

Aeroporti di Roma S.p.A.

Organizational, Management and Control Model

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





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Foreword

Legislative Decree No. 231 of June 8, 2001, in implementation of the delegation of authority set forth in Article 11 of Law No. 300 of September 29, 2000, (hereinafter the "Decree" or "Legislative Decree 231/2001") introduced into the Italian legal system a special regime of administrative liability for companies.

Aeroporti di Roma S.p.A. (hereinafter also "ADR" or the "Company"), which has always been committed to combining the requirements of optimizing economic growth with the fundamental principles of business ethics, in addition to having adopted the Code of Ethics and the Anti-Corruption Policy of the Mundys Group S.p.A. to regulate the proper conduct of its activities, it has adopted an Organization, Management and Control Model (hereinafter also the "Model") by which it defines a structured system of rules and controls to be adhered to in order to pursue the corporate purpose in full compliance with current legal provisions.

1. Aeroporti di Roma S.p.A.

Aeroporti di Roma S.p.A. pursuant to Law 755/1973, as amended, is the concessionaire for the management of the "airport system of the Capital," established by Article 1 of the aforementioned law and consisting of Fiumicino and Ciampino airports. The Concession is valid until June 30, 2044.

The terms and conditions of the said concession, entered into with ENAC, are provided in the "Convention Program Contract for the management of the capital's airport system pursuant to Article 17, paragraph 34-bis, of the

D.L. 1.7.2009, n. 78 conv. with amendments, in L. 03.08.2009, n. 102, including the principles and criteria for its periodic updating" as approved and amended by DPCM of 21.12.2012 and subsequent additional acts.

Included in the corporate purpose are:

- The unitary management of the "airport system of the Capital City" in accordance with the law of November 10, 1973 No. 755, as amended and supplemented, as well as the management of other airport systems or airports;
- The design and construction of infrastructure, modernization works, maintenance, innovations, completions and expansions of the airport system of Rome and other airports and their appurtenances;
- The management of airport services, as well as other services related or useful to the operation of the system Rome airport and other airports, including through contracts or sub-concessions;
- The provision of consulting services to third parties on matters related to airport systems;
- the establishment of companies and entities, the activities of which are similar or similar and in any case related to its own, as well as the assumption and disposal of shareholdings in the same companies and entities deemed useful for the achievement of the corporate purpose;
- the issuance of guarantees, including collateral, in favor of third parties and in general any commercial, industrial, financial, movable or real estate transaction, including those backed by guarantees, deemed necessary or even simply expedient for the achievement of the corporate purpose.

The above activities can be carried out both in Italy and abroad.

The Company is controlled by the Mundys Group S.p.A.

The Company in turn controls and exercises management and coordination activities with respect to ADR Tel S.p.A., ADR Assistance S.r.l., ADR Mobility S.r.l., ADR Security S.r.l., Airport Cleaning S.r.l., ADR Infrastrutture S.p.A., ADR Ventures S.r.l., ADR Ingegneria S.p.A., Leonardo Energia S.r.l., UrbanV S.p.A.

2. Purpose of the Model and its contractual value

The purpose of the Model is the construction of a structured and organic system of procedures and control activities aimed at preventing and minimizing the risk of committing crimes, through the identification of activities exposed to the risk of crime and the consequent preparation of suitable operating procedures aimed at preventing the commission of criminally sanctioned offenses.

In particular, through the identification of sensitive activities within the scope of which it is theoretically conceivable that the offenses provided for by the Decree may be committed and the provision of specific principles of control and conduct for the performance of these activities that fall under the individual business processes (hereinafter also "processes at potential risk 231"), with the adoption of this Model, ADR intends:

- to reiterate that all unlawful conduct is absolutely condemned by the Company, even if inspired by a misunderstood social interest and even if ADR were apparently not in a position to take advantage of it, since it is contrary not only to regulatory provisions but also to the ethical-social principles by which the Company is inspired and to which it adheres in conducting its business activities;
- determine in all those who work in the name and on behalf of ADR, particularly within the scope of sensitive activities, an awareness of the duty to comply with the provisions contained therein and more generally with legal and corporate regulations;
- enable the Company, through close control and monitoring of sensitive activities and the implementation of *ad hoc* tools, to take timely action to prevent or counteract the commission of offenses.

Compliance with the Model is mandatory and any violations thereof constitute a breach of the mandate held by the members of the administrative and control bodies; for employees, a breach of the obligations arising from the employment relationship; for those who, although not belonging to the Company, work on its behalf, a breach of contract and determines the application of the sanctions provided for in the Disciplinary System (see, in this regard, Section 3 of the General Part).

3. Structure of the Model

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

- the General Part describes the essential elements of the Model itself, in terms of the inspiring principles and operating methods followed for its development and updating, the distinguishing features of the body in charge of supervising its operation and compliance, the disciplinary system defined by the Company as well as the methods of dissemination of the Model;
- the Special Sections contain the "Protocols," i.e., the set of control and behavior principles deemed appropriate to govern sensitive activities and processes for which a potential risk of commission of crimes and administrative offenses relevant under Legislative Decree 231/2001 has been detected.

Finally, they constitute an integral part of the Model:

- Annex 1 "The crimes and administrative offenses relevant under Legislative Decree 231/2001."
- Annex 2 "List of company procedures governing '231 risk processes'."
- Annex 3 "Transversal Control Principles."
- Mundys Group's Code of Ethics;
- Mundys Group's Anti-Corruption Policy;
- the Whistleblower Management Policy;
- ADR's Fiscal Strategy.

4. Target audience

The rules contained in the Model apply to those who perform, even de facto, functions of management, administration, management or control of the Company, to employees, even if they may be seconded to carry out the activity, as well as to those who, although not belonging to the Company, work on behalf of it. Without prejudice to the application, in any case, of the Mundys Group's Code of Ethics and Anti-Corruption Policy and Group policies and procedures, the subsidiaries are not addressees of the Model adopted by ADR, but are obliged and urged by the parent company ADR to adopt and keep updated their own Organization, Management and Control Models, defined autonomously according to their respective organizational and business size and specificities. Subsidiaries must, in addition, appoint their own Supervisory body (hereinafter also "SB").

Collaborators, suppliers and any other partners (e.g. certain types of consultants, including those who work on behalf of the Company in managing relations with public officials, judicial authorities, etc.), generically qualifiable as "Third Parties," as they are outside the organizational structure of the Company and not subject to its management power, are required to comply with the requirements dictated by Legislative Decree 231/2001, the principles set forth in this Model and the ethical principles adopted by ADR, through documented acknowledgement of the Model, the Code of Ethics and the Mundys Group Anti-Corruption Policy. Third parties must sign appropriate contractual clauses providing, among other things, that any failure to comply with these obligations constitutes a serious breach of the contractual relationship and entitles the Company to terminate the contract.



General Part

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

1.1 *The guiding principles of the Model*

The Model of Organization, Management and Control has been prepared with respect to the peculiarities of the Company's activity and its organizational structure and, therefore, highlights, refines and integrates the specific existing tools aimed at planning the formation and implementation of decisions and carrying out controls on the company's activities, and, more specifically:

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

1.1.1 *The organizational system*

ADR has defined, first, an organizational system based on the identification and mapping of all macro-processes, processes and sub-processes into which the company's operations can be broken down, and on the allocation of tasks and responsibilities to and within the company's Business Units/Production Units/Facilities.

This system is formalized in the following documents drafted and constantly updated by Human Capital & Organization, Health & Safety and Risk Governance & Compliance:

- Map of Aeroporti di Roma S.p.A.'s business processes;
- Organizational charts;
- Organization manual and organizational communications.

1.1.1.1 *Employer model*

In line with its organizational structure, ADR has adopted a multi-employer system.

The three Production Units/Business Units named BU Aviation, BU Commercial and BU Infrastructures report to a respective Employer ex art. 2 lett. b) Legislative Decree 81/08. These Business Units meet the requirements of Article 2(t) of Legislative Decree 81/08.

By virtue of the organizational structure, with respect to the perimeter that does not fall within the hierarchical and organizational scope of the above three Production Units/Business Units, the Vice - President Human Capital & Organization and Health & Safety is the Employer within the meaning of Art. 2(b) of Legislative Decree 81/2008.

The multiemployer model is also applied to environmental matters. In particular, for their respective areas, the Employers of the Business Units fulfill the current provisions on environmental protection including Legislative Decree No. 152/2006.

The Employers have, each for the activities within his or her competence, full and complete responsibility for the Business Unit/Area of competence, exercising organizational, decision-making and spending powers.

Employers - each for its own area of responsibility - identify by means of a special organizational communication (so-called technostructure) the roles of the organization of the holders of guarantee positions to protect the health and safety of workers in the workplace (an integral part of the Risk Assessment Documents respectively adopted pursuant to Art. 28, paragraph 2, lett. D. Lgs. no. 81/08).

Each Employer uses a system of delegation of functions in accordance with Art. 16 of Legislative Decree 81/2008.

1.1.1.2. Prevention and containment of business crisis

ADR has equipped itself with an organizational, administrative and accounting structure, in accordance with Article 2086 of the Civil Code, for the purpose of timely detection of the state of crisis and the taking of appropriate initiatives, which also allows, in addition, to detect any imbalances of an equity or economic-financial nature, verify the sustainability of debts and the prospects of business continuity, and detect the signs of particular debt exposures defined by the regulations.

In fact, the Company has established a structured management control system aimed at directing the behavior of its personnel toward the achievement of corporate objectives.

The competent corporate structures coordinate, in accordance with the guidelines defined by the Top Management, the operational activities of preparing the Multi-year Plan, the Investment Plan, the Budget and the Forecast, ensuring their monitoring and assisting the Lines in the elaborations of competence. In addition, ADR verifies the consistency of the objectives and programs defined in the Multi-Year Plan and the Budget in relation to the results achieved and market opportunities and risks.

Any critical situations and/or imbalances of a patrimonial or economic-financial nature must be promptly reported to the Administrative Body and the Control Bodies in line with the applicable regulations, also in order to activate the instruments provided by the legal system. As part of its activities, the Board of Statutory Auditors receives information flows from the relevant corporate functions regarding the Company's asset and economic-financial balance.

The relevant Corporate Structures define financial policies and ensure the financial sustainability of the Multi-Year Plan and Budget, ensuring the availability of necessary funding sources.

ADR:

- i) Defines guiding principles and objectives for financial risk management;
- ii) Identifies the responsibilities of the financial risk management process;
- iii) Defines the framework for implementing operational guidelines for financial risk management and related information flows.

In addition to Model 231, ADR has implemented other control models using a *risk-based* approach that contribute to ensuring the adequacy of the organizational, administrative and accounting structure:

➤ *Enterprise Risk Management*

Enterprise Risk Management (ERM) is an ongoing process of analyzing and assessing the context in which the Company operates, aimed at identifying potential risks, arising from business operations, and effectively aligning the risk profile and strategic objectives according to the risk appetite defined by the Board of Directors. ADR's ERM process is inspired by the "Enterprise Risk Management - Aligning Risk with Strategy and Performance" model of the Committee of Sponsoring Organizations of the Treadway Commission (so-called CoSO ERM).

The implementation of the *Enterprise Risk Management* process also enables the following objectives to be pursued.

- i) Identification, assessment and monitoring of potential risks that may impact the achievement of the objectives of the Strategic Plan, Multi-Year Plan and Sustainability Plan, supporting the related process of defining and reviewing them;
- ii) verification of the adequacy of the resources needed for the purpose of improving the internal control system to mitigate business risks and the planned action plans, through the interaction between the actors in the Enterprise Risk Management process and those involved in the planning and budgeting process.

➤ *System of controls under Law No. 262/2005.*

ADR has defined a system of internal control over financial reporting ("SCIIF"), according to methodologies consistent with the provisions of Article 154 bis of the Consolidated Law on Finance and Best Practices.

➤ *Tax Control Framework implemented under the collaborative compliance regime.*

ADR has adopted a Tax Control Framework (TCF), i.e., a set of rules, procedures, organizational structures and safeguards, designed to enable the detection, measurement, management and control of tax risk, understood as the risk of operating in violation of tax regulations or contrary to the principles or purposes of the tax system (so-called abuse of law).

➤ *Business Continuity*

ADR has obtained ISO 22301 certification for business continuity management for Airport Operations Center (APOC) processes, implementing state-of-the-art infrastructure, technologies and back up processes to protect against risk events that may impact business continuity in order to prevent interruption or suspension of services and minimize disruption to stakeholders.

In addition, ADR aware of the potential negative effects of illegal practices on economic development has equipped itself with appropriate prevention models including:

➤ *Management System for the Prevention of Corruption ISO 37001*

ADR has adopted a Management System for the Prevention of Corruption according to the international standard ISO 37001:2016 *Anti-bribery management systems*, with the aim of supporting the whole organization in preventing, detecting and dealing with corrupt events and complying with applicable laws on preventing and combating corruption.

➤ *Antifraud Model*

ADR has structured an Anti-Fraud Model that brings together organizational, process, procedural and IT/technical solutions in order to mitigate fraud risk. The following are foundational elements of the Model: i) Structured Governance, ii) Specific Policies & Procedures iii) *Fraud Library* iv) Monitoring Activities Training.

In the area of financial resource management, ADR has also implemented dedicated IT systems geared toward segregation of functions, the operation of which is regulated by internal procedures designed to ensure proper use by both internal and external users.

1.1.2 *The tools of governance*

ADR has equipped itself with *governance* tools that, although they cannot be detailed in this Model, constitute safeguards against all unlawful behavior, including those provided for in Legislative Decree 231/2001. Chief among these tools are:

- Bylaws: in accordance with current legal provisions, it has several provisions related to governance corporate purpose to ensure the proper conduct of management activities;
- Systems of powers of attorney and proxies: establish powers to represent or commit the Company to third parties and, through the systems of delegation of functions, responsibilities with regard to environmental and occupational health and safety issues;
- Mundys Group Code of Ethics: consisting of a set of rules of conduct of a general nature that all internal and external parties, who have directly or indirectly a relationship with ADR, must comply with. It has been adopted by the Company as an instrument of general scope that summarizes the set of values and rules of conduct to which it intends to make constant reference in the exercise of its activities;
- Mundys Group Anti-Corruption Policy: summarizes and integrates into an organic framework the existing rules for preventing and combating corruption;
- Fiscal Strategy: defines the objectives and principles adopted in the management of the taxation of ADR S.p.A. (and its Subsidiaries). The Tax Strategy finds its practical declination in the construction of a Tax Control Framework that fits into the broader design of the internal control and risk management system adopted.
- Procedural body: consisting of organizational procedures, operating procedures and instructions, administrative-accounting procedures, and personnel instructions designed to clearly regulate the Company's relevant processes.

1.1.3 *The system of risk management and internal control*

The system of risk management and internal control adopted by ADR (System of Internal Control for Risk Management - SCIGR) 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, correct and consistent conduct of the business with the objectives of the Company.

ADR's Board of Directors structured the SCIGR by drawing inspiration from national and international best practices, particularly the CoSO - Internal Controls and CoSO - ERM Framework models issued by the Committee of Sponsoring Organizations of the Treadway Commission. Within this framework, the Board of Directors has appointed Endoconsiliar Committees, structuring a control system based on three levels of control by identifying the persons responsible for them, and appointing a Supervisory body pursuant to Legislative Decree 231/2001.

The presence of an Enterprise Risk Management organizational oversight of the Risk Governance & Compliance reporting directly to the CEO pursues the goal of ensuring the organic nature of the

identification and management of risks by the various organizational units into which the Company and, more generally, the ADR Group is divided.

ADR has an organizational oversight of Internal Audit which, in adherence to the international standards for the professional practice of internal auditing, conducts independent and objective *assurance* and advisory activities through a professional and systematic approach, which generates added value as it is aimed at assessing and improving the processes of internal control, corporate governance risk management and their effective functioning. The powers, responsibilities and purposes of Internal Audit are defined, in accordance with international standards for the professional practice of Internal Auditing, by the document "Purposes, Powers and Responsibilities of Internal Audit of ADR S.p.A."

ADR acts to disseminate, at all levels of the company, the culture of the need for an adequate *risk management* and internal control system as a prerequisite for guiding them to achieve corporate objectives.

The Vice President Internal Audit reports hierarchically to ADR's Board of Directors through its Chairman.

Internal Audit operates as the third level of control and verifies that the system of internal control and management

of risks is adequately designed and effectively implemented in relation to business objectives.

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

- Planning, budgeting, management control, and reporting system;
- IT systems geared toward segregation of functions and governed by internal procedures that ensure security, privacy, and proper use by internal and external users;
- certified management system for the prevention of corruption according to the international standard ISO 37001, with the aim of supporting the organization in preventing, detecting and dealing with corruption and complying with applicable laws on preventing and combating corruption;
- certified integrated management system for quality, environment, energy, occupational health and safety and infection prevention and control prepared in accordance with ISO 9001, ISO 14001, ISO 50001, ISO 45001, Biosafety Trust Certification and Business Continuity standards, respectively.

1.2 *Operational procedures for preparing and updating the Model*

1.2.1 *The risk assessment*

For the construction and subsequent updating of the Model, Legal & Corporate Affairs, in coordination with Human Capital & Organization, Health & Safety, and Risk Governance & Compliance (responsible for the development and constant updating of the business process map), identifies the business Units/Facilities responsible, either directly or indirectly, for their management.

Through the analysis of the corporate environment, as well as the enhancement of the experience gained in corporate operations (so-called. "historical analysis"), the referents of the Business Units/Production Units and Corporate Structures, supported by Legal & Corporate Affairs and, as necessary, by external professionals, identify, in accordance with the provisions of the "Guidelines for the Construction of Organization, Management and Control Models" drafted by Confindustria (hereinafter also "Guidelines"), within the processes and sub-processes (sensitive activities) under their responsibility, the potential risks of commission of the offenses provided for by the Decree, as well as the theoretical ways in which they may be committed.

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

The result of this activity (so-called "*risk assessment*") is represented in a document containing, for each mapped macro-process and process, the relevant sensitive activities, the families of offenses, among those included in the catalog of offenses underlying the entity's liability, which are conceivable to be committed, a description, by way of example only and not exhaustive, of the possible illegal conduct, as well as details of the corporate functions involved, the inherent risk value and the residual risk value, and a description of the safeguards in place. The latter include the existing system of powers of attorney and proxies, the reference procedural framework, the enhancement of the principles of segregation of functions and traceability and archiving of activities/operations, as well as specific principles of behavior.

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

The document is prepared by Legal & Corporate Affairs, which is, in addition, responsible for filing at the Company of all complete documentation referable to the risk assessment activity.

1.2.2 *Processes at potential risk 231*

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

- *Special Part 1*: Infrastructure development and operation and maintenance
- *Special Part 2*: Stopover Planning and Operational Coordination and Landside Operations.
- *Special Part 3*: Airport Security; Airport Safety; Airside Operations and First Aid.
- *Special Part 4*: Aviation Development
- *Special Part 5*: Development and Non-Aviation (Commercial) and Energy Management
- *Special Part 6*: ICT
- *Special Part 7*: External Relations and Institutional Affairs and Sustainability
- *Special Part 8*: Administration and Finance, Planning and Control, Strategy and Regulatory
- *Special Part 9*: Procurement and Contracts
- *Special Part 10*: Legal and Corporate Affairs
- *Special Part 11*: Certifications, Service Quality and Innovation
- *Special Part 12*: Human Resources
- *Special Part 13*: Health and Safety in the Workplace
- *Special Part 14*: Environment

In these areas of activity, the risks of committing the crimes specified in Articles 24, 24-bis, 24-ter, 25, 25-bis, 25-bis.1, 25-ter, 25-quarter, 25-quinquies, 25-sexies, 25-septies, 25-octies, 25-octies.1, 25-

novies, 25-decies, 25-undecies, 25-duodecies, 25-terdecies, 25-quaterdecies, 25-quinquiesdecies, 25-sexiesdecies, 25-septiesdecies and 25-duodevicies of the Decree, as well as Article 10 of Law 146/2006.

As for the remaining offenses for which no concrete risk profiles were found (i.e., those under Articles 25-*quater*.1 of the Decree and Article 12 of Law 9/2013):

- Within the Special Parts, however, are contained principles of behavior aimed at preventing such crimes;
- in any case, without any exclusion with respect to the types of offenses referred to in the Decree, the control principles defined by the internal control system of the Company as a whole, as well as the principles of conduct set forth in the Code of Ethics and the Mundys Group Anti-Corruption Policy, as well as in this Model in all its Parts and Annexes, operate.

1.2.3 Preparation and adoption of the Model

Based on the results of the *risk assessment*, the Company's Organization, Management and Control Model is prepared by Legal & Corporate Affairs with support, as needed, from outside professionals.

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

- separation of duties through a distribution of responsibilities and provision of appropriate levels of authorization, in order to avoid functional overlaps or operational allocations that concentrate critical activities on a single person;
- a clear and formalized assignment of powers and responsibilities, with express indication of the limits of exercise and consistent with the duties assigned and positions held within the organizational structure;
- That sensitive activities are traceable and accompanied by adequate documentation (paper and/or computer) in order to allow, at any time, the verification of them in terms of appropriateness, consistency, responsibility and compliance with the pre-established rules, also in compliance with the regulations in force;
- That sensitive activities are regulated by company provisions (procedures and/or operating instructions);
- the presence of security mechanisms capable of ensuring adequate protection/physical/logical access to data and corporate assets; in particular, access to data is allowed to operators with appropriate powers and profiles and only to the extent necessary for the performance of assigned tasks;
- That the internal control system put in place is subject to continuous supervision to evaluate its effectiveness and efficiency and propose necessary adjustments.

The Model is drafted taking into account the indications expressed in the Confindustria Guidelines and is adopted by the Company's Board of Directors, the same being an "act of issuance of the management body" (in accordance with the requirements of Article 6, co. 1, letter a) of the Decree).

1.2.4 Updating the Model

As the primary responsibility of the Society's Board of Directors, the activity of updating, understood as both integration and modification, is intended to ensure, over time, continued relevance,

the adequacy and suitability of the Model, assessed against the preventive function of the commission of crimes and

Of the administrative offenses under Legislative Decree 231/2001.

Amendments and additions of a substantive nature to the Model itself are referred to ADR's Board of Directors.

Purely formal amendments to the Model and its annexes are made by the Administrator CEO and General Manager, or by the Vice President Legal & Corporate Affairs.

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

- regulatory or jurisprudential novelties that have relevance to the administrative liability of Entities;
- Significant changes that have occurred in the scope and/or articulation of the Company's businesses, organizational structure, system of powers, and operating methods for carrying out risk activities and the controls to oversee them;
- significant violations or circumventions of the requirements contained in the adopted Model, which have resulted in their demonstrated ineffectiveness or inconsistency for the purpose of crime prevention;
- audits of the effectiveness of the Model, evolution of industry *best practices*;
- In all other cases where it is necessary or appropriate to amend the Model on the basis of the Reports received by the Supervisory body or other Company Units/Facilities.

In particular, for the purpose of updating the Model, the Supervisory body evaluates and reports to the Managing Director and General Manager or Legal & Corporate Affairs the advisability of conducting a review of the *risk assessment* (in the manner described in Section 1.2.1).

2. The Supervisory body

2.1 Requirements of the SB

ADR establishes a Supervisory body with autonomous powers of initiative and control, which supervises the operation of and compliance with the Model and takes care of its updating. ADR's

Supervisory body meets the following requirements:

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

2.2 Identification of the SB, professionalism requirements, causes of (in)eligibility, disqualification

In compliance with art. 6, co. 1, letter b) of the Decree, and on the basis of the above indications, ADR's Supervisory body is composed of three members, at least two of whom are external (individuals not bound by an employment relationship with the Company, or with the parent company or subsidiaries), chosen from experts with proven skills and experience suitable for ensuring the effectiveness of the powers of control and the power of proposal entrusted to the same body and, specifically:

- Specific technical expertise in law (and, more specifically, criminal law), and/or
- Specific expertise in inspection and consulting (such as, but not limited to, in statistical sampling, risk analysis, assessment and containment techniques, *flow-charting of* procedures and processes, questionnaire design and evaluation, fraud detection methodologies), and/or
- specific expertise in corporate matters, i.e., internal control, or corporate risk assessment.

If the Supervisory body is composed exclusively of external members, the Vice President Legal & Corporate Affairs (or his designee) and the Vice President Internal Audit attend its meetings on a permanent basis as auditors, in an advisory and liaison capacity with the corporate organization.

The relevant Unit/Corporate Structure of Legal & Corporate Affairs provides the Supervisory body with the secretarial work and technical support necessary to carry out its activities.

The members of the SB are appointed by resolution of the Board of Directors and serve for a term of 3 years or until dismissed. The members of the SB may be re-elected at the end of their term for one time only.

By the resolution of appointment, the Administrative Body determines the remuneration of the members of the Supervisory body, and one of the members is appointed Chairman with duties of organizing and directing the work of the collegial body. To carry out its functions, the Supervisory body is granted autonomous spending powers, which provide for the use of adequate financial resources to carry out its functions.

The SB reports on expenses incurred as part of its periodic reports to the Board of Administration.

Upon expiration of the term of office, the Supervisory body remains in office until new Appointments resolved by the Board of Directors.

When, during the term of office, a member of the SB leaves office, the Board of Administration shall replace it without delay.

Any revocation of the members of the Body must be approved by the Board of Directors of the Company and may be ordered exclusively for reasons related to serious failures to comply with the mandate assumed, including violations of confidentiality obligations, as well as for intervening causes of ineligibility.

In order to protect the autonomy and, therefore, enable concrete action of the Supervisory body, the Company established specific eligibility requirements for members of this body.

Ineligibility

They may not be appointed to the position of members of the Supervisory body:

- directors, spouse, domestic partner, relatives and relatives-in-law within the fourth degree of the directors of the Company;
- directors, spouse, domestic partner, relatives and relatives-in-law within the fourth degree of directors of companies controlled by it, companies that control it and companies under common control;
- those who are in the conditions set forth in Article 2382 of the Civil Code, namely the disqualified, the incapacitated, the bankrupt or those who have been sentenced by a judgment, even if not final, to a punishment involving disqualification, even temporary, from public office or inability to exercise executive offices of legal persons and enterprises;
- those against whom a judgment of conviction (even if not final) or a judgment of application of the penalty on request (the so-called plea bargain or equivalent), or against whom a criminal decree of conviction has been issued, in Italy or abroad, for having committed one or more of the crimes provided for in the Decree or other malicious offenses that may affect the professional honorability required for the position;
- those who have held the position of member of the Supervisory body within companies against which the sanctions provided for in Article 9 of the Decree have been applied, except in the case where in the judgment the responsibility of such individuals has been excluded and the validity of the Models has been recognized, or except in the case that the sanction refers to predicate offenses that occurred prior to the appointment;
- Those who are subject to support administration;
- Those who have a conflict of interest, even potential, with the Company, such as to prejudice its independence;
- for external members of the SB, those who are related to the Company or the parent company or a subsidiary of the latter or the same Company, or to the directors of the Company or the parent company or a subsidiary of the latter or the same Company, as well as the spouse, domestic partner, relatives and relatives-in-law within the fourth degree of the directors of the

Company or the parent company or a subsidiary of the latter or of the same Company, from a self-employed or subordinate employment relationship or from other relationships of a patrimonial or professional nature that compromise their independence; however, this is without prejudice to any positions in corporate supervisory bodies (including Supervisory bodys) of the parent company or of subsidiaries of the latter or of the same Company;

- those who have held administrative positions (in the three fiscal years prior to appointment as a member of the SB) of companies subject to bankruptcy, compulsory liquidation or other insolvency proceedings;
- those who are subject to preventive measures ordered by the Judicial Authority under Law No. 1423 of December 27, 1956 (Law on Preventive Measures against Persons Dangerous to Safety and Public Morality), or Law No. 575 of May 31, 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 the parent company or a subsidiary of the latter or of the Company itself (or their close family members), or have patrimonial relationships with the latter unrelated to the office conferred.

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 statement that they are not in any of the conditions of ineligibility indicated above and a commitment to promptly communicate any occurrence of 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 automatic disqualification from the office.

Forfeiture

The loss of the requirements of the SB set forth in Section 2.1 or the fulfillment of one or more of the above conditions of ineligibility is grounds for automatic disqualification from office.

The Chairman of the Board of Directors, if any of these circumstances occur, shall convene the Board of Directors without delay so that it may, at the first meeting following the occurrence of such knowledge, proceed to declare the disqualification of the person concerned from serving as a member of the Supervisory body and to replace him or her.

2.3 Functions and powers of the SB

The institutional functions of the SB were stated in Art. 6, co. 1(b) of the Decree, and are included in the following expressions:

- Supervise the operation of and compliance with the Models;
- Take care of their updating.

In particular, ADR's SB is called upon to supervise in this regard:

- to the Model's ability to prevent the commission of the crimes and administrative offenses under the Decree;

- compliance with the requirements of the Model by the Recipients, verifying the consistency between the concrete behaviors and the defined Model, proposing the adoption of corrective actions and the initiation of disciplinary proceedings against the individuals concerned;
- updating of the Model, where there is a need for adjustment in relation to the expansion of the list of crimes and administrative offenses relevant under the Decree or to the organizational changes that have occurred in relation to which the SB makes proposals for adjustment.

Against the above supervisory obligations, the SB is called upon, from an operational perspective, to perform the following specific tasks:

- With reference to the verification of the effectiveness of the Model:
 - Conduct reconnaissance of business activity for the purpose of evaluation on updating the Mapping of processes and areas of activity at potential risk 231;
 - Verify the adequacy of the organizational solutions adopted for the implementation of the Model (definition of standard clauses, personnel training, disciplinary measures, etc.), making use of the relevant corporate Units/Facilities;
- With reference to the verification of compliance with the Model:
 - To 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 or made available to the SB;
 - in any case, carry out periodic internal inspections of the operations carried out within the scope of sensitive activities or not yet fully compliant with the control principles;
 - Conduct internal investigations, including using the support of outside professionals, to The detection of alleged violations of the requirements of the Model;
- with reference to making reports for updating the Model and monitoring their implementation:
 - on the basis of the results that emerge from the verification and control activities, periodically express, as part of the six-monthly report referred to in Section 2.6 below, an assessment of the adequacy of the Model with respect to the requirements of the Decree, the reference principles, new regulations and significant jurisprudential interventions, as well as the operation of the same;
 - in connection with these evaluations, submit periodically to the Board of Directors:
 - reports on the needs to adapt the Model to the desired situation;
 - the actions necessary for the concrete implementation of the Organization, Management and Control Model (integration or concrete implementation of internal procedures, adoption of standard contractual clauses, etc.);
 - Periodically verify the implementation and effective functionality of proposed solutions / corrective actions.

The activities put in place by the SB cannot be reviewed by any other corporate body or structure, it being understood that the Board of Directors has ultimate responsibility for the operation and effectiveness of the Model.

The ADR Anti-Corruption Officer (appointed by the Company pursuant to the Mundys Group Anti-Corruption Policy) reports periodically on his activities to the SB and ensures liaison with the SB.

Taking into account the peculiarities and responsibilities attributed to the Supervisory body and the specific professional content required by them, in the performance of its duties, the Supervisory body may also avail itself of the assistance of other corporate Units/Facilities identified from time to time, as well as the possible support of Internal Audit or external professionals identified from time to time.

In carrying out its supervisory and control activities, the SB, without the need for any prior authorization, will have free access to all structures and offices of the Company and will be able to talk with any person operating in the aforementioned structures and offices, in order to obtain any information or document that it deems relevant. Company Units/Facilities are required to cooperate effectively with the SB, making available what is requested.

The Supervisory body ensures the utmost confidentiality with regard to any news, information, reports, under penalty of revocation of the mandate, without prejudice to the needs inherent in the conduct of investigations in the event that the support of professionals outside the SB or other corporate structures is required.

The performance of the activities of the SB, the manner in which the meetings are called and their minutes are taken, as well as the traceability of the activities carried out are governed by special regulations adopted by the SB itself.

All information, alerts, reports and other documents collected and/or prepared in application of this Model shall be kept by the SB in a special file (computerized and/or hard copy) maintained by the SB for a period of at least 10 years.

In the management of such information, reports, reports and other documents, the SB operates within the framework of the corporate organization - where ADR S.p.A. is the data controller in accordance with Articles 4 and 24 of the General Data Protection Regulation (EU) 2016/679 - and conforms its actions to the current regulations on Privacy.

2.4 Information flows to the Supervisory body from employees, corporate bodies and third parties

With a view to facilitating supervisory activities on the effectiveness, efficacy and compliance with the Model, the SB

Is a recipient of:

- reports, also received anonymously, regarding alleged or actual violations of the Model;

- Information useful and necessary for the performance of supervisory duties that the SB can access pledging to keep all information acquired secret;
- any information useful to the same in assessing the riskiness inherent in business processes.

For this purpose, information flows of a periodic (quarterly/six-monthly), or ad hoc, nature are envisaged, prepared and transmitted by the corporate Units/Facilities that - by virtue of their attributions - carry out operational activities within the scope of the processes and by those in charge of control activities, such as, by way of example:

- news about organizational changes and current company procedures;
- Updates to the system of powers and powers of attorney;
- visits, inspections, assessments initiated by competent bodies (e.g., ASL, INPS, INAIL, etc.) or by Public Supervisory Authorities (e.g., the National Civil Aviation Authority) and, upon their conclusion, their outcomes;
- measures and/or news from judicial police organs, or any other authority, from which it can be inferred that investigations are being carried out, even against unknown persons, for the crimes covered by Legislative Decree 231/2001 and which may involve ADR;
- Occupational health and safety reporting including reports of accidents/incidents, including those resulting from external factors that have resulted in serious or very serious injuries to employees and/or third parties;
- disciplinary proceedings conducted and any sanctions imposed for violations of the Model, as well as measures taken or reasoned orders to dismiss disciplinary proceedings against company personnel.

The aforementioned information and documentation to be transmitted and/or made available to the Supervisory body, with the relevant timing and information channels to be used, are identified in a specific company procedure. In any case, the same Managers are required to transmit any additional information that the SB explicitly requests.

Such information must be provided, in written form, to the SB by the Company's personnel, according to the own area of responsibility, using the appropriate IT Tool implemented by ADR.

In addition, all circumstances relevant to compliance with and operation of the Model as well as relating to any illegal conduct or violations of the Model may be reported, including by third parties, to the Supervisory body:

- via the e-mail address organismodivigilanza@adr.it
- To the attention Supervisory body Aeroporti di Roma - Via Pier Paolo Racchetti 1, 00054 Fiumicino-Rome.

2.5 Whistleblowing System

In accordance with the current legislation, as well as in order to comply with the changes introduced by Legislative Decree n.24/2023, implementing Directive (EU) 2019/1937 of the European Parliament and of the Council, on the protection of persons who report breaches of Union law and laying down provisions concerning the protection of persons who report breaches of national laws, ADR has implemented a *whistleblowing* report management system in accordance with the new legal dictate.

The reporting management system, in line with international *best practices*, Anac Guidelines and Confindustria's Operational Guide for Private Entities, has the following features:

- management of reports through the presence of specific channels and a dedicated Team Segnalazioni, a collegial body responsible for the report management process;
- Provision of mechanisms to intercept and manage possible conflicts of interest in the reporting process;
- assignment, without prejudice to the collegiality of the Team Segnalazioni, of the role of Coordinator to the Internal Audit function in the management of the process, from receipt to the conduct of the investigation;
- provision of information flows with other actors in the Internal Control and Risk Management System.

The process of receiving and handling *whistleblowing* reports is governed by the "ADR Whistleblowing Policy" (hereinafter the "Policy"), which is published on the Company's website www.adr.it and to whose provisions reference is made with regard to roles, responsibilities, operating procedures for the transmission and handling of reports and the designated Team Segnalazioni, and in any case for anything not expressly indicated in this paragraph.

The Policy, which is an integral part of the Model, is addressed to top management, members of corporate bodies, employees (e.g., direct, indirect, trainees, interns) and in general to third parties (e.g., customers, suppliers and consultants) who are entitled to make a report, if in possession of information about violations - i.e., conduct, acts or omissions that harm the public interest or the integrity of the Company or the Group - (or alleged to be such) of:

- Rules and regulations;
- Mundys Group Code of Ethics;
- Model;
- Mundys Group Anti-Corruption Policy;
- Conflict of Interest Management Procedure;
- Corruption Prevention Management System implemented by ADR in accordance with the UNI ISO 37001 standard;
- Internal corporate regulatory framework (policies, procedures, etc.);

as well as news of events likely to cause financial or image damage to ADR¹.

Not within the scope of Legislative Decree 24/2023 and thus of the Policy, are objections, claims and demands related to an interest of a personal nature of the reporter that pertain exclusively to his or her individual working relationships or inherent in his or her working relationships with hierarchically subordinate figures.

The Company provides a plurality of dedicated information channels (IT platform, e-mail box and postal address) for sending reports, including anonymous ones.

Specifically, reports can be submitted to the Reporting Team using the following alternative channels:

- **IT platform, accessible by all reporters (employees, third parties, etc.)** on the institutional corporate website <https://www.adr.it/whistleblowing-gruppo-adr> suitable for ensuring, by means of computer methods, the confidentiality of the reporter and through which it is possible to report both in written and oral form;
- **Electronic mail**, to the e-mail address: **segnalazioni.adr@adr.it**;
- **regular mail**, to the address: **ADR S.p.A., ADR Team Segnalazioni**, Via Pier Paolo Racchetti 1, 00054 Fiumicino (RM).

Oral reports may also be made through a face-to-face meeting with the Team Segnalazioni or one or more components, at the request of the reporter, in the manner governed by the Policy.

The Team Segnalazioni provides for the delivery of reports to the Supervisory body for the latter to assess whether they are relevant under the Model. The Supervisory body then independently processes the report relevant under the 231 Model according to its own internal regulations.

In addition, where applicable, the Team Segnalazioni submits to the Supervisory body and Anticorruption Officer (if and to the extent of their respective responsibilities) the results of the investigation prior to its final closure for the purpose of gathering any additional needs for further investigation.

To the extent of its competence, the Supervisory body ensures compliance (and supervises the Company's compliance) with the provisions of Legislative Decree 24/2023 on the protection of employees or collaborators who report wrongdoing in the private sector.

¹ For a more specific discussion of the types of violations, see also Article 2, Paragraph 1(a) of Legislative Decree 24/2023.

The Supervisory body evaluates, to the extent of its competence, the reports received and the activities to be put in place; any consequent measures are defined and applied in accordance with the provisions regarding the disciplinary system (see, in this regard, Section 3 below).

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

The Company expressly prohibits any act of retaliation or discrimination, whether direct or indirect, against whistleblowers for reasons related, directly or indirectly, to the reports.

In addition, both the violation by a Recipient of the whistleblower protection measures defined by the Company and the making, with malice or gross negligence, of reports that turn out to be unfounded constitute conduct that is punishable consistently with the provisions of the disciplinary system (see, in this regard, Section 3 below).

2.6 Communications of the SB to corporate bodies

In order to ensure its full autonomy and independence in carrying out its functions,

The Supervisory body reports directly to the Board of Directors.

The SB reports on the implementation of the Model and the emergence of any critical issues, on a semi-annual basis (or for serious facts immediately upon the occurrence of the critical issue), to the Board of Directors through a written report, which must also be forwarded to the Control and Risk Committee" and the Board of Auditors. In particular, the report must point out in a timely manner:

- The activity carried out during the reporting period, in terms of controls performed and outcomes obtained;
- Any problems or critical issues that have arisen and the corrective actions that have become necessary or appropriate to the
in order to ensure the effectiveness and efficacy of the Model;
- Any need to update the Model;
- Any sanction proceedings activated and their outcomes;
- the detection of organizational or procedural deficiencies such as to expose the Company to the danger of the commission of the relevant crimes;
- Any lack of or deficient cooperation from corporate Units/Facilities
In the performance of their audit and/or investigative duties.

The Supervisory body may ask to be heard by the Company's Board of Directors whenever it deems it appropriate to speak with that body; likewise, the Supervisory body is granted the opportunity to request clarification and information from the Board of Directors.

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

Meetings between these bodies and the SB must be minuted, and copies of the minutes must be kept by the



SB as well as the bodies involved from time to time.

2.7 Relationship between ADR's SB and the SBs of other Group companies.

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

To this end, ADR's Supervisory body liaises with the Supervisory bodys of the parent company and subsidiaries.

In particular, ADR's SB, while respecting the functional autonomy of the various subsidiaries and the limits imposed by special regulations (e.g., on corporate secrecy, *privacy* protection, etc.), interacts with the SBs of the subsidiaries and may:

- Provide suggestions in the organization and planning of various activities, audits to be carry out and the training programs to be implemented;
- to request information in relation to the adoption, implementation and updating of the Organization, Management and Control Models, the performance of supervisory and training activities, and any other information deemed useful or necessary for the proper application of the Models themselves and the regulations of the Decree;
- Provide suggestions regarding the updating of organization, prevention and control systems If needs for adjustment of the same emerge.

There is also provision for the organization, at least once a year, of joint meetings in which the Supervisory bodys of ADR and its subsidiaries update each other with regard to the activities carried out during the period and those planned, including with regard to the areas of guidance for supervisory activities and any changes and additions to be made to the Organizational Models.

3. The penalty system

3.1 Functions of the penalty system

The application of sanctions in case of violation of the obligations under the Model is a condition essential 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 offense and the outcome of any criminal proceedings instituted against the author of the reprehensible behavior: the purpose of the sanctions system is, in fact, to induce individuals acting in the name of or on behalf of ADR to act in compliance with the Model.

Equally subject to sanctions are, among other things, violations of the rules prescribed in the *Whistleblower Management Policy*, which include the protections established in favor of the whistleblower and the prohibition against making reports with malice or gross negligence that prove to be unfounded (on this point see 3.8 below).

The SB, if it detects in the course of its verification and control activities a possible violation of the Model, will initiate, through the competent bodies, the sanctioning procedure against the author of the violation. The ascertainment of the actual responsibility arising from the violation of the Model and the imposition of the relevant sanction will take place in compliance with the provisions of the law in force, the rules of the applicable collective bargaining agreement, internal procedures, *privacy* provisions and in full observance of the fundamental rights of dignity and reputation of the persons involved.

3.2 Target audience

This system of sanctions is divided into Sections, depending on the category in which the recipients are classified *pursuant to* Article 2095 of the Civil Code as well as the possible autonomous or para-subordinate nature of the relationship between the recipients themselves and the Company, and is aimed at:

- to persons who hold 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 Senior Persons) and members of the Board of Statutory Auditors;
- to persons subject to the direction or supervision of one of the aforementioned Senior Persons;
- to business partners, suppliers, intermediaries, consultants and external collaborators, however named, or other parties having contractual relations with the Company (so-called Third Parties).

3.3 General criteria for the imposition of sanctions

In individual cases, the type and extent of specific sanctions will be applied in proportion to the severity of the infractions and, in any case, according to the following general criteria:

- subjective element of the conduct (willful misconduct or negligence, the latter for recklessness, negligence or inexperience also in view of the foreseeability or otherwise of the event);
- Relevance of the violated obligations;
- Severity of the danger created;
- Extent of the damage, if any, created to the Company by the possible application of the penalties provided for by the Decree as amended and supplemented;

- Functional position and level of responsibility and autonomy of those involved in the constituent facts infringement;
- Presence of aggravating or mitigating circumstances;
- Possible sharing of responsibility with other parties who have assisted in determining 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 directors of ADR of the organizational provisions and procedures set forth in the Model, and in particular in the event of an ascertained commission of a crime relevant under the Decree from which the administrative liability of the Company may derive, the SB shall immediately inform the Board of Statutory Auditors and the Chairman of the Board of Directors.

The Board of Directors is responsible for evaluating the infraction and taking the most appropriate measures against the director who committed it. In such evaluation, the Board of Directors shall act by an absolute majority of those present, excluding the director or directors who committed the offenses, after hearing the opinion of the Board of Auditors.

The Board of Directors, and the Board of Statutory Auditors pursuant to Article 2406 of the Civil Code, are competent, in accordance with applicable legal provisions, to convene, if deemed necessary, a General Meeting of Shareholders. The convening of the Shareholders' Meeting is mandatory for resolutions on any removal from office or liability action against directors.

In the event of a violation of the requirements of the Model by a member of the Board of Auditors, the Supervisory body will immediately send a written report to the Board of Directors and the Board of Auditors itself; if the violations are such as to constitute just cause for revocation, the Board of Directors, on the recommendation of the Supervisory body, will propose to the Shareholders' Meeting the adoption of the measures within its competence and will take the further steps required by law.

3.5 Sanctions against managers

Compliance by ADR's managers with the provisions and principles of control and behavior set forth in the Model, as well as fulfillment of the obligation to enforce compliance with the provisions of the Model itself, constitute fundamental elements of the relationship existing between them and the Company.

If a manager is found to have adopted conduct that does not comply with the provisions of the Model, or if it is proven that a manager has allowed employees hierarchically subordinate to him to engage in conduct constituting a violation of the Model, ADR will consider the most appropriate measures, based on the seriousness of the manager's conduct, including termination of employment.

Where the executive has power of attorney with authority to represent the Company externally, the imposition of the expulsive disciplinary sanction will also result in the revocation of the power of attorney itself.

The power to ascertain (possibly upon report of the SB) infractions committed by managers and to imposing sanctions is exercised as appropriate and consistent with the existing power structure,

by the Chief Executive Officer and General Manager or the relevant Employer, in consultation with Human Capital & Organization, Health & Safety, in compliance with the provisions of the law, the CCNL and the provisions of the Model and the Code of Ethics, as well as informing the SB in advance.

3.6 Sanctions against employees (non-managers)

The individual behavioral rules provided for in this Model constitute "provisions for the execution and discipline of work given by the entrepreneur" which, pursuant to Article 2104 of the Civil Code, every employee is required to observe; the worker's failure to comply with the Model therefore constitutes a breach of contract, against which the employer may impose sanctions of a disciplinary nature provided for by law and collective bargaining.

The applicable National Collective Bargaining Agreement for Air Transport - Specific Part Airport Operators, which governs the employment relationship between ADR and its non-management employees, provides for the application of the following disciplinary measures in the face of contractual breaches:

- (i) verbal warning;
- (ii) written recall;
- (iii) Fine not exceeding four hours' pay;
- (iv) Suspension from work and pay for up to 10 days;
- (v) Dismissal with notice or without notice.

Where employees have power of attorney with authority to represent the Company externally, the imposition of the

penalty more severe than the fine will result in the automatic revocation of the power of attorney itself.

In particular, the disciplinary measure may not be imposed earlier than five days from the dispute, during which the employee 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 association to which he or she belongs or mandates. The imposition of the measure will be communicated in writing.

The employee may challenge the measures referred to in points (i), (ii), (iii) and (iv) in the union. Disciplinary dismissal, with or without notice, may be appealed pursuant to Article 6 of Law 604/1966 and ss.mm.ii.

In accordance with the provisions of Article 7 of the Workers' Statute, and in compliance with the principle of graduation of sanctions 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:

- to the intentionalities and circumstances, mitigating or aggravating, of the overall behavior;
- To the job position occupied by the employee;
- To the competition in the absence of several workers in agreement with each other;
- to disciplinary records within the two-year period stipulated by law.

Where more than one offense, punishable by different penalties, has been committed by one act, the most serious penalty shall be applied.

Even non-specific repetition of infractions involving verbal warning, written warning, fine, determines the application of the immediately more serious measure.

The principles of timeliness and immediacy dictate the imposition of disciplinary sanction, regardless of the outcome of any criminal trial.

The disciplinary sanctions stipulated in (i) and (ii) are imposed on employees who, while not operating within the scope of processes at potential risk 231, violate the procedures stipulated in the Model or engage in behavior that does not comply with the Model.

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

The sanction of dismissal with notice, pursuant to the applicable national collective bargaining agreement, shall be imposed on any employee who, following the application against him/her of two measures of suspension from work and pay, again commits non-compliance with the prescriptions dictated for the specific process at potential risk 231 in which he/she carries out his/her activity or again engages in behavior in the performance of his/her activities that does not comply with the prescriptions of the Model and such as to be likely to result in the application against ADR of the administrative sanctions arising from the crime provided for in the Decree.

The sanction of dismissal without notice is imposed on an employee who engages in conduct in the performance of his or her activities that does not comply with the requirements of the Model and is unequivocally directed toward the commission of an offense sanctioned by the Decree and such that it may result in the application against ADR of the administrative sanctions arising from the offense provided for in the Decree.

The ascertainment of the aforementioned infractions (possibly upon report of the SB) and the management and imposition of disciplinary sanctions are the responsibility of the Managing Director and General Manager or by the competent Employer, in consultation with Human Capital & Organization, Health & Safety, in compliance with the provisions of the law, the CCNL and the provisions of the Model and the Code of Ethics. Every act related to the disciplinary procedure must be communicated to the Supervisory body for the evaluations and monitoring within its competence.

3.7 Sanctions against business partners, consultants and external collaborators

The adoption by business partners, suppliers, intermediaries, consultants and external collaborators, however denominated, or other persons having contractual relations with the Company (so-called Third Parties) of conduct in conflict with Legislative Decree 231/2001 and with the principles and values contained in the Code of Ethics and the Mundys Group Anti-Corruption Policy, as well as with the procedures and/or prescriptions that may be applicable to them, is sanctioned in accordance with the provisions of the specific contractual clauses included in the relevant contracts. Similarly, lack of, incomplete or untrue documentation of the activity performed, which is the subject of the assignment, such as to prevent the transparency and verifiability of the same, is sanctioned.

Engaging in conduct contrary to Legislative Decree 231/2001 or violating the principles contained in the Mundys Group Code of Ethics or Anti-Corruption Policy will be considered a breach of contractual obligations and may result in termination of the contract by the Company.

3.8 Penalties for violating the provisions of Legislative Decree 24/2023 and the Reporting Management Policy

ADR takes disciplinary action, appropriate and proportionate to the extent and seriousness of the misconduct ascertained, against:

- those who fail to take charge of the report or handle it in a manner that is not in accordance with the Reporting Management Policy;
- those who are responsible for any threat, form of retaliation, discriminatory action, or conduct that is in any way detrimental to the rights of the reporter (or of anyone who has cooperated in the investigation of the facts that are the subject of a report) for reasons related, directly or indirectly, to the report;
- Those who are identified, as a result of the investigation activities, as the perpetrators of the reported conduct;
- Those who violate the confidentiality obligations invoked by the Whistleblower Management Policy;
- those who have made an unfounded report with malice or gross misconduct or otherwise abusing the reporting system made available by the Company, such as reports that are merely opportunistic and/or made for the sole purpose of harming the reported person or others.

Compliance with the provisions of the Reporting Management Policy must be considered an essential part of the contractual obligations undertaken by any third party dealing with ADR. Therefore, any violation of the Policy may constitute breach of contract, with all legal consequences regarding termination of the contract and consequent compensation for damages arising.

It should be noted that, except as provided for in Article 20 of Legislative Decree no. 23/2024 on the subject of limitations of liability in the event of the existence of well-founded reasons for making information necessary for reporting, pursuant to Article 16 of Legislative Decree no. 24/2023, if the criminal liability of the reporting person - even in the case of an initially anonymous report whose author is subsequently identified - for the crimes of defamation or slander or his civil liability, for the same title, in cases of malice or gross negligence, is also established by a first-degree judgment, the protections provided by Chapter III of the aforementioned Decree are not guaranteed and a disciplinary sanction is imposed on the reporting person.

4. The dissemination of the Model

4.1 Information

The adoption of this Organization, Management and Control Model and its subsequent updates are communicated to Recipients at the time of adoption or the updates themselves. The Model is also published in electronic format accessible to Recipients on the company intranet.

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

New hires are given notice by Human Capital & Organization, Health & Safety of the validity of the Model, as well as references for obtaining an electronic copy of the Model, company procedures and the Anti-Corruption Policy, and a copy of the Mundys Group Code of Ethics.

The Code of Ethics, the Mundys Group Anti-Corruption Policy and the General Part of the Model are also published on the Company's website.

4.2 Staff training

The Model, because of its obligations to personnel, becomes part of company regulations for all purposes, contractual and legal.

Staff training for the purpose of implementing the Model is managed by Human Capital & Organization, Health & Safety, in coordination with Legal & Corporate Affairs and in cooperation with the SB, and is articulated through preparation of specific plans.

The level of training is characterized by a different approach and degree of depth, depending on the qualification of the individuals concerned and the degree of their involvement in the sensitive activities indicated in the Model.

Human Capital & Organization, Health & Safety, in coordination with Legal & Corporate Affairs sees to it that the training program is adequate and implemented. The SB promotes and supervises the activity.