

# CODE OF ETHICS

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## ***Letter from the Chairman***

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*Dear Shareholders, Collaborators, Customers, Suppliers, Bodies, Authorities and Members of the community,*

*In 2003, Brembo was amongst Italy's first companies to draw up a Code of Ethics in line with emerging international best practices.*

*The Code of Ethics drafted at the time, laid down, in a public document, the "social contract" between Brembo and its internal and external stakeholders, defining the principles underlying the conduct of the company and all its employees and collaborators.*

*The document — the result of broad consultations and debate involving a wide range of stakeholders in various ways — was based on a set of shared values that informed the company's growth strategies in the past and that the company intended to continue to pursue in the future.*

*Today, five years on, we feel our first Code of Ethics needs to be reviewed and updated in light of our international expansion and the new cultural contexts that the company is called upon to face.*

*All companies — and especially Brembo, which operates in an industry that prizes reliability, quality and safety — regard reputation as an essential value that must be nurtured and consolidated over time.*

*The Code of Ethics is part of the process of consolidating the company's reputation, insofar as, by subjecting interpersonal relationships to a fair and efficient regulatory framework, it promotes a climate of mutual trust within the company as well as between the company and its various stakeholders. As a result, there is a pressing need for this second edition of the Code of Ethics to be widely distributed as well as for compliance and implementation to be carefully monitored especially with a view to gathering information and data that could be helpful in drawing up future updates.*

*Trusting that all of Brembo's employees and collaborators will be fully committed to ensuring consistent compliance with the principles set forth in this Code of Ethics, and in the hope that the same principles will also be followed by all our stakeholders,*

*Best regards,*

*The Chairman*

*Stezzano, Kilometro Rosso Scientific and Technology Park*

## **Guiding Principles and Values**

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The rules of conduct set forth in this Code of Ethics are based on Principles and Values that have long been followed within Brembo, and that make up a key part of the company's overall corporate culture.

### **Principle: ETHICS**

#### **Value: Responsibility**

To live one's role as active players, coming up with the expected solutions and making timely decisions with determination, professionalism and credibility.

#### **Value: Transparency**

To express oneself openly and clearly, avoiding misunderstandings and manipulation, with a view to building deep, loyal and enduring relationships both within and outside the company.

### **Principle: QUALITY**

#### **Value: Commitment**

To do things with passion, sharing the overall corporate vision and working towards specific targets.

#### **Value: Attention**

To delight customers both within and outside the corporate group, through constant attention to customer needs, especially those that are not expressed.

### **Principle: PROACTIVITY**

#### **Value: Courage**

To face challenging situations with determination, overcoming limits to take full advantage of opportunities.

#### **Value: Change**

To interpret and share change as a lever of business development.

### **Principle: BELONGING**

#### **Value: Style**

To maintain the utmost propriety in all interpersonal relations, with a view to generating a positive impression in the counterparty, within a framework of mutual respect.

#### **Value: Partnership**

To collaborate with customers and suppliers, offering advice and recommendations, and sharing targets and plans in order to meet mutual needs.

To feel fully involved in business processes.

### **Principle: ACKNOWLEDGEMENT**

#### **Value: Attention**

To listen and give feedback, acknowledging tasks well done so as to boost the performance and self-esteem of colleagues and subordinates.

#### **Value: Trust**

To believe in the value of the contributions of others and in their awareness of our own value.

#### **Value: Humility**

To welcome constructive criticism, avoid arrogant positions

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and accept dialogue.

## **Foreword**

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The Code of Ethics promotes, both within and outside Brembo Group companies, conduct based on the guiding values underlying the Code and summarised in the first few pages of this document.

The Code lays down the rules of conduct to be followed and enforced by all Brembo's collaborators, at all levels, in all dealings with the company's stakeholders: colleagues, customers, suppliers, shareholders, bodies, authorities, members of the local community, financial markets, etc.

The provisions of the Code of Ethics are aimed at recommending, promoting or preventing certain behaviours, in strict compliance with statutory provisions in force in all the countries in which the Brembo Group operates.

The Board of Directors, the Managing Director, the Internal Audit Committee and all executive bodies at Brembo shall take appropriate action to ensure that the rules of conduct set forth in this Code of Ethics are fully implemented and complied with.

### **1. Validity, Applicability and Dissemination of the Code of Ethics**

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The Code of Ethics applies to all directors and employees of Brembo S.p.A. and Group companies, which, for the intents and purposes hereof, shall be deemed to include the companies directly or indirectly controlled by Brembo S.p.A.

Moreover, Brembo S.p.A. shall ensure that all associated or investee undertakings, customers, suppliers and outside collaborators of Brembo and the Group companies, comply with the rules of conduct set forth herein.

The Code of Ethics shall be applicable both in Italy and overseas, albeit in line with the cultural, social and economic diversity of the various countries in which Brembo operates.

The Code of Ethics shall be made available to internal and external stakeholders in appropriate ways, in line with local rules and practices.

All Brembo employees are to receive a copy of this document (and any and all future updates hereof), and to sign a receipt attesting delivery. Such delivery shall be deemed to be tantamount to the posting of the Code of Ethics on the Company's Bulletin Board, within the meaning of applicable regulations.

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Moreover, the Code of Ethics is available for consultation to all Brembo collaborators on the Company's Intranet site, whilst other stakeholders and interested persons and parties may consult and download the same on the Group's website:

[www.brembo.com/AboutBrembo/CompanyOverview/CorporateGovernance/PrincipieCodici](http://www.brembo.com/AboutBrembo/CompanyOverview/CorporateGovernance/PrincipieCodici)

The rules of conduct set forth in this Code of Ethics are intended to supplement any and all other statutory, regulatory or organisational requirements imposed under the applicable legal system and/or internal provisions in force within the Brembo Group companies.

## **2. Rules of Conduct**

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### **2.1. Compliance with Applicable Statutory Provisions and Internal Rules and Procedures**

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#### **2.1.1. General rules**

Brembo considers compliance with all statutory and regulatory provisions in force in the countries in which it operates directly or through Group subsidiaries, as one of its core principles.

All Brembo employees are bound to comply with this basic principle, as well as with any and all internal rules, regulations and procedures in force within the company and notified to employees in accordance with corporate practice.

Ignorance or incomplete knowledge, or doubts on the interpretation of the aforesaid principle — and of internal rules, regulations and procedures — shall constitute no excuse from breaches, insofar as each and every employee is required to be familiar with all the related information, pursuant to the procedures and provisions set forth below.

In all relationships with third parties, Brembo employees shall strive to prevent breaches of applicable rules.

Brembo shall organise and implement adequate training and outreach initiatives aimed at promoting familiarity with the Code of Ethics amongst all employees and at sensitising them to the importance of compliance.

### **2.1.2. Legislative Decree No. 231/2001 as further amended and extended**

It is of imperative importance to Brembo to ensure full and strict compliance with the provisions of Legislative Decree No. 231 of 8 June 2001: "Provisions governing the administrative liability of legal entities, corporations and associations, including those devoid of legal personality, within the meaning of article 11 of law No. 300 of 29 September 2000" as further amended and extended.

Towards such end, Brembo has drawn up and adopted an "Organisational, Management and Control Model" in line with the provisions set forth in Legislative Decree No. 231/2001 and the principles contained in the Corporate Governance Manual approved by the Board of Directors of Brembo S.p.A.

The adoption of rules of conduct aimed at, *inter alia*, preventing the commission of the offences contemplated in the aforesaid decree, forms an essential part of the system of preventive checks to be implemented by entities, especially in order to define each and every one's responsibilities.

The Internal Audit bodies are in charge of monitoring the performance of the said preventive checks, through specific audits.

### **2.1.3 Powers of signature**

Powers of authorisation and signature must be delegated in light of the organisational and managerial responsibilities assigned, providing, when required, a clear indication of thresholds on expenditure approval.

## **2.2. Internal Conduct and Relationships**

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### **2.2.1. Relationships amongst Group companies**

Relationships amongst Group companies must be characterised by the utmost transparency and strict compliance with all the requirements imposed under the legal framework of reference, and must always be in line with the strategic guidelines laid down by the parent company Brembo S.p.A.

The parent company shall have the right/duty to enforce the Code of Ethics and draw up organisational and management models and rules of conduct, with which all Group companies shall be required to comply.

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The relevant corporate organs of Group companies shall take appropriate action, in strict compliance with the By-laws and any and all rules and regulations applicable in each case, to ensure that the full implementation of the foregoing provisions.

More specifically, the organisational and management models as well as any and all rules of conduct, must:

- be discussed with and accepted by the Group companies, following adjustments as required in light of the legal framework applicable in each case;
- be notified by the parent company to the corporate boards and top management of the Group companies;
- be clearly and schematically structured to ensure that the contents thereof are easy to fully understand and implement;
- be articulated in a manner that allows for the greatest possible dissemination of the rules of conduct set forth in this Code of Ethics, including with regard to statutory provisions pertaining to the administrative liability of legal entities;
- be appropriately disseminated by individual Group companies to all the employees of the latter which must be familiarised with the same through specific staff training programmes.

### **2.2.2. Internal relationships and the protection of privacy**

Relationships amongst employees, regardless of hierarchical level, serving all Italian and international Brembo undertakings, must be characterised by mutual respect, transparency, correctness and good faith, and must be free from discrimination on the grounds of gender, nationality, religion, and/or cultural or lifestyle preferences.

Relationships amongst colleagues must be directed at fostering a climate of mutual cordiality and professional collaboration, in compliance with socially acknowledged and shared ethical principles and rules. Managers are expected, in particular, to act as role models for all other collaborators.

Each manager must strive to enhance the human resources placed under his supervision, and ensure, including through the relevant corporate functions, that professional tasks are undertaken in a climate of motivation, participation and personal responsibility, with a view to encouraging the implementation of the best management policies possible, including through incentive systems based on personal performance and merit.

Employees should never be granted rewards on grounds other than performance and personal merit.

Relationships amongst employees at different hierarchical levels must be based on principles of correctness and fairness in the assessment of performance and conduct.

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Responsibility for ensuring compliance with all the aforesaid principles lies, in particular, with executives and employees serving at the highest hierarchical levels, all of whom must take appropriate action to promote, through a waterfall effect, the involvement of all employees in pursuing of the company's overall mission in the course of their specific duties, as well as in reporting all instances of non-compliance.

All employees and outside collaborators have an inalienable right to privacy, which must always be respected, without prejudice to internal rules aimed at protecting and safeguarding the company's assets, know-how and corporate image.

Brembo shall adopt any and all privacy protection measures contemplated under applicable regulatory provisions.

### **2.2.3. Transparency**

Transparency is one of Brembo's essential values and principles.

Brembo feels that transparency consists in behaviour and attitudes, on the part of employees, conducive to ensuring:

- an objective understanding of the events as they actually occurred;
- an objective analysis of the consequences of an event and the various possible solutions to a problem;
- absolute coherence between events and data;
- the involvement of "best in class" people in professional and hierarchical terms, in all decision-making and in the disclosure of information;
- the pursuit of the company's interests;
- the reconstruction, through appropriate procedures and written deeds, of the phases that led to a given decision and/or the disclosure of specific information.

Transparency also entails ensuring that all transactions can be traced and checked through appropriate records indicating the features of and reasons for each transaction, as well as the persons who authorised, effected, recorded and checked each transaction.

All Brembo employees must base their conduct on absolute transparency, both within the Company and in all dealings with third parties, and promptly report any and all shortcomings or omissions in their specific fields of activity.

Shortcomings or omissions must not be covered up or resolved outside the framework of the company's procedures and practices, but must be reported and dealt with through appropriate hierarchical and functional channels, so as to avoid emergence or persistence of potential risks for the company.

#### **2.2.4. General principles**

##### **a) Loyalty and conflicts of interest**

All Brembo employees, at all hierarchical levels, shall be bound to comply with the principles of loyalty and correctness in all their dealings with the company.

An actual or potential conflict of interest arises when an employee engages, either within or outside the company, in activities or behaviour that:

- could somehow be harmful to Brembo's interests;
- entail direct or indirect benefits to the employee or the latter's family members, or even third parties, as a result of the use or abuse of the company's assets, resources, know-how or the employee's position within the company.

Merely by way of example, especially in light of Brembo's "status" as a listed company, all employees must refrain from:

- making investments or holding interests in any corporation that is a supplier, customer, or competitor of the company, or even in other corporations, in the case where such investments or holdings could have an impact on the decisions or behaviour of the employee in question in the course of the performance of his or her official duties within Brembo;
- rendering professional services, as outside consultants, on an independent basis or on behalf of suppliers, customers or competitors, in the case where the same may have a negative impact on their decisions or behaviour in the course of the performance of their official duties as Brembo employees, it being understood that all employees shall be bound to report to their immediate superior any and all professional relationships with third parties;
- using the company's property or assets, or knowledge acquired by virtue of their position within the company, with specific reference to "Confidential Information" and "Inside Information" as defined in paragraphs 2.2.5 and 2.2.6. below, for personal gain or profit. All employees are required to report any and all conflicts of interest they may hold, to their immediate hierarchical superior.

## **b) Recruitment of spouses or other relatives**

As a general rule, Brembo does not deem the recruitment of spouses or relatives to constitute, in itself, a breach of the Code of Ethics, provided however that any such recruitment is effected in accordance with the principle of transparency, and is dealt with as giving rise to potential situations of conflict with the need to ensure the independence of employees as well as confidentiality within the various corporate departments. As a result, Brembo's policy in such regard is to refrain from effecting such recruitments in cases where conflicts could arise or the above provisions could be breached.

The Human Resources and Organisation Department is in charge of identifying all such situations during the selection process, determining whether a family relationship in fact exists and whether or not such relationship is incompatible with the duties and responsibilities attendant to the vacancy to be filled.

All Brembo employees who become aware that their spouse or other relatives have contacted the company with a view to seeking employment, shall be bound to ensure that the said relationship is properly reported to the Human Resources and Organisation Department.

The Human Resources Department shall give the Chairman of the Audit Committee, timely notice of any and all situations, in which the provisions set forth in this section of the Code of Ethics, are not complied with.

## **c) Transactions with related parties**

Brembo, as a listed company, is required to ensure the substantive and procedural transparency and correctness of all transactions in potential conflict of interest (so-called "transactions with related parties"), including transactions with Group companies, in accordance with applicable regulations and related procedures.

### **2.2.5. Information and confidential information**

"Information" means any and all data, documents, knowledge and processing results, of any nature or kind whatsoever, howsoever stored, pertaining or referring to Brembo, its shareholders, directors, executives and/or employees, or Brembo's activities for whatsoever reason undertaken in any field whatsoever.

"Confidential Information" means any and all Information that, besides corresponding to the aforesaid definition, cannot objectively be deemed to fall in the public domain.

By way of mere example and without limitation, Confidential Information shall be deemed to include: know-how; technological processes; business, industrial and strategic plans; financial and strategic transactions; lists of customers, suppliers, collaborators and the related economic-commercial terms; personal data of employees and collaborators.

As a general rule, any and all Information and Confidential Information must be accessible solely to employees or other persons specifically authorised to access the same, to the extent strictly necessary for the performance of their assigned tasks and functions.

The aforesaid persons shall be bound to handle any and all the Information or Confidential Information, of which they may become aware or to which they may be afforded access, with the utmost confidentiality and to use the same only for permitted purposes in connection with the company's activities.

All employees are required to handle any and all Information, even if not expressly qualified as confidential, as well as any and all Confidential Information of which they may become aware, with the utmost confidentiality, and to report their awareness of Confidential Information to their immediate hierarchical superior, taking all due precautions, in any event, to prevent the further disclosure of the said Confidential Information to third parties.

Employees shall be bound to refrain from revealing any Information or Confidential Information whatsoever to third parties, and from using the same to effect transactions on their own behalf, including through persons directly or indirectly linked to them.

Any and all Brembo employees, found to have violated the principles set forth above, shall be deemed to stand in serious breach of contract towards the company.

### **2.2.6 Inside information**

Pursuant to provisions binding on Brembo in its capacity as a listed company, "Price-sensitive Information" or "Inside Information" means any and all Confidential Information of a precise nature, which has not been made public relating to one or more issuers of financial instruments or one or more financial instruments and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments.

Inside Information may not, in any event, be disclosed outside the company other than by the Investor Relator and/or the persons mentioned in the "Procedure for Disclosing Inside Information".

By way of mere example and without limitation, Inside Information shall be deemed to include:

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- acquisitions, mergers, de-mergers and similar projects;
- strategic plans, budgets, business plans, investment planning and any and all documents and information pertaining to business strategies;
- any and all information on new products and hi-tech materials;
- information on the commencement or the termination of operations in any business sector;
- changes in the company's key personnel;
- transactions involving the company's share capital;
- significant developments in pending litigation or labour disputes.

No Brembo employee may, directly or indirectly through third parties, on the basis of Inside Information or other Confidential Information acquired by reason of their position within Brembo, buy or sell any financial instruments whatsoever issued by Brembo or effect any other financial or commercial transaction for the purpose of securing any benefit, gain or profit.

Individuals or legal entities afforded access, on an ongoing or occasional basis, to Inside Information pertaining to the company, are referred to as "Insiders" and as such, are subject to inclusion in the Insider Register, and shall be informed of such inclusion pursuant to applicable Market Abuse regulations.

### **2.2.7 Internal dealing: Code of Conduct for transactions concluded by Insiders and persons closely associated therewith**

Any and all regulatory requirements, aimed at increasing the transparency of transactions involving securities issued by the company and concluded by Insiders (persons in charge of the company's management and control functions) or persons closely associated with Insiders, are part of the Code of Ethics.

In particular, under new regulations, timely disclosure of all such transactions involving an amount in excess of euro 5,000 must be made to CONSOB and the market.

That said, all the persons concerned have been provided with a copy of the Internal Dealing Regulation, approved by the Board of Directors of Brembo S.p.A.

### **2.2.8. Principles for disclosures to the market**

The Investor Relator (appointed by the Board of Directors of Brembo S.p.A. and operating in close collaboration with the Chairman of such Board) is the only person authorised to make disclosures to the market, and shall bear full responsibility for all of the same. The Manager in charge of financial reports shall be bound to certify, under his own responsibility, that any and all financial and economic information disclosed to the market is true and correct as per the company's accounts and books, as required

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pursuant to Law No. 262 of 28 December 2005 "Provisions for the protection of savings and the regulation of financial markets".

In addition to the above, Brembo has fully transposed into its own corporate instruments the principles set forth in the Guidelines for Information to the Market, drawn up by Borsa Italiana S.p.A., and already delivered to all the persons and parties concerned.

### **2.2.9. Company's assets**

#### **a) Corporate assets**

Any and all material goods and assets, over which the company enjoys rights of ownership, possession or use, made available to employees for use in the performance of their official duties within the company (including, without limitation: hardware, software, e-mail accounts, telephone equipment, motor vehicles, machinery, devices and tools, etc.), shall be deemed to constitute company property, and as such must be:

- used only by the employees expressly authorised to do so;
- properly used and handled;
- properly stored after use, in order to avoid theft, losses, damage arising from negligence, carelessness or lack of due skill, etc.;
- promptly reported to the relevant departments in case of defects, breakdowns, destruction, etc.

Save where other uses are expressly authorised, the aforesaid company property shall, as a general rule, be used solely for job-related and not personal purposes, and may in no event whatsoever be used:

- to secure any benefit, gain or profit whatsoever for oneself or others;
- (with specific regard to computer equipment and Internet access) for recreational and non-professional purposes, especially if such use could compromise the decorum and ethics of the company and other employees;
- to reproduce software, in any manner or form and for any reason or cause whatsoever, without express authorisation.

#### **b) Intellectual property**

Brembo's exclusive Intellectual Property, which the company is free to use as it deems fit, shall include any and all technical information, know-how, patents, trade marks,

inventions, writings or whatsoever else that may be produced, generated or otherwise developed by Brembo and/or its employees in the course of their employment with the company or as part of services rendered to the company, pursuant to the relevant regulatory framework applicable in the country of reference.

Brembo reserves the right to avail of any and all remedies available to it under law, to preserve its Intellectual Property and to ensure that none of its employees, all of whom are duty-bound to safeguard the Intellectual Property and refrain from using the same for personal purposes or for the benefit of third parties, is engaged in any conduct that could infringe or otherwise compromise Brembo's rights to the Intellectual Property.

### **2.2.10. Gifts and donations**

Neither Brembo nor any of its employees and/or collaborators may make, promise or otherwise offer any gift, donation or gratuity whatsoever, of such entity, nature or kind as to, even potentially, be deemed excessive or extravagant in light of generally accepted business practices and common courtesy, or otherwise construed as an inducement for securing Brembo an undue advantage in the conduct of any activity whatsoever involving Brembo.

## **2.3. External Relationships**

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### **2.3.1. Relationships with Stakeholders**

#### **a) Local community and social context**

Relationships with the local community and the social context, within which Brembo companies operate, must be characterised by transparency, compliance with applicable rules and regulations, and respect for the environment.

Moreover, in all the countries in which Brembo operates, the company shall promote (where necessary, in the forms contemplated under applicable local laws) the safeguard of human and workers' rights and safety both at and outside the workplace, the personal and professional growth of employees, and foster relationships with the local community and the social context, including through training initiatives and workshops, events aimed at protecting, enhancing and developing the local cultural and social fabric, as well as

local trades and professions, to be organised either independently or in collaboration with local authorities.

## **b) Customers**

Relationships with Customers must be aimed at achieving excellence in terms of product, service and quality, in line with the principles and values set forth above.

All relationships with Customers must be characterised by mutual transparency and compliance with market and antitrust regulations, as well as any and all other rules and regulations in force in the country of reference.

Commercial policies must conform with the regulations in force in the country of reference and must be implemented on the basis of documents specifying the rights of the parties, in line with the principle of reciprocity.

Commercial incentives must be in line with market practices and compliant with the rules imposed by the Brembo Group.

Negotiations with Customers must be conducted in accordance with the principles of mutual business propriety, good faith and the prompt and proper performance of contractual obligations.

## **c) Suppliers**

Relationships with Suppliers must be primarily targeted at obtaining the best services at the lowest prices, taking due account of specific circumstances and pursuant to negotiations and bargaining with suppliers.

Suppliers must be selected, and terms and conditions for the supply of goods and services to Brembo must be negotiated, in line with the principles of transparency, competitiveness, objectivity and propriety, taking due account of pricing, the quality of the goods or services supplied, the warranties offered, and in any event, objective indicators of value creation for the company.

Any pressure, of any nature or kind whatsoever, exerted by any Supplier during the selection process, must be vigorously resisted and immediately reported through hierarchical channels.

All Brembo employees, regardless of position and hierarchical position, are prohibited and absolutely barred from directly or indirectly securing any advantage whatsoever, whether for themselves or for others, through relationships with Suppliers.

### **2.3.2. Relationships with the Public Administration**

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Any and all relationships with the Public Administration must be characterised by strict compliance with the provisions of paragraph 2.1.2 above, in respect of Legislative Decree No. 231/2001 as further extended.

Relationships with the Public Administration must be managed exclusively by the corporate functions expressly invested with the delegated powers and authority required for such purpose.

The said relationships must be based on principles of complete transparency, strict compliance with all applicable regulations, clarity and certainty of the procedures through which transactions are to be reported, with a view to avoiding misunderstandings at the time of reconstructing the procedural history thereof.

No gifts or donations of any nature or kind whatsoever may be made, promised or otherwise offered to civil servants and other officials or employees of the Public Administration, or the relatives thereof, regardless of nationality, other than in accordance with the provisions set forth in paragraph 2.2.10. Gifts and Donations, as well as, in any event, with any and all applicable regulations.

Moreover, no object, service or favour of value may be offered or accepted as an inducement for securing more favourable treatment in any relationship whatsoever with the Public Administration.

Without prejudice and in addition to the definition provided pursuant to applicable provisions for the intents and purposes hereof, corruption shall be deemed to include any and all unlawful payments made on behalf of or for the purpose of securing a benefit for the Company, not only directly by the Company or its employees, but also indirectly through third parties in Italy or abroad.

All Brembo employees, involved in business dealings, applications or other relationships with the Public Administration, shall refrain from attempting to unduly influencing the decisions made by persons representing the latter, especially in the case where the said persons are invested with authority to make decisions binding on the Public Administration.

In the specific case of participation in tenders called by the Public Administration, the company shall always ensure strict compliance with any and all applicable statutory provisions and best business practices.

Any and all outside consultants or other third parties representing Brembo in relationships with the Public Administration, and any and all of their employees, shall be deemed to be fully bound by the same rules and instructions binding on Brembo employees.

No consultant or other third party may be appointed to represent Brembo in any relationship with the Public Administration, in the case where such appointment could give rise to a conflict of interest.

In any and all business dealings with the Public Administration, Brembo and all of its employees shall refrain from directly or indirectly:

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- considering or offering business or employment opportunities that could give rise to personal gain for any employee of the Public Administration;
- offering or otherwise making gifts;
- soliciting or obtaining confidential information that could compromise the integrity or reputation of one or both parties.

Any and all actual or potential breaches of the above provisions, by Brembo employees or third parties, must be promptly reported to the relevant corporate functions.

Brembo may make financial contributions to political parties, committees, public organisations or political candidates, but only in strict compliance with applicable regulations.

### **2.3.3. Administration and reporting obligations**

Any and all administrative, financial or tax-related activities, and any and all activities, pertaining to statutory reporting obligations applicable in the country of reference, must be effected by appropriately skilled and trained Brembo employees, in strict compliance with all applicable regulations and in accordance with guidelines imparted by the parent company.

In particular, the aforesaid activities must be organised with a view to preventing engagement, for any reason or cause, and in any manner or form whatsoever, including if only negligently or unintentionally, in conduct or behaviour, falling within the scope of Legislative Decree 231/2001 as further extended.

Moreover, appropriate administrative and accounting procedures must be established for the drawing up of the annual financial statements, the consolidated financial statements, and any and all other financial reports required pursuant to Law 262/2005.

## **3. Environmental, Health and Workplace Safety Policy**

Respect for the environment and individual and collective health and safety is one of the imperative principles underlying all Brembo's activities: as a result, this principle may not be breached in any corporate decision or by any employee. Brembo is firmly committed to promoting sustainable and responsible industrial development that is appreciated by the local community.

Brembo pursues these primary objectives both by implementing state-of-the-art technology in all its facilities and through training and outreach initiatives, aimed at sensitising all Brembo employees to the issues involved.

Brembo's policies in such regard shall always be in line with international best practices, especially with a view to ensuring that:

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- tasks, roles and responsibilities are clearly identified in the company's organisational structure;
- the design and development phases of each individual process are planned in an integrated manner, especially so as to promote sustainable development and minimise risks for workers;
- the management system is subjected to systematic audits to ensure its continued effectiveness;
- in addressing environmental and occupational health and safety issues, Brembo takes account not only of imperative statutory requirements, but also of feedback from stakeholders.

#### **4. Breaches**

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All Brembo employees are bound to comply with the provisions set forth in the Code of Ethics, in the course of all conduct and activities at the workplace. Alleged ignorance or incomplete knowledge of the Code of Ethics and its contents shall be no excuse for breaches.

The Code of Ethics is intended to constitute much more than a mere disciplinary framework that imposes strict rules, and also aims at providing general ethical and behavioural guidelines and shared principles that all Brembo employees are invited to voluntarily follow in all job-related relationships both within and outside the company.

It is therefore hoped that all persons and parties, directly or indirectly concerned or involved, will voluntarily comply with all the provisions set forth in Brembo's Code of Ethics.

Responsibility for the implementation of the Code of Ethics resides with:

- each and every Employee;
- each and every Head of Department;
- the company's Control Bodies.

Amongst the control bodies, the Supervisory Committee is specifically in charge of monitoring the proper implementation of this Code of Ethics, with particular reference to the rules of conduct pertaining to Legislative Decree No. 231/01, in coordination with the various corporate functions in question. Any and all suggestions and reports, pertaining to the implementation of this Code of Ethics, must be submitted to the Supervisory Committee, through the specific reporting channels made available on the company's website, and in the case of Brembo collaborators, through the company's portal.

To be submitted for Board of Directors' approval on 26 March 2008

*This is a translation provided only for your convenience. Only the Italian text has legal value.*

Any and all actual or potential breaches hereof by Brembo or third parties must be promptly reported to the relevant internal functions, through the immediate hierarchical superior.

Disciplinary action shall be taken in accordance with applicable labour laws and other regulations.

In addition to the disciplinary measures applicable in the country of reference, any and all breaches of this Code of Ethics may entail legal action against the persons or parties responsible.