INTRODUCTION

WHAT IS A CODE OF ETHICS
WHERE IS IT AVAILABLE
WHERE AND TO WHOM IT APPLIES
This Code of Ethics (the "Code") summarizes the principles of behavior that directors, heads of divisions, executives, employees, collaborators and suppliers of all levels are required to apply in the performance of their business activities, in the accomplishment of their tasks, and, in general, in the Group's internal and external relationships. This Code of Ethics shall not be considered exhaustive.

This Code is binding upon directors, heads of divisions, executives, employees, collaborators and suppliers of Arnoldo Mondadori Editore S.p.A. The Code also applies to directors, executives, employees, collaborators and suppliers of other Group companies. To this end, the directors and executives of Arnoldo Mondadori Editore S.p.A., to the extent of the powers conferred upon them, shall promote the adoption of this Code mutatis mutandis by all the Italian and foreign companies in which Arnoldo Mondadori Editore S.p.A., either directly or indirectly:

- has the majority of the exercisable votes in the ordinary Shareholders' Meeting;
- has sufficient votes to exercise a dominating influence in the ordinary Shareholders' Meeting;
- exercises a dominating influence as a virtue of special terms established by contract with it.

In particular, the Board of Directors of each company shall adopt it formally.

This Code also applies to directors, executives, employees, collaborators and suppliers of the Group's companies. To this end, the directors and executives of Arnoldo Mondadori Editore S.p.A. to the extent of the powers conferred upon them, shall promote the adoption of this Code mutatis mutandis by all the Italian and foreign companies in which Arnoldo Mondadori Editore S.p.A. either directly or indirectly:

- has the majority of the exercisable votes in the ordinary Shareholders' Meeting;
- has sufficient votes to exercise a dominating influence in the ordinary Shareholders' Meeting;
- exercises a dominating influence as a virtue of special terms established by contract with it.

This Code also applies to directors, executives, employees, collaborators and suppliers of the Group's companies. To this end, the directors and executives of Arnoldo Mondadori Editore S.p.A. to the extent of the powers conferred upon them, shall promote the adoption of this Code mutatis mutandis by all the Italian and foreign companies in which Arnoldo Mondadori Editore S.p.A. either directly or indirectly:

- has the majority of the exercisable votes in the ordinary Shareholders' Meeting;
- has sufficient votes to exercise a dominating influence in the ordinary Shareholders' Meeting;
- exercises a dominating influence as a virtue of special terms established by contract with it.

The Group complies with the Code in the performance of its activities both in Italy and abroad. Anyone may consult the Code in its electronic form on the Company intranet or on the Group website, or may request a hard copy from the Human Resources, Corporate and Legal Affairs or Internal Control department.

The Code of Ethics, the "Code", summarizes the principles of behavior that directors, executives, employees, collaborators and suppliers of the Group's companies. It is intended to apply to the fulfillment of their tasks and, in general, in the Group's internal and external relationships. This Code of Ethics shall not be considered exhaustive.
GENERAL PRINCIPLES

- Competition
- Freedom and responsibility of information
- Intellectual property protection
- Financial integrity and fraud protection
- Compliance with the law
- Human rights
- Anti-corruption
Compliance with fundamental human rights is of the essence. For this reason, the Group promotes and protects such rights in any circumstance and rejects any discrimination based on gender, ethnic origin, language, religion, political affiliation and social and personal conditions. The Group adopts the principles established in the Universal Declaration of Human Rights, in the UN Convention on the rights of the child and the adolescent, by the International Labor Organization and the OECD Guidelines regarding multinational companies.

The Group complies with all pertinent laws and, in general, any local, national or international regulation which is applicable in Italy and in any other country in which the Group operates. In order to ensure compliance with this principle, the Group companies adopt, among others, organizational, management and control models aimed at preventing violations in general and administrative liability violations of corporations resulting from crime.

Freedom of information and expression of one’s opinion is of the essence for the Group’s existence and activity. For this reason, the Group protects and encourages publishing and journalistic independence and diversity in the collection of publishing content and information, as well as in its dissemination, in order to ensure correct, complete and impartial information to the public.

The Group acknowledges that correct and fair competition is a key element for the development of business activities. For this reason, the Group complies with the antitrust regulations applicable from time to time and the principles of fair competition, and in no event shall the Group adopt behaviors and carry out activities contrary to said principles.

The Group rejects corruption as a tool for the performance of its business affairs. As a result, no circumstance is admitted that envisages corruption or even only an attempt to corrupt individuals holding elective public office, public officials or civil servants as well as private individuals. In particular, no one shall ever offer, promise or give money or any other advantage to obtain unlawful performance in favor of the Group or oneself. In addition, no one may request money or other advantages in exchange for unlawful performances.

As operator in the publishing and new media industry, the Group is particularly aware of the importance of intellectual property and for this reason it complies with and protects the content of any form of proprietary and third party intellectual property, including without limitations copyrights, patents, trademarks, commercial secrets or any other intangible asset.

Freedom of information and expression of one’s opinion is of the essence for the Group’s existence and activity. For this reason, the Group protects and encourages publishing and journalistic independence and diversity in the collection of publishing content and information, as well as in its dissemination, in order to ensure correct, complete and impartial information to the public.

The Group acknowledges that correct and fair competition is a key element for the development of business activities. For this reason, the Group complies with the antitrust regulations applicable from time to time and the principles of fair competition, and in no event shall the Group adopt behaviors and carry out activities contrary to said principles.
RELATIONSHIPS WITH CUSTOMERS

- Definition of Customer
- Impartiality
- Behavior
- Customer Satisfaction
- Correct Information
- Product Safety
- Innovation
- Confidentiality
The Group considers its customer anyone who buys its products and services or simply utilizes them. Therefore, customers include, for example, buyers and readers of publishing products, users of the services made available on the internet and radio station listeners, as well as advertisers.

The Group guarantees equal treatment to current customers and prospective ones. To this end, the Group does not discriminate between customers without objective and verifiable reasons.

The Group establishes relationships with its customers by focusing on listening, availability, courtesy, honesty, fairness, professionalism and, in any case, on the compliance with the general principles set out in this Code: human rights, financial integrity, intellectual property protection, freedom and responsibility of information and competition.

Customer satisfaction is a primary resource. For this reason, the Group implements measures and procedures to verify and measure to what extent customers are satisfied with the products and services offered by the Group, in order to further improve the level of its commercial offering and promptly and efficiently correct any eventual dissatisfaction.

Customers frequently make their personal data and information available for commercial purposes. The Group adopts any measures necessary to ensure compliance with the treatment of personal data according to the law and regulations from time to time applicable and, in any case, the Group shall consider such personal data and information confidential according to customers’ legitimate expectations.

The Group constantly pursues product and service innovation. For this reason, the Group pays a great deal of attention to customer needs, anticipating market trends wherever possible. To this end, the Group dedicates resources to research and development of new solutions.

The Group guarantees the safety of the products it markets. In order to do so, the Group ensures scrupulous compliance with all legal, regulatory and technical standards from time to time applicable and adopts all the necessary control procedures. In addition, the Group pays a great deal of attention to ensuring children’s safety, thus adjusting its products and services intended for children and adolescents to the corresponding formative needs. To this end, the Group scrupulously complies with all the legal, regulatory and technical standards specifically targeting child safety and protection.

All the communications addressed to customers shall be truthful, correct and fair. The Group shall in no event engage in any misleading, aggressive or, in any case, improper action, and this holds both for advertising and in all the other commercial communications with customers.
RELATIONSHIPS WITH SUPPLIERS

DEFINITION OF SUPPLIER

RELATIONSHIPS WITH SUPPLIERS

SOCIAL OBLIGATIONS AND SAFETY PROTECTION

SELECTION CRITERIA

CONTROL

GIFTS

FAIRNESS

ASSESSMENT
4.1 DEFINITION OF SUPPLIER

The Group defines a supplier as anyone who provides products and services that the Group then incorporates in its products and services, as well as anyone who distributes the Group’s products and services. Therefore, suppliers are, without limitation, authors, printers and re-sellers.

4.2 RELATIONSHIPS WITH SUPPLIERS

In the procurement phase, the Group seeks good quality for value products and services and, based on this principle, it acknowledges equal conditions to current and potential suppliers.

4.3 SOCIAL OBLIGATIONS AND SAFETY PROTECTION

The Group is committed to protecting the health and safety of suppliers and their employees and collaborators through the implementation of adequate preventive actions pursuant to currently applicable regulations. In turn, in addition to accepting the principles of this Code, the Group suppliers shall guarantee compliance with workers’ rights and child labor laws in every circumstance.

4.4 SELECTION CRITERIA

Supplier selection is based on multiple criteria including, for instance, the technical suitability of the products and services offered, product and service quality, the cost of the offering, compliance with the environment and compliance with the principles set out in this Code.

4.5 ASSESSMENT

The Group adopts targeted procedures to assess supplier reliability and skills in a transparent and impartial way, as well as supplier’s product fair pricing, guarantees of assistance and timely performance.

4.6 FAIRNESS

The Group’s relationships with suppliers are based on correctness and fairness.

4.7 GIFTS

The distribution of gifts by suppliers and their acceptance by directors, executives, employees and collaborators of the Group is permitted when this in no way endangers the actual fair treatment of suppliers.

4.8 CONTROL

In order to verify that suppliers comply with the principles set out in this Code and abide by the relevant obligations, the Group may implement control measures at the supplier production facilities and operating premises.
Relationships with Employees and Collaborators

- Definition of Employee and Collaborator
- Use of Company Assets
- Protection of Confidentiality
- Protection of Interest
- Equal Opportunity
- Protection of Health and Safety
- Abuse of Authority
- Improvement of Resources
- Involvement
Group employees and collaborators are all those who have a labor or collaboration relationship with the Group, pursuant to law regulations, aimed at achieving the business objectives. As a result, Group employees and collaborators include, for instance, executives, employees with a permanent, limited or part-time labor contract, temporary workers, freelance workers and occasional workers.

The Group rejects, in first instance from within, any discrimination between employees and collaborators based on gender, ethnic origin, language, religion, political affiliation and social and personal conditions. The Group promotes a working environment where the dignity of each single individual is guaranteed and relationships between co-workers are based on the respect, correctness and collaboration. In addition, the Group makes every effort to avoid stress and, in general, unease at work, also through controls and communication tools.

The Group encourages and promotes equal opportunities for women and men.

The Group leverages on the skills, potential and commitment of each single individual. In order to do so, the Group adopts clear and uniform valuation criteria and provides adequate training.

The Group is committed to involving everybody in pursuing its business objectives and in the resolution of problems, based on the relevant skills and responsibilities. To this end, clarity and organizational transparency are key and for this reason adequate service orders, distributed to the entire Group, define everyone’s role within the company.

The Group complies with all legal, regulatory and technical standards from time to time applicable in the matter of health and safety in the workplace and adopts adequate management measures to this end. In any case, the fundamental principles and criteria based upon which decisions are made, of any type and level, in the matter of health and safety in the workplace in the context of the organizational, management and control model are: when possible avoid the risks; assess the risks which cannot be avoided; fight risks upstream; adjust the job to the individual, particularly in relation to the concept of job and the selection of working tools and working and production means in order to mitigate monotonous work and repetitive work and to reduce the effects of these jobs on the individual’s health; to plan prevention, aiming at a coherent plan that combines technology, work organization, work conditions, social relations and the influence of factors in the work environment; give priority to collective protection measures vis-à-vis individual protection measures and provide adequate instructions and information to employees.

Directors, employees and collaborators pursue the Group objectives and general interests in the performance of their activities. They promptly inform, considering the circumstances, their senior managers or direct superiors about situations or activities in which their personal interests may conflict with those of the Group (or in the case in which next of kin hold such interests) and in any other case in which there are relevant reasons of advantage. Directors, employees and collaborators comply with the decisions that the Group makes in this respect.

Directors, employees and collaborators guarantee maximum confidentiality in relation to news and information regarding the Company’s financial position or inherent to the Group activities in accordance with the applicable laws and regulations and internal procedures.

Directors, employees and collaborators carry out their working activities and perform their tasks with diligence, efficiency and correctness. In doing so, they use the best tools and time made available and assume the responsibilities correlated with such tasks. They do not use information, assets and tools made available to them for the accomplishment of their functions or assignments for their personal advantage.
RELATIONSHIPS WITH INVESTORS AND THE PUBLIC

DEFINITION OF INVESTOR

CREATION OF VALUE

INVESTOR PROTECTION

INSIDER TRADING

MINORITY PROTECTION

INFORMATION

PRICE SENSITIVE INFORMATION
The Group considers its shareholders and holders of, bearers of and beneficiaries of other securities possibly issued by Arnoldo Mondadori Editore S.p.A. as investors.

The Group pursues the creation of value for its investors in the medium-long term. To this end, the Group invests the resources collected so that they can adequately compensate each individual investor according to the relevant risk profile and, simultaneously, implements an efficient internal control and risk management system.

For the purpose of protecting investors and the public at large, the Group strictly complies with all the legal and regulatory standards in the matter of issuers and promptly adjusts to any modification of the same. In addition, Arnoldo Mondadori Editore S.p.A., as a company listed on the Italian regulated market and Group parent company, adopts a corporate governance system that is essentially compliant with the Issuers’ Corporate Governance Code. When Arnoldo Mondadori Editore S.p.A. does not entirely or partially adopt one or more recommendations of the abovementioned Issuers’ Corporate Governance Code, the Group provides adequate information about the reasons for the failed or incomplete compliance in the relevant corporate governance report.

6.2 Creation of Value

The Group pursues the creation of value for its investors in the medium-long term. To this end, the Group invests the resources collected so that they can adequately compensate each individual investor according to the relevant risk profile and, simultaneously, implements an efficient internal control and risk management system.

6.4 Price Sensitive Information

Pursuant to law, the Group ensures investors and the public at large prompt, clear and complete information about the data and information suitable for influencing security trends so that the beneficiaries of such information may make the relevant investment or divestment decisions knowingly. Selective dissemination of such privileged information is forbidden, except for the cases envisaged by the from time to time applicable law.

6.5 Involvement

The Group is committed to establishing long-term relationships with all categories of investors through adequate communication channels in compliance with the relevant regulations in the matter of price sensitive information.

6.6 Minority Protection

The Group guarantees equal information and treatment to all categories of investors.

6.7 Insider Trading

All those who, within the Group, become aware of information outside the public domain and susceptible to significantly influence Arnoldo Mondadori Editore S.p.A. listings shall abstain from any dissemination and use of the same except in the case of events in compliance with the applicable regulations and corporate guidelines in the matter.
RELATIONSHIPS WITH THE GENERAL PUBLIC: COMMUNITY AND INSTITUTIONS

- Institutions
- Donations and Gifts
- Regulatory Authorities
- Social and Cultural Initiatives
- Political Parties
- Stakeholders
7.1 INSTITUTIONS

The Group has relationships with public national, European community and international institutions, with public officials and civil servants, as well as bodies, representatives, agents, members, employees, consultants, public officials, functionaries of public institutions, public administrations, public entities, also financial, public entities or companies of a local, national or international nature, in compliance with the currently applicable regulations and based on the general principles of legality and integrity.

When a director, employee or collaborator receives from an official explicit or implicit requests for benefits, excepting gifts of commercial use and moderate value, he shall promptly inform his senior manager or any person he may report to for the implementation of the proper procedures.

When appropriate, the Group may support programs implemented by public bodies aimed at creating useful conditions and benefits for the general public as well as activities of foundations and associations, always in compliance with the applicable regulations and the principles of this Code.

7.2 REGULATORY AUTHORITIES

The Group has relationships with supervisory and regulatory bodies based on dialogue and collaboration. Such supervisory and regulatory bodies include, without limitation, the Supervisory Authority for Competition and the Market, the Italian National Commission for Companies and the Stock Exchange, the Supervisory Authority for Communications and the Protection of Personal Data. Subject to compliance with all the legal and regulatory standards, the Group provides such supervisory bodies with all the information they request in a correct, adequate and timely way.

7.3 POLITICAL PARTIES

The Group does not finance any political party or any political representatives.

7.4 STAKEHOLDERS

The Group informs its stakeholders about its activities for the benefit of the general public. To this end, the Group drafts a sustainability report every year according to the applicable best standards and practices.

7.5 SOCIAL AND CULTURAL INITIATIVES

The Group promotes and supports, also through sponsorships, social and cultural initiatives consistent with its mission, vision and strategic orientation. In doing so, the Group implements a specific procedure that regulates how such initiatives are selected for further promotion and support.

7.6 DONATIONS AND GIFTS

The Group may give donations and gifts. In any case, the Group implements a specific procedure for their distribution.
RELATIONSHIPS WITH THE GENERAL PUBLIC: THE ENVIRONMENT
The Group’s activities are guided by the principles of environmental protection and eco-sustainability. The Group complies with the European community and national regulations in the matter of environmental protection, which it considers a key priority. In addition, the Group pays a great deal of attention to the development of regulatory norms in the matter in order to promptly adjust to the from time to time applicable indications.

The Group regularly verifies the impact of its activities on the environment and, based on this, implements all the necessary actions to remedy the negative effects and correct its operating methods.

Supplier compliance with the principles regarding environmental protection summarized in this Code is key for their appreciation by the Group.

The Group pursues an ongoing dialogue with the leading pro-environment institutions and associations, which represent the interests underlying environmental protection and, as a result, are qualified interlocutors in this matter.

The Group communicates the impact of its activities on the environment and the results of the actions undertaken to protect it in its sustainability report.
CODE IMPLEMENTATION

- Supervisory Body
- Regulations Governing Penalties
- Internal Audit
- Communication and Training
- Communication Channels
9.1 SUPERVISORY BODY

The supervisory body envisaged in the organizational, management and control model to avoid the administrative responsibility of corporations resulting from criminal actions, in co-ordination with the control and risk committee, supervises the application of this Code thanks to the data and information collected through the Internal Audit function, issues binding opinions on its interpretation, proceeds with its periodic review and submits applicable changes to the Board of Directors and, last but not least, proposes decisions in relation to violations.

9.2 INTERNAL AUDIT

The Internal Audit function verifies compliance with this Code, receives reports and refers the results of such activity to the supervisory body.

9.3 COMMUNICATION AND TRAINING

The Group adopts adequate initiatives to disseminate knowledge about the Code with all of its executives, employees, collaborators, suppliers and stakeholders in general, also through targeted training initiatives.

9.4 COMMUNICATION CHANNELS

The Group ensures adequate communication channels with all of its stakeholders for the purpose of receiving reports about possible violations and comments regarding the application of this Code.

9.5 REGULATIONS GOVERNING PENALTIES

Compliance with the principles summarized in this Code is mandatory for all directors, executives, employees and collaborators of Arnoldo Mondadori Editore S.p.A. and all the subjects who have business relations with Arnoldo Mondadori Editore S.p.A. As a result, their violation constitutes a breach of the contractual obligations leading to any consequence envisaged by law, including, if applicable, the termination of the contract and damages.
Credits

Arnoldo Mondadori Editore S.p.A.
Sede legale: via Bianca di Savoia 12
20122 Milano
Sede amministrativa: via Mondadori 1
20090 Segrate (MI)

Capitale sociale euro 64.079.168,40 i.v.
Reg. Imprese di Milano e C.F. 07012130584
R.E.A. 1192794
Partita IVA 08386600152

A CURA DEL
Comitato di Sostenibilità
tel. +39 02 7542 3562
progetto.sostenibilita@mondadori.it

PROGETTO GRAFICO E ART DIRECTION
Franz Degano

IMMAGINE IN COPERTINA
Arcangel Images

STAMPA
FVA Fotoincisione Varesina - Varese

Finito di stampare nel mese di luglio 2012
Questa pubblicazione è stata realizzata utilizzando carta ecologica a basso impatto ambientale.

Arnoldo Mondadori Editore S.p.A.
Registered office: via Bianca di Savoia 12
20122 Milan
Administrative offices: via Mondadori 1
20090 Segrate (Milan)

Share Capital: euro 64,079,168.40 fully paid-up
Milan Company Register and Tax Code
No. 07012130584
R.E.A. No. 1192794 - VAT No. 08386600152

EDITED BY
Sustainability Committee
Tel. +39 02 7542 3562
progetto.sostenibilita@mondadori.it

GRAPHICS & ART DIRECTION
Franz Degano

COVER IMAGE BY
Arcangel Images

PRINTED BY
FVA Fotoincisione Varesina - Varese

Printed in July 2012
This publication was published on low impact ecological paper.