



CODE OF ETHICS

APPROVED BY THE GENERAL COUNSEL

ON THE 8TH SEPTEMBER 2004



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1. INTRODUCTION

S.I.T.T.I. S.p.A. Speciali Impianti Telefonici Telescriventi Interni ("SITTI" or the "Company" as follow) is a leader Company in Tele-communications for Air Traffic Control (ATC). The Company target is to increase and improve values for its Shareholders, within the full respect of the Company's Values: Ethic, Lawfulness, Clearness, Integrity and Loyalty.

The S.I.T.T.I.'s Code of Ethics (the "Code" as follows) has been inspired by the group leader Gemina S.p.A.. one, first of all to ensure all the essential values of the Gemina Group will be clearly determinated and will create the basic elements of the Company's culture, and secondly, to establish the standard of behaviour for the Administrators, the employees and all the other figures who can legally represent the Company (the "Company's Representatives" as follows) in the management of the business.

The Code of Ethics has to be respected by everyone who have a business relationship with the Company.

S.I.T.T.I. has to guarantee the principles are observed by the clients, the suppliers, the Company's representatives, partners and everyone who have a direct business relationship with the Company itself. The Company will not start or continue a business relationship with anyone who refuses to follow such Code.

The Code of Ethics is an essential element of the "Organization and Management Model" adopted by the General Counsel of S.I.T.T.I: on the 8th September 2004, for the art. 6 of the D. Lgs. 231/01, which the Company has always to enforce and improve.

SITTI has to:

- ensure its distribution, by making such Code available to everyone and organizing trainings;
- guarantee the Code is always up to date and ensure, if there are any changes, they will be promptly reported to all the Code's Receivers;
- to arrange all the essential supports to understand and carry out all the rules of such Code;
- arrange suitable procedures to report and investigate any possible violation of this Code of Ethics;
- guarantee the privacy to who make the report of violation;
- periodically verify the respect and compliance of the Code.

The Code of Ethics is an essential part of the employment contract and explain the important contractual obligations between the Company and its employees. The employees and the Company's Representatives have to:

- act and behave honouring the Code's rules;
- promptly report any possible violation of the Code of Ethics;
- cooperate in respect of all the internal procedures;
- should the employees have any question regarding the Code or the best course of action in a particular situation, they should promptly contact their supervisor or the OdV ("Organo di Vigilanza" which is the Internal System



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Control).

The Code has to be known by all the employees and it can be easily downloaded from the www.sittispa.com website.

The Code of Ethics is going to be constantly reviewed by the General Counsel. Such review is the result of the feedback from all the receivers, the evolution of the National and International regulations and the experience earned by its application.

The possible changes of the Code, made in the review course, will be available on the Company's website.

2. CODE OF ETICHS FOR MANAGEMENT OF THE BUSINESS AND COMPANY'S ACTIVITIES

The SITTT's Code of Ethics applies to all its subsidiaries, employees and professionals serving in a finance, accounting, treasury, purchasing or investor relations role.

2.a) Internal Control System

SITTI considers a suitable control environment an essential element for the improvement and the effectiveness of all the business operations.

For "Internal Control System" we mean all the procedures and processes needed to verify, control and address all the Company's activities and it has to guarantee:

- the achievement of the Company's targets;
- the protection of the Company's goods;
- the honest and ethical conduct which ensure the full respect of the internal regulations;
- the effectiveness, the efficiency and the inexpensiveness of the Company's activities;
- the reliability and the exactness of all the financial and accounting information, which are spread within the Company and are given to Third Parties;
- all the reasonable measures are taken to protect the confidentiality of non-public information about the Company;

The Internal Control System is essential element of the "Corporate Governance" of the Company and may supply a suitable tutelage of the shareholders and of all the third parties who interact with the Company.

The General Counsel id responsible of the Internal Control System and has to define the policy and verify the effectiveness of the Code.



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The duty of the General Counsel is to ensure all the Receivers of the Code honour it.

All the Company's Representatives and employees have to guarantee the best cooperation to the internal or external control bodies to fulfil at all their duties.

2.b) Accounting Clearness

SITTI knows how important is the clearness, accuracy and completeness of the accounting information so it operates a confident administrative-accounting system to correctly show the managing activities and to provide the tools to identify, anticipate and manage, when possible, financial and operating risks and frauds.

The accounting surveys and all the relative documents must be based on exact, exhaustive and verifiable information and must reflect the relative operation's nature in respect of the external bonds (law regulations and accounting principles), and all the political bonds, plan bonds and the internal regulations and procedures. Such documents must be correlated with the relative supporting attachments needed to analyze and verify them objectively.

The accounting surveys have to:

- create economic, patrimonial and financial situations that must be precise and prompt;
- provide the tools to identify, anticipate and manage, when possible, financial and operating risks and frauds;
- carry out all the checks needed to guarantee the protection of the activities' value and of business losses;

All the Company's Representatives have to ensure that all the managing procedures are correctly and promptly represented, in order to achieve all the targets listed above.

2.c) Relationship with the external Representatives

It is advised that all the external Representatives should respect all the regulations of the Code of Ethics.

All the Company's Representatives have to:

- carefully consider the opportunity to use external representatives;
- select opposite parties only with a suitable professional qualification;
- obtain, from the external representatives, a guarantee of constant satisfaction of the quality, cost, time and performance level;
- operate according to the laws and regulations in force
- ask to the external representatives to always honour all the principles of the Code and include a specific clause in the contract that regulates such honouring;
- promptly point out any wrong behaviour or any possible violation of the Code of an external representative to the OdV.



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2.d) Relationship with Partners

SITTI can start a business enterprise with other companies through the acquisition of shares.

In such operation all the Company's representatives have to:

- create a business relationship only with partners or other associates who honour the regulations of the Gemina Group's Code of Ethics;
- ensure the shared company operates on the same ethic line as SITTI;
- ensure all the partners are treated the same way avoiding favouritism;
- ensure the agreements clearness and avoid to make pacts or secret agreements against the law;
- keep a honest, clear and cooperative business relationship with all the Partners;
- promptly report to their supervisors any partner's behaviour which is not honouring the Code of Ethics regulations.

2.e) Relationship with public officials

There are in the Company people in charge to deal with the public officials. Any of these third parties must not promise or give money, promise or give goods or similar benefits, even indirectly, to public officials in order to promote or support one or more companies of the Gemina Group, even following unlawful requests.

None of the third parties can turn to other different forms of help or contributions, which, hidden as sponsorship, advices, advertisement etc. have the same forbidden result..

Gifts and courtesies to the public officials must be of reasonable value and they cannot be meant as a price for unlawful helps.

2.f) Relationship with representatives of Political Parties and Trade Unions

SITTI or the Gemina Group do not give direct or in direct contributions to political parties, political movements, committees or political and trade unions.

2.g) Relationship with Clients and Suppliers

SITTI wants to satisfy its clients' expectations supplying them with quality services at competitive conditions.

Suppliers have an essential role in improving the Company competitiveness, and SITTI selects only suppliers who show the best features in terms of quality, innovation, price, service, continuity and ethic, and whom establish a firm clear and cooperative relationship with.

Within the relationship with clients and suppliers, the Company Representatives have to:

- apply the internal procedures to select clients and suppliers and to manage such relationship;



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- avoid to create discriminating situations that can damage some clients, and avoid to prevent any possible supplier, who has all the qualities required, to participate to the contest for the allotment of the contracts;
- operate within the laws and regulations in force;
- always honour the commitments and the obligations with clients and suppliers;
- behave always efficiently, politely and cooperating;
- give complete, accurate and truthful information;
- maintain a honest and clear dialogue with clients and suppliers;
- ask to clients and suppliers to honour the Company's Code of Ethics and include in the contract a specific clause to agree in honouring it;
- promptly report to a supervisor any clients or suppliers behaviour which is not honouring the Code.

2.h) Relationship with the competition.

SITTI and the Gemina Group know how important is a competitive market, so they commit themselves to respect the laws that regulate the competition and the market itself, and to cooperate with the relative Authorities.

The Company, the group and their Representatives avoid procedures that can represent a violation of the regulations for the competition and the market. (For example: market division, product or sale restrictions, conditioned agreements, etc.)

2.i) Privacy

SITTI, within its business activities, come across private information that need to be treated according to the laws and regulations of the Private Protection Act.

2.l) Right to Privacy

A "Private Information" is the knowledge of a project, a proposal, an enterprise, a negotiation, an agreement, a commitment, a fact or an event, even future or uncertain, that regards the Company activities, that is not public and that, if made public, could damage the Gemina Group or could be considered as "essential fact" under the Art. 114 of the "Unique Financial Text" and under the Art. 66 of the Delibera Consob. No 11971 of the 14th My 1999 and following changes or integrations.

It can be considered a "price-sensitive news" the information about an "essential fact", or the anticipatory or final accounting information that can modify considerably the shares quotation of the Gemina Group.

The Company Representatives must not communicate to others information that are private, unless for office and professional reasons. On the communications for other people, it must be specified the privacy of the information included and the obligation to keep the right of privacy. The



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internal and external private communications must be checked very carefully to avoid unlawful and inappropriate spreading.

3. CODE OF ETHICS FOR EMPLOYEES: LABOUR PROTECTION AND IMPROVEMENT

3.a) Maintenance of the employees' integrity and dignity

SITTI and the Group know how important the human resources are for the existence, development and success of the Company, and that the motivation and professionalism of their employees are essential elements to maintain the competitiveness and to create value for the shareholders.

For this reason, the Gemina Group develops the abilities of all its employees, to help them achieve the Company's targets

The Gemina Group offers equals job opportunities to all its employees, carefully considering their specific professional qualities and work efficiency, without any form of discrimination, because the Human Resources Responsible select, employ, and manage the employees considering their skills and abilities and not their race, religion, sex, age or extraction, respecting the laws and regulations in force.

3.b) Health and Safety on the workplace

There are competent people who supervise the work environment in order to make it safe and healthy for all the employees and to make sure every individual is treated with respect and without any threats, respecting each moral personality and avoiding illicit and unfair conditioning.

3.c) Conflicts of interest situations

All the Company Representatives have to guarantee that every decision is taken in the Company's interest; for this reason, they have to avoid any actual or apparent conflict of interest between personal and professional relationship.

Therefore all the employees have to agree to avoid conflicts of interest and to disclose to SITTI's General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict. If any of the Company's Representative find himself in such situation, he has to promptly give written notice to his supervisor, who will inform the General Counsel that will take a decision about the situation.

Conflicts of interest, for example, could be determined by the following situations:

- Have business or financial interest (own some shares, professional assignment, etc.), even through relatives, with clients, suppliers or competitors.



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- be employed by clients, suppliers or competitors;
- accept gifts, money or favours of any nature from people, companies or bodies who are or will try to be in business with the Company or the Gemina Group;
- use the own position in the Company or the information given in the office, to create a conflict of interest between the Company and the own interests;
- buy or sell shares when it happened to have essential information not yet public; In any case the shares negotiation of relevant people of the Company has to always be carried out with clearness and honesty, respecting all the requirements of the market information.

3.d) Proper use of the Company's goods

Each Company's Representative is responsible of the resources received and has to use the goods and resources of the Company in an efficient and suitable way to protect their value.

It is forbidden the use of such goods or resources that might create a conflict of interest with the Company or might be dictated by professional reasons external to the relationship with the Company itself.

3.e) Gifts and courtesies

It is forbidden to offer, directly or indirectly, money, gifts, benefits of any nature, to directors, officials or employees of suppliers, clients, partners, public administration, public institutions or other organizations, to get illicit favours.

Gifts or courtesies are allowed but they have to be of reasonable value and such as to protect the integrity and reputation of both parties and not to affect the receiver's judgement.

In the same way the Company's Representatives cannot receive gifts or courtesies, unless of reasonable value. If a Company's representative receives a gift over the reasonable value allowed, he has to report it to his supervisor who will immediately take a decision to return it or use it in the most appropriate way, and advise the sender about the Gemina Group's policy.

3.f) Anti-recycling

The Company and all its representatives must not ever carry out or be involved in any activities such as recycling (acceptance or treatment) of incomes from illicit activities.

The Company and all its representatives must verify all the available information about suppliers, clients and third parties in general, to guarantee the respectability and legality of their activities before start a business relationship with them.

The Group must always honour the anti-recycling regulations in force in any competent jurisdiction.



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4. CODE OF ETHICS FOR COMMUNICATIONS AND PUBLIC RELATIONS

4.a) Relationship with the Mass-Media

The communication with the mass-media is an important element to improve the Company image; therefore, all the information regarding SITTI and the Gemina Group have to be truthful and homogeneous, and spread only by the responsible of the communications department.

The relationship with the mass-media have to honour the right of information.

The information for the mass-media have to be accurate, coordinated and coherent with the Group's principles and politics; it has to honour laws, regulations and procedures of the professional behaviour; it must be realized with clearness. It is forbidden to spread false information.

The Company representatives must not provide any private information of the Company or the Group and must not have any contact with the mass-media turned to spread Company's private news, but they have to report to their supervisor any particular question made by them.

4.b) Institutional Communication

The Company's information (company profiles, etc.) are very clear and truthful.

In case of participation to meetings, congresses and seminars in relation to essays, articles and general publications, the information provided about the activities, the results, the positions and the strategies of the Company, can be spread, unless they are already public, respecting all the internal procedures.

5. RULES TO ACCOMPLISHMENT

The General Counsel make use of the OdV ex D.Lgs. 231/2001 for all the activities related to the operative procedures and for the report and treatment of all the violations of the Code.

The OdV has to:

- identify the operative procedures to report any possible violation of the Code and the way to deal with such violation. These procedures must guarantee an efficient process in order to avoid pointless and ineffective reports;
- receive, analyze and verify all the reports of violation, providing the necessary operative procedures (fax, e-mail, etc.) and ensuring the privacy of the reporters;
- take decisions on how to deal with violations;
- ensure efficient processes of communication, training and involvement, coordinating all the enterprises to understand and spread the Code;



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- be a point of reference;
- maintain the Code up to date;
- periodically verify the Code's application.

The OdV is responsible to spread the Code and, helped by the SITTI's human resources office, it have to create suitable internal communication plans and trainings for its comprehension.

Similar communication plans will be created to spread the Code regulations even outside the Company in order to give knowledge of the operations to report possible violations.

6. DATE OF ITS BECOMING EFFECTIVE

The present Code of Ethics has been in force from the 8th September 2004, when the General Counsel approved it.