

**Aeroporti di Roma S.p.A.**

***Organisation, Management and Control Model***

*Adopted pursuant to Legislative Decree No. 231 of 8 June 2001*



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### **Attachments**

*Annex 1 - Administrative offences and offences pursuant to Legislative Decree No. 231/2001*

*Annex 2 - List of company procedures governing the 'processes at risk 231'*

*Code of Ethics of the Atlantia Group*

*Anticorruption Policy of the Atlantia Group*

*Tax strategy of ADR S.p.A.*

## **Preliminary remarks**

Legislative Decree No. 231 of 8 June 2001, implementing in part Delegation Law No. 300 of 29 September 2000, introduced and governs the administrative liability for companies.

Aeroporti di Roma S.p.A. (hereinafter, also referred to as "ADR" or the "Company"), which has always been committed to combining the need to optimize economic growth with the fundamental principles of business ethics, in addition to adopting the Code of Ethics and the Anticorruption Policy of the Atlantia Group in order to regulate the correct performance of its activities, adopts and, consequently, also implements an Organisation, Management and Control Model (hereinafter, also the "Model") with which intends to define a structured system of rules and controls to be followed in order to pursue the corporate purposes in full compliance with current legal provisions.

This document therefore represents the Organisation, Management and Control Model adopted by the Company pursuant to the aforementioned Legislative Decree No. 231/2001 and subsequent amendments and integrations (hereinafter, also referred to as the "Decree" or the "Decree 231/2001").

### **1. Aeroporti di Roma S.p.A.**

Aeroporti di Roma S.p.A., pursuant to Law No. 755/1973 and subsequent amendments, is the concessionaire for the management of the "Capital Airport Facilities", set forth by Article 1 of the aforementioned Law, comprising the airports of Fiumicino and Ciampino. The concession is valid until 30 June 2046.

The terms and conditions of this concession, stipulated with the ENAC, are set out in the "Planning Agreement for the management of the Capital's Airport Facilities pursuant to Article 17, paragraph 34-bis, of Legislative Decree No. 78 of 1 July 2009, with amendments, in Law No. 102 of 3 August 2009, including the principles and criteria for its periodic updating" as approved and amended by Prime Minister Decree of 21 December 2012 and subsequent additional acts. In the social purpose are included:

- the unified management of the "Capital's Airport Facilities" in accordance with the Law of 10 November 1973 No. 755 and subsequent amendments and additions, as well as the management of other airport systems or airports;
- the design and construction of infrastructure, modernization works, maintenance, innovations, completions and extensions of the airport system of Rome and other airports and the related appurtenances;
- the management of airport services, as well as other services related to or useful for the operation of the airports system of Rome and other airports, including by other contracts or sub-concessions;
- consultancy services to third parties on matters relating to airport systems;
- the establishment of companies and entities, whose activities are similar or related and, in any case, connected to its own, as well as the acquisition and sale of shareholdings in the companies and entities considered useful for the achievement of the corporate purposes;

- the issue of guarantees, including collateral, in favor of third parties and in general any commercial, industrial, financial, movable or real estate transaction, also assisted by guarantees, deemed necessary or even simply appropriate for the achievement of the corporate purpose.

These activities can be carried out both in Italy and abroad.

The Company is controlled by Atlantia S.p.A., which exercises management and coordination activities over ADR pursuant to Articles 2497 et seq. of the Italian Civil Code. The Company in turn controls (and exercises management and coordination activities) with regard to ADR Tel S.p.A., ADR Assistance S.r.l., ADR Mobility S.r.l., ADR Security S.r.l., ADR Sviluppo S.r.l., Airport Cleaning S.r.l., ADR Ingegneria S.p.A., ADR Infrastrutture S.p.A.

## **2. Purpose of the Model and its contractual value**

The Model aims to represent the system of operating and rules of behavior governing the Company's activities, as well as the other elements of control that the latter has adopted in order to prevent the commission of crimes and administrative offences for which Decree 231/2001 applies to people in a top position or whose subject to their management or supervision.

In particular, by identifying the processes in which it is theoretically possible to commit the offences provided for in the Decree (hereinafter, also referred to as "processes at potential risk 231") and providing specific controls and conduct principles for the performance of the activities that are part of these processes (hereinafter, also referred to as "sensitive activities"), with the adoption of this Model, ADR intends to:

- reaffirm that any unlawful conduct is strictly condemned by the Company, even if it has been inspired by a misunderstood social interest and even if ADR is apparently not in a position to take advantage of it, as it is contrary, in addition to regulatory provisions, also to the ethical-social principles which inspire it and on which it conforms its business;
- determine in all those who operate in the name and on behalf of ADR, particularly in the context of sensitive activities, awareness of the duty to respect the provisions set forth therein and, more generally, the legal and corporate regulations;
- to allow the Company, by severe controlling and monitoring action on sensitive activities and the implementation of *ad hoc* tools, to promptly intervene in prevention or reaction to the commission of any offences.

Compliance with the Model is mandatory and any violations of it constitutes a breach of the mandate with the members of the administration and control bodies and, for employees, a breach of the obligations arising from the employment relationship and determines the application of the sanctions provided for in the Disciplinary System (see, in this regard, paragraph 3 of the General Section).

## **3. Model Structure**

The Model consists of a General Part and 14 Special Parts. Specifically:

- the General Section describes the essential elements of the Model itself, in terms of the inspiring principles and operating procedures followed for its development and updating, the distinctive features of the body responsible for supervising its operation and compliance, the disciplinary system defined by the Company and the procedures for disseminating the Model;
- the Special Parts contain the "Protocols", i.e. the set of controls and conduct principles considered suitable for governing processes for which a potential risk of committing the relevant administrative offences and offences pursuant to Decree 231/2001 has been identified.

Finally, the following documents form an integral part of the Model:

- Annex 1 "Administrative offences and offences pursuant to Decree 231/2001";
- Annex 2 "List of company procedures that regulate 'processes at risk 231'";
- Code of Ethics of the Atlantia Group;
- Anticorruption Policy of the Atlantia Group;
- Whistleblowing Policy of ADR S.p.A.;
- Tax strategy of ADR S.p.A..

#### **4. Recipients**

The rules set forth in the Model apply to those who perform, even *de facto*, functions of administration, management or control of the Company, to employees, even if detached for the performance of the activity, as well as to those who, although not belonging to the Company, operate on behalf of the same.

In any case, without prejudice to the application of Atlantia Group's Code of Ethics, Anti-Bribery Policy and Group *policies* and procedures, subsidiary undertakings are not recipients of the Model adopted by ADR, but are obliged and urged by the Parent Company ADR to adopt and keep updated their own Organisation, Management and Control Models, defined autonomously according to their respective size and organisational and business specificities. Subsidiaries must also appoint their own Supervisory Body (hereinafter, referred to as also "SB").

Collaborators, suppliers and any other partners (e.g., certain types of consultants, including those who work in the name and on behalf of the Company in the management of relations with public officials, judicial authorities, etc.), which generally qualify as "Third Parties", since they are not part of the Company's organizational structure and are not subject to its management powers, are required to comply with the provisions of Decree 231/2001, the principles set forth in this Model and the ethical principles adopted by ADR, through documented review of the Model, the Code of Ethics and the Anticorruption Policy of Atlantia Group. Third parties must sign appropriate contractual clauses that provide, among other things, that any failure to comply with such obligations constitute a serious breach of the contractual relationship and entitle the Company to terminate the contract.

## **General Part**

## 1. The Organisation, Management and Control Model adopted by Aeroporti di Roma S.p.A.

### 1.1 The inspiring principles of the Model

The Model has been prepared in compliance with the peculiarities of the Company's activities and its organizational structure and, therefore, highlights, refines and integrates the specific tools already in place to plan the formation and implementation of decisions and to carry out controls on the Company's activities, and, more specifically:

- the organisational system;
- the *governance* tools;
- the *risk management* and internal control system.

#### 1.1.1 The organisational system

First of all, ADR has defined an organizational system based on the identification and mapping of all the macro-processes, processes and sub-processes in which it is possible to break down the Company's operations and on the assignment of tasks and responsibilities to the Company's Departments and Units/Structures and within them.

This system is formalized in the following documents drawn up and constantly updated by the Human Resources and Organization Department:

- catalogue of business processes of Aeroporti di Roma S. p. A.;
- organization charts;
- organization manual and organisational communications.

#### 1.1.2 Governance tools

ADR has adopted *governance* tools which, although not listed in detail in this Model, constitute effective protection against all unlawful conducts, including that provided by Decree 231/2001. The most important of these instruments are:

- Statute: in compliance with the applicable rules, it contains various provisions related to the corporate governance aimed at ensuring the proper functioning of management activities;
- Power of attorney and proxies: it establishes the powers to represent or commit the Company towards third parties and, through the system of tasks delegations, the responsibilities with regard to aspects relating to the environment, health and safety at work;
- Code of Ethics of the Atlantia Group: consists of a set of general rules of conduct that all internal and external parties who have a direct or indirect relationship with ADR must comply with. It has been adopted by the Company as a general instrument that summarizes the set of values and rules of conduct to which it intends to refer constantly in the performance of its activities;
- Atlantia Group Anticorruption Policy: it summarizes and integrates the current rules on preventing and combating corruption into a comprehensive framework;
- Tax strategy: it describes principles and aims to ensure ADR Group tax management. It is a part of Tax Control Framework and System of Internal Control.



- Procedural body: it consists in organizational procedures, operating procedures and instructions, administrative-accounting procedures and provisions for personnel aimed at clearly and effectively regulating the relevant processes of the Company.

### 1.1.3 *The risk management and internal control system*

The *risk management* and internal control system adopted by ADR constitutes the set of rules, procedures and organizational structures aimed at enabling, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound, fair and consistent management of the business with the Company's objectives.

ADR acts to spread, at all levels of the Company, the culture of the need for an adequate *risk management* and internal control system as an essential premise for orienting them towards achieving Company's objectives.

In addition, the presence of the Enterprise Risk Management is aimed at ensuring the organic identification and management of risks by the various organizational units into which the Company and, more generally, the ADR Group are divided.

The risk management model is based on the systematic and structured identification, analysis and measurement of risk areas, on the assessment of the overall exposure of the Company to risks and on the direction of the necessary mitigation actions.

Moreover, ADR has an Internal Audit Department which, in compliance with the international standards for the internal auditing practice, leads an independent and objective activity through a professional and systematic approach that generates added value as it is aimed at assessing and improving processes related to internal control and management of corporate governance risks, as well as to verify their effective functioning.

The Company's internal control system is based, in addition to the organizational system and governance tools referred to in the previous paragraphs, on the following qualifying elements:

- planning, *budgeting*, management control and *reporting* system;
- computer systems already oriented to the segregation of functions and regulated by internal procedures that guarantee security, privacy and correct use by users;
- management system for the prevention of bribery in accordance with ISO 37001, aimed at support the organization in preventing, detecting and addressing corruption and in complying with applicable laws on avoiding and combating bribery;
- integrated quality, environment, energy and safety management system in accordance with ISO 9001 and ISO 14000, ISO 50001, ISO 45001 and *Biosafety Trust Certification*.

## 1.2 *Operating procedures for the preparation and updating of the Model*

### 1.2.1 *Risk assessment*

For the construction and subsequent updating of the Model, ADR's Legal and Corporate Affairs Department, in coordination with the Human Resources and Organization Department (responsible for drawing up and constantly updating the catalogue of corporate processes), identifies the Departments and Units/Business Structures responsible, both directly and indirectly, for their management.

Through the analysis of the corporate context, as well as the enhancement of the experiences gained in the context of corporate operations (the so-called "historical analysis"), the contact persons of the Departments / Units / Company structures, supported by the Legal and Corporate Affairs Department and, as needed, external professionals, identify in accordance with the "Guidelines for the construction of organization, management and control models" drawn up by Confindustria (hereinafter, also referred to as the "Guidelines"), in the context of processes and sub-processes (sensitive activities) under its own responsibility, the potential risks of committing the offences envisaged by the Decree, as well as the theoretical methods of committing them.

Among the processes at risk are also considered those that, in addition to having direct relevance as activities that could constitute criminal conduct, may also have indirect relevance for the commission of the same crimes ("instrumental conduct").

The existing system of organizational and procedural controls is analyzed against the potential risks identified, in order to assess its effectiveness in relation to crime risk prevention (so-called "*as is analysis*"). Finally, any areas of integration and/or strengthening of this system are identified and the corrective actions to be taken are defined (so-called "*gap analysis*").

The result of this activity (so-called "*risk assessment*") is represented in a document containing, for each process and sub-process in which the potential risk of committing the offences provided by the Decree has been identified, a description, by way of example only and not limited to, of the possible illegal conduct, as well as details of the Departments/Units/Company Structures involved and a description of the controls in place, in terms of the system of powers of attorney and proxies and organizational responsibilities, procedures and operating instructions, control activities, segregation of functions, traceability and filing.

The document is prepared by the Legal and Corporate Affairs Department, which is also responsible for filing with the Company all the complete documentation relating to the *risk assessment* activity.

### 1.2.2 Processes with a potential risk 231

In accordance with Article 6, paragraph 2, letter a) of Decree 231/2001, below details of the processes that, following the *risk assessment* activities described in the previous paragraph, are considered to be a potential risk 231.

- *Special Section 1*: Planning; Design; Construction and Commissioning; Maintenance; Expropriation Management.
- *Special Section 2*: Administrative management of airport operators; Airport coordination and control; Operational management of infrastructures; Management of the Ciampino General Aviation.
- *Special Section 3*: Airport Security; Airport Safety and Airport Certification; Management of First Aid activities.
- *Special Section 4*: Marketing; Promotion.
- *Special Section 5*: Non-aviation sales; Aviation sales.
- *Special Section 6*: Operation and management of systems and development of ICT solutions.

- *Special Section 7:* Management of communication and relations with the media and institutions; Management of public relations; Management of gifts, donations, hospitality and representation expenses.
- *Special Section 8:* Accounting and Financial Statements; Financial Management (short and medium/long-term); Management of tax obligations; Insurance; Management of regulatory and tariff aspects; Setting up and implementation of extraordinary operations; Management of public or subsidized loans.
- *Special Section 9:* Supply management; Supply and service management; Intra-group transactions management.
- *Special Section 10:* Study and application of regulations; Management of disputes; Corporate affairs.
- *Special Section 11:* Certification Management; Quality Management; Environmental and Energy Management and Occupational Health and Safety Management.
- *Special Section 12:* Selection and Recruitment; Human Resources Management and Professional Development; Industrial Relations Management.
- *Special Section 13:* Health and safety in the workplace.
- *Special Section 14:* Design; Construction and commissioning; Operational management; Maintenance.

In these areas of activity, the risks of committing the offences indicated in Articles 24, 24-bis, 24-ter, 25, 25-bis, 25-ter, 25-quinquies, 25-sexies, 25-septies, 25-octies, 25-novies, 25-decies, 25-undecies, 25-duodecies, 25-terdecies and 25-quaterdecies, 25-quinquiesdecies and 25-sexiesdecies of the Decree, as well as in Article 10 of Law No. 146/2006, were considered more significant.

With regard to the remaining types of offence for which no concrete risk profiles have been identified (i.e. those provided for by Articles 25-bis.1, 25-quater and 25-quater.1 of the Decree):

- the Special Sections contain principles of conduct aimed at preventing such offences;
- in any case, without any exclusion with regard to the types of offences referred to in the Decree, the control principles defined by the Company's internal control system as a whole, as well as the principles of conduct set out in the Code of Ethics and the Anticorruption Policy of the Atlantia Group, and in this Model in all its Parts and Annexes, operate in a preventive sense.

### 1.2.3 Preparation and adoption of the Model

Based on the results of the *risk assessment*, the Model is prepared by the Legal and Corporate Affairs Department with the support, if necessary, of external professionals.

In particular, in defining the Model, particular attention is paid to the design and subsequent management of processes at potential risk 231, in order to reasonably ensure:

- the separation of tasks through a distribution of responsibilities and the provision of adequate levels of authorization, in order to avoid functional overlaps or operational allocations that concentrate critical activities on a single subject;
- a clear and formalized assignment of powers and responsibilities, with an express indication of the limits of exercise and in line with the tasks assigned and the positions held within the organisational structure;

- that sensitive activities are traceable and accompanied by adequate documentation (paper and/or electronic) in order to allow, at any time, the verification of the same in terms of congruity, consistency, responsibility and compliance with established rules, also in compliance with the rules in force;
- the presence of security mechanisms capable of ensuring adequate protection / physical and logical access to company data and assets; in particular, access to data is allowed to operators with adequate powers and profiles and only to the extent necessary to perform the assigned tasks;
- that the internal control system put in place is subject to continuous supervision in order to assess its effectiveness and efficiency and propose the necessary adjustments.

The Model has been drawn up taking into account the indications expressed by the Confindustria Guidelines and is adopted by the Board of Directors of the Company, being the same an "act of issue of the executive body" (in compliance with the provisions of Article 6, paragraph 1, letter a) of the Decree).

The criteria for the prevention of the commission of crimes have been developed on the basis of the so-called acceptable risk, to be understood in the residual "*possibility of committing an offence only by fraudulently violating a preventive protocol*".

#### 1.2.4 Updating the Model

As the primary responsibility of the Company's Board of Directors, the updating activity, intended both as an integration and as an amendment, is aimed at ensuring, over time, the continued relevance, adequacy and suitability of the Model, assessed with respect to the preventive function of committing the crimes and administrative offences provided for by Decree 231/2001.

Substantial amendments and additions to the Model itself are the responsibility of ADR's Board of Directors.

The purely formal amendments to the Model and its annexes are made by the Delegate Director, or by the Legal and Corporate Director.

In both cases, these changes may also be made following the assessments and consequent reports by the Supervisory Body; in fact, in carrying out its role of propulsive and propositional nature, the Supervisory Board evaluates and reports - where necessary - to the Board of Directors any updates to be introduced as a result of:

- new regulations or case law that are relevant to the administrative liability of entities;
- significant changes that have taken place in the scope and/or structure of the Company's business, in the organisational structure, in the system of powers and in the operating methods for carrying out the activities at risk and in the controls for monitoring them;
- significant violations or circumventions of the prescriptions contained in the adopted Model, which have demonstrated their ineffectiveness or inconsistency for the purposes of crime prevention;
- checks on the effectiveness of the Model, evolution of *best practices* in the sector;
- in all other cases in which it is necessary or useful to amend the Model on the basis of reports received by the Supervisory Body or other Departments / Units / Company Structures.

In particular, for the purposes of updating the Model, the Supervisory Body evaluates and reports to the Chief Executive Officer or to the Legal and Corporate Affairs Department the opportunity to carry out a review of the *risk assessment* (according to the procedures described in paragraph 1.2.1).

## 2. The Supervisory Body

### 2.1 Requirements

ADR has established a Supervisory Body with autonomous powers of initiative and control that oversees the operation and compliance with the Model and ensures its updating.

ADR's Supervisory Body complies with the following requirements:

- independence and autonomy;
- professionalism;
- continuity of action;
- honorableness.

### 2.2 Identification of the Supervisory Body, professional requirements, causes of (in)eligibility, forfeiture

In compliance with Article 6, paragraph 1, letter b) of the Decree, and on the basis of the above indications, ADR's Supervisory Body is made up of three members, at least two of whom are external (persons not employed by the Company, or by the parent company or by the subsidiaries), chosen from experts with proven skills and experience to ensure the effectiveness of the powers of control and the power to make proposals delegated to the same body and, precisely:

- specific technical expertise of a legal nature (and, more particularly, criminal law); and/or
- specific skills in inspection and advisory activities (such as, but not limited to, statistical sampling, risk analysis, assessment and containment techniques, *flow-charting* of procedures and processes, processing and evaluation of questionnaires, methodologies for fraud detection); and/or
- specific skills in corporate matters, i.e. internal control, or assessment of corporate risks.

If the Supervisory Body is made up exclusively of external members, the Legal and Corporate Director (or person designated by him) and the Internal Audit Director attend its meetings on a permanent basis as an auditor, in a consultative capacity and in liaison with the company organisation.

The Unit / Company structure responsible for the Legal and Corporate Affairs Department provides the Supervisory Body with secretarial services and the technical support necessary to carry out its activities.

The SB is appointed by deliberation of the Board of Directors; the members so appointed remain in office for a period of 3 years or until revocation, in accordance with the provisions of this paragraph, and may be re-elected at the end of the mandate for one time only.

At the time of the appointment, the adequate annual financial resources available to the SB are determined, as well as the annual remuneration due to its members, and one of the members is appointed President with the task of organizing and directing the work of the collegiate body.

At the end of the mandate, the Supervisory Body remains in office until new appointments are made as resolved by the Board of Directors.

When, during the term of office, a member of the SB ceases to hold office, the Board of Directors shall immediately replace him/her.

Any revocation of the members of the SB must be decided by the Board of Directors of the Company and may only be made for reasons connected with serious breaches of the mandate assumed, including breaches of confidentiality obligations, as well as for the causes of ineligibility.

In order to protect autonomy and, therefore, to allow concrete action by the SB, the Company has established specific eligibility requirements for the members of the SB.

### Ineligibility

May not be appointed as members of the Supervisory Body:

- directors, spouse, cohabiting partner, relatives and in-laws up to the fourth degree of the directors of the Company;
- directors, spouse, cohabiting partner, relatives and in-laws up to the fourth degree of directors of the companies controlled by it, of the companies that control it and of those subject to common control;
- those who find themselves in the conditions set out in Article 2382 of the Italian Civil Code that is to say, the disqualified, the incapacitated, the bankrupt or those who have been condemned, with a sentence that has not yet become final, to a punishment that entails the disqualification, even temporarily, from public office or the inability to exercise managerial offices of legal persons and companies;
- those who have been convicted (even if not final) or sentenced to apply the penalty on request (the so-called plea bargaining or equivalent), or against whom a criminal conviction decree has been issued, in Italy or abroad, for having committed one or more of the offences provided for in the Decree or other malicious offences that may affect the professional integrity required for the assignment;
- those who have held the position of member of the SB within companies in respect of which the sanctions provided for in Article 9 of the Decree have been applied, unless the sentence excludes the responsibility of such persons and the validity of the Models has been recognized, or unless the sanction refers to predicate offences that took place prior to appointment;
- those who are subject to support administration;
- those who find themselves in conflict of interest, even potential, with the Company, such as to prejudice their independence;
- for external members of the SB, those who are linked to the Company or to the parent company or to a company controlled by the latter or by the Company itself, or to the directors of the Company or of the parent company or of a company controlled by the latter or by the Company itself, as well as to the spouse, cohabitee, relatives and relatives by the fourth degree of the directors of the Company or of the parent company or of a company controlled by the latter or by the same company, from an autonomous or subordinate employment relationship or from other relationships of a patrimonial or professional nature that compromise its independence; these are in any case without prejudice to any appointments in corporate control bodies (including Supervisory Bodies) of the parent company or of companies controlled by the latter or by the Company itself;



- those who have held administrative positions (in the three financial years prior to their appointment as member of the SB) of companies subject to bankruptcy, compulsory administrative winding up or other insolvency procedures;
- those who are subject to preventive measures ordered by the Judicial Authority pursuant to Law No. 1423 of 27 December 1956 (Law on preventive measures against persons dangerous to safety and public morality), or Law No. 575 of 31 May 1965 (Provisions against the mafia);
- those who have given a surety or other guarantee in favor of one of the directors of the Company or of the parent company or of a company controlled by the latter or by the Company itself (or of their close relatives), or have financial relations with the latter that are unrelated to the task assigned.

Upon appointment, the members of the SB must send the Chairman of the Board of Directors a declaration of acceptance of the same, together with a declaration that they are not in any of the conditions of ineligibility indicated above and a commitment to promptly notify any such conditions. This communication must be sent without delay to the other members of the SB and to the Chairman of the Board of Directors, and will result in the automatic removal from office.

#### Decay

The loss of the requirements of the SB referred to in paragraph 2.1 or the fulfilment of one or more of the above conditions of ineligibility constitutes a reason for automatic forfeiture of office.

If one of these circumstances occurs, the Chairman of the Board of Directors shall immediately convene the Board of Directors to proceed, at its first meeting following its knowledge, with the declaration that the person concerned has ceased to be a member of the SB and with his replacement.

### *2.3 Functions and powers of the Supervisory Body*

The institutional functions of the SB have been indicated in Article 6, paragraph 1, letter b) of the Decree, and are included in the following expressions:

- supervise the functioning of and compliance with the Models;
- to keep them up to date.

In particular, ADR's Supervisory Body is called upon to supervise the matter:

- the effective capacity of the Model to prevent the commission of the crimes and administrative offences provided for by the Decree;
- compliance with the provisions of the Model by the Recipients, verifying the consistency between the concrete conduct and the defined Model, proposing the adoption of corrective measures and the initiation of disciplinary proceedings against the parties concerned;
- updating of the Model, where there is a need for adaptation in relation to the expansion of the number of crimes and administrative offences relevant under the Decree or to the organisational changes that have occurred in relation to which the SB makes proposals for adaptation.

In view of the above supervisory obligations, the Supervisory Body is called upon, from an operational point of view, to carry out the following specific tasks:

- with reference to the verification of the effectiveness of the Model:
  - carry out reconnaissance of the Company's activities in order to assess the updating of the mapping of processes and areas of activity with a potential risk of 231;
  - verify the adequacy of the organisational solutions adopted for the implementation of the Model (definition of standard clauses, staff training, disciplinary measures, etc.), making use of the competent Departments / Units / Company Structures;
- with reference to the verification of compliance with the Model:
  - stimulate the promotion of suitable initiatives for the dissemination of knowledge and understanding of the principles of the Model;
  - collect, process and store relevant information regarding compliance with the Model, as well as periodically update the list of information that must be transmitted to the SB or made available to it;
  - in any case, periodically carry out internal audits on the operations carried out as part of sensitive activities or not yet fully compliant with the control principles;
  - conduct internal investigations, also with the support of external professionals, to ascertain alleged violations of the provisions of the Model;
- with reference to the making of reports for the updating of the Model and the monitoring of their implementation:
  - on the basis of the results of the verification and control activities, periodically express, within the scope of the half-yearly report referred to in paragraph 2.6 below, an assessment of the adequacy of the Model with respect to the provisions of the Decree, the reference principles, new regulations and significant legal interventions, as well as the operations of the same;
  - in relation to these assessments, present periodically to the Board of Directors:
    - the reports on the need to adapt the Model to the desired situation;
    - the actions necessary for the concrete implementation of the Model (integration or concrete implementation of internal procedures, adoption of standard contractual clauses, etc.);
  - periodically check the implementation and effective functionality of the solutions / corrective actions proposed.

The activities carried out by the SB cannot be scrutinized by any other corporate body or structure, it being understood that the Board of Directors has the ultimate responsibility for the functioning and effectiveness of the Model.

The ADR Anticorruption Officer (appointed by the Company pursuant to Article 5.2 of the Anticorruption Policy of the Atlantia Group) reports periodically on his activities to the SB, and ensures liaison with the SB.

Taking into account the peculiarities and responsibilities attributed to the SB and the specific professional content required by them, in carrying out the tasks of supervision, control and support for the adaptation of the Model, the SB may also avail itself of the assistance of other Departments / Units / Company Structures identified from time to time, as well as of the possible support of the Internal Audit Department or of external professionals identified from time to time.

In carrying out its supervisory and control activities, the SB, without the need for any prior approval, will have free access to all the structures and offices of the Company and may communicate with any person operating in such structures and offices, in order to obtain any information or document that it deems relevant. Company Units/Structures are required to collaborate effectively with the SB, making available what has been requested.

Finally, for the performance of its functions, the SB is granted autonomous spending powers, which require the use of adequate financial resources to perform its functions.

The SB reports on the expenses incurred in the periodic reports to the Board of Directors.

The SB ensures the utmost confidentiality with regard to any news, information, reports, under penalty of revocation of the mandate, except for the requirements inherent to the conduct of investigations in the event that the support of professionals from outside the SB or other corporate structures is necessary.

The performance of the activities of the SB, the procedures for convening meetings and their recording, as well as the traceability of the activities carried out are governed by specific regulations adopted by the SB itself.

All information, reports, reports and other documents collected and/or prepared in application of this Model are kept by the SB in a special archive (electronic and/or paper), managed by the SB for a period of at least 10 years.

In the management of such information, reports and other documents, the SB works in company privacy governance organization – ADR S.p.A. is the data controller of personal data under Articles 4 and 24 of the General Data Protection Regulation UE 679/2016– and conforms its work to current legislation in the field of Privacy.

#### *2.4 Reports to the Supervisory Body*

The SB must, in the first place, be informed, by all persons required to comply with the Model, of any circumstance relevant to the respect and operation of the Model itself.

Secondly, the Recipients must send the SB reports of illegal conduct or violations of the Model, ensuring that they are circumstantial and based on precise and consistent factual elements.

In particular, each Recipient of the Model is required to promptly notify the SB:

- any violation or well-founded suspicion of violation of the rules of conduct, prohibitions and control principles contained in the Model, as well as the commission of illegal conduct pursuant to Legislative Decree 231/2001;
- any violation or well-founded suspicion of violation of rules of conduct, however significant, in relation to the Decree referred to in the Code of Ethics and/or Anticorruption Policy of the Atlantia Group;
- all the reports prepared by the Managers of the Departments / Units / Company Structures within the scope of the control activities carried out, from which facts, acts, events or omissions with profiles of significance with respect to the provisions of the Decree may emerge;
- any communications from the Audit Firm concerning aspects that may indicate a lack of internal controls.

The Company provides the Recipients of the Model with alternative channels (IT Platform, e-mail box and postal address) for transmission of the reports.

The reports can be sent using the digital platform “whistleblowing” accessible from the home page of the website ([www.adr.it](http://www.adr.it)) and via the specific link from the Intranet.

Reports can be sent to the following e-mail address:

[organismodivigilanza@adr.it](mailto:organismodivigilanza@adr.it)

They may also be sent by post to the attention of:

*Supervisory Body of the Rome Airports - Via Pier Paolo Racchetti 1, 00054 Fiumicino, - Rome*

The SB ensures, as far as it is responsible, compliance (and supervises compliance by the Company) with the provisions of Law No. 179/2017 on the protection of employees or collaborators who report offences in the private sector.

The SB evaluates the reports received and the activities to be carried out; any consequent measures are defined and applied in compliance with the provisions of the disciplinary system (see, in this regard, paragraph 3 below).

Each report received is managed by the SB guaranteeing the confidentiality of the identity of the reporter also in order to avoid any form of retaliation, discrimination or penalization or any consequence deriving from the propagation of the report itself, without prejudice to the protection of the rights of persons accused erroneously or in bad faith and the rights of workers, the Company and third parties.

The SB keeps the reports received in a special computer and paper file: access to this archive is permitted only to members of the Supervisory Body and for the sole reasons connected with the performance of the tasks described above.

The Company expressly prohibits any act of retaliation or discrimination, direct or indirect, against the reporting parties for reasons directly or indirectly related to the reports. Furthermore, conduct that can be sanctioned consistently with the provisions of the disciplinary system (see, in this regard, paragraph 3 below) includes both the violation by a Recipient of the measures defined by the Company for the protection of the whistleblower and the carrying out, with intent or gross negligence, of reports that prove to be unfounded.

With regard to the roles, responsibilities and operating procedures for the transmission of reports, as well as their management, please refer to the “Whistleblowing Policy of ADR S.p.A.”.

### 2.5 Information flows relating to risk areas

Any information useful to the SB for assessing the risk inherent in company processes, as well as for carrying out its own verification and supervision activities with regard to the effectiveness and observance of the Model, must be brought to the attention of the SB.

For this purpose, information flows of a periodic nature (quarterly and six-monthly) are envisaged, i.e. established when necessary, prepared and transmitted by the company Departments/Units/Structures which - by virtue of their powers - carry out operational activities within the scope of the processes and by those responsible for control activities, such as, by way of example:

- information relating to changes in the organisation and company procedures in force;
- updates to the system of powers and powers of attorney;
- the visits, inspections and checks initiated by the competent bodies (e.g. ASL, INPS, INAIL, etc.) or by Public Supervisory Authorities (e.g. the National Civil Aviation Authority) and, at their conclusion, the relative results;
- measures and/or information from the judicial police, or any other authority, indicating that investigations are being carried out, even against unknown persons, for the offences covered by Decree 231/2001 and which may involve ADR;
- reports on health and safety at work, including reports of accidents / injuries, including those resulting from external factors that have resulted in serious or very serious injuries to employees and/or third parties;
- the disciplinary procedures carried out and any sanctions imposed for violations of the Model, as well as the measures taken or the measures motivated to close disciplinary proceedings against company personnel.

The above information and the documentation to be transmitted and/or made available to the Supervisory Board, with the relative timing and the information channels to be used, are identified in the organisational Procedure "*Management of information flows to the Supervisory Body*".

In any case, the same Managers are required to transmit any further information of which the SB to make an explicit request.

## 2.6 *Communications of the Supervisory Body to the corporate bodies*

In order to guarantee its full autonomy and independence in the performance of its functions, the SB reports directly to the Board of Directors.

The SB reports on the implementation of the Model and the emergence of any critical issues, every six months (or for serious events immediately upon the occurrence of the critical issues), to the Board of Directors and Risk Committee by means of a written report, which must also be sent to the Board of Statutory Auditors. In particular, the report must indicate on time:

- the activity carried out during the reference period, in terms of the controls carried out and the results obtained;
- any problems or criticalities that have been highlighted and the corrective measures that have become necessary or appropriate in order to ensure the effectiveness and effectiveness of the Model;
- any need to update the Model;
- any activated sanctioning procedures and their outcomes;
- the detection of organisational or procedural shortcomings that expose the Company to the risk of committing significant offences;
- the possible lack or lack of cooperation on the part of the company's Units / Structures in the performance of their duties of verification and/or investigation.

The SB may request to be heard by the Board of Directors of the Company whenever it deems it appropriate to speak with that body; likewise, the SB is given the opportunity to request clarifications and information from the Board of Directors.

On the other hand, the SB may be convened at any time by the corporate bodies to report on particular events or situations related to the functioning of and compliance with the Model.

The meetings between these bodies and the SB must be recorded in minutes and a copy of the minutes must be kept by the SB as well as by the bodies involved from time to time.

## 2.7 *Relationship between ADR's Supervisory Body and the Supervisory Bodies of other Group companies*

ADR's SB contributes to fostering shared knowledge of the application experiences of the Models adopted within the ADR Group.

To this end, ADR's SB liaises with the Supervisory Bodies of the Parent Company and its subsidiaries.

In particular, ADR's SB, while respecting the functional autonomy of the various subsidiary undertakings and the limits imposed by particular regulations (e.g. regarding corporate secrecy, protection of *privacy*, etc.), interacts with the Supervisory Bodies of the subsidiary undertakings and may:

- to provide suggestions in the organisation and planning of the various activities, the verifications to be carried out and the training programs to be implemented;
- request information in relation to the adoption, implementation and updating of the Organisation, Management and Control Models, the performance of supervisory and training activities, and

any other information deemed useful or necessary for the correct application of the Models themselves and the regulations of the Decree;

- provide suggestions for updating the organisational, prevention and control systems where there is a need to adapt them.

At least once a year, joint meetings will also be organized at which ADR's SB and its subsidiaries will update themselves on the activities carried out during the period and on those planned, also with regard to the areas of focus for supervisory activities and any changes and additions to be made to the organizational Models.

### 3. The system of sanctions

#### 3.1 Functions of the sanction system

The application of sanctions in the event of violation of the obligations provided for by the Model is an essential condition for the efficient implementation of the Model itself.

The application of sanctions is consequent to the violation of the provisions of the Model and, as such, is independent of the actual commission of an offence and of the outcome of any criminal proceedings instituted against the perpetrator of the censurable conduct: the purpose of the system of sanctions is, in fact, to induce persons acting in the name of or on behalf of ADR to operate in compliance with the Model. Violations of the measures defined by the Whistleblowing Policy of ADR S.p.A. will be also punished, including measures for the protection of reporters and for false reporting due to fraud or gross negligence.

If the SB, in the course of its verification and control activities, detects a possible violation of the Model, it will give impetus, through the competent bodies, to the sanctioning procedure against the author of the violation.

The verification of the actual responsibility deriving from the violation of the Model and the imposition of the relative sanction will take place in compliance with the provisions of the law in force, the rules of the applicable collective bargaining, the internal procedures, the provisions on *privacy* and in full compliance with the fundamental rights, dignity and reputation of the persons involved.

#### 3.2 Recipients

This system of sanctions is divided into Sections, according to the category of classification of the recipients *pursuant to* Article 2095 of the Italian Civil Code and the possible autonomous or parasubordinate nature of the relationship between the recipients themselves and the Company and is addressed:

- persons holding positions of representation, administration or management of the company, as well as persons who exercise, even *de facto*, the management and control of the same (so-called top management) and members of the Board of Statutory Auditors;
- persons subject to the management or supervision of one of the aforementioned top management;
- business partners, suppliers, intermediaries, consultants and external collaborators, however called, or other subjects having contractual relations with the Company (so-called Third Parties).

#### 3.3 General criteria for imposing penalties

In individual cases, the type and level of specific penalties will be applied in proportion to the seriousness of the infringements and, in any case, on the basis of the following general criteria:

- subjective element of the conduct (wilful misconduct or negligence, the latter due to imprudence, negligence or inexperience also in view of the predictability or otherwise of the event);
- relevance of the obligations breached;
- gravity of the danger created;
- amount of any damage created to the Company by the possible application of the sanctions provided for in the Decree and subsequent amendments and additions;



- functional position and level of responsibility and autonomy of the persons involved in the facts constituting the infringement;
- presence of aggravating or mitigating circumstances;
- any sharing of responsibility with other parties who have contributed to the infringement.

### *3.4 Sanctions against Directors and members of the Board of Statutory Auditors*

In the event of an ascertained violation by one or more ADR's directors of the organizational provisions and procedures provided for by the Model, and in particular in the event of the ascertained commission of a relevant offence pursuant to the Decree from which the Company may derive administrative liability, the SB immediately informs the Board of Statutory Auditors and the Chairman of the Board of Directors.

The Board of Directors is responsible for the assessment of the infringement and for the recruitment of the following persons more appropriate measures against the director who committed it. In this assessment, the Board of Directors resolves by an absolute majority of those present, excluding the director or directors who committed the offences, after hearing the opinion of the Board of Statutory Auditors.

The Board of Directors, and the Board of Statutory Auditors pursuant to Article 2406 of the Italian Civil Code, are responsible, in compliance with the applicable legal provisions, for convening, if considered necessary, the Shareholders' Meeting. The convocation of the Shareholders' Meeting is compulsory for resolutions regarding possible revocation of office or liability action against directors.

In the event of a violation of the provisions of the Model by a member of the Board of Statutory Auditors, the SB will immediately send a written report to the Board of Directors and the Board of Statutory Auditors; in the event of violations such as to constitute a just cause for revocation, the Board of Directors, on the recommendation of the SB, will propose to the Shareholders' Meeting the adoption of the measures within its competence and will provide for the additional duties provided for by law.

### *3.5 Sanctions against managers*

ADR's managers' compliance with the provisions and principles of control and conduct set out in the Model, as well as compliance with the obligation to ensure compliance with the provisions of the Model itself, constitute fundamental elements of the relationship between them and the Company.

In the event that an executive is found to have adopted conduct that does not comply with the provisions of the Model, or if it is proven that an executive has allowed subordinate employees to engage in conduct that constitutes a violation of the Model, ADR will evaluate the most appropriate measures, based on the seriousness of the executive's conduct, including the termination of the employment relationship.

If the manager has powers of attorney with the power to represent the Company externally, the imposition of the expulsive disciplinary sanction shall also entail the revocation of the power of attorney.

The power to ascertain breaches committed by managers and to impose sanctions is exercised by the Managing Director, who acts in concert with the Human Resources and Organization Department, in the

following cases compliance with the provisions of the law, the national collective labor agreement and the provisions of the Model and the Code of Ethics, as well as informing the Supervisory Body in advance.

### 3.6 Penalties for employees (other than executives)

The individual rules of conduct provided for in this Model constitute "provisions for the execution and regulation of work imparted by the entrepreneur" which, pursuant to Article 2104 of the Italian Civil Code each employee is required to comply with the Model; the failure of the worker to comply with the Model therefore constitutes a breach of contract, against which the employer may impose the disciplinary sanctions provided for by law and collective bargaining.

The National Collective Labor Agreement for Air Transport - Specific Part of the Airport Operators' Agreement of January 17, 2020, which governs the employment relationship between ADR and its non-managerial employees, establishes in Article G40 the application of the following disciplinary measures in the event of contractual breaches:

- (i) verbal recall;
- (ii) written reminder;
- (iii) a fine not exceeding four hours' salary;
- (iv) suspension from work and pay for a maximum of 10 days;
- (v) dismissal with notice or without notice.

If employees have a power of attorney with the power to represent the Company externally, the imposition of the most serious sanction of the fine will automatically result in the revocation of the power of attorney. In particular, the disciplinary measure may not be imposed before five days from the date of the dispute, during which the worker may present his or her defense and justification in writing or request to be heard in defense, with the possible assistance of a representative of the trade union to which he or she belongs or confers a mandate. The imposition of the measure shall be notified in writing.

The worker may appeal to the union against the measures referred to in points (i), (ii), (iii) and (iv). Disciplinary dismissal, with or without notice, may be challenged pursuant to art. 6 of Law 604/1966 and subsequent amendments and additions.

In accordance with the provision of Article 7 of the Workers' Statute, and in compliance with the principle of graduation of penalties in relation to the seriousness of the misconduct, it is specified that the type and extent of each of the sanctions will also be determined in relation to:

- the intentionality and circumstances, attenuating or aggravating, of the overall behaviour;
- the employee's position in the Company;
- to the competition in the absence of more workers in agreement with each other;
- to the previous disciplinary measures, within the two-year period provided for by law.

Where several offences have been committed by a single act and are punishable by different penalties, the most serious penalty shall apply.

The repetition, even if not specific, of offences involving verbal reprimands, written reprimands or fines, determines the application of the immediately most serious measure.

The principles of timeliness and immediacy require the imposition of disciplinary sanctions, regardless of the outcome of any criminal proceedings.

The disciplinary sanctions provided for in points (i) and (ii) are imposed on employees who, even if they do not operate in the context of processes at potential risk 231, violate the procedures provided for by the Model or adopt behaviours that are not in conformity with the Model.

The disciplinary sanctions referred to in points (iii) and (iv) are imposed on employees who, operating in the context of processes at potential risk 231, adopt behaviour that does not comply with the prescriptions of the Model dictated for their specific area of activity.

The sanction of dismissal with notice, pursuant to Article G40, paragraph 7.1, of the National Collective Labor Agreement, is imposed on employees who, following the application to them of two measures of suspension from work and pay, again fail to comply with the provisions laid down for the specific process at potential risk 231 in which they carry out their activities or, in the performance of their activities, engage in conduct that does not comply with the provisions of the Model and such as to be able to determine the application to ADR of administrative sanctions deriving from the crime provided for in the Decree.

The sanction of dismissal without notice is imposed on employees who, in the performance of their duties, engage in conduct that does not comply with the provisions of the Model and is unambiguously aimed at committing an offence sanctioned by the Decree and such as to determine the application to ADR of the administrative sanctions deriving from the offence provided for in the Decree.

The Chief Executive Officer, acting together with the Human Resources and Organization Department, is responsible for investigating the above-mentioned offences (possibly on the basis of a report from the SB) and for managing and imposing disciplinary sanctions. All acts relating to the disciplinary procedure must be communicated to the SB for evaluation and monitoring within its competence.

### *3.7 Penalties for business partners, consultants and external collaborators*

The adoption by business partners, suppliers, intermediaries, consultants and external collaborators, however named, or other persons having contractual relations with the Company (so-called Third Parties) of conduct in contrast with Legislative Decree 231/2001 and with the principles and values contained in the Code of Ethics and Anticorruption Policy of the Atlantia Group, as well as with any procedures and/or requirements applicable to them, shall be sanctioned in accordance with the provisions of the specific contractual clauses included in the relevant contracts. Similarly, the failure, incomplete or untrue documentation of the activity carried out, which is the subject of the assignment, such as to prevent the transparency and verifiability of the same, is sanctioned.

The adoption of conduct in contrast with Legislative Decree 231/2001 or the violation of the principles contained in the Code of Ethics or Anticorruption Policy of the Atlantia Group will be considered a breach of contractual obligations and may result in the termination of the contract by the Company.

## **4. Dissemination of the Model**

### *4.1 Information*

The adoption of this Model and its subsequent updates shall be communicated to the Recipients at the time of adoption or of the updates themselves. The Model is also published electronically on the Company intranet.

Following publication on the intranet, the Recipients are committed, in the performance of "sensitive activities" relating to processes at potential risk 231, to compliance with the principles, rules and procedures referred to therein.

New employees are informed by the Human Resources and Organization Department of the adoption of the Model, as well as the references for obtaining an electronic copy of the Model, the Company procedures and the Anticorruption Policy, and a copy of the Code of Ethics of the Atlantia Group.

Code of Ethics and Anticorruption Policy of the Atlantia Group are also published on the Company's website.

### *4.2 Staff training*

The Model, by reason of the obligations deriving from it for the personnel, becomes part of all the effects, contractual and legal, of the company regulations.

Personnel training for the purposes of implementing the Model is managed by the Human Resources and Organization Department, in coordination with the Legal and Corporate Department and in cooperation with the Supervisory Body, and is articulated through the preparation of specific plans.

The level of training is characterized by a different approach and level of detail, in relation to the qualification of the persons concerned and their degree of involvement in the sensitive activities indicated in the Model.

In particular, the Company provides courses that illustrate, according to a modular approach:

- the regulatory environment;
- the Model adopted;
- the SB and the continuous management of the Model.

The Human Resources and Organization Department, in coordination with the Legal and Corporate Affairs Department and in cooperation with the SB, ensures that the training program is adequate and effectively implemented.