



"WHISTLEBLOWING POLICY"

GEWISS
Corporate Internal Auditing Department
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1. OBJECTIVE AND SCOPE

Establishing flows of information enabling the receipt, analysis and processing of reports disclosing irregularities concerning the internal control system (hereinafter "ICS"), corporate reporting, company administrative liability, fraud, or other issues (violation of the Code of Conduct, mobbing practices, theft, security issues, etc.), submitted by employees (including top managers), members of company Boards or third parties, including reports received confidentially or anonymously, assuring the utmost confidentiality and secrecy.

These rules apply to all Entities of Gewiss Group.

2. REFERENCE RULES

- Code of Ethics and IT Code of Conduct, adopted by Gewiss Subsidiaries;
- Corporate policies and guidelines;
- Corporate / Subsidiary procedures and instructions;
- Legislation and regulations in force.

3. DEFINITIONS

Code of Ethics

The Code of Ethics comprises the principles which the Company considers necessary to carry out the activities for the achievement of its institutional objectives. It consists of a set of values and rules whose respect and observance are essential and indispensable elements for the guidance of the company activity. Its function is assuring the transparency, correctness, fairness, integrity and credibility in the relations (both the steady and the occasional ones) that Gewiss has with every subject (third parties, public or private subject,...), in order to promote ethics in the company processes.

Internal Control System

The Internal Control System is internationally defined (as of COSO Report) as the set of company processes carried out by the Board of Directors, the management and other personnel aimed at providing reasonable assurance regarding the achievement of objectives in the following categories: effectiveness and efficiency of operations, reliability of financial reporting, both for third parties and for internal goals and compliance with laws, regulations, rules and internal policies. The responsibility for carrying out an effective internal control system involves every level of the company organization: therefore the whole personnel of Gewiss, within their own functions, is responsible for the definition and correct management of the control system.

Report

"Report", for the purposes of this Regulation, means any notification of possible violations, behaviours and practices not in compliance with the reference rules specified above and/or which may damage or be detrimental to Gewiss Subsidiary (even if only in its public image) or to Gewiss Group, perpetrated by employees (including top managers), members of company Boards (Board of Directors and Board of Statutory Auditors), auditors of Gewiss Subsidiaries and third parties (partners, customers, suppliers, consultants, collaborators).

Without prejudice to the instances of fraud, this Regulation does not apply to operational anomalies that might be detected by the company structures during internal controls and reported to the relevant Manager.

Anonymous Report

"Anonymous Report" means any report given by people whose personal details are not available, nor traceable.

Whistleblower

Any person, inside or outside the Company, that gives information/ reports to the person/entity in charge of receiving information according to this policy, about an actual or suspected irregularity or misconduct within Gewiss entities that leads or could lead to a violation of reference rules and to a damage to Gewiss.

Reports may be given by any person: employees, members of Board of Directors, customers, suppliers, consultants, collaborators, shareholders, Gewiss partners and other third parties.

"Bad Faith" Report

"Bad Faith Report" means ungrounded reports, aimed at damaging, or otherwise being detrimental to employees (including top managers), members of company Boards (Board of Directors and Board of Statutory Auditors), the auditors of Gewiss Subsidiaries, third parties (partners, customers, suppliers, consultants, collaborators).

"AUD"

Gewiss Corporate Internal Auditing Department.

4. REFERENCE PRINCIPLES**4.1. Assurance of anonymity, protection of secrecy and privacy**

Gewiss will not accept form of threats or reprisals of any kind against the whistleblower or persons who collaborate with the investigations to establish the veracity of the report under investigation.

Any organizational office/position within Gewiss Group receiving and processing reports shall ensure complete confidentiality and anonymity regarding the persons and topics involved.

Any statement made through report, also anonymously, as well as the identity of the whistleblowers, will be kept absolutely confidential, subject to law obligations.

The proper and correct management of any report is responsibility of AUD; no information and/nor processing of reports can be made by persons other than AUD.

The processing of personal data of the people involved and/or named in the report, as well as of the whistleblowers, is protected.

4.2 "Bad faith"

Gewiss expects the employees to collaborate at any level to keep a good environment within the company and the Group, characterized by mutual respect of dignity, honour and good reputation of everybody. Gewiss will intervene to prevent any interpersonal offensive or slanderous attitude. Therefore, AUD vouch for adequate protection against "bad faith" reports, by censoring such a behaviour and informing the relevant offices/departments for any case of proved "bad faith".

4.3 Communication channels

In order to promote reporting as to the issues mentioned above, Gewiss provides all possible communication channels, including:

- a) Oral reporting to AUD;
- b) Mail (to be sent to Gewiss S.p.A., c/o AUD Department– Via A. Volta,1 – 24069 Cenate Sotto - Bergamo – Italy);
- c) E-mail (ia-adv@gewiss.com).

The proper management of the above mentioned communication channels are assured by AUD.

4.4 Report recipients

If the report is not addressed directly to AUD, the recipients of the reports (employees, including top managers, members of company Boards, local Management, auditors) shall promptly submit the received original material to AUD, maintaining the confidentiality required to ensure the effectiveness of the investigations and to protect the reputation of the persons involved.

Any document related to the reported events shall be forwarded to AUD for the relevant controls.

5. INVESTIGATION

During the investigation, the Corporate Internal Auditing Department (AUD) acts in compliance with the Code of Ethics as well as with the Standards of Internal Auditing, in accordance with the principles of impartiality and confidentiality, taking all actions deemed appropriate.

5.1 Preliminary analysis

All reports are preliminary analysed, with the aim of considering the legal conditions as well as the facts of the reports, in order to decide whether to proceed or not with the internal investigation.

Accordingly, all necessary information is collected from the company/functions involved.

The above mentioned activities are carried out by AUD with the involvement of the relevant offices. AUD guarantees that all steps for the preliminary analysis are taken as soon as possible.

Upon completion of the preliminary analysis, if the report is deemed ungrounded, the report is archived and the reasons are formalized and communicated to the parties involved.

5.2 Investigation

Investigations are carried out by AUD, with priority over scheduled annual audits.

In carrying out the auditing activities, including all the required interviews to the whistleblower, to the incriminated party and any other party deemed useful for the correct understanding of the report, AUD complies with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors (IIA).

The audits are carried out as promptly as possible and the results are assessed by AUD, in agreement with the relevant offices involved.

Upon conclusion of the investigation, if the report is found to be grounded, AUD will define a specific action plan, in agreement with the qualified company functions.

5.3 Bad Faith report

If the preliminary analysis/investigation/audit provides objective evidence of the whistleblower's "bad faith" (i.e. merely defamatory whistleblowing reports, intentionally offensive to another party's reputation), AUD will require the relevant offices to define appropriate measures to be taken and will ensure their implementation and information.

5.4 Follow-up

AUD ensures that the implementation of the action plan for each investigation is monitored in order to verify the resolution of any critical situation affecting the results.

6. DOCUMENT FILING

In order to ensure the management and traceability of reports and the related preliminary investigations, AUD ensures that the original reporting documentation is filed in ad-hoc paper/electronic archives, provided with the highest security/confidentiality levels used by Gewiss.

7. CIRCULATION

This Regulation shall be widely circulated. To that purpose, it is published on the intranet and on the Gewiss web site.