

CODE OF ETHICS

BELTRAME GROUP

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INTRODUCTION

The company AFV Acciaierie Beltrame S.p.A., founded in Vicenza in 1896, has been operating in the iron and steel industry, as a European leader in the production and marketing of the merchant bars and one of the leading manufacturers of special profiles mainly for the ship building industry. It is the parent company (hereafter "Parent") of a corporate group (hereafter the "Beltrame Group" or simply the "Group") composed by a number of subsidiaries under Article 2359 of the civil code, both in Italy and abroad (hereinafter jointly the "Subsidiaries").

Particularly in Italy are located, in addition to the Parent, the following Subsidiaries:

- Beltrame Corporate Services S.r.l.;
- Ferriera Sider Scal S.p.A.;
- Marghera Lamiera S.p.A.;
- Marghera Portuale S.p.A..

In Europe the following foreign Subsidiaries are located, in various countries,:

- Beltrame International S.A. and Train à Laminés Marchands S.A. (Luxemburg);
- AFV Beltrame G.m.b.H. (Germany);
- Stahl Gerlafingen AG, Sipro Beltrame AG and Donalam Siderprodukte AG (Switzerland);
- Laminés Marchands Européens S.A. and LME Trith S.A. (France);
- Laminoirs du Ruau S.A. (Belgium);
- Donalam S.r.l. (Rumania).

The Beltrame Group achieves manufacturing activity in the following industrial sites:

- plant of Vicenza (Vicenza/Italy);
- plant of St. Didero (Turin/Italy);
- plant of Marghera (Venice/Italy);
- plant of S. Giovanni Valdarno (Arezzo/Italy);
- plant of S. Giorgio of Nogaro (Udine/Italy);
- plant of Villadossola (VB/Italy);
- plant of Trith Saint Léger (France);
- plant of Monceau sur Sambre (Belgium);
- plant of Esch sur Alzette (Luxembourg);
- plant of Gerlafingen (Switzerland);
- plant of Calarasi (Rumania).

For the peculiarities of goods produced and the market for which they are addressed, the Parent has held necessary to enact a set of ethical principles and rules of behaviour that must be reflected in its activities and its Subsidiaries, directed to disseminate a strong ethics and integrity corporate culture-sensitive in respect of the laws and regulations in force in all countries where it operates.

The Parent, determined to ensure maximum fairness in the conduct of their affairs to protect its image and proper reputation and of the Group, has also chosen to meet the requirements of the 8th June 2001 legislative Decree no. 231 (*“Regulation on the administrative liability of legal entities, companies and associations including those without legal status according to article 11 of the 29th September 2000 Law, no. 300”*), this legislation (hereinafter the “Decree”) who brought into Italian legal system the entity’s administrative liability for criminal offences committed to advantage of the company by individuals who are representatives, directors or managers of the company or by individuals subject to the direction or the supervision above.

In compliance with such legislation, it was considered that the adoption of a Code of Ethics for the Group, setting out in clear and transparent set of values to be used in the achievement of business goals, is of central importance for the proper conduct of its activities and constitutes, at the same time, a valid tool of support and completes the process of adaptation to the requirements of the Decree by the Parent.

Accordingly, the present document (hereinafter the “Code of Ethics”) was formally adopted on the assumption that its compliance constitutes essential condition for a correct operation of the Group, for the protection of its reliability and reputation, and a growing satisfaction of customers, factors these that together contribute to the success and to the current and future development of the Beltrame Group.

1. AREA OF APPLICATION AND SUBJECTS INVOLVED

The Beltrame Group imprints with ethical principles and rules of behaviour of the present Code of Ethics all actions, operations, relationships and transactions carried out in the management of the different social activities.

The present Code of Ethics binds all those people who, in the individual Group companies, are functions of representation, administration or direction or who exercise, also in fact, the management and the control, all the employees, the entities who assist the company (including, to mere title of example, advisors, suppliers, agents, representatives, intermediary, etc.) and whoever, to various title, entertains relationships of business with the Group (hereafter the "Subjects").

The Subjects, then, must be aware of the prescriptions of the Code of Ethics and employees of the Group are also asked to contribute actively to its observance. To such end, the Beltrame Group hocks him to assure the maximum diffusion of the present Code of Ethics, also through the use of suitable cognitive and formative tools and the awareness about its content.

2. ETHICAL PRINCIPLES OF THE GROUP

The Beltrame Group shares, accepts and complies with the followings ethical principles (hereinafter the "Principles of the Group"):

- legality;
- equality and impartiality;
- transparency, correctness and reliability;
- professional behaviour;
- confidentiality;
- value of the human resources;
- health and safety;
- safeguarding of the environment;
- faire trade practices.

2.1. LEGALITY

The conduct of Subjects, in the carrying out of the activities they made in favour or in the interests of the Group, are stamped to the strict observance of the laws and regulations in force in all the countries where it operates.

2.2 EQUALITY AND IMPARTIALITY

The Beltrame Group protects and promotes the respect of the human dignity, that must not be discriminated against on the basis of age, sex, sexual orientation, personal and social conditions, race, language, nationality, political opinions and membership of trade union and religious beliefs.

In the management of the different social activities and in all the relative decisions, the Subjects must operate with impartiality in the best interest of the Group, assuming decisions with professional rigor and objectivity according to objective and neutral of evaluation.

2.3 TRANSPARENCY, CORRECTNESS AND RELIABILITY

The actions, operations, negotiations and, more generally, the conduct of the Subjects is inspired to the maximum transparency, correctness and reliability.

In the management of the social activities, the Subjects are required to make transparent, truthful, complete and accurate information.

All actions and operations must be duly authorized and properly recorded, and verifiable, legitimate, congruous and adequately documented in order to allow, in every moment, the verification of the relative process of decision, authorization and carrying out.

2.4 PROFESSIONAL BEHAVIOR

The Group protects the professionalism as a value essential to own growth and affirmation in the domestic and international markets, requiring to the Subjects professionalism, commitment and diligence, adjusted to the nature of their duties to achieve the assigned objectives.

2.5 CONFIDENTIALITY

The Beltrame Group recognizes in the confidentiality an unavoidable rule to allow any conduct. The same assures, therefore, the confidentiality of information in its possession and it abstains from using confidential information, save the case of express permission and, however, always in the most rigorous observance of the legislation in force in subject of privacy in countries where it operates.

As a result, the Subjects have to abstain from using confidential information related to the Group or to third parties, of which they have come to knowledge in reason for their working activities, for personal purposes and, however, not related to the exercise of the duties entrusted to them.

No Subjects, then, may take advantage, direct or indirect, personal or property, from the use of confidential information (to title of example, industrial secret, strategic or commercial information, personal data), neither to communicate such information to others or to recommend or to induce others to the relative use.

The communication of information to third parties has to be done exclusively by persons authorized and, in any case, in accordance with the company's dispositions.

2.6 VALUE OF HUMAN RESOURCES

Human resources represent an indispensable and precious value for the existence and the future development of the Beltrame Group.

Consequently, the Group adopts criterions of worth and enhancement of the capabilities, skills and potentiality of the single individuals in the politics of selection and management of the personnel, providing the training and updating of its resources.

The Group ensures to everybody equal opportunities, undertaking to do so that the authority is practiced with equity and correctness avoiding every form of abuse. Also ensures the physical and moral integrity of its employees and respectful conditions of job of the individual dignity.

In order to ensure full respect of the person, the Beltrame Group, in each of the countries where it operates, is contrary to child labour and refrain from any form of exploitation of the same.

2.7 HEALTH AND SAFETY

In consideration of the core business, Beltrame Group hocks to prepare and maintain work environments safe and wholesome according to existing provisions about accidents prevention at work in countries where it operates.

Promotes the diffusion of a culture of safety and awareness of the connected risks to the activities working carried out, requiring to everybody, to every level, responsible and respectful behaviours of the procedures adopted by the company in relation to safety at work.

In this perspective, every employee is called to personally contribute to the maintenance of the safety and the quality of the work environment in which it operates.

The Group undertakes:

- to put in place safety activities, in order to protect the health of its employees and surrounding communities;
- to ensure the training and information of all people, who lend their own working activity in its favour, on the risks which the same are exposed, assuring the means and the devices of individual protection in the respect of existing legislation in the various countries where it operates;
- to continuously monitor the efficiency of the prevention system of risks related to safety, in the pursuit of objectives continuously improvement in such sensitive area.

2.8 SAFEGUARDING OF THE ENVIRONMENT

The Beltrame Group promotes productive policies that adapt the demands of economic development and creation of value, proper of the activities of enterprise to it referable, with the demands of respect and safeguard of the environment.

2.9 FAIR TRADE PRACTICES

Aware that a competition system that is healthy and fair, contributes to the best development of its corporate mission, the Beltrame Group observes the applicable standards of competition in countries where it operates and it abstains from putting in place or from stimulating behaviours that may integrate forms of unfair competition.

3. RULES OF CONDUCT

3.1 RELATIONS WITH THE AUTHORITIES AND PUBLIC INSTITUTIONS

The relationships with the Administrations and public Institutions, national, communitarian or international, must be stamped to the most rigorous respect of the existing legislative dispositions, as well as comply with the principles of honesty, fairness and transparency.

The relationships with the Administrations and the public Institutions, national, communitarian or international, as well as with official public or entrusted of public service or organs, representatives, agents, exponents, members, dependent, advisors, entrusted of public functions, don't have to improperly influence the decisions of the Administrations or same Institutions, particularly of the officials who treat or that decide on their behalf.

In its dealings or relations of business, including trade, with Administrations or Public Institutions, Beltrame Group abstains from the following behaviours:

- to offer or provide employment opportunities and/or commercial benefits to public officials involved in negotiations or in the relation, or to their relatives;
- to offer gifts or other utilities, unless they are acts of commercial courtesy of modest value;
- to give untruthful information or omit to communicate relevant facts, wherever required.

Representatives and/or employees of the Group are not allowed to correspond, neither to offer, directly or through third parties, sums of money or other benefits of any kind and entity to public officials, are them public official, representatives of government, public employees, to compensate them or to repay them for an act of their office, neither to achieve or to delay the execution of an act contrary to the duties of their office.

3.2 RELATIONS WITH CUSTOMERS

The Beltrame Group founds the business activity and the management of the business upon the quality, understood not only as merit of the product but also as a special attention to the particular needs of customers, on the professionalism, on the availability and timeliness in the reply at the commercial requests and on the timely review of the complaints, for a full satisfaction of their customers.

In their dealings with customers the Subjects will have to adopt correct and clear attitudes, privileging, in all the occasions where this is possible, the written form with the purpose to avoid misunderstandings or confusion about the content of business relationships in place.

3.3 RELATIONS WITH SUPPLIERS

Analogously, the Beltrame Group manages relationships with suppliers with loyalty, fairness, professionalism, encouraging continuous collaborations, solid and lasting relationships of trust.

The selection of the suppliers and the determination of the conditions of purchase are based on objective and impartial evaluations, founded upon the quality, the price and the assurances.

The Group, in relations with suppliers, keep the following principles:

- the purchase is remitted to offices dedicated;
- the goods/services that research, are selected and exclusively bought on the basis of their value in terms of price and quality;
- any negotiation with a supplier, actual or potential, must exclusively concern goods and services object of negotiation with the supplier.

In their dealings with suppliers the Subjects will have to adopt transparent and clear attitudes, privileging, in all the occasions where this is possible, the written form with the purpose to avoid misunderstandings or confusion about the content of business relationships in place.

The assumption of commitments and the managing of the relationships with suppliers, current and potential, must be carried out while respecting the rule stated in this Code of Ethics in subject of prevention of the conflict of interest.

3.4 RELATIONS WITH POLITICAL, TRADE UNION AND SOCIAL ORGANISATIONS

The Group contributes to the economic welfare and to the growth of the community in which it operates. To such end, the same conforms, in the conduct of its activities, to the respect of local and national communities, and enhancing dialogue with the trade unions or associations of other nature.

The Group imprint its own relationships with representatives of political institutions to the most rigorous respect of existing legislation and directives business.

Does not promote nor entertain any kind of relationship with national or international organizations, associations or movements that pursue, directly or indirectly, illegal or criminal purposes, however, forbidden by law.

3.5 THE INTERNAL CONTROL SYSTEM

The Beltrame Group promotes and disseminates, to every business level, the culture of control, raising awareness among its employees on the importance of the system of internal controls and compliance, in the performance of work activities, of the existing regulatory requirements and of the business procedures.

Internal controls means all the necessary tools useful to direct, manage and verify the activities of the enterprise, with the aim to ensuring compliance to the laws and to the business procedures, protect corporate assets, efficiently manage assets and provide accurate and complete financial accounting data.

All staff, in its respective functions, is responsible of the definition and of the correct operation of the control system through the on line controls, consisting in all the activities of control that the single operational unities perform on their processes.

The monitoring and evaluation of control processes, of risk management and corporate governance is assigned to the internal audit if any; in defect is assigned to the Internal audit of the Parent.

The structure of internal audit is not determined by any hierarchically Manager of operational area and regularly reports to the Chairman of the Board and the Board of Auditors. For the conduct of its own activities, the internal audit and the external auditors have free access to data, documentation and necessary information.

3.6 CORRECTNESS AND TRANSPARENCY OF THE COMPANY INFORMATION

Every action, operation or transaction must be correctly and properly recorded in the corporate accounting system according to the criteria laid down by the law and accounting standards applicable in each countries where the Group operates, and must be duly authorized, verifiable, legitimate, consistent and congruous.

Ensure that accountancy meets the requirements of fairness, completeness and transparency of the data recorded, for each operation proper and complete supporting documentation of the activity carried out must be kept to act, so as to allow:

- the accurate accounting recording;
- the immediate identification of the characteristics and motivations underlying the transaction thereof;
- the easy formal and chronological reconstruction of the operation;
- the verification of the process of decision, of authorization and of realization, as well as the individualization of the various levels of responsibility.

Each employee works, for its competence, so that any fact related to the management of the companies of the Group is properly and promptly recorded in the account books.

Records in the accounts must exactly reflect the findings of the supporting documentation. Therefore, it will be up to each employee to this appointed to ensure that supporting documentation is readily available and ordered according to logical criterions.

The circulation of information within the Group, in order to prepare consolidated financial statements and to ensure a clear and fair representation of the economic situation, assets and financial group, must conform to the principles of fairness, integrity and transparency in respect on the autonomy of each company and the specific areas of activity.

3.7 PREVENTION OF CONFLICTS OF INTEREST

In conducting its own activities, Subjects must avoid situations where the parties involved in transactions are, or may even only appear, in conflict of interest.

For conflict of interest must be understood the case in which Subjects pursue a different interest from the mission of the Group or perform any activity that is able, however, to interfere with their ability to take decisions in the exclusive interest of the Group, or to benefit personally opportunities of business of the Group.

By way of example and not limited to, integrate situations of conflict of interests the followings conduct:

- ownership, even indirect, of participations or acquisitions of economic and financial affairs in companies that are suppliers, customers or competitors of the Group Beltrame;
- taking social positions or performing any kind of work, for suppliers and clients.

Subjects refrain from carrying out any activities contrary to the interest of the Group, aware that the pursuit of such interest may not legitimate conducts contrary to Principles of the Group.

In case of conflict of interest, Subjects inform without delay the competent social body, conforming itself to the decisions assumed from this in that regard.

3.8 PREVENTION OF RECYCLING

Subjects, under the different relationship established with the group, must not, in any way and under any circumstances, be involved in events related to the laundering of money derived from criminal activity or receiving of goods or other benefits of illicit origin.

They are also required to preventively verify the available information on the trade counterparts, suppliers, partner, collaborators and advisors, to determine their respectability before establishing business relationships.

The Beltrame Group , through its companies, undertakes to respect all the laws and regulations, both national and international, in relation of struggle to money laundering.

4.VIOLATIONS AND DISCIPLINARY MEASURES

The observance of this Code of Ethics must be considered essential part of the contractual obligations of the employees of the Group according to the legislation to them applicable relating to the employment relationship. Consequently, any violation of the provisions of the Code of Ethics will constitute violation of the obligations of employment and/or disciplinary offence in accordance with the applicable legislation.

Respect for the principles of the present Code of Ethics is part of the contractual obligations assumed by collaborators, from advisors and from other subjects in business relationship with it. Consequently, any violation of the provisions contained therein will constitute violation of assumed contractual obligations, with every consequence of law with respect to the resolution of the contractual relationship and the compensation for damage arising, according to as foreseen by the applicable legislation.

It is understood that the violations carried out by people who have positions of representation, administration or direction within the Group, will lead to the assumption, by the competent social authority, of the measures it deems appropriate sanctions in relation to the nature and gravity of the committed violation and to the qualification of the author of the violation, according to the applicable legislation.

5.APPROVAL OF THE CODE OF ETHICAS AND CHANGES

The present Code of Ethics was approved by the Board of Directors.

Any future variation and/or integration of the Code must be approved from the same Board of Directors and communicated as soon as possible to the Subjects.