



Atlantia

Organisational, management
and control model



**Organisational, management
and control model**

pursuant to

Legislative Decree 231 of 8 June 2001

Approved by Atlantia SpA's Board of Directors on 15 December 2017

Contents

Definitions	4
General part	7
Introduction	9
1. The Company	10
2. Legislative Decree 231/2001	11
2.1 The concept of the administrative liability of legal persons	11
2.2 Offences committed outside Italy	12
2.3 Sanctions	13
2.4 Adoption of an “Organisational and Management Model” as possible grounds for exemption from administrative liability	14
3. Adoption of the Model	16
3.1 Purpose of the Model and persons to whom it applies	16
3.2 Structure of the Model	17
3.3 Revision of the Model	17
3.4 Adoption of the Model by Atlantia’s subsidiaries	22
3.5 Communication of the Model	23
4. Supervisory Board	24
4.1 Composition of the Supervisory Board	24
4.2 Appointment of members	24
4.3 Requirements of the Supervisory Board	24
4.4 Duration and termination	25
4.5 Duties and powers of the Supervisory Board	26
4.6 Reporting to Corporate Bodies	27
4.7 Supervisory Board Regulations	27
4.8 Relations between the Supervisory Board and the supervisory boards of Group companies	28
4.9 Relations between the Supervisory Board and the Control, Risk and Corporate Governance Committee	28
4.10 Relations between the Supervisory Board and the Board of Statutory Auditors	28
5. Provision of information to the Supervisory Board	29
5.1 Information provided by internal departments	29
5.2 Reporting alleged breaches of the Model	30
6. Training	31
6.1 Staff training	31
6.2 Information for independent contractors and partners	31
7. Disciplinary measures	32
7.1 Relevant acts	32
7.2 Sanctions applicable to members of the Board of Directors and Board of Statutory Auditors	33
7.3 Sanctions applicable to employees (executives, managers and administrative staff)	33
7.4 Sanctions applicable to “Third parties to whom the Model applies”	34
7.5 Disciplinary procedures	34

Definitions

Atlantia or the Company	Atlantia SpA
Atlantia Group	Atlantia's subsidiaries, as defined by art. 2359, paragraphs 1 and 2 of the Italian Civil Code
Public Administration	The Public Administration, including managers and civil servants
Decree or Legislative Decree 231/2001	Legislative Decree 231 of 8 June 2001
Confindustria Guidelines	Guidelines for the development of organisational, management and control models pursuant to Legislative Decree 231/2001, as issued by Confindustria (the Confederation of Italian Industry) on 7 March 2002, as amended
Model	The Organisational, Management and Control Model pursuant to Legislative Decree 231/2001, adopted by the Company in order to prevent commission of the offences covered by the Decree
Code of Ethics	The Atlantia Group's Code of Ethics, setting out the values and standards the Company aims to apply in the conduct of its business
Offences	Offences covered by Legislative Decree 231/2001
Areas at risk	Areas of activity considered to be potentially at risk of exposure to commission of the offences covered by Legislative Decree 231/2001
Supervisory Board	An internal body with responsibility for overseeing the functionality and effectiveness of the Model, compliance therewith and the Model's revision, as required by art. 6, paragraph 1, sub-paragraph b) of Legislative Decree 231/2001
Corporate bodies	Atlantia's Board of Directors and Board of Statutory Auditors
Senior management	As defined by art. 5, paragraph 1, sub-paragraph a) of the Decree, persons holding representative, administrative and executive positions in the entity or in financially and functionally autonomous units of the entity, as well as persons exercising, <i>de facto</i> or <i>de jure</i> , the management and control of the entity

Subordinates	As defined by art. 5, paragraph 1, sub-paragraph b) of the Decree, persons subject to the management or oversight of one of the persons defined in sub-paragraph a)
Internal oversight body	Atlantia's Board of Statutory Auditors
Third parties to whom the Model applies	Any party engaging in commercial and/or financial relations with the Company
National Collective Contract	The National Collective Contract for persons employed by companies or consortia who operate motorways and tunnels
National Collective Contract for management personnel	The National Collective Contract for management personnel employed by the providers of goods and services
Protocols	This refers to the collection of company rules and regulations, including, but not limited to, procedures, operating guidelines, manuals, forms and personnel notices
Ethics Officer	The sole body within the Group with responsibility for publishing, circulating and overseeing observation of the Code of Ethics
Human Resources department	The Atlantia Group's Human Resources department
General Counsel	Atlantia's General Counsel
Internal Audit department	The Atlantia Group's Internal Audit department
Group Control department	Atlantia's Group Control department





General part

This page intentionally left blank

Introduction

Legislative Decree 231 of 8 June 2001, in implementation of art. 11 of Law 300/2000, embodies the “*Law on the Administrative Liability of Legal Persons, Companies and Associations with or without Legal Personality*”, (“Legislative Decree 231/01”).

The Company, being aware of the need to ensure propriety and transparency of the Company’s business dealings and operations, so as to protect its market position and image, meet its shareholders’ expectations and to safeguard the work of its employees, has adopted an Organisational, Management and Control Model (the “Model”). The Model consists of a structured system of rules and controls to be applied in order to ensure that the Company conducts its business in full compliance with existing statutory requirements, including provisions designed to prevent the commission of offences covered by Legislative Decree 231/01.

This document thus presents the Company’s Organisational, Management and Control Model.

1. The Company

Atlantia is an industrial holding company that operates in the motorway and airport infrastructure sector.

More specifically, Atlantia manages investments in Italian motorway operators through its subsidiary, Autostrade per l'Italia SpA, and investments in overseas motorway operators both directly and indirectly (India, Poland, Brazil and Chile).

Following the merger with Gemina SpA, since 2013 Atlantia also controls Aeroporti di Roma, the operator of the Roman airport system, comprising the international airports of Fiumicino and Ciampino.

Since November 2016, Atlantia has owned, through Azzurra Aeroporti Srl, a majority interest in Aéroports de la Côte d'Azur ("ACA"), the company that operates the airports of Nice, Cannes-Mandelieu and Saint Tropez.

In addition, from December 2016, Atlantia directly controls Telepass SpA, which operates Europe's most widely used electronic motorway tolling system, with over 8 million Telepass devices in circulation.

Finally, Atlantia directly controls Pavimental, Spea Engineering and Fiumicino Energia, which offer integrated solutions in the field of engineering services for the design, construction and maintenance of motorways and airports, safety, traffic management and energy saving technologies.

2. Legislative Decree 231/2001

2.1 The concept of the administrative liability of legal persons

Legislative Decree 231 of 8 June 2001, which embodies the “*Law on the Administrative Liability of Legal Persons, Companies and Associations with or without Legal Personality*”, has transposed certain concepts into Italian Law dealing with the liability of legal persons contained in international conventions to which Italy adhered some time ago, including:

- the *Brussels Convention of 26 July 1995 on the Protection of the European Communities’ Financial Interests*;
- the *Brussels Convention of 26 May 1997 on the Fight against Corruption involving Officials of the European Communities or Officials of Member States or Officials of the Member States of the European Union*;
- the *OECD Convention of 17 December 1997 on Combating Bribery of Foreign Public Officials in International Business Transactions*;
- the *United Nations Convention against Organised Crime and its Protocols*, adopted by the General Assembly on 15 November 2000 and 31 May 2001, ratified with Law 146 in 2006.

The Decree introduced the concept of the administrative liability of a company or an association with or without a separate legal personality (the “**Entities**”), for criminal acts committed in the interest or to the benefit of such Entities by the following persons:

- a) persons holding representative, administrative and executive positions in Entities or in financially and functionally autonomous units of such Entity as well as any natural persons exercising, *de facto or de jure*, the management and control of such Entities (“*senior management*”);
- b) natural persons subject to the influence or supervision of senior management (“*subordinates*”).

The administrative liability of a legal person is in addition to the liability of the natural person who has actually committed the offence and both are under investigation during proceedings before the criminal courts. Failure to identify or prosecute the natural person who committed the offence does not exempt an Entity from administrative liability.

To date, an Entity’s liability only extends to the following types of offence (so-called underlying offences) expressly referred to in the Decree:

- i. offences against the Public Administration (arts. 24 and 25 of Legislative Decree 231/2001);
- ii. cyber crimes and data protection breaches (art. 24-bis of Legislative Decree 231/2001);
- iii. organised crime (art. 24-ter of Legislative Decree 231/2001);
- iv. the counterfeiting of money, public credit cards, revenue stamps and instruments or forms of proof of identity (art. 25-bis of Legislative Decree 231/2001);
- v. industrial and trade fraud (art. 25-bis.1 of Legislative Decree 231/2001);
- vi. corporate crimes (art. 25-ter of Legislative Decree 231/2001);
- vii. crimes relating to terrorism and subversion of democratic institutions, as defined in the Italian Penal Code and in special laws (art. 25-quater of Legislative Decree 231/2001);
- viii. genital mutilation (art. 583-bis of the Italian Penal Code) (art. 25-quater.1 of Legislative Decree 231/2001);
- ix. crimes against the person (art. 25-quinquies of Legislative Decree 231/2001);

- x. crimes and administrative offences entailing market abuse (art. 25-sexies of Legislative Decree 231/2001);
- xi. culpable homicide and negligent injury or grievous bodily harm resulting from breaches of occupational health and safety regulations (art. 25-septies of Legislative Decree 231/2001);
- xii. receipt of stolen goods, money-laundering and deriving benefit from ill-gotten monies, property or gains, and self-laundering art. 25-octies of Legislative Decree 231/2001);
- xiii. breaches of copyright (art. 25-novies of Legislative Decree 231/2001);
- xiv. inducement of others to withhold evidence or commit perjury in legal proceedings (art. 25-decies of Legislative Decree 231/2001);
- xv. transnational crimes regarding criminal conspiracy, money laundering, the trafficking of migrants, and the obstruction of justice (arts. 3 and 10 of Law 146 of 16 March 2006);
- xvi. environmental offences (art. 25-undecies of Legislative Decree 231/2001);
- xvii. employment of third-country citizens who are illegally resident (art. 25-duodecies of Legislative Decree 231/2001).

Following the assessment conducted by Atlantia SpA (“the Company”), the offences deemed to potentially relate to the Company are those listed under i), ii), iii), iv), v), vi), x), xi), xii), xiii), xiv) and xvii).

Offences relating to organized crime and transnational crimes are covered in the general principles of conduct and the description of controls contained in the following Special Parts of the Model: A) Offences against the Public Administration; B) Corporate crimes and private-to-private corruption; E) Receipt of stolen goods, money-laundering and deriving benefit from ill-gotten monies, property or gains, and self-laundering. The only type of offence relating to the counterfeiting of money, public credit cards, revenue stamps and instruments or forms of proof of identity theoretically applicable to the Company is deemed to be the type referred to in art. 473 of the Italian Penal Code, “Counterfeiting, alteration or use of trademarks or distinguishing signs or of patents, models or designs”.

The types of offence not included in those theoretically applicable to the Company have been excluded, reflecting the nature of the Company’s operations and because no instances of actual exposure to such potential risks has at this time been identified.

The Company also believes that the various organizational and procedural safeguards adopted by the Company in order to prevent commission of the above offences or, more generally, to ensure the propriety of the Company’s operations are sufficient to eliminate or minimise the risk of commission of the types of offence pursuant to Legislative Decree 231/01.

Further details are provided in section 3.2.

2.2 Offences committed outside Italy

The Entity is also liable for offences committed outside Italy.

Under article 4 of the Decree, an Italian-registered Entity is also liable for offences committed outside Italy, provided that:

- a) the offence is committed outside Italy by a person having a working relationship with the Entity (art. 5, paragraph 1 of the Decree);
- b) the Entity’s principal operating base is located in Italy;
- c) the Entity shall only be liable to the extent that the conditions of arts. 7 (Offences committed outside Italy), 8 (Political offences committed outside Italy), 9 (Common offences committed by a citizen when outside Italy) and 10 (Common offence committed by a foreign citizen outside Italy) of the Italian Penal Code have been met.

Entities are also liable for offences committed outside Italy, provided that the authorities in the country in

which the offence was committed have not initiated proceedings against the Entity. If punishment of the guilty party is dependent on a request from the Ministry of Justice, action against the Entity is only taken if the request is also made in respect of the latter.

In addition, in accordance with art. 10 of Law 146 of 2006, the Entity is liable for certain transnational crimes, such as, for example, mafia-related criminal conspiracy, conspiracy to traffic in drugs or hallucinogenics and the trafficking of migrants).

The these cases it is necessary that the illegal conduct, committed by a group of organised criminals, is:

- committed in more than one country; or
- committed in one country but the substantial effects of the crime are in another country; or
- committed in one country with most of the preparation, planning, direction and control taking place in another country; or
- committed in one country, but implicating a group of organised criminals engaging in criminal acts in more than one country.

2.3 Sanctions

Sanctions for offences pursuant to the Decree include:

- fines;
- prohibitory injunctions;
- confiscation;
- disclosure of the verdict.

Prohibitory injunctions for periods ranging from three months and to two years may only be for those specific acts to which the Entity's offence relates and are comprised of:

- a prohibition on the Company's operations;
- a prohibition on entering into contractual relationships with the Public Administration;
- the suspension or revocation of consents, licences or concessions involved in commitment of the offence;
- a prohibition on assistance, financing, grants or subsidies and the revocation of any such assistance, financing, grants or subsidies already granted; and
- a prohibition on the advertising of goods or services.

Prohibitory injunctions may only be imposed in those circumstances provided for in the Decree to the extent that at least one of the following conditions is met:

- the entity profited significantly from a breach committed by:
 - i. a member of senior management, or
 - ii. subordinates, to the extent that the offence was the result of or facilitated by serious organisational failings;
- the offence is recurrent.

The nature and duration of prohibitive injunctions are required to be determined by the court taking into account the gravity of the offence, the extent of the Entity's liability and any action taken to reverse or mitigate the consequences of the offence and to prevent further occurrences.

Prohibitory injunctions may be imposed on entities for precautionary reasons provided that there is sound evidence that the Entity is liable for the offence and there are well-founded and specific reasons to believe that there is a risk of a recurrence of similar offences (art. 45). Provided that there are grounds for the imposition of a prohibitory injunction halting an Entity's operations, the court may, when imposing the sanction, order the Entity's operations to be managed by an officer of the court for the duration of the injunction provided that the Entity renders a public service which, if halted, would seriously prejudice the community or be seriously detrimental to employment.

Any breach of an injunction is considered a separate crime under the Decree for which an Entity may be held administratively liable (art. 23).

Fines, which may be imposed for all offences, in accordance with art. 10 of the Decree, are determined with reference to a system of between 100 and 1,000 units, ranging from €258.22 to €1,549.37. The number of units is determined by the court taking into account the gravity of the offence, the extent of the Entity's liability and any action taken to reverse or mitigate the consequences of the offence and to prevent recurrence. The number of units is determined on the basis of the Entity's income and assets in such a manner as to ensure the effectiveness of the sanction (art. 11 of the Decree).

Fines may be reduced in certain cases, strictly in accordance with the law. This includes reductions of from one third to one half if, prior to the hearing at first instance:

- the Entity has fully compensated for any damages or losses incurred and has eliminated the damages or dangers resulting from the offence, or has, in any event, taken effective steps in this direction;
- an organisational model, suitable to prevent the occurrence of offences of the type committed, has been adopted and implemented (art. 12).

Fines and prohibitory sanctions are reduced by from one third to one half in relation to attempted (art. 26) commission of the crimes listed in Chapter I of the Decree (arts. 24 and 25-*duodecies*).

In addition to the above sanctions, the Decree also provides for confiscation of the proceeds or profit from offences, including assets or other items of equivalent value, in addition to disclosure of the imposition of a prohibitory injunction.

2.4 Adoption of an “Organisational and Management Model” as possible grounds for exemption from administrative liability

Arts. 6 and 7 of the Decree provide for the exemption of an Entity from administrative liability, under certain circumstances, for acts committed by its senior management and employees.

Art. 6 of the Decree provides for Entities to be exempted from administrative liability for offences committed by senior management when representing, administering or managing either the Entity or one of its functionally or financially autonomous organisational units, or by senior management with powers, even if only *de facto*, to manage or control the Entity, provided that at the time of the offence:

- a) the management body had, prior to the offence, adopted and actually implemented an organisational model for the prevention of such offences;
- b) there was a unit with autonomous powers of initiation and control for the oversight of the effectiveness, compliance and revision of the model;
- c) the criminal offence was committed in fraudulent breach of the model;
- d) oversight by the unit pursuant to letter b), above, was neither omitted nor inadequate.

For crimes committed by subordinates, on the other hand, art. 7 of the Decree provides for the Entity to be held liable for offences that occurred due to failure to comply with management and oversight requirements. Such failure, however, is irrelevant if, prior to the offence, the Entity had effectively implemented an Organisational, Management and Control Model that was suitable to prevent the occurrence of offences of the type committed.

The Decree also provides that the Organisational, Management and Control Model must satisfy the following requirements:

- it must specify the areas at risk of the offences pursuant to the Decree;
- it must provide specific protocols for the purposes of formulating and implementing organisational decisions relating to the prevention of offences;

- it must specify a suitable manner for managing financial resources for crime prevention;
- it must specify the information to be provided to the body overseeing the functioning of and compliance with the Model;
- it must include disciplinary measures in the event of breaches of the Model.

The Decree also provides that organisational and management models may be adopted that meet the above requirements through codes of conduct developed by professional and trade associations.

3. Adoption of the Model

3.1 Purpose of the Model and persons to whom it applies

The Model is a complex body of principles, rules, instructions, organisational arrangements and related duties and responsibilities for the implementation and vigilant management of a system designed to control and monitor activities at risk in relation to the offences provided for in the Decree.

The purpose of the Model is:

- to strengthen Corporate Governance;
- to develop a structured, organic system of precautionary measures and controls to eliminate or reduce the risk of commission of the offences covered by Legislative Decree 231/2001, including any attempts to commit such offences, in relation to the Company's operations, specifically including the elimination and reduction of any unlawful practices;
- to make all persons working in "areas at risk" for and on behalf of Atlantia aware of the fact that, in the event of a breach of the Model's provisions, any criminal offence they may commit would make, not only them, but also the Company liable to criminal prosecution and administrative sanctions;
- to notify all persons performing any type of work for, on behalf of or in the interests of Atlantia that any breach of the Model will result in the imposition of appropriate sanctions;
- to reinforce the idea that Atlantia will not tolerate any form of unlawful or corrupt practice, regardless of purpose or any mistaken conviction to be acting in the best interests of the Company; this is because such acts are contrary to the Company's ethical principles and, therefore, counter to the Company's interests;
- to punish any breaches of the Model through disciplinary action and/or contractual penalties.

The Model applies to the following persons, who are required to be aware of and comply with it:

- members of the Board of Directors, who are responsible for establishing objectives, deciding on activities, implementing projects, proposing investments and making all decisions or taking all actions relating to the Company's performance;
- members of the Board of Statutory Auditors in carrying out their role of overseeing and assessing the formal and substantial propriety of the Company's operations and the functionality of the internal control system;
- the General Manager (where appointed), Joint General Managers (where appointed), other executives and managers;
- the Company's employees and all independent contractors under any form of contract, including occasional and/or purely temporary staff;
- all persons having dealings of a business or financial nature with the Company.

Given the Company's organisational structure, "Senior Management" encompasses Directors, Statutory Auditors, the General Manager (where appointed), Joint General Managers (where appointed) and other executives. "Subordinates", on the other hand, are managers and other employees.

3.2 Structure of the Model

The Organisational, Management and Control Model, adopted by Atlantia in accordance with Legislative Decree 231/2001, consists of a General Part, a number of Special Parts relating to the different types of offence to which the Company is adjudged to be exposed and the Code of Ethics.

The Ethics Officer is responsible for overseeing compliance with the Code of Ethics and for verifying knowledge of the Code.

The Model's Special Parts have been divided up by "category of offence" which, at the date of approval of this Model, are the following:

- Special Part "A", relating to specific offences against the Public Administration (arts. 24 and 25 of the Decree). This Special Part covers the offence of inducement of others to withhold evidence or commit perjury in legal proceedings (art. 25-*decies* of the Decree) and employment of third-country citizens who are illegally resident (art. 25-*duodecies* of the Decree);
- Special Part "B", relating to specific types of offence provided for in art. 25-*ter* of the Decree, having regard to corporate crimes and private-to-private corruption;
- Special Part "C", relating to specific types of offence provided for in art. 25-*sexies* of the Decree and 187-*quinqies* of the of the Consolidated Finance Act [Testo Unico Finanziario], having regard to insider trading and market manipulation;
- Special Part "D", relating to the offences of culpable homicide and negligent injury or grievous bodily harm resulting from breaches of occupational health and safety regulations (art. 25-*septies* of the Decree);
- Special Part "E", relating to specific types of offence provided for in Law 231/2007 and art. 25-*octies* of the Decree, having regard to receipt of stolen goods, money-laundering and deriving benefit from ill-gotten monies, property or gains, and self-laundering;
- Special Part "F", relating to specific types of offence provided for in art. 24-*bis* of the Decree and Law 48/2008, having regard to cyber crimes;
- Special Part "G", relating to specific types of offence provided for in art. 25-*bis*, 25-*bis* I and 25-*novies* of the Decree, regarding the offences of counterfeiting, industrial and trade fraud and breaches of copyright.

All other crimes that, based on the assessment of operations the Company is not deemed to be potentially exposed to and for which a specific Special Part has not been prepared, are subject to the series of organisational and procedural controls adopted and described in this Model and the Code of Ethics.

3.3 Revision of the Model

Taking into account the complexity of the Company's organisational structure, in order to ensure that the Company's various activities are conducted in compliance with the requirements of Legislative Decree 231/2001 and, at the same time, guarantee effective control over the risk of commission of an underlying offence, the Company has adopted a procedure that entails the continuous monitoring and revision of the 231 Model under one or more of the following conditions:

- changes in the law or jurisprudence relating to Entities' liability for administrative offences resulting from a crime;
- major alterations to the Company's organisational structure or operating segments;
- significant breaches of the Model, the results of risk assessments, checks on the effectiveness of the Model and industry best practices.

The Model has been approved by Atlantia's Board of Directors.

The Model, adopted in 2003, has been revised on several occasions over the years to reflect regulatory and organisational changes. The following revisions have been made:

- as a result of changes to the Decree introduced by Law 62/05 (the 2004 Community Law) and Law 262/05 (the Savings Law), Atlantia revised the Model in 2007 to take into account the risks in connection with the commission of administrative crimes and offences such as market manipulation, insider trading and failure to disclose conflicts of interest;
- the subsequent revision of 2010 reflected an analysis of extensions of an Entity's liability with respect to culpable homicide and negligent injury or grievous bodily harm resulting from breaches of occupational health and safety regulations; receipt of stolen goods, money-laundering and deriving benefit from ill-gotten monies, property or gains within the meaning of art. 25-*octies*; cyber crimes and data protection breaches; organised crime; industrial and trade fraud and breaches of copyright; and, finally, inducement of others to withhold evidence or commit perjury in legal proceedings;
- in 2013, an analysis was conducted of the extension of Entities' liability to include environmental offences, the employment of third-country citizens who are illegally resident, unlawful inducement to give or promise money or other benefits, private-to-private corruption;
- the Model was revised in 2016 to reflect the latest additions to the list of offences covered by the legislation, with regard to the following: self-laundering within the meaning of Law 186/2014, environmental offences within the meaning of Law 68/2015, and the latest provisions relating to offences against the Public Administration, mafia-related criminal conspiracy, false accounting within the meaning of Law 69/2015, and new EU provisions designed to standardise the regulations regarding market abuse within the European Union, having an impact on art. 25 *sexies* of the Decree;
- the most recent amendments and/or additions regarding the administrative liability of entities were analysed in 2017 in relation to: amendments to the legislation regarding cyber crimes introduced by Legislative Decree 7 and 8/2016; amendments to the legislation regarding the offences referred to in art. 25 bis of Legislative Decree 231/2001, "The counterfeiting of money, public credit cards, revenue stamps and instruments or forms of proof of identity", introduced by Legislative Decree 125/2016; the offence of "Trafficking and exploitation of labour" provided for in art. 603 bis of the Italian Penal Code, as amended by Law 199/2016; the amendments to the offence of "Private-to-private corruption" required by art. 2635 of the Italian Civil Code and inclusion of the new offence of "Inducement to corruption" within the meaning of art. 2635 bis of the Italian Civil Code introduced by Legislative Decree 38/2017. An analysis was also conducted of the new offence of "Trafficking in organs removed from living persons", introduced into art. 601-bis of the Italian Penal Code by Law 236 of 11 December 2016. Finally, the Model was revised to reflect organisational changes (i.e. the acquisition of full control of Telepass SpA) and the latest procedural changes occurring in 2016 and 2017.

The process of revising the Model follows the following steps:

Step 1: Mapping of activities at risk

The Company's activities theoretically at risk of the commission of one of the underlying offences have been analysed. The analysis also took into account activities that might be instrumental in the commission of such offences, making it possible to commit, or facilitating commission of, the underlying offence.

At-risk processes and activities were identified through an initial examination of company documentation (organisational charts, company procedures, powers, etc.), followed up by interviews with individuals with key roles in at-risk processes and activities.

This resulted in identification of the criminal offences that could potentially be committed within the scope of at-risk processes and activities and, for each offence, an indication of the potential perpetrators and a number of concrete examples of how the offences might be committed.

The results of the analysis were then set out in a map of the Company's processes, showing those at risk of the commission of the underlying offences and the departments involved in these processes and/or that could theoretically commit or be instrumental in committing the underlying offences.

Step 2: Assessment of controls

Having determined the potential risks, existing controls of at-risk processes and activities were analysed to evaluate the adequacy of the internal controls designed to prevent the commission of offences.

This step, consequently, entailed the identification of existing internal controls (formal procedures and/or practices, checks, the documentation or traceability of transactions and controls, the separation of duties, etc.) through an assessment of the information and documentation provided by the various departments.

The following components of the system of precautionary controls were examined as part of the risk assessment:

- the system of powers and signing authorities;
- the organisational system;
- the system of management controls and financial flows;
- protocols;
- the integrated control system.

Assessment of the control system also regarded the activities conducted with the support of Group companies or by external entities (outsourcing). These checks were performed on the basis of the following criteria:

- formalisation of the services provided in specific service contracts;
- the establishment of suitable controls over the activities actually carried out by service companies on the basis of the services defined in the relevant contracts;
- the existence of formalised procedures and/or company guidelines governing the conclusion of service contracts and the implementation of controls, including with reference to the criteria used in determining the related fees and the procedures involved in authorising payments.

System of powers and signing authorities

In accordance with the provisions of the Corporate Governance Code adopted by the Company, Atlantia's Board of Directors is responsible for determining, conferring and revoking the powers of the Chairperson, the Chief Executive Officer and of any other executive Directors.

Atlantia's Board of Directors formally grants the Chairperson, the Chief Executive Officer and the General Manager powers up to a determinate expenditure limits. Beyond such limits, the expenditure must receive prior approval from the Board of Directors and the appropriate authority granted.

The Board determines the powers and duties of the Company's General Manager, where appointed. Under the powers conferred on them by the Board of Directors and in keeping with the organisational and operational responsibilities assigned, the Chairperson and the Chief Executive Officer grant operational authorities or powers to executives, managers, administrative staff and third parties, establishing appropriate expenditure limits.

The degree of freedom, powers of representation and expenditure limits imposed on the Company's holders of powers and signing authorities are always established with respect to the rank of the holder. The powers conferred are modified as and when changes are made to the Company's organizational structure.

With regard to health and safety protections, the Chief Executive Officer has delegated responsibility to the nominated employer ("*Datore di Lavoro*") who has, in turn, assigned responsibility to the executive with responsibility for such matters.

The Human Resources department is responsible for revising the system of powers and signing authorities, in collaboration with the office of the General Counsel. Any modifications are carried out at the request of the Chief Executive Officer, acting for the Board of Directors.

Assessment of the system of powers and signing authorities, as part of the process of revising the Model, was carried out by determining that powers and signing authorities were consistent with approved or *de facto* organisational and operational responsibilities. This entailed an examination of the consistency of signing authorities and internal authorisations with the organisational chart.

Organisational system

An overview of the Company's internal organisational structure is provided in:

- a general organisational chart showing:
 - the departments/units into which the Company's operations are sub-divided, indicating the relevant head;
 - the first-level units within each department and an indication of the relevant head;
 - reporting lines.
- a detailed organisational chart showing for each department/unit:
 - the organisational structure and reporting lines;
 - the human resources (management and personnel) in each department with their titles and organisational positions.

The internal organisational system consists of a series of internal directives that define or modify:

- the Company's overall organisational structure, the appointment of Executives and staff reporting directly to the Chairperson, the Chief Executive Officer and the General Manager (where appointed) and the communication of highly important directives of a general nature;
- the structure and the areas of responsibility of second-level organisational structures and the appointment of departmental heads.

The documents relating to the internal organizational structure are revised by the Group Human Resources department in response to any changes.

In line with the existing organisational structure and the powers conferred by the Chief Executive Officer and the nominated employer ("*Datore di Lavoro*"), the Company appoints people to the health and safety positions required by Legislative Decree 81/2008 and assigns the related responsibilities.

During revision of the Model, examination of the adequacy of organisational arrangements is based on the following criteria:

- formalisation of the system;
- clearly defined responsibilities and reporting lines;
- the segregation of duties and dual controls;
- consistency of work actually performed with job descriptions and the responsibilities described in the Company's organisational chart.

System of management controls and financial flows

System of management controls

Atlantia's system of operational management controls is based on the following control principles:

- the annual definition of a budget, showing the cash and non-cash resources available to each department and of the permitted uses of such resources;

- identification of actual versus budget variances, with an analysis of the reasons, for reporting to the relevant organisational level for appropriate action;
- monitoring of the compliance of the authorisation process with the internal system of powers and signing authorities.

The management of financial resources is conducted in such a way as to provide for the separation of duties in order to ensure that payments are requested, made and controlled by different individuals.

Management controls are performed by Atlantia's Group Control department.

Management of financial flows

Internal controls over financial transactions and financial risk management entail:

- determination of overall objectives, strategies and policies to be applied when conducting financial transactions and in the management of financial risks, in accordance with the restrictions imposed in the concession arrangements to which certain Group companies are party;
- identification of the roles, responsibilities and activities involved in conducting financial transactions and in the management of financial risks within the Group;
- definition of the procedures involved in assessing exposure to financial risks, risk management objectives and the guidelines for drawing up strategies and for the use of derivative financial instruments;
- definition of the procedures involved in ensuring compliance with the related reporting and control requirements;
- definition of control mechanisms and of guidelines for the issue of financial and administrative/accounting procedures for financial transactions.

Atlantia SpA's Chief Financial Officer, Head of Administration and Head of Finance and Insurance recommend the financial and administrative/accounting procedures to be adopted.

Protocols

The Company has created a series of procedures designed to specify the structure of the business processes that make up the organization, describing the related *modus operandi*. It has also specified the content and responsibilities and the control and monitoring activities to be conducted in order to ensure the propriety, effectiveness and efficiency of the key operations carried out by the Company and the correct operational procedures to be applied.

With regard to occupational health and safety, the Company has adopted a specific Occupational Health and Safety Manual, with the aim of establishing principles and requirements forming the basis for a Health and Safety Management System to be applied uniformly and consistently. The Manual also establishes the procedures for ensuring that all levels are aware of the System, for assessing its adequacy and, when necessary, for amending or revising it in response to the related regulatory requirements.

Assessment of the adequacy of the protocols, as part of the process of revising the Model, not only took account of compliance with statutory requirements, but also covered the corporate decision-making process.

Integrated control system

In accordance with the related best practices, Atlantia's integrated control system consists of 3 levels:

- Level I, consisting of controls carried out directly by the heads of operating units, who are responsible for risk management and the implementation of controls;

- Level 2, consisting of controls conducted by the departments responsible for audit and risk management activities;
- Level 3, covering controls carried out by the Group Internal Audit department.

This system includes mechanisms for assessing the management of financial resources, designed to ensure that expenditures are verifiable and traceable and that the Company's operations are efficient and cost-effective. The identification of any discrepancies between the actual data and the budget, and assessment of these discrepancies by the appropriate management personnel, ensure that there is control of effective expenditure in relation to the budget drawn up at the beginning of the year.

With regard to occupational health and safety, the above integrated control system also contains a formally adopted system for monitoring the related statutory requirements, to be implemented directly by the nominated employers ("*Datori di Lavoro*"). (More information of this is provided in Special Part D.) Assessment of the integrated control system, as part of the process of revising the Model, regarded the existence of a suitable system for monitoring processes in order to check outcomes and any instances of non-compliance, and the existence of a suitable document management system, so as to ensure the traceability of transactions.

Step 3: Gap analysis

The control model adopted has been compared with the requirements and the objectives of the Decree and/or the Confindustria Guidelines and with national and international best practices. Overall assessment of the adequacy of the control system was carried out taking into account the acceptable level of risk approved, from time to time, by the Board of Directors. In this regard, the control system was deemed adequate if the hypothetical commission of the underlying offence provided for in the Decree was made possible by a fraudulent breach of the Model itself. The comparison of existing controls with those deemed to be optimal has enabled the Company to identify a series of additions and/or improvements to the control system, resulting in an improvement plan to be implemented.

3.4 Adoption of the Model by Atlantia's subsidiaries

As an Entity subject to the requirements of Legislative Decree 231/2001 on its own account, each Group company is required to independently draw up and revise its own Organisational Model. The adoption of a separate Model by each Group company enables them to create a Model that is closely aligned with each company's organizational and operational characteristics, confirming the autonomous nature of each individual company within the Group.

This is because only individual companies can promptly and effectively identify and manage the potential risks of commission of an offence, thereby effectively qualifying for the exemption provided for in art. 6 of the Decree.

Each subsidiary has established its own, independent Supervisory Board, which is primarily responsible for overseeing implementation of the Model in accordance with the procedures described therein and with arts. 6 and 7 of the Decree.

Each direct and indirect subsidiary has used Atlantia's Model as a benchmark when drawing up its own model, with particular regard to the principles therein. Each subsidiary remains, however, responsible for identifying potential exposures and establishing specific protocols based on the particular nature of its operations. All amendments and additions to Atlantia's Model must be promptly communicated to subsidiaries, enabling them to independently assess the need for revision of their own Organisational, Management and Control Models.

Foreign-registered companies directly and indirectly controlled by Atlantia have introduced Compliance Programmes based on the content of Atlantia's Model, whilst complying with any local requirements.

3.5 Communication of the Model

Atlantia must ensure that all persons to whom the Model applies (see section 3.1 above) are made aware of the content of the Model, the related internal regulations and of any revisions thereto. The extent of such information provided varies based on position and role. Persons to whom the Model applies are, therefore, required to be familiar with the Model, to comply with it and to contribute to its implementation.

Full information on the Model is formally provided to Directors and Statutory Auditors on their appointment, including in digital form, by the Secretary to the Board of Directors.

Information on the Model is provided to employees by way of the corporate intranet, for those employees who regularly access the intranet in their day-to-day work. Otherwise, copies of the Model are widely available at places of work to employees who do not have access to the intranet. At the time of their appointment, employees are also given a document entitled "Information on internal regulations", which, among other things, contains references to the Model and regulations of importance to the Company. Knowledge of these regulations is necessary in order to ensure that work is performed correctly.

The General Part of the Model and the Code of Ethics are made available to external parties, and any other party who interacts with the Company and who is required to comply with the related provisions, through their publication on the Company's website.

4. Supervisory Board

4.1 Composition of the Supervisory Board

In implementation of the Decree and in compliance with the Confindustria Guidelines, the Board of Directors of Atlantia has established a Supervisory Board, which oversees the functionality and effectiveness of the Model and compliance therewith, in addition to being responsible for revision of the Model.

Due to the nature of its responsibilities, the Supervisory Board has a number of members and is independent of other corporate bodies and internal control units. It has two external members, with the third member being the serving Director of Internal Audit.

4.2 Appointment of members

Members of the Supervisory Board are appointed by the Board of Directors, which also selects the Coordinator. Their appointment is notified to each member of the Supervisory Board in the same way as used to communicate Board of Directors' resolutions. Each member must formally accept their appointment.

The composition, duties, powers and responsibilities of the Supervisory Board and the purpose of its appointment are communicated to all levels of the Company's organization via a Service Order.

4.3 Requirements of the Supervisory Board

Based on the provisions of arts. 6 and 7 of the Decree and taking due account of the Confindustria Guidelines, the Supervisory Board's independence, professionalism and continuity of action must be adequately ensured.

The independence required for the Supervisory Board is provided by the Coordinator, an authoritative external member with no executive duties and interests that could create a conflict of interest. The Supervisory Board must also be free of the organisational constraints normally imposed by corporate governance requirements, reporting every six months to the Board of Directors and the Board of Statutory Auditors.

In selecting members of the Supervisory Board, the Board of Directors takes into account the specific expertise and professional experience required with regards to both legal aspects, specifically in relation to prevention of the offences covered by Legislative Decree 231/2001 and criminal offences, and the operational and organisational aspects of the Company, in order to ensure they possess the appropriate professional characteristics.

In addition, given the nature of the personal attributes and expertise required for the performance of their duties, Atlantia's Supervisory Board makes use of the support of departments within the Company and/or, as required from time to time, external consultants.

Continuity is provided by the fact that the Supervisory Board is permanently located in the Company's offices, that meetings are held monthly to perform its duties, and by the fact that its members have first-hand practical knowledge of corporate processes, being, therefore, able to immediately recognise any problems.

Appointment to the Supervisory Board is conditional on being free from any conflict of interest and on the absolute integrity of the candidate. Grounds for ineligibility and/or removal from office of members of the Supervisory Board are:

- being a director or a member of the Board of Statutory Auditors of Atlantia or of one of its subsidiaries;
- being the spouse or relative (closer than fourth cousin) of a director or a member of the Board of Statutory Auditors of Atlantia or one of its subsidiaries;
- having direct or indirect business dealings or contractual relationships, except for the existing permanent employment contracts of the internal member(s) and financial and/or contractual relations, involving payment or otherwise, with Atlantia, with its subsidiaries and/or directors thereof of a nature that could affect independence of judgement;
- possession of direct or indirect equity stakes in Atlantia or its subsidiaries or associates so as to be in a position to exercise significant influence over the affairs of the Company and to compromise their independence;
- possession of powers, signing authorities or, generally, rights and obligations that could affect independence of judgement.

With respect to the requirement for integrity, individuals charged with having committed an intentional crime or who have been served with a notice of investigation are ineligible to serve as members of the Supervisory Board.

4.4 Duration and termination

The term of office of a member of the Supervisory Board is determined by the Board of Directors. That notwithstanding, all members of the Supervisory Board remain in office until the appointment of a successor or the establishment of a new Board.

Only the Board of Directors, acting in conjunction with the Board of Statutory Auditors, has the power to dissolve the Supervisory Board or terminate the appointment of one of its members. The Board of Directors may, for due cause, terminate appointments to the Supervisory Board at any time. "Cause" for termination means: i) disqualification or serious illness rendering the member of the Supervisory Board unfit to perform his duties; b) giving a member of the Supervisory Board operational responsibilities, which are incompatible with the Supervisory Board's obligations of objectivity in initiating and controlling; c) a serious breach of duty to the Supervisory Board, as defined in the Model; d) a breach of confidentiality; e) a breach of integrity.

In the event of the termination of the appointments of all Supervisory Board members, the Board of Directors, in consultation with the Board of Statutory Auditors, establishes a new Board.

Should there be a serious motive, the Board of Directors, in consultation with the Board of Statutory Auditors, and, unless involved, other members of the Supervisory Board, may suspend one or all members of the Supervisory Board and arrange for the prompt appointment of a new member or the entire Supervisory Board.

4.5 Duties and powers of the Supervisory Board

Atlantia's Supervisory Board is generally required to:

- a) oversee the adequacy of the Model and act to prevent the offences provided for in the Decree;
- b) oversee compliance with the Model's requirements by Company Covered Persons and also to promote compliance by third parties (consultants, suppliers, etc.);
- c) provide for the Model's revision as and when modifications are made to the organisational structure, the regulatory framework or in the event of significant breaches of the Model.

With respect to execution, the Supervisory Board is required to:

- keep abreast of the Company's operations and the regulatory framework in order to update the map of activities at risk of criminal offences and, when necessary, to recommend amendments to the Model and procedures;
- monitor the validity and actual implementation of the Model and procedures over time, facilitating, at times in consultation with the departments concerned, all actions required to ensure their effectiveness, including recommendations for changes and verification of the implementation of such recommendations and the practicality of such solutions;
- periodically verify certain specific transactions or practices at risk;
- verify existing powers and signing authorities with respect to their consistency with organisational and operational responsibilities and recommend revisions/modifications, if necessary;
- in implementation of the Model, to establish and ensure the good working order of periodic reporting in a frequency suitable for the level of risk of offences to ensure that the Supervisory Board is regularly notified by the departments concerned of their at-risk activities and to establish a means of communication to be notified of any breach of the Model;
- arrange for periodic reports to corporate bodies in compliance with the Model regarding its effectiveness and compliance therewith;
- support the training programmes offered by the Human Resources Department to promote awareness of the Model and its understanding;
- verify the Company's activities in promoting awareness and understanding of the Model and related procedures of all those parties working for the Company;
- verify the validity of reports of alleged conduct constituting commission of the type of offence covered by the Decree;
- ascertain the reasons that have resulted in the alleged breach of the Model and those of the person who committed it;
- verify reported or directly identified breaches of the Model and report them to the relevant department for disciplinary measures to be taken.

The following powers have been conferred on the Supervisory Board for the performance of its duties. The Board may:

- access all company records and information relevant to the Supervisory Board's responsibilities under the Model. All departments, employees and/or members of corporate bodies are required to provide any information in their possession requested by the Supervisory Board or on the occurrence of events or in circumstances having a bearing on the Board's work;
- have access, without the need for any prior consent, to any of the Company's offices to obtain information or data deemed necessary in order to carry out its responsibilities;
- retain external consultants of proven ability when required for the performance of the Supervisory Board's duties;
- ensure that the heads of department promptly provide any information and data required;
- require direct meetings with employees, directors and members of the Board of Statutory Auditors;
- require information to be provided by external consultants, business associates and auditors.

The Supervisory Board uses the services of the Company's Internal Audit department and any other internal department that may from time to time be of assistance to the Board in the performance of its duties.

To guarantee its independence, the Board reports directly to the Board of Directors and, in performing its duties, acts in a fully autonomous manner, having access to sufficient financial resources to ensure that it can act with total independence.

To this end, the Board of Directors allocates the Supervisory Board the financial resources it requests in order to cover the expenses incurred in performing its duties.

When supporting the Supervisory Board, the relevant internal departments report exclusively to the Supervisory Board which, in turn, reports to the Board of Directors with respect to the work performed for it by the departments and by external consultants.

4.6 Reporting to Corporate Bodies

The Supervisory Board reports on its activities to the Board of Directors and the Board of Statutory Auditors every six months. The specific subjects to be included in the report are:

- all work performed during the period particularly with respect to monitoring of the adequacy and effectiveness of implementation of the Model;
- critical issues found relating to practices and occurrences in the Company that could result in a breach of the Model;
- proposed corrective action and improvements to the Model and state of implementation;
- any reports received during the year and any action taken by the Supervisory Board or any other party concerned;
- any other relevant information.

The Supervisory Board also promptly notifies the Chairman and the Chief Executive Officer of:

- any reliable report that the Model has been breached, whether detected by the Supervisory Board itself or received from employees;
- any organisational or procedural shortcomings that can result in exposure to the risk of criminal offences provided for in the Decree;
- changes to regulations specifically relevant to the implementation and effectiveness of the Model;
- lack of cooperation by any internal departments;
- any other information relevant to urgent decisions required to be made.

4.7 Supervisory Board Regulations

The Supervisory Board has drawn up Regulations governing and sanctioning its activities (Supervisory Board Regulations).

4.8 Relations between the Supervisory Board and the supervisory boards of Group companies

In accordance with their reciprocal independence and confidentiality regarding information about the various Group companies, the Supervisory Board may engage with the supervisory boards of subsidiaries to ensure the effective implementation of their Models.

The information exchanged may regard the procedures for planning activities, initiatives taken, any breaches of a Model, applicable sanctions and any problems observed in performing activities designed to identify and understand the business segments deemed to be at risk.

4.9 Relations between the Supervisory Board and the Control, Risk and Corporate Governance Committee

In accordance with their reciprocal independence and confidentiality, the Supervisory Board reports to the Control, Risk and Corporate Governance Committee, when requested to do so, on compliance with the Organizational, Management and Control Model.

4.10 Relations between the Supervisory Board and the Board of Statutory Auditors

In accordance with their reciprocal independence, the Supervisory Board reports to the Board of Statutory Auditors when requested to do so, on compliance with and revision of the Organizational, Management and Control Model.

5. Provision of information to the Supervisory Board

5.1 Information provided by internal departments

The requirement for structured information flows is one of the ways of overseeing the adequacy and effectiveness of the Model by the Supervisory Board and the ex post determination of the causes of criminal offences provided for in the Decree.

In addition to the requirements of the Model's Special Parts and company procedures, all information pertinent to implementation of the Model in respect of at-risk activities must be brought to the attention of the Supervisory Board

Internal departments, each in keeping with their role, are required to report to the Supervisory Board all information having regard to:

- criminal offences or any other related acts;
- administrative offences committed;
- conduct inconsistent with the Model's rules and protocols;
- any changes to the corporate or organisational structure and existing procedures;
- any changes to signing authorities or powers;
- particularly significant transactions or transactions with a risk profile such as to raise concerns that there is a reasonable risk of a criminal offence;
- any orders by and/or notices from criminal investigators or from any other authority inferring that an investigation is underway, including investigations of unknown persons, for the criminal offences provided for in the Decree;
- requests for legal assistance from executives and/or employees in the event of the institution of legal proceedings against such employees and relating to the criminal offences provided for in the Decree;
- reports prepared by heads of department in connection with their own controls and revealing facts, acts, events or omission of a critical nature with respect to compliance with the Model;
- information on the progress of implementing the Model throughout the Company with information on any disciplinary action and sanctions imposed or the reasons for not pursuing disciplinary action;
- the initiation of inspections or audits by public bodies (investigating magistrates, the tax authorities, other authorities, etc.) in relation to activities at risk.

5.2 Reporting alleged breaches of the Model

Reports of alleged breaches of the Model must be submitted to Atlantia's Supervisory Board.

The Supervisory Board must act to ensure that persons making a report are not subject to any form of retaliation, discrimination or punishment and guarantee that the identity of the person is kept confidential.

The Supervisory Board assesses and checks the reports received and, for this purpose, carries out an investigation, if appropriate, taking any other action falling within the scope of its powers.

If it deems it necessary or appropriate, the Supervisory Board may interview the party who made the report and/or the party who allegedly committed the breach and must record the reports received in a suitable register, together with the reasons that led the Board not to proceed with a full investigation.

In the event of a proven breach of the Model, the Supervisory Board notifies the person or department responsible for taking disciplinary action (see section 7.5 below).

In order to facilitate the forwarding of reports to the Supervisory Board by parties who become aware of actual or suspected breaches of the Model, the Company has provided for dedicated lines of communication:

- a special e-mail address (organismodivigilanza@atlantia.it);
- a fax number (+39 06 4363 2075).

Reports may be forwarded to: Organismo di Vigilanza, Atlantia SpA, Via A. Nibby, 20, 00161 Rome (Italy).

6. Training

6.1 Staff training

The Human Resources department is in charge of training the Company's staff and consequently responsible for making personnel aware of the content of the Decree and of the Model, through specific courses with regular reports to the Supervisory Board on such activities.

The Company's training is run by the Training & Welfare unit, a part of Autostrade per l'Italia's Group Human Resources department, under a specific service contract.

Participation in classroom and online courses is mandatory for personnel and the Human Resources department continually ensures, via Autostrade per l'Italia's Training & Welfare unit, that training is provided to all personnel. A record of personnel trained in the requirements of the Decree must be maintained by having personnel sign a separate form and, in the case of e-learning, through a named list of participants. The two documents are kept on file by Group Human Resources.

Refresher courses, in addition to the training of new staff, must be held as and when changes are made to the Model, the Code of Ethics and any other requirements relevant to the Company's business.

6.2 Information for independent contractors and partners

Atlantia also promotes awareness of and compliance with the Code of Ethics and this General Part of the Model among the Company's commercial and financial partners, consultants, other parties working for the Company, customers and suppliers. The documents are available on the Company's website.

An explicit termination provision is inserted in contracts with the above parties, formalising the requirement for their compliance with the Code of Ethics and this General Part of the Model. The provision gives the Company the right to terminate the contract with immediate effect in the event of a contractor's or partner's breach of the Code of Ethics or of the principles and rules set out in the General Part of the Model.

7. Disciplinary measures

Disciplinary measures are also required by articles 6 and 7 of Legislative Decree 231/01 to ensure the actual implementation of the Organisational Management and Control Model.

Atlantia has consequently introduced disciplinary measures for breaches of the principles and rules in the Model and corporate protocols, in accordance with statutory requirements and Italian collective employment contracts, insofar as persons to whom the Model applies are concerned.

In accordance with art. 5 of the Decree, disciplinary action may also be taken for breaches of the Model and company protocols by senior management, subordinates or persons acting on behalf of and/or in the interests of the Company. The scope of disciplinary measures also extends to any independent contractors or partners.

Disciplinary action may be instituted and sanctions applied regardless of whether criminal proceedings have been instituted and are not affected by the outcome of such criminal proceedings.

7.1 Relevant acts

For the purposes of these Disciplinary Measures and in compliance with statutory requirements and the relevant collective employment contracts, the term “relevant acts”, for the purposes of sanctions, means actions or conduct, including omissions, that are in breach of the Model.

Sanctions are determined with reference to the objective and subjective nature of such relevant acts. Objective aspects of relevant acts, from the least to the most serious, are:

- 1) breaches of the Model not entailing an exposure to risk or entailing only a moderate exposure to risk;
- 2) breaches of the Model entailing an appreciable or significant exposure to risk;
- 3) breaches of the Model combined with a criminal offence.

Relevant acts also assume a greater or lesser degree of significance depending on the degree of the subjective aspects indicated below and, generally, on the circumstances surrounding the breach. In application of the principle of graduality and proportionality, sanctions are imposed on a sliding scale, taking account of:

- multiple breaches in connection with any one relevant act, thus resulting in a more severe sanction;
- the existence of any similar breaches by the same party(ies);
- organisational or technical responsibility of the party committing the breach;
- any shared responsibility with other complicit parties.

7.2 Sanctions applicable to members of the Board of Directors⁽¹⁾ and Board of Statutory Auditors

The following sanctions may be applied to senior management in the event of a relevant act pursuant to section 7.1⁽²⁾:

- formal written warnings;
- a fine of from two to five times monthly pay;
- dismissal.

Specifically:

- written warnings are issued for category 1 breaches, as defined in section 7.1;
- fines are applied for category 2 breaches, as defined in section 7.1;
- staff committing category 3 breaches, as defined in section 7.1, are dismissed.

7.3 Sanctions applicable to Employees (executives⁽³⁾, managers and administrative staff)

Failure to comply with or a breach of the Model's rules by the Company's employees constitutes a breach of the terms of employment pursuant to art. 2104 of the Italian Civil Code and is subject to disciplinary action.

Any conduct of Company employees subject to disciplinary action pursuant to the preceding sentence also constitutes a breach of an employee's obligation to exercise due care in the performance of their duties and to comply with Company directives, as required by the National Collective Contract, and with the provisions of the Disciplinary Code (as posted on noticeboards throughout the Company).

The sanctions are applied in accordance with and proportional to the seriousness of the breach, pursuant to section 7.1, above.

The following disciplinary measures may be applied in the event of a breach of the Model by an Employee⁽⁴⁾, having taken into account the provisions of art. 7 of Law 300/1970 and the National Collective Contract:

- 1) disciplinary action, other than dismissal:
 - a) verbal warnings;
 - b) written warnings;
 - c) a fine of not more than four hours pay pursuant to point I of art. 22;
 - d) suspension from work without pay for a maximum of ten days (50 hours for part-time personnel);
- 2) dismissal:
 - a) dismissal with notice;
 - b) dismissal without notice.

(1) Limited to Directors who are not employees of the Company.

(2) Examples of relevant acts pursuant to section 7.1 that may result in the application of the sanctions listed below, include but are not limited to:

- breach of the Model's principles and protocols;
- breach and/or evasion of the control system through the removal, destruction or alteration of documents required by company protocols or prevention of officers and the Supervisory Board from controlling or gaining access to the necessary information and documentation;
- breaches of signing authorities and, generally, of delegated powers except for urgent and necessary instances, which must be promptly reported to the Board of Directors;
- breaches of reporting requirements to the Supervisory Board and/or other higher level party regarding criminal and administrative offences, including those provided for in the Decree.

(3) The criteria for sanctions and the disciplinary procedure take into account the nature of the contractual relationship between such persons and the Company. In accordance with art. 1, paragraph 2 of the National Collective Contract, "This definition includes, for example, managers, joint managers, the heads of key departments and offices with wide-ranging powers, and agents and attorneys who have been assigned representative and decision-making powers on a continuing basis for all or a significant part of the company".

(4) Examples of the relevant act pursuant to section 7.1 for the purposes of sanctions and subject, however, to the requirements of the National Collective Contract, include but are not limited to:

- breach of internal procedures or conduct in breach of the Model when performing activities at risk, provided that such conduct has not been ordered by the Company either in writing or verbally (e.g., employees breaching procedures, who fail to provide the Supervisory Board with the information required, or who fail to implement controls, etc.);
- act, in the performance of activities at risk, in breach of the Model's requirements or its principles, entailing failure to follow the Company's instructions (e.g., an Employee who refuses physical examination pursuant to art. 5 of Law 300 of 20 May 1970; falsifies internal or external documents; does not voluntarily follow Company orders to the Employee's or the Company's benefit, repeatedly is in breach of rules for which disciplinary action, other than dismissal, has been previously applied).

In accordance with section 7.1 and without prejudice to the National Collective Contract and the Disciplinary Code:

- 1) disciplinary action, other than dismissal, applied pursuant to art. 36 of the National Collective Contract, may be applied to category 1 and 2 breaches, as defined in section 7.1;
- 2) category 3 breaches, as defined in section 7.1 are punished by dismissal, pursuant to art. 37 of the National Collective Contract.

Pursuant to art. 38 of the National Collective Contract, where the nature of the conduct constitutes a breach of trust, the Company may suspend an employee from work whilst an appropriate investigation takes place.

In the case of executives, given the high degree of trust required and in view of the fact that executives carry out their duties in order to promote, coordinate and manage achievements of the Company's business objectives, breaches of the Model are evaluated with reference to the collective employment contract, based on the specific nature of the relationship.

7.4 Sanctions applicable to "Third parties to whom the Model applies"

The scope of the Disciplinary Measures also extends to breaches of the Code of Ethics and the Model by persons collectively referred to as "Third parties to whom the Model applies".

This category includes:

- parties with a contractual relationship with Atlantia (e.g., consultants, professionals, etc.);
- auditors;
- external contractors of whatever nature;
- holders of powers of attorneys and persons acting for and on behalf of the Company;
- suppliers and partners.

Any conduct of the above parties may result in the application of penalties or termination of the contract, depending on the alleged breach and the greater or lesser degree of risk to which the Company is exposed.

7.5 Disciplinary procedures

The procedure for imposing sanctions involves:

- investigation;
- notification of the violation to the party alleged to be in breach;
- determination of the breach and the imposition of sanctions.

Disciplinary procedures begin with checks and an investigation into the matter to be arranged by the Supervisory Board, which, as a result of its findings or analysis of the reports received, promptly notifies and subsequently reports in writing to the party entitled to apply the disciplinary measures listed below for the breach and the party(ies) alleged to have committed the breach.

Disciplinary procedure for members of the Board of Directors

In the event of a breach of the Model by one or more Directors who are not employees of the Company⁽⁵⁾, the Supervisory Board provides the chairs of the Board of Directors and the Board of Statutory Auditors with a report containing:

- a description of the conduct causing the breach;

(5) If the alleged breach of the Model has been committed by a Director who is an employee of the Company, the Board of Directors is the party with responsibility for applying the disciplinary measures and the disciplinary procedure and any alleged breach are subject to the precautions laid down by art. 7 of Law 300/1970 and the applicable National Collective Contract.

- an indication of the provisions of the Model that were breached;
- the party alleged to have committed the breach;
- any documents attesting to the breach and/or other relevant items.

Following receipt of the Supervisory Board's report, the Board of Directors calls the Director alleged to have committed the breach to a meeting.

Notice of the meeting must:

- be in writing;
- contain a description of the alleged conduct and the provisions of the Model alleged to have been breached;
- contain the date of the meeting and a notice to the party concerned of the right to provide any findings and/or deductions in writing or verbally.

The notice must be made in accordance with the requirements for calling Board of Directors' meetings.

The meeting, to which the Supervisory Board is also invited, is called by the Board of Directors to interview the party concerned and to obtain that party's version of the facts and any other explanations deemed necessary.

The Board of Directors, with the abstention of the Director concerned, evaluates the validity of the information obtained and, pursuant to arts. 2392 et seq. of the Italian Civil Code, calls a shareholders' meeting to take the necessary action.

The Board of Directors' decision, if the Board opts not to proceed, or the decision of the shareholders' meeting is communicated in writing, by the Board of Directors, to the party concerned and the Supervisory Board.

If the Supervisory Board finds that the Model has been breached by the Board of Directors as a whole or by a majority of the Directors, the Supervisory Board must inform the Board of Statutory Auditors so that this body can immediately call a shareholders' meeting to take the necessary action.

Disciplinary procedure for members of the Board of Statutory Auditors

In the event of a breach of the Model by a Statutory Auditor, the Supervisory Board provides the chairs of the Board of Statutory Auditors and the Board of Directors with a report containing:

- a description of the conduct causing the breach;
- an indication of the provisions of the Model that were breached;
- the party alleged to have committed the breach;
- any documents attesting to the breach and/or other relevant items.

Following receipt of the Supervisory Board's report, the Board of Statutory Auditors, meeting in joint session with the Board of Directors, calls the Statutory Auditor alleged to have committed the breach to a meeting.

Notice of the meeting must:

- be in writing;
- contain a description of the alleged conduct and the provisions of the Model alleged to have been breached;
- contain the date of the meeting and a notice to the party concerned of the right to provide any findings and/or deductions in writing or verbally.

The notice must be made in accordance with the requirements for calling Board of Directors' meetings.

The Board of Directors evaluates the significance of the report and calls a shareholders' meeting to take the necessary action.

If the Supervisory Board finds that the Model has been breached by several Statutory Auditors or by the Board of Statutory Auditors as a whole, the Supervisory Board must inform the Board of Directors so that this body can immediately call a shareholders' meeting to take the necessary action.

Disciplinary procedure for Employees (executives, managers and administrative staff)

In the event of a breach of the Model by an Employee⁽⁶⁾, the disciplinary procedure is conducted in accordance with existing statutory requirements and the applicable collective employment contract.

In particular, the Supervisory Board provides the Head of Human Resources with a report containing:

- a description of the conduct causing the breach;
- an indication of the provisions of the Model that were breached;
- an indication of the party alleged to have committed the breach;
- any documents attesting to the breach and/or other relevant items.

Following receipt of the Supervisory Board's report, the Head of Human Resources calls the party concerned to a meeting by letter containing:

- a description of the alleged conduct and the provisions of the Model alleged to have been breached;
- the deadline by which the party concerned has the right to provide any findings and/or deductions in writing or verbally.

If the party concerned intends to respond to the allegation verbally, the Supervisory Board is also invited to attend the meeting. The interested party's version of events is thus obtained at this time.

On conclusion of the above procedure, the Head of Human Resources must announce and impose the type of sanction to be applied.

The imposition of any sanction must be notified in writing to the party concerned by the Human Resources department, in accordance with the terms of the relevant collective employment contract.

The Head of Human Resources must, where applicable, satisfy himself that the sanction is in compliance with the law and regulations, as well as the collective employment contract and any internal regulations.

A copy of the order imposing the sanction must be forwarded to the Supervisory Board.

Disciplinary procedure for "Third parties to whom the Model applies"

In order to enable the Company to take the initiatives provided for in the above contract provisions, designed to ensure compliance with the principles in the Code of Ethics and this general part of the Model by third parties with a contractual relationship with the Company, the Supervisory Board must provide the head of the department responsible for contractual relations with the party with a report containing:

- details of the party responsible for the breach;
- a description of the conduct causing the breach;
- an indication of the provisions of Code of Ethics and this general part of the Model that were breached;
- any documents attesting to the breach and/or other relevant items.

If the contract has been approved by the Board of Directors, this report must also be provided to this body and to the Board of Statutory Auditors.

The head of the department responsible for contractual relations with the party, in agreement with the relevant office within the Legal department, must notify the interested party in writing of the alleged conduct, the provisions that have been breached and the specific contract provisions in the engagement letters, contracts or partnership agreements that the Company intends to apply.

(6) If the alleged breach of the Model has been committed by a Director who is an employee of the Company, the Board of Directors is the party with responsibility for applying the disciplinary measures and the disciplinary procedure and any alleged breach are subject to the precautions laid down by art. 7 of Law 300/1970 and the applicable National Collective Contract.

The background of the page is composed of large, abstract, curved shapes in a vibrant blue color, set against a white background. The shapes are layered, with some appearing to be behind others, creating a sense of depth and movement. The overall aesthetic is clean, modern, and minimalist.

Atlantia SpA
Via A. Nibby, 20
I – 00161 Rome
Ph. +39 06 4417 2652
www.atlantia.it