sanctioning system which ensures the effectiveness of the herein Code.

Tea hopes that this instrument, strongly wanted by the Company management, expresses, aside from every impulse and/or Corporate guideline, Tea's mutual feeling and reply to the need of communicating, also outside, the Company values.

The herein Code joins on the basis of expression and communication of values and of fundamental behaviour rules of the Company, to the Management Organization Model adopted by the Company according and for effect of Italian Legislative Decree nr. 231/2001.

1.2 ETHIC ACTIVITY SET

It is a Company belief that ethics in the business conduct promotes the success of a company activity, contributing to spread an image of reliability, correctness and transparency of the activities aimed for the pursuing of its own goals.

Tea's activity has a so far reaching activity to impose that relationships with the outwards are imprinted to a punctual and very rigid observance of the laws, of the market rules and of the inspiring principles of the loyal competition, in the respect of its own stakeholders legitimate interests.

Since such relationships can correctly developed, it is necessary that all the administrators, the auditors, the executives, the staff and the employees on any Company level, cultivate and put at the Company disposal their cultural technical operating and ethical background for the pursue of the indicated outcomes, everyone in the occasion of his functions and responsibility.

So it comes necessary to identify and define those values that every addresses of the Ethic Code must share, accepting responsibility, roles and models of conduct and actions in the name and on the account of the Company itself.

1.3 ETHIC CODE ISSUING.

The issuing of the Ethic Code on Tea side, is one of the Company instruments aimed for guaranteeing the diffusion and the observance of principles, norms, behaviour general standards of the referential ethical values.

Tea's Ethic Code has been conceived, as said, for the purpose of safeguarding all the referential ethical values, it also contains dispositions specifically focused to prevent the commit of the crimes considered in the D. Lgs. N. 231/2011.

The administrators, the auditors, the executives, the staff and the employees on any Company level, must, consequently, abstain from carrying out, collaborating or causing behaviours which can realize (or just favour the realization of) in the case of hypothesis of crimes included among those ones considered in the mentioned Italian Decree.

1.4 NO ETHICAL BEHAVIOURS AND REPUTATION VALUE.

In the business conduct no ethical behaviours compromise the relationship of trust and can favour opposing attitudes against the Company.

The good reputation promotes the investments on shareholders and institutional investors side, it attracts the best human resources, it favours the relationships with the commercial, company and financial interlocutors, it consolidates the reliability towards of creditors and the impartiality of the relationships with the suppliers.

1.5 STAKEHOLDERS.

Stakeholders are those subjects (individuals, groups, organizations, institutions, ect.) whose contribute is requested for the realization of Tea's social mission, or, therefore, who have interest in the pursuing of such mission.

They consider stakeholders, people whose interests are influenced by direct or indirect Tea's activity effects; local and national communities, associations, institutions ect. are included in this occasion.

As a rough guide, national or foreign stakeholders are considered as follows:

- o The shareholders;
- o The sponsor institutions;
- o The suppliers;
- o The agents;
- o The partners;
- o The collaborators (dependent or independent);
- o The Public Administration;
- o The community.

The maintaining, the development of trustee relationships and the mutual cooperation with stakeholders, is a primary interest of the Company.

1.6 ETHIC CODE STRUCTURE.

The Ethic Code is composed of:

1. of the premises which set Tea's mission and the value assigned to the Company as an ethical setting of its activity;
2. of the general principles which define in a abstract sense the referential ethical values;
3. of the guidelines, norms, and general behaviours standards to which the stakeholders have to follow for avoiding the risk of no ethical attitudes.

1.7 INFORCEMENT AREA.

The recipients of the Ethic Code are all the collaborators at any title, without any exception, and everybody who directly or indirectly, permanently or temporary, establish relationships or relation with Tea or operate for pursuing its targets.

So these people have the obligation to recognize the rules and to refrain from attitudes against these rules. Every company representative has, therefore, the duty to:

- o Address to their direct superiors, or otherwise, to the hierarchy power, in case of clarifications concerning the rules application.
- o Refer in time to his own direct superiors or otherwise, to the hierarchy power, any news from a direct revelation or related from others,

- o concerning to possible violations of the Code Rules and any request or violating such rules referred to them.
- o Collaborate with the structure delegated to verify the possible violations.

Tea pledges itself for the diffusion, verification and monitoring of the present Ethic Code as well as the application of the related sanctions in case of missing observance of the dispositions provided into the Code itself.

In every business relationship, every counter-party must be informed of the existence and contents of the herein Ethic Code and they are obliged to adequate themselves to it. For this purpose, towards the third parties, all the addresses of the Code, as regards their competences, will take care of:

- o Inform them regarding the engagements and the obligations imposed by the Code;
- o Demand the respect of the obligations which directly concern their activity;
- o Adopt the suitable internal initiatives, and if of their own competence, external initiatives, in case of missing observance by the third parties of the obligation of conforming to the Code.

2 - ETHIC PRINCIPLES -

2.1 HONESTY AND IMPARTIALITY.

Honesty represents the ethic principle as a reference to all the activities brought about the Company for the accomplishment of the mission.

Tea International S.r.l. collaborators are bound by respecting the national and community in force laws, the internal rules and internal codes, where applicable, the norms of professional ethics. In no case a conduct in violation of such norms is justified or allowed by the Company.

The relationships with the stakeholders, on any level, must be shaped to criteria of correctness, collaboration, loyalty and mutual respect.

Into the decisions which influence on relationships with its interlocutors, Tea does not consent any type of discrimination in consideration of the age, sex, sexuality, health, race, nationality, political opinions or religious beliefs of its interlocutors.

2.2 PREVENTATION OF CORRUPTION.

Tea International S.r.l. , into the running of its activities, forbids any action against or by the third parties, set to promote or benefit its own interests, to take advantage, or to be able to damage the impartiality and the independent judgement.

For this purpose, Tea International S.r.l. engages itself to apply all the necessary measures to prevent and avoid corruption phenomenon and other conducts suitable for integrating the danger of commitment of the crimes provided for the Italian Decree nr. 231/01.

For this regard, Tea International S.r.l. do not permit to correspond or accept sums of money, gift or favours to/by the third parties, with the aim of obtaining direct or

indirect advantages to the Company; on the contrary it is permitted to accept or offer gifts or favours which fall in the usual customs of hospitality, courtesy and for particular events.

2.3 HEALTH AND SAFETY.

The respect of the physical and cultural integrity of the person represents the referential ethic value of Tea.

The personnel (employed personnel and self-employed personnel) is indispensable property for the success of the company mission.

The Company safeguards and promotes the value of the human resources, with the purpose of increasing and optimising the experience and the property of the competences owned by every collaborator. Tea engages itself to ensure to its employees work conditions respectful for the individual dignity and safe and healthy working environment.

Tea supports and respects the Human Rights, in conformity with the U.N.O. Universal Declaration of Human Rights.

2.4 CONFLICT OF INTERESTS.

Tea International S.r.l. pledges itself to put in force suitable measures in order to avoid that the subjects involved into the transactions be or only appears in conflicts of interests.

It has to be considered a situation of conflict of interests, in the case in which a collaborator with his own behaviour pursues different interests from the ones of company mission or he personally advantages himself of company business opportunities, in the case in which a representative of the stakeholders (joined in groups, associations, public or private institutions) act at enmity with the trustee duties related to their positions.

The following situations, relevant on the occasion of the employee relationship, which are listed for explaining purpose, determine the conflicts of interests, but such situations are not exhaustive of all the possible conflict forms manifestations:

- o involvement (evident or occult) of the employee or of his family, in activity of suppliers, clients, competitors;
- o instrumentalization of the personal functional position for the realization of interests contrasting with those of the company;
- o Use of acquired information in the development of working activities for self advantage or third parties advantage and in contrast with the interests of the company;
- o Development of working activities of any kind (work performances, intellectual performances) at customers' competitors' suppliers' and third parties' premises in contrast with the interests of the company;
- o Conclusions, improvements or start up of negotiations and/or conclusions of contracts referable to the Company with opposite party corresponding to a familiar or partners of the employee or legal entities of which he/she is legal responsible or he/she has an interest in;

2.5 SOCIAL CAPITAL, CREDITORS, AND MARKET.

The protection of the integrity of social capital, of the interests of the creditors and generally for the third parties, is part of the Tea's ethical property.

2.6 THE IMAGINE REPUTATION

The good reputation and or the image of Tea represents a non material and essential resource.

Tea's employees engage themselves to act in conformity with the principles listed by the herein Code in the relationships between colleagues and shareholders, customers, suppliers, and third parties in general, maintaining a proper demeanour conformed to the mutual standards to sized and importance companies as similar as Tea.

2.7 INTERNATIONAL COMPETITION.

The international dimension of business, of orders and interests referring to Tea imposes that the principles listed into the Ethic Code find full application in the field of the international competition.

The competition on international Tea's markets must be set in an efficient and transparent way, in the respect of norms which rule the competition and restrain monopolistic actions, as well as the abuse of dominant positions.

Anyone operates, in the name or on account of Tea abroad, must act in the respect of the country laws in which is working, and of the international rules which state the market and the company activity.

The agreements or the stated understandings must not originate cartels determined to reduce in a relevant way the competition or to increase a own dominion on the market.

3. GUIDELINES, GENERAL BEHAVIOR NORMS AND STANDARDS.

3.1 SHAREHOLDERS AND CORPORATE GOVERNANCE.

3.1.1 RELATIONSHIPS WITH SHAREHOLDERS AND VALUATION OF THE INVESTMENTS.

Tea strives since the participation of shareholders to the decisions, of their competence, is promoted and acknowledged and that everyone has recognized the parity of information.

It strives moreover, since the economic/financial performances are such to increase the value of the company, for the purpose to enumerate properly the risk

that the shareholders have acquired with their investment of their own capitals and to guarantee the credit provided to the other money lender.

3.1.2 THE SOCIAL BOARD

The activity of the Social Board is inprinted in obedience to the rules provided for the Articles of Corporate and in compliance with the national and community regulations in force.

3.1.3 THE FINANCIAL BOARD – THE DUTIES OF THE INDIVIDUALS

The subjects elected to such a function are obliged to:

- o To engage themselves actively since the society can benefit from their specific competences;
- o To a continuing participation to the commitments of the Board of Directors and to the meetings , revealing at once any situation of confilc of interests which can involve them;
- o To the privacy of information acquired in the devolopment of their own appointment;
- o To let always preveal the interest of the society, in comparason with the particular intest of the single shareholder.

3.2 TRANSPARENCE, COMPLETENESS AND PRIVACY OF INFORMATION.

Tea engages itself to manage the flow of information towards the shareholders as the flow is always complete, clear and transparent and that, with reference to the financial, accountant, managing content, corrisponds to the request of truth, completeness, and care.

Tea also ensures that the privacy of information in its hands, defining and updatating continously the specific procedures for the protection of information requested by the legislations in force, as concerns the treatment of personal data.

Everyone, during its working time, has the occasion to have the availability of information and reserved data, is obliged to utilise such data for purposes granted by laws.

The specific caracheristics of high technology which caracterizes the company and the quality of news which can be known by the employee, impose an absolute respect of the rules of protection of the secrecy in relation to third parties and in relation to parties not functionally enabled to communication.

3.2.1 ADMINSTRATION MANAGEMENT AND FINANCIAL STATEMENT.

Tea, into the redaction of the fiancial statement or any other type of requested accounting documentation, respects the laws and the rules in force and adopts the practice and the most advanced accounting princeples.

The accounting situation and the financial statements truly represents the management (economic, patrimonial, financial), as per transparency, care

and completeness criteria. For this purpose, an adequate and complete supporting documentation is maintained in the Articles of Corporate, in order to permit:

- o The diligent accounting registration of every operation;
- o The immediate determination of the characteristics and motivations of such operation;
- o The easy, formal and chronological reconstruction of the operation;
- o The verification of the process of decision, of authorization and realisation, the individuation of several levels of responsibility and control.

Every accounting registration exactly reflects what results into the supporting documentation. Since, it is a duty of every employee or collaborator to permit that such supporting documentation is available and arranged in a logical criteria order and in conformity with the disposition and company procedures.

Nobody can proceed with payments of every type in the company interest without arranging and keeping adequate supporting documentation.

The financial and accounting systems permit to rebuild properly the single managing actions and truly represent the corporate transactions with the purpose to individuate the reasons of the operations and the different levels of responsibility.

Every addressee who will have knowledge of omissions, falsifications, negligence of accountancy or of the documentation on which the accounting registrations are founded, shall refer to his direct superior or, anyway, to the executive hierarchy.

3.3 COMPANY AND ENVIRONMENTAL PROTECTION.

3.3.1 RESPONSIBILITY TOWARDS THE COMPANY

Tea is conscious of its strategic connotation, and relevant national interest, of the accomplished activity and of the relative reflects on the economic and social development of the reference content. For this reason it conducts its activities in the full respect of community, associations, local and national institutions, with the purpose of acquiring a high level of reputation which contributes to legitimate towards community its behavior.

3.3.2 RESPECT OF ENVIRONMENT

Tea engages itself in the accomplishment of its activities in a constructive way for the protection of the environment of reference, in the respect, among other things, of the norms on the subjects, finding a balance between the economic goals and the essential environmental needs. For the accomplishment of the activity in fact, the projects, the process, the methods, and the materials must take into consideration the scientific research development and the best experiences on the environmental subject, for the purpose of prevention of pollution, of the recovery of the polluted areas, and the habitat and social respect of the concerned areas.

3.4 INTERNAL CONTROL SYSTEM

The responsibility of realizing a proper internal control system for the purpose of The Italian Legislative Decree nr. 231/01, is in the hands of the entire organization structure, which has in the executive power, the subjects in charge for having the other employees and collaborators participating on the aspects of their competence.

It has to be intended for internal control all the activities and instruments, useful or necessary for addressing, managing and verifying the company activities with the purpose of ensuring the protection:

- o of The profitability (efficacia e efficienza) of the company operations, in conformity with strategies, goals, company politics, for the purpose of the protection of the Company secrecy;
- o Of the credibility of the company information system, as for its components focused for the predisposition of the Financial Statement, as for the ones focused for predisposition of internal managing reporting;
- o Of the respect of the norms applied in the company activity;
- o Of the reliability and accuracy of the accounting records.

The internal controls is scheduled into two different lines of operation:

- o "line control" which is ensured by the single operating activities on process;
- o " internal auditing", through systematic verifications and an action of monitoring of line controls.

All the employees and collaborators, in the content of the functions and activities set, are responsible of the definition and of the correct working of the control system.

In particular, every operation shall be equipped of adequate, clear and complete documentation to keep in the Articles of Corporate, in order to permit the control in every moment for the reasons and ways of the operation and the precise individuation of who, in the different phasis, has authorized, registered effected and verified such operation.

The administrators, and in particular the administrators with a proxy, the employees of every levels and the collaborators, everyone in the content of the respective competences and functions, are obliged to an accurate observance of the company procedures.

3.5 EMPLOYEES AND CONSULTANTS.

3.5.1. PERSONNEL SELECTION.

The valuation of the personnel to employ is effected on the base of correspondences of profiles of the candidates in comparison with the company needs, protecting the equal opportunities for all the concerned subjects.

The requested information are strictly connected to the verification of the provided aspects of the personal aptitude profile, in the respect of the private sphere and opinions of the candidate.

3.5.2 EMPLOYMENT RELATIONSHIP CONSTITUTION

The personnel is employed with a regular working contract.

For the constitution of the employment relationship the collaborator must subscribe the relating contract, as well as the engagement to respect what provide into the Ethic Code; the subject also will be extensively informed as regards:

- o the characteristics of the functions and of the mansions to perform
- o the ruling and contributive elements of the contracts
- o the legislation and the procedures in action in the company, for the prevention of the possible risks for health, originating from the working activity.

3.5.3 PERSONNEL MANAGEMENT

Tea forbids any form of discrimination against personell.

In the content of the personell management process, the taken decisions are based on correspondences between the needs of the Company and the profiles of the employees/collaborators, as well as on merit considerations.

It is the same for accessing to roles or different assignments.

In the case of company riorganizations, Tea protects the value of the human resources, providing, if necessary, actions of training and/or professional riqualfications.

3.5.4 REMUNERATION

Tea remunerates its own collaborators on the base of their professionalism, role and achieved results, with the focus of ensuring and maintaining a complex salary structure of absolute competitiveness in the continuous and systematic comparison with the reference markets where it operates.

The definition and the updating of retribution in observance with the ethical principles and the contract norms in force are determined through methods and clear and equal instruments, and it is subjected to constant communication to the collaborators as well.

In relation with the significance of the filled role, the year remuneration can be complemented with company benefits, in order to maintain an adequate level of the whole competitiveness with the external market.

3.5.5 HEALTH AND SAFETY

Tea engages itself to safeguard, in particular, thanks to preventive actions, the health and safety of its workers.

The administrators, the employees and the collaborators engage themselves for the respect of norms and obligations originating from the referential regulations, as regards health and safety on working place and as regards the herein Code.

3.5.6 ALCOHOLIC SUBSTANCES AND DRUGS ABUSE.

Tea recommend to its own employees to maintain the working environment respectful of someone's else sensitivity. Therefore everyone will carry on, during its

working activity and in working places, in an occasional way, the following behaviour:

- o serving answer under alcoholic substances, drugs or similar substances;
- o consuming or yielding, at any circumstances, drugs during its performance;

Will be considered responsible to have consciously put in danger the existing environmental situation.

The states of chronic addiction concerning such substances, where bear on working environment quality, will for contract reflects equalized to the previous cases. Tea engages itself to favour the social actions provided in the community negotiations.

3.5.7 SMOKING

It is forbidden to smoke in working places and in public places.

Tea, in every case, will take into consideration the discomfort, on one side, of the non smokers and, on the other side of smokers, detecting where to find possible smoking areas, in the respect, anyway, of the norms in force.

3.5.8 ABUSES ON WORKING PLACE.

Tea requires that in the employment relationships, internal and external, do not give cause to abuses, intending such abuses, as a mere title of example:

- o la creation of an intimidating working place, hostile or of seclusion of individuals or groups of employees;
- o the unjustified interference with the execution of someone's else working performance;
- o obstacle to prospective of someone's else individual work for mere raisons of personal competitiveness. Sexual abuse and behaviours or speeches which can bother individual sensitivity, are not allowed.

3.5.9 COMPANY ASSETS.

The personnel must have responsible and respectful behaviours of the prearranged operating procedures for the use of the Company assets, documenting, where it is requested, their employ.

3.5.10 COLLABORATIONS, MUTUAL RESPECT IN EMPLOYMENT RELATIONSHIPS.

The relationships among the employees, on any levels, must be imprinted to correctness, collaboration, loyalty and mutual respect.

In the subscription and management of contract relationships which implicate the establishment of hierarchy relations (with particular reference to employees and collaborators), the authority must be executed with equity and correctness, avoiding every abuse.

Tea guarantees that the authority will not be transformed into power abuse, harmful for the employee or collaborator dignity, and the choices of working organization safeguard the value of every single contribution.

Who is in charge of a social position inside the Company, has, moreover, the duty of participating diligently to meetings in which is invited to attend, to carry its tasks with loyalty and correctness, to favour the communication inside the Company.

3.6 THIRD PARTIES RELATIONSHIPS.

3.6.1 SUPPLIERS AND AGENTS.

Tea requests to its external agents and collaborators, the respect of the referential ethical principles contained into the herein document.

Tea, considering this primary aspect for the accomplishment of a business, in every contract there is a specific reference to the obligation of respecting such values for its contractors. Choosing suppliers, Tea take care of the economic and technical capacity of its own contractors, assessing their reliability globally , with reference to the specificity of their performances to return.

Tea engages its company functions and its employees to:

- o to observe the internal procedures related to the suppliers management relationships meticulously;
- o to observe and get , during supplying relationships, the applicable laws and the provided contracting conditions to be respected;

To guarantee the integrity and the independence in the relationships with suppliers, Tea adopts the maximum transparency and efficiency of the acquiring process, though, in particular;

- o the separation of roles, where it is concretely applicable, between the unity who requests the supply and the one who states the related contract;
- o the adoption of suitable formalities to document the adopted choices adequately; (QED "tracking of the process phases process of acquirement")
- o the preservation of information and of the competitive tender documents or the ones related to suppliers selections.

Tea, moreover, safeguards so that the competent functions and its employees:

- o do not induce suppliers to stipulate an unfavourable contract against themselves in the prospective of future benefits;
- o proceed with onerous activities only after the contract stipulation;

- o do not receive, nor give free gifts or any benefit forms, not directly ascribable to normal relationships of courtesy.

Choosing its consultants and agents, Tea takes care of:

- o observing the internal procedures related to the selection and the relationships management with the external to the company collaborators meticulously; denominated as follows (collaborators, consultants, representatives, agents, brokers);
- o selecting people and qualified companies carefully, with excellent reputation and characterized for unexceptionable moral integrity;
- o contacting their direct superior promptly, or anyway, the hierarchy line, in case of eventual violations of the Code by Company collaborators,
- o mentioning, in every contracts of collaboration, however, denominated as follows (collaboration, consultancy, agency, brokering) the obligation of following the principles of the Ethic Code expressively, sanctioning the eventual in-observance of such principles with the faculty expectation for Tea to solve the contract.

For the purpose of ensure the correctness of the competitive tender procedures, the members of the adjudication body are obliged to:

- o ensure the maximum transparency of the effected operations;
- o guarantee the impartibility in every phase of the proceeding;
- o maintain the privacy of the information not susceptible of publication
- o denounce every eventual or potential conflict of interests promptly;

The relationships with the suppliers, consultants and agents are ruled by specific contracts focused to achieve the maximum clarity in the relationship discipline.

3.6.2 COMPETITIVE TENDER PAPERWORK DRAFTING.

The competitive tender paperwork drafting must be carried out in conformity of what provided in the national, international and community regulations in force, in Tea's internal procedures and regulations, as well as in obedience to the dispositions and to the principles established in the herein Ethic Code.

The subjects involved into the drafting of competitive tender paperwork have the obligation to:

- o favour the maximum possible participation to the selection procedures and to the contractor choice, in observance to the requested customer goals, national and international ones, as well as a loyal and correct competition among the participants;
- o permit an adequate visibility and transparency of the adopted criteria and of the effected choices;
- o respect, in relation with the information acquired by the accomplished activities and functions, the dispositions regarding the privacy established in the Ethic Code and by the legislation in force, using all the necessary cautions in order to avoid disclosures of confidential data, even if voluntary ones, against any subject.
- o Give evidence of eventual favouritisms, collusion behaviours, even if only apparent and potential ones, as well as for every other not conforming behaviour to the legislation in force, to the procedures and to the Tea's

internal rules, as well as for the dispositions and the principles established in the Ethic Code, of which the subject acknowledges in the accomplishment of his activity.

3.6.3 PARTNERS RELATIONSHIPS.

The complexity of Tea's business requests more and more the participation to initiatives together with other subjects.

In the development of these initiatives, all Tea's collaborators must follow the observance of the ethic principles expressed in this Code. In particular they must:

- o Establish relationships with partners who enjoy a respectable reputation, who are engaged only in licit activities and who are inspired by the Ethical principles conforming to Tea ones;
- o Ensure the transparency of the agreements and avoid the subscription of secret pacts and agreements against the law;
- o Maintain with partners loyal transparent and collaborative relationships;
- o Advise to its superior promptly, any partner's behaviour who dissents to the ethical principles of the Code.

3.7. PUBLIC INSTITUTIONS RELATIONSHIPS.

The assumption of engagements with Public Administrations or Public Institutions is exclusively reserved to the authorized Company Functions in charge. Therefore, it is necessary that the documentation suitable to rebuild the procedure tracking has to be collected through which Tea got in touch with the Public Administration; this is also for keeping under control constantly the respect of the internal company procedures and of eventual evolutions of such procedures.

Tea, though its employees and representatives, does not have to promise, request, offer or receive to/by public officers, people in charge of public service or employees in general of the Public Administration or other Public institutions, Italian and foreign ones, payments, goods, or other facilities direct to or able to promote or favour its own interests and benefit, to damage the impartiality and the autonomy of judgement of the Public Administration.

However, it is not permitted in the relationships with public officers or /and people in charge of the public service, any form of free gift or free benefits, promised, requested, offered or received which can be interpreted as excess the usual commercial practises of courtesy, or, it is still addressed to acquire treatment of favour in the conduction of any operation referred to the company activity.

It is, however, permitted that, in occasion of particular events (i.e. Christmas celebrations), Tea can give gifts or free gifts, as usual, to some interlocutors, including the representatives of the Public Administration, thanks to low-cost goods.

Attention and care must be taken into consideration in the relationships with subjects mentioned above, in particular in the operations relating to competitive tenders, contracts, authorizations, licenses, concession, requests and/or

management and use of loans and contributes of public administration origin (national or community), management of orders, relationships with vigilance authority or other independent authority, welfare authorities, authorities in charge of collecting tributes, boards of bankruptcy procedures, civil, penal, financial procedures, authorities in charge of vigilance and of prevention of accidents or similar and every other authority part of the Public Administration. For the purpose of not acting in contrast with the legislations or, however, prejudicial of Tea's image and integrity, the operations mentioned above and the connected management of the financial resources, must be carried on only by the specifically authorized company functions, in the respect of the principles of the Ethic Code and to the complete observance of the internal protocols.

3.7.1 CORRECT BRIEFING TO THE PUBLIC ADMINISTRATION.

Every relationship with Public Administration authorities, Italian or over national, is exclusively referred to communication forms useful for explicate Tea's activity, to reply to informal requests or unions inspection deeds (inquiry, interpellation), or however, to show the position of the Company on relevant issues. For this purpose, it engages itself to:

- o Operate, without any type of discrimination, through suitable communication channels, with the institutional interlocutors on national international, community, territorial level;
- o Represent the interests and the positions of Tea in a transparent, rigorous, coherent way, avoiding collusive behaviours.

3.7.2. IT SYSTEMS USE.

It is forbidden to alter in any way, the functioning of an IT system or intervene illegally with any modality on database, information or programs contained in the IT system or to itself connected to the detriment of the Nation, or Public Authority or private authorities.

3.8 ANTITRUST, REGULATING AND CONTROLLING BODY.

Tea fully and scrupulously observes the rules issued by any Authority regulated by the market and/or by Vigilance and Control Body.
To guarantee the maximum transparency, Tea and its employees/collaborators engages themselves not to find themselves in situations of conflicts of interests with employees of any Authority or their own family.

3.9 PARTIES, UNIONS AND OTHER ASSOCIATIONS.

Tea abstains itself from any direct or indirect pressure to politicians, it does not finance parties in Italy or abroad, their representatives or candidates, nor sponsors of congresses or parties with the exclusive aim of propaganda.
It is forbidden any disbursement of contributes to organizations which can recognize a conflict of interests, as per example; unions, environment

organizations, consumers associations, ect. Otherwise, it is also possible to cooperate financially, with such organizations, for duties or specific projects based on objective and identified criteria, as per example:

- o Goals referable to the Company mission; and/or coherent to the referential ethical principles:
- o Clear and resources documenting destination.

An authorization has to be requested by the Functions in charge for the management of such relationships inside Tea.

3.10 CONTRIBUTIONS AND SPONSORS.

Tea can assent to the requests of contributes in the limit of proposals originated from admittedly no profit-making Authorities and associations and with regular status and certificate of incorporation, which are excellent cultural or benefit value and aimed for events that offers quality guarantee.

In any case, in the choice of which proposals assents, Tea takes care of any possible form of personal or company conflict of interests.

3.11 INSTITUTION RELATIONSHIPS AND MASS MEDIA.

In institutional relationships, Tea engages itself to:

- o Establish, without any type of discrimination, fixed communication channels with all the institutional interlocutors on international, community and territorial level;
- o Represent the interests and the positions of Tea, in a transparent, rigorous and coherent way, avoiding collusive behaviours.

The participation of single company representatives and collaborators to conferences, seminars and working boards and to the redaction of scientific, technical or cultural publications related to their own activities must be pre-emptively authorized by the competence Functions.

4. DIRECTIONS FOR USE AND VIGILANCE SCHEME.

4.1 VIGILANCE BODY EX D.LGS. 231/01.

The herein Code is distinct document from the Organization Model, prearranged by Tea according to the Italian Legislative Decree nr . 231/01, as well as, in a certain sense, integrating it, in order to create an adequate control and vigilance system on Company behaviours.

It is been written many times in the herein Ethic Code that employees who detect (or believe to detect) behaviours including violations of the herein Ethic Code, must refer or report to their direct superior or, however, to the hierarchy power.

It is, on the other hand, appropriate to precise that, where such behaviours include (or it is believed that they can include) some of the crimes provided for the Italian Legislative Decree nr. 231/01, the notices shall be, apart from the direct superior or

however to the hierarchy power, directly related to the Vigilance Body established by Tea according to the recalled Italian Legislative Decree nr. 231/01.

Tea has made in the respect of privacy, of safety and of the single rights, an appropriate information channel of which has been given knowledge to every employees.

The Vigilance Body examines the received notices, will verify the exposed facts and, in the case where ascertains that the noticed behaviours integrate a sort of crime provide for the Italian Legislative Decree nr. 231/01, it will act in conformity with the prescriptions of the Decree itself.

4.2 COMING INTO EFFECT OF THE ETHIC CODE AND AUDIT.

The herein Ethic Code will come into effect starting from January 1st 2009.

Tea Board of Directors can examine the Code and add modifications and integrations in it at any moment.

4.3 ETHIC CODE EFFECTIVENESS AND CONSEQUENCES OF ITS VIOLATIONS.

The observance of the norms contained in the Code must be considered an essential part of the provided contracting for Tea employees, according to the Italian Article 2104 ("diligence of the employee") of the Civil Code, as well as for Tea collaborators. The violations of such norms will constitute a non – fulfilment to the obligations originating from the employment relationship and/or illicit disciplinary, with any legal consequence, as per the employment relationship too.

Tea engages itself for providing to inflict, with coherence, impartiality and uniformity, proportioned sanctions to the violations of the Code and conforming to the dispositions in force regarding the working relationship legislations.

In particular, in the case of violations of the Ethic Code, set by Tea employees, the related measures will be adopted and the related sanctions will be inflicted in the respect of the Italian Article 7 of Law dated May 20th 1970, nr. 300 of the legislation in force and as provided in the collective labour agreement.

