



Benetton Group S.r.l.

Anti-Bribery Procedure

Prepared by:	Effective from:
Internal Audit	10/11/2017

1. INTRODUCTION

Benetton Group rejects corruption in all its forms and openly opposes any corruptive practice aimed at obtaining undue advantages in terms of relations with Public Administration and Public Service Officers, both Italian and foreign, as well as with private individuals.

This Procedure (hereinafter referred to as the "Procedure") – which is an annex to the Benetton Group Code of Ethics – is intended for: members of the company bodies, executives, employees, business partners in whatever capacity (also external, e.g. agents, attorneys in fact, business brokers, consultants, dealers) (hereinafter referred to as "Recipients"), who, for whatever reason, act in the name of and on behalf of the Group.

2. PRINCIPLES AND RULES

2.1 Basic Rules

Recipients must not bribe and they must not use intermediaries, such as agents, consultants, advisers, distributors or any other business partners to commit acts of bribery.

Before offering, giving, or promising anything of value to any person the Recipients should always ponder whether what they are considering could be viewed as having an illegitimate purpose. If so, the Recipients should not proceed.

In case of doubt, please consult a representative of the Legal Office or the Internal Audit Office before proceeding.

2.2 Gifts, Hospitality and Entertainment

In dealings with customers, suppliers and third parties in general, the Recipients must not offer money, gifts or favours of any kind in order to obtain real or apparent advantages of any type whatsoever (e.g. promises of economic benefits, favours, supportive recommendations, promises of jobs, etc.). No exceptions to this rule are countenanced, not even in those countries where the offer of valuable gifts to commercial partners is considered part of normal practice.

Acts of commercial courtesy (gifts, hospitality, entertainment) are allowed, provided that they are of moderate value. However, they must never be performed in circumstances which may be construed as conduct conflicting with the underlying principles of this Code.

Before giving a gift or providing hospitality or entertainment to anyone, the Recipients should consider whether the reputation of Benetton Group, their, or that of the recipient is likely to be damaged if news of the gift, hospitality, or entertainment appeared on the front page of a newspaper. If so, the Recipients should not proceed.

2.3 Charitable donations, sponsorships and partnerships to support the community

Charitable donations, sponsorship or partnership initiatives may never be used by Recipients for improper or illicit purposes: such activities may not be used to obtain unlawful advantages from or for any parties that are directly or indirectly connected with the beneficiaries.

2.4 Rules relating to Public Officials

Any relationship with Public Officials must be in strict compliance with the rules and regulations to which they are subject and any benefit conveyed to a public official must be fully transparent, properly documented, and accounted for.

Recipients must not to try to influence in an unlawful way the decisions of Public Officials/Public Service Employees dealing or making decisions on behalf of the Italian or foreign Administration. During any business negotiations, trade enquiry or relations with the Italian or foreign Administration, the following actions in particular are forbidden:

- I. To offer - in any way whatsoever – opportunities of work or trade that could benefit the Public Officials or the Public Service Employees personally;
- II. To solicit or obtain confidential information that could jeopardise the integrity or reputation of both parties;
- III. To accomplish any other act aimed at inducing Public Officials or Public Service Employees to do or not do something in breach of the laws of the judicial system to which they belong to.

Benetton Group prohibits any behaviour by Recipients that consists of promises or offers of money or other benefits made directly or indirectly to Public Officials and/or Public Service Employees, whether Italian or foreign, from whom an interest or benefit for the actual Group could be obtained.

No promise or offer of any object, service or payment may be made to obtain more favourable treatment in any relations with the Administration, whether Italian or foreign.

No offer of any object, service, payment or favour may be made to Public Officials/Public Service Employees, whether Italian or foreign, or to their relatives up to the 2nd degree of relationship, directly or through a nominee, unless it is a question of gifts or other utilities of a nominal value and, in any case, falling within legitimate usage and custom.

No Recipient of the Benetton Group may undertake economic activities, make professional appointments, give or promise gifts, money or other benefits to whoever is carrying out investigations and inspections, or to bodies of the Judicial Authorities.

2.5 Contributions to Political Parties and Trade Union Organizations

Benetton Group does not make direct or indirect contributions to political parties and movements, political or trade-union organisations, or to their representatives.

Any form of involvement of Recipients in political activities takes place on a personal basis, in their own free time, at their own expense, and in compliance with the laws in force.

2.6 New Business and Joint Ventures

Before entering into an agreement for new business or entering into a joint venture, adequate anti-bribery due diligence must be completed. In addition, a remediation plan should be developed and implemented to address identified issues.

Due diligence refers here to the preliminary audit of significant aspects of the Partner's compliance with the required anti-corruption characteristics defined by Benetton Group in this Procedure.

3. IMPLEMENTATION

3.1 Reporting Potential Misconduct and Non-retaliation

Recipients who become aware of a potential violation of applicable laws or this Procedure are required to report their suspicion promptly in accordance with the Whistleblower Procedure.

3.2 Breach of the Procedure

Breaches of this Procedure will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

3.3 Responsibility and Implementation

All Recipients are responsible for adhering to the principles and rules set out in this Procedure.

It is the responsibility of every manager of Benetton Group to implement this Procedure within his or her area of functional responsibility.

4. PUBLICATION

This Procedure is drawn up in Italian and English and is published on the Benetton Group internet and intranet websites.

5. OTHER

The Procedure was adopted by the Benetton Group Srl Audit and Risk Committee at the meeting on 10 November 2017 and is effective from that date.

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OF BENETTON.