



**TAS ORGANIZATION AND MANAGEMENT MODEL EX LEGISLATIVE  
DECREE 8 JUNE 2001 N. 231**

## INDEX

<b>1. GENERAL PART .....</b>	<b>4</b>
1.1 Definition .....	4
1.2 Administrative responsibility regime concerning legal persons, companies and associations. ....	5
1.2.1 <i>The Legislative Decree n. 231/2001</i> .....	5
1.2.2 <i>The adoption of the “Organization and management Model” as a possible administrative responsibility exemption instrument</i> . ....	8
1.3 Adoption of the Model by TAS .....	9
1.3.1 <i>TAS Structure and Group</i> .....	9
1.3.2 <i>Objectives pursued by TAS through the adoption of the Model– implementation of the model and subsequent update</i> .....	9
1.3.3 <i>Function of the Model</i> .....	9
1.3.4 <i>Structure of the Model: General Part and Special Parts in function of the different cases of Criminal offences to prevent</i> .....	10
1.3.5 <i>Inspiring principles of the Model</i> .....	10
1.3.6 <i>Approval of the Model and its acknowledgment in the area of the Group</i> .....	11
1.3.7 <i>Modifications and integrations of the Model</i> .....	11
1.4 Supervisory Body.....	11
1.4.1 <i>Supervisory Body identification</i> .....	11
1.4.2 <i>Functions and powers of the Supervisory Body</i> .....	13
1.4.3 <i>Functions of the Supervisory Body: reporting concerning the company organs</i> .....	15
1.5 Selection, recruitment and information .....	15
1.5.1 <i>Human resources recruitment</i> .....	15
1.5.2 <i>Consultants, Partners and Suppliers selection</i> .....	15
1.5.3 <i>Information for Consultants, Partners and Suppliers</i> .....	15
1.6 Information flows concerning the Supervisory Body .....	16
1.6.1 <i>Notifications by Company Representatives and third parties</i> .....	16
1.7 Disciplinary system .....	17
1.7.1 <i>Introduction</i> .....	17
1.7.2 <i>Sanctions concerning the employees</i> .....	18
1.7.3 <i>Sanctions concerning Managers and Auditors</i> .....	19
1.7.4 <i>Sanctions concerning suppliers, external collaborators and consultants</i> .....	19
1.8 Periodical controls .....	19
1.9 Model and Ethical Code.....	19
<b>2. SPECIAL PART “A”, CRIMES IN THE RELATIONS WITH THE PUBLIC ADMINISTRATION (ART. 24 AND 25 OF THE D.LGS.).....</b>	<b>21</b>
2.1 Risk Areas.....	21
2.2 Parts concerned by the Special Part: general principles of conduct and implementation.....	22
2.3 Specific procedural principles .....	23
2.3.1 <i>Procedural principles to comply with in the single risk operations</i> .....	23
2.3.2 <i>Risk containment measures</i> .....	23
2.4 Instructions and control by the Supervisory Body .....	27
<b>3. SPECIAL PART “B” COMPUTER CRIMES AND ILLEGAL DATA PROCESSING (ART. 24 BIS OF THE DECREE).....</b>	<b>28</b>
3.1 Risk Areas.....	28
3.2 Parts concerned by the Special Part: general principles of conduct and implementation.....	28
3.3 Specific procedural principles.....	29

3.3.1	<i>Procedural principles to comply with in the single risk operations</i> .....	29
3.4	Instructions and control by the Supervisory Body .....	30
<b>4.</b>	<b>SPECIAL PART “C” CORPORATE CRIMES (ART. 25 TER OF THE DECREE)</b> .....	<b>31</b>
4.1	Risk Areas.....	31
4.2	Parts concerned by the Special Part: general principles of conduct and implementation.....	31
4.3	Specific procedural principles.....	34
4.3.1	<i>Procedural principles to comply with in the single risk operations</i> .....	34
4.3.2	<i>Risk containment measures</i> .....	36
4.4	Instructions and control by the Supervisory Body .....	38
<b>5.</b>	<b>SPECIAL PART “D” CRIMES AGAINST THE INDIVIDUAL (ART. 25 QUINQUIES OF THE DECREE)</b> .....	<b>40</b>
5.1	Risk Areas.....	40
5.2	Parts concerned by the Special Part: general principles of conduct and implementation.....	40
5.3	Specific procedural principles .....	41
5.3.1	<i>Procedural principles to comply with in the single risk operations</i> .....	41
5.4	Instructions and control by the Supervisory Body .....	42
<b>6.</b>	<b>SPECIAL PART “E” CRIMES OF MARKET ABUSE, PRIVILEGED INFORMATION ABUSE AND MARKET MANIPULATION</b> .....	<b>43</b>
6.1	Risk Areas.....	43
6.2	Parts concerned by the Special Part .....	43
6.3	General principles of conduct and implementation .....	43
6.3.1	<i>Forbidden operations</i> .....	43
6.3.2	<i>Specific procedural principles</i> .....	46
6.3.3	<i>Risk containment measures</i> .....	47
6.4	Instructions and control by the Supervisory Body .....	47
<b>7.</b>	<b>SPECIAL PART “F” CRIMES OF INVOLUNTARY MANSLAUGHTER AND GBH COMMITTED AS A CONSEQUENCE OF THE SAFETY AND HYGIENE AND HEALTH PROTECTION NORMS VIOLATION</b> .....	<b>49</b>
7.1	Risk Areas.....	49
7.2	Parts concerned by the Special Part: general principles of conduct and implementation.....	49
7.3	Specific procedural principles.....	50
7.3.1	<i>Risk containment measures</i> .....	52
7.4	Instructions and control by the Supervisory Body .....	55

## 1. GENERAL PART

### 1.1 Definition

Risk Areas: the areas of corporate activity where the risk of crime and illegal action commission is higher

CCNL: National Collective Labour Agreements applied by the Company.

Auto-disciplinary Code: the Auto-disciplinary Code for the listed companies, released by the Committee for the Corporate Governance of Borsa Italiana (edition March 2006) and adopted by TAS.

Ethical Code: the Ethical Code prove by the Board of Directors of TAS on the 12<sup>th</sup> of November 2009.

Internal Control Committee: the Internal Control Committee set up by the Board of Directors of TAS in compliance with the Auto-disciplinary Code.

Consultants: the subjects acting in the name and/or on behalf of the Company under a mandate contract or another professional collaboration contractual relation.

Concerned parties: the Company Representatives, Consultants, Partners and Supplier

Employees: the subjects having a subordinate working relation with the Company, including the managers.

Manager Responsible for the Preparation of Corporate Accounting Documents: the Company representative according to art 154 bis of the TUF.

D.Lgs. 231 or the Decree: the Legislative Decree from the 8<sup>th</sup> of June 2001 n.231 and subsequent modifications and integrations.

Institutions: institutions provided with a legal person or company or association, also without legal personality (capital companies, person companies, consortiums etc.)

Company Representatives: administrators, auditors, liquidators, managers and employees of the Company.

Suppliers: the suppliers of goods and non professional services of the Company who do not fall within the definition Partners.

Group: the TAS Group – the rest of the companies controlled by TAS

Guidelines: the Guidelines adopted by Confindustria for the preparation of the organization, management and control Models in accordance with the art. 6, comma 3 of the D.Lgs. 231/2001.

Model or Models: the organization, management and control Model or Models pursuant to D.Lgs. 231/2001.

Social Organs: the Board of Directors, Board of Statutory Auditors and their members.

Supervisory Body: the internal control body ex D. Lgs. n. 231 from 2001, responsible for the control on the functioning and compliance with the Model as well as its updates.

P.A.: the Public Administration and concerning crimes towards the Public Administration, public officials and persons in charge of a public service (ex. public service agents).

Partner: the contractual counterparties with which the Company has some form of regulated contractual collaboration (enterprise temporary association, joint venture, consortiums, licenses, agencies, collaboration in general), when collaborating with the Company in the Risk Areas.

Internal control manager: the subject or subjects nominated by TAS, in accordance with the Auto-disciplinary Code, for the function of internal control manager with the necessary independence and autonomy requisites.

Crimes: the cases of crime in which the discipline pursuant to the D. Lgs. 231 concerning the administrative responsibility is applied

Internal Manager: an internal for the Company subject, nominated by the Managing Director or a manager authorized by him, having the single or shared responsibility for the operations in the Risk Areas.

TAS or the Company: TAS Tecnologia Avanzata Sistemi S.p.A., with legal headquarters in Rome, via Benedetto Croce, 6.

TUF: the D.Lgs. 24 February 1998 n. 58 and subsequent modifications and integrations.

## **1.2 Administrative responsibility regime concerning legal persons, companies and associations.**

### **1.2.1 The Legislative Decree n. 231/2001**

On the 8<sup>th</sup> of June 2001 – in execution of the delegation referring to the art. 11 of the law from the 29<sup>th</sup> of September 2000 n.30 – the Legislative Decree 231/2001 was issued, entered in force on the 4<sup>th</sup> of July the year after, with the purpose of adapting the internal normative concerning the responsibility of the legal persons to some international Conventions which Italy had already joined.

By this Decree, titled “Discipline for the administrative responsibility of the legal persons, companies and associations also without legal personality” (defined by the law as “Institutes”), an administrative responsibility regime (referring mostly to the penal responsibility) was introduced in the Italian legal order, concerning the Institutes for some committed crimes, in the interest or advantage of the same, by representatives of the company summits and those subjected to their management or supervision.

Among the established sanctions, the most serious ones are represented by banning measures such as the suspension or revocation of licenses and concessions, the ban to contract the P.A., the prohibition of the activity, the exclusion or revocation of financings and contributes, the ban to advertise goods and services in addition to significant financial penalties.

The responsibility established by the mentioned above Decree concerns also crimes committed abroad, provided that the State where the crime has been committed does not proceed accordingly.

Concerning the kinds of crimes covered by the mentioned above administrative responsibility regime concerning the Institutes, the Decree – in its original text – refers to a series of committed crimes in the relations with the Public Administration.

The following integrations refer to:

- art. 6 of the law 23 from the 23<sup>rd</sup> of November 2001 n. 409, concerning “Urgent dispositions in view of the euro currency introduction”, has inserted in the Decree the **art. 25-bis**, with the objective to punish the crime of “counterfeiting of money, public documents and official stamps”;
- the art. 3 of the Legislative Decree 11<sup>th</sup> of April 2002 n. 61, in force from the 16<sup>th</sup> of April 2002, concerning the reform of the company right, has introduced the new **art. 25-ter** of the D.Lgs. 231/2001, expanding the administrative responsibility regime for the Institutions also to the so called corporate crimes, as established by the Decree 61/2002 (false company notice, false company notice causing loss to shareholders or creditors, false statement, false reports or communications of the auditors, prevented inspection, improper refund of contributions, illegal sharing of profits and reserves, illegal transactions in shares or shares of the controlled companies, operations to the detriment of the creditors, fictitious capital formation, improper distribution of assets by the liquidators, illegal influence over the assembly, microcap stock fraud, obstructing the functions of public supervisory authorities);
- the art. 3 of the L. 14 January 2003, n. 7 has introduced the **art. 25 quater**, which establishes the penalization of the Institute for the crimes having as a purpose terrorism or subversion of the democratic order, set up by the penal code and by the special laws. While the art. 25-quinquies, introduced by the art. 5 of the L. 11 August 2003, n. 228 has extended the administrative responsibility of the Institution to the crimes against the individual;
- the art. 5 from the law 11 August 2003 n.228 has inserted in the D.Lgs. 231/2001 the **art. 25-quinquies** (subsequently modified by the law 6 February 2006 n. 38) concerning the commission of the following crime:
  - o subjecting to or maintenance of slavery or servitude (art. 600 p.c.),
  - o prostitution and child pornography, possession of pornographic material (art. 600-bis, 600-ter and 60-quater p.c.)

- tourism initiatives for the exploitation of child prostitution (art. 600-quinquies p.c.)
  - Trafficking of persons, purchase and sale of slaves (art. 600-quinquies p.c.)
- the law 9 January 2006 n. 7 has inserted also the art. 25-querter.1, sanctioning the Institutions in whose structures is committed the crime pursuant to the art. 583-bis p.c., concerning practices of female genital mutilation;
- the art. 9 of the law 18 April 2005, n. 62 (hereafter referred to as “Community Law 2004”) has also inserted the art. 25-sexies extending the administrative responsibility of the Institutions to the new crimes of privileged information abuse and market manipulation.
- the Law 28 December 2005, n. 262 (“Provisions for the protection of savings and financial market regulation”) has integrated and modified both the TUF and the Civil Code, introducing, among other things, the new article 2629-bis civ. code relative to the crime of “Omitted communication of conflict of interests”. This crime has been introduced by the same law n. 262/2005, in the art. 25-ter of the D.Lgs. 231/2001.
- the law 16 March 2006 n. 146 (Ratification and execution of the Convention and Protocols of the United Nations against the organized transactional crime, adopted by the General Assembly on the 15<sup>th</sup> of November 2000 and on the 3<sup>rd</sup> of May 2001) has introduced the definition of the transactional crime (art. 3) and has extended (art. 10) the administrative responsibility of the Institutions concerning the transactional crimes, for which the provisions pursuant to the D. Lgs. 231/2001 are applied.
- the art. 7 of the law 18 March 2008 n. 48 (“*Ratification and execution of the Convention of the Council of Europe concerning computer crimes, prepared in Budapest on the 23<sup>rd</sup> of November 2001, and adjustment rules of the entire order*”) has integrated the D. Lgs. 231/2001 with the **art. 24-bis**, concerning “Computer crimes and illegal data processing”.
- the art. 30 of the D.Lgs. 9 April 2008 n. 81 has integrated the D. Lgs. 231/2001 with the **art. 25-septies**, concerning the crimes of involuntary manslaughter and GBH (art. 589 and 590 p.c.) committed as a consequence of the safety and hygiene and health protection norms violation.
- the art. 63 of the D. Lgs. 21 November 2007 n. 231, has integrated the Decree with the **art. 25-octies** concerning the crimes of sale of stolen goods, recycling and use of money, goods or utilities with illegal origin.
- **the art. 24-ter** concerning “organized crime”, the insertion of which is set up by the draft bill S. 733-B approved by the Senate on the 2<sup>nd</sup> of July 2009.
- the modification of **the art. 25 bis**, the insertion of the **art. 25 bis. 1** “crimes against industry and commerce” and of **the art. 25 novies** “crimes concerning the violation of copyright” set up by the draft bill 1195 B, definitively approved by the Senate on the 9<sup>th</sup> of July 2009.
- The insertion of a new **art. 25 novies** (the numeration of which is a consequence of an error of the legislator, as there already was an article having this number) “Induction not to make statements or to give false statements to the Court” ex art. 4 law 3 August 2009, 116.

### **1.2.2 The adoption of the “Organization and management Model” as a possible administrative responsibility exemption instrument.**

The article 6 of the Decree, introducing the mentioned above administrative responsibility regime, provides, however, a specific form of exemption from such a responsibility if the Institute demonstrates that:

- a) the managing organ of the Institution has adopted and efficiently carried out, before the commission of the fact, appropriate organization and management Models to prevent the Crimes and Illegal actions of the kind of the occurred one;
- b) the task to supervise the functioning and compliance with the Models as well as to follow their updating has been entrusted to a body of the Institute with autonomous power of initiative and control;
- c) the persons who have committed the crimes and the Illegal actions have acted evading fraudulently the above mentioned Models;
- d) there has not been omitted or insufficient supervision by the body mentioned in the previous letter b.

The aforementioned provisions which recognize the exempting efficacy of the Model adopted by the Institution, finds application concerning all the kinds of Crimes, as completely included in the D. Lgs. 231, as has resulted from the different subsequent integrations .

The Decree stipulates, besides, that – concerning the extension of the delegated powers and the crime commission risk – the Models pursuant to the letter a) must meet the following requirements:

1. identify the activities in the area of which exists the possibility of Crime commission;
2. provide specific protocols aimed to program the formation and implementation of the decisions of the Institution concerning the Crimes;
3. identify appropriate financial resources management modalities in order to prevent the commission of such Crimes;
4. establish information obligations concerning the body entitled to supervise the functioning and compliance with the Model;
5. introduce an appropriate internal disciplinary system in order to sanction the non-compliance with the measures indicated in the Model.

The same Decree establishes that the Models can be adopted, guaranteeing the aforementioned requirements, on the basis of conduct codes, drawn up by category representative associations , communicated to the Ministry of Justice which, together with the competent Ministries, can formulate within 30 days, opinions concerning the appropriateness of the crime prevention Models.

Finally, it is established that in Institutions of small dimensions, the supervision tasks can be carried out directly by the managing body.

### **1.3 Adoption of the Model by TAS**

#### **1.3.1 TAS Structure and Group**

TAS is a head company of the TAS Group. To the Group belong, TAS France Eurl, RT Relation Tools SL, Spanish right company, APIA S.A., Swiss right company and TAS Americas LTDA Brazil.

In the TAS Governance and control structure, besides the usual management and control organs (Board of Directors, President of the Board of Directors, Managing Director and Board of Statutory Auditors) are present also, in compliance with the auto-disciplinary code, the internal control Committee and the internal control manager (a function which can be entrusted to external subjects, as long as they have appropriate requisites of professionalism and independence).

#### **1.3.2 Objectives pursued by TAS through the adoption of the Model– implementation of the model and subsequent update**

TAS – sensitive to the need of ensuring conditions of fairness and transparency in the carrying out of its activity, for the safeguarding of its own position and image as well as of those of the companies belonging to the Group, of the expectations of its own shareholders and of the work of its employees – has considered compliant with its company policies the implementation of the present Model.

This initiative, together with the adoption of the Ethical Code, was taken with the conviction that the adoption of the Model can be a valuable tool of awareness regarding all those who work on behalf of TAS, in order for them to follow in their activities correct and linear behaviours, such as to prevent the risk of crimes and illegal actions commission.

The Model was prepared by TAS taking into account, besides the norms of the Decree, the Guidelines concerning associations belonging to the category, considering as well the obligations deriving from the listing of its securities on the market and the companies' auto-disciplinary Code.

#### **1.3.3 Function of the Model**

Objective of the Model is the constitution of a behavioural norms system as well as of control activities meant to prevent Crime commission.

In particular, through the identification of the Risk Areas, the model is aimed to:

- determine, in all those who work on behalf of TAS and above all in the potential Risk Areas, the awareness of the possibility to incur, in case of violation of the Model provisions, in punishable penal and administrative illegal actions, not only personally but also involving TAS;
- declare that these forms of illegal behaviour are strongly condemned by TAS (also in the cases when TAS would be apparently in the condition of gaining profit) being the last, however, contrary not only to the law provisions, but also to the ethical and social principles with which TAS complies in the performance of its corporate mission;
- allow TAS, thanks to a monitoring activity of the Risk Areas, to timely intervene in order to prevent or contrast the commission of Crimes;

Milestones of the Model, besides the already mentioned principles, are:

- developing awareness and propagation of the behavioural rules and the established procedures to all the corporate levels;
- identification of the Company's Risk Areas;
- attribution to a Supervisory Body of specific tasks regarding the control of the effective and correct functioning of the Model;
- verification and documentation of the risk operations;
- observance of the functions separation principle;
- definition of authorizing powers coherent with the assigned responsibilities;
- verification of the corporate behaviours and of the Model functioning with consequent periodical updates (control ex post).

#### **1.3.4 Structure of the Model: General Part and Special Parts in function of the different cases of Criminal offences to prevent .**

The present Model is composed of a "General Part" where the D.Lgs. 231/2001 and its subsequent integrations are introduced and of single "Special Parts" prepared to identify the risk areas and the different kinds of Crimes to prevent. The crimes not taken in consideration in the Special Part shall not be retained abstractly applicable, as not compatible with the kind of activity of TAS.

The Special Parts are:

1. Special Part "A" – relative to the specific kinds of crimes pursuant to the art. 24 and 25 of the Decree, i.e. concerning crimes committable towards the Public Administration.
2. Special Part "B" – relative to computer crimes and illegal data processing.
3. Special Part "C" – relative to the so called corporate crimes.
4. Special Part "D" – relative to some crimes against the individual.
5. Special Part "E" – relative to the crimes of market abuse, privileged information abuse and market manipulation.
6. Special Part "F" – relative to the crimes of manslaughter and GHB, committed as a consequence of the safety and hygiene and health protection norms violation.

#### **1.3.5 Inspiring principles of the Model**

During the preparation of the present Model were considered the existing and already operating in the Company control procedures and systems, identified during the analysis phase of the risk activities, as considered to be appropriate as Crime prevention and control measures for the processes in the Risk Areas.

The Company has identified the following specific tools for the corporate decisions formation and implementation and for carrying out the controls concerning the company activity, as well as regarding the Crimes to prevent:

- 1) the corporate governance rules adopted as an acknowledgment of the auto-disciplinary Code for the listed companies and the respective corporate and regulation normative;
- 2) the Ethical Code;
- 3) the internal control system;
- 4) the Disciplinary System (chapter 1.7)
- 5) every other documentation relative to the control systems operating in the Company.

The rules, procedures and principles concerning the aforementioned tools are not reported in detail in the present Model, but are part of the extensive organization and control system which the last is meant to integrate and that all the concerned subjects, relatively to the kind of relation with the Company, are bound to observe. However, these tools must be considered at any rate an integral part of the Model as they have preventive efficiency concerning the discipline pursuant to the D.Lgs. n. 231/01.

The concerned staff must be periodically updated regarding the corporate procedures adopted for the Crimes prevention as well as regarding the development of the relative norms.

### **1.3.6 Approval of the Model and its acknowledgment in the area of the Group**

The present Model, composed of a General Part and the aforementioned Special Parts, has been approved by the Board of Directors of TAS with the deliberation of the 12<sup>th</sup> of November 2009.

The Model and the Ethical Code can be acknowledged also by the rest of the companies of the Group in the respect of the autonomy of the single juridical realities and with the necessary adjustments, having as a purpose the personalisation of the control system to the activities of each Company.

### **1.3.7 Modifications and integrations of the Model**

Since the present Model is an “act of emanation of the managing organ” (in compliance with the provisions of the art. 6, comma 1, lett. A of the Decree), its subsequent essential modifications and integrations are a responsibility of the Board of Directors of TAS.

The updating of the Model is entrusted to the Managing director on explicit delegation of the Board of Directors.

The modifications made by the Managing director also after a notification of the Supervisory Body, must be communicated to the Board of Directors within the solar year from the day in which they were made.

Apart from the occurrence of circumstances requiring an immediate amendment (such as for ex. modifications of the Company’s internal organization and/or of the modality of carrying out the corporate activity, normative amendments etc.), the present Model shall at any rate undergo a periodical revision procedure.

## **1.4 Supervisory Body**

### **1.4.1 Supervisory Body identification**

For the implementation of the provisions of the Decree, the following persons were identified and assigned to manage the tasks (in compliance with the terminology used in the present Model) and the functions of the Supervisory Body:

- Mr. Stefano Losio
- Mr. Francesco Guidotti
- Mr. Massimiliano Lei.

Indeed, considering the peculiarity of the Supervisory Body attributions and of the specific professional content needed for the performance of the supervision and control tasks, the

Supervisory Body of TAS is supported when necessary by the Internal Audit and can have the support of the other managing functions of TAS whenever necessary. Besides, in the cases when activities needing specializations not present inside TAS are required, the Supervisory Body can avail itself of external consultants to whom certain investigation areas can be entrusted.

The members of the Supervisory Body have been selected among particularly qualified subjects and experts in the legal field and control procedures and in possession of the honour requirements pursuant to the art 109 of the D.Lgs. 1<sup>st</sup> of September 1993, n. 385.

The components of the Supervisory Body are in charge for one year renewable. At any rate, each component stays in charge until the nomination of his successor.

The mandate is revoked:

- if circumstances such as to eliminate the autonomy and independence requirements required by the law are present;
- if the aforementioned honour requisites are not present anymore;
- in the case of failure to participate in more than three consecutive meetings without a just cause.

In case of withdrawal, incapacity, death, revocation or disqualification of a member of the Supervisory Body, the President shall give timely communication to the Board of Directors so that it proceeds with the nomination of the substitute.

In case of withdrawal, incapacity, death, revocation or disqualification of the President, his place will be taken by the most senior member, who will remain in charge until the date when the Board of Directors deliberates the nomination of the new President of the Body.

A withdrawal by a part of the components of the Supervisory Body can be done at any time and must be communicated to the Board of Directors in writing, together with the reason which have determined it.

In order to safeguard the Supervisory Body from the risk of an unjustified revocation of the mandate conferred to one of its members by the Board of Directors, the last can deliberate the revocation only for a just cause and after consulting the Board of Statutory Auditors.

For this purpose, as a just cause can be considered:

- prohibition or disqualification, or a serious illness disabling one of the components of the Supervisory Body of carrying out his supervisory functions, or an illness determining a damage/hindrance to the regular carrying out of the activities required by the Supervisory Body;
- a serious non-fulfilment of the duties as defined in the organization, management and control Model;
- a conviction of the Company pursuant to the Decree, res judicata, or a penal procedure concluded through the so called “plea bargaining”, where from the documents results “omitted or insufficient supervision” by the Supervisory Body, according to the provisions of the art. 6, comma 1, lett. d) of the Decree;
- a final conviction of one of the members of the Supervisory Body for having personally committed one of the crimes described in the Decree;
- a final conviction of one of the components of the Supervisory Body implying his prohibition, also temporary, from the public administration, or a temporary prohibition from the offices managing legal persons and companies;

In the aforementioned cases, the Board of Directors proceeds with the nomination of a new component of the Supervisory Body, in substitution of the one whose mandate has been

revoked.

In case the revocation, for a just cause, concerns all the components of the Supervisory Body, the Board of Directors will proceed with the nomination of a new Supervisory Body.

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

The TAS Supervisory Body has the general task to supervise:

- a. the compliance with the provisions of the Model by the concerned subjects, appropriately identified in the separate Special Parts in relation with the different kinds of Crimes;
- b. the real efficacy and capacity of the Model, in relation with the corporate structure, to prevent the commission of crimes;
- c. the need of updating of the Model, in case of adjustment requirements occurrence due to changes in the corporate conditions.

The TAS Supervisory Body has the operative task to:

- activate the control procedures, taking into account that the primary responsibility of the control of the activities, also of those belonging to the Risk Areas, remains of the operational management and is an integral part of the corporate process;
- investigate the corporate activity in order to keep an updated map of the Risk Areas inside the corporate context;
- carry out periodically aimed verifications focused on specific operations or acts concerning the Risk Areas as defined in the separate Special Parts of the Model;
- promote appropriate initiatives for the propagation of the knowledge and comprehension of the Model and propose the preparation of necessary documentation, aiming the good functioning of the Model, containing the instructions, explanations and updates;
- collect, elaborate and conserve the information concerning the Model, as well as to update the information list to be sent to the Supervisory Body or kept available for it;
- cooperate with the other corporate functions (also by means of appropriate meetings) in order to monitor better the activities in the Risk Areas. For this purpose, the Supervisory Body is constantly informed about the evolution of the activities in the aforementioned Risk Areas, and has free access to all the relative corporate documentation. Besides, the Supervisory Body must be notified by the management concerning eventual situations of the corporate activity that may expose TAS to a risk of Crimes;
- check the presence, the regular maintenance and efficacy of the required documentation in compliance with the provisions of the separate Special Parts of the Model for the different kinds of Crimes. In particular, the Supervisory Body must be notified concerning the most important activities or the operations concerned by the Special Parts, and must have access to the documentation updates, in order to be able to carry out controls;
- make internal investigations in order to verify the presence of eventual violations of the Model's provisions;
- verify that the elements described in the separate Special Parts of the Model for the different kinds of Crimes (standard clauses adoption, procedures etc.) are adequate

and meet the compliance requirements of the Decree, proposing in the contrary case, an updating of these elements;

- cooperate with the managers of the other corporate functions in the different aspects regarding the implementation of the Model (definition of the standard clauses, staff training etc.);
- verify, with the support of the other competent corporate functions, the system of powers in force, suggesting amendments in case when the management and/or qualification power does not correspond to the conferred representation powers;
- promptly notify every critical situation relative to the existence of eventual atypical and marked by major than usual discretion margins financial flows, proposing the appropriate operational solutions.

### **Powers**

The main power of the Supervisory Body are:

- auto-regulation and definition of the operational procedures for the correct carrying out of the activities that the law and the present Model entrust to the Supervisory Body;
- supervision and control.

With reference to the auto-regulation and internal operational procedures definition powers, the Supervisory Body has an exclusive competence concerning:

- the verbalization modality of the own activities and decisions;
- the communication modalities and the direct relation with every corporate structure, as well as the acquisition of information, data and documents from the corporate structures;
- the modalities of coordination with the Board of Directors and the Board of Statutory Auditors on the Supervisory Body's own initiative;
- the organization modalities and its own supervision and control activities, as well as the presentation of the results of the carried out activities.

With reference to the powers of supervision and control, the Supervisory Body:

- has free and unconditional access to all the corporate functions – without the need of a previous consent – in order to obtain every piece of information or data, considered necessary for the performance of the tasks described in the Decree;
- can have the support, if considered necessary – under its direct supervision and responsibility – of all the corporate structures;
- can also have, in complete decisional autonomy and if specific competences are needed for the professional fulfilment of its tasks, the support of particular professionals external to the Company, using for the purpose its own budget for the period;
- can notify the event, according to the discipline of the adopted Disciplinary System pursuant to the Decree and after appropriate investigations and verifications, acknowledging that the process of formal complaint and sanction imposition is carried out by the employer or the delegated subjects.

## **Budget**

In order to reinforce further the autonomy and independence requirements, the Supervisory Body is supplied with an appropriate initial and periodical budget previously deliberated by the Board of Directors.

The Supervisory Body can use these economical resources in complete autonomy, with the obligation to give account of the use of the budget, as well as to motivate the presentation of the budget for the subsequent period, in the periodical information report to the Board of Directors.

### **1.4.3 Functions of the Supervisory Body: reporting concerning the company organs**

Two lines of reporting are assigned to the Supervisory Body of TAS:

- the first, on a continuity basis, directly with the Managing Director;
- the second, on a periodicity basis, towards the Internal Control Committee, the Board of Directors and the Board of Statutory Auditors.

The presence of the aforementioned relations with functional character, also with summit organisms without operational tasks and therefore not bound with management activities, constitutes a factor, ensuring that the duty is carried out by the Supervisory Body with the major independence guarantees.

At any rate, the Supervisory Body of TAS may be convoked at any moment by the aforementioned organs or in turn may present a request in this sense, in order to refer concerning the functioning of the Model or concerning specific situations.

Besides, every year the Supervisory Body of TAS sends to the Board of Directors, through the Internal Control Committee, a written report concerning the implementation of the Model in the Company, abiding to the Board of Statutory Auditors' acknowledged competences.

## **1.5 Selection, recruitment and information**

### **1.5.1 Human resources recruitment**

The human resources recruitment for the purpose of the Model implementation is managed by the HR Manager and on his behalf by single Managers identified by him, in close cooperation with the Supervisory Body.

### **1.5.2 Consultants, Partners and Suppliers selection**

Also on the proposal of the Supervisory Body of TAS, appropriate evaluation systems for the selection of Consultants, Partners and Suppliers inside the Company can be instituted.

### **1.5.3 Information for Consultants, Partners and Suppliers**

Appropriate information concerning the policies and procedures adopted by TAS on the basis of the present Model can be also provided to the subjects external to the Company (Consultants, Partners and Suppliers).

## **1.6 Information flows concerning the Supervisory Body**

### **1.6.1 Notifications by Company Representatives and third parties**

In the company context, to the Supervisory Body must be provided, besides the documentation described in the separate Special Parts of the Model according to the procedures, every other piece of information of any kind, even if provided by third parts, concerning the implementation of the Model in the Risk Areas.

In particular, employees, managers and administrators are bound to refer to the Supervisory Body of the Company relevant news concerning the life of TAS potentially exposing the Company to the risk of Crimes i.e. potentially causing violations of the Model, as well as news relative to the inobservance of the rules contained in the Model or to the commission of Crimes.

The following requirements apply concerning this matter:

- in the Risk Areas the functions involved in any investigation activity carried out by public organs (the Bench, Guardia di Finanza (an Italian police body responsible for investigating fraud), other Authorities, etc.) must inform the Supervisory Body about these interventions;
- eventual notifications relative to the commission of crimes or to behaviours violating the Model pursuant to the Decree with relation to the activity of TAS, or any behaviours not in line with the adopted by TAS behaviour rules, must be gathered and sent to the Supervisory Body;
- the notifications can concern any violation or suspected violation of the Model. The Supervisory Body of TAS will act in order to ensure those who report against any kind of retaliation, discrimination or penalization, ensuring also the confidentiality of their identity, except when required by the law or for the safeguard of the rights of the company or of erroneously accused persons and/or in cases of bad faith;
- the establishment of “dedicated information channels” (“Dedicated channel”), by the Supervisory Body is planned. These “channels” will have a double function: to facilitate the flow of notifications and information towards the Supervisory Body and to solve promptly doubtful cases. Information concerning official acts shall be notified to the Supervisory Body.

Besides the aforementioned notifications, to the Supervisory Body must be sent by all means the information concerning:

- provisions and/or news from the Polizia Giudiziaria (Criminal Investigation Department) or any other authority carrying out investigations, even concerning unknown persons, for the Crimes in question; the legal assistance requests by managers and/or employees in case of a judicial or administrative procedure concerning the Crimes in question;
- the reports prepared by the managers of the different corporate functions in the area of their control activity and from which facts, acts, events or omissions with critical situation profiles can emerge, concerning the observance of the norms of the Decree and the TUF;
- news concerning the effective implementation, on all the corporate levels, of the Model, evidencing the carried out disciplinary procedures and eventual sanctions

- imposition (including procedures against employees) or filing of those procedures with the relative motivations;
- every other information requested by the Supervisory Body.

## **1.7 Disciplinary system**

### **1.7.1 Introduction**

A qualifying point in the preparation of the organization and management Model, ex art. 6 and 7 of the D. Lgs 231/01, (subsequently called the Model) consists in the establishment of an adequate disciplinary system concerning the violation of the principles, rules and protocols provided by the Model, as well as concerning the violation of the principles contained in the Ethical Code, considered provisions communicated by the employer as provided by the art. 21004 c.c.

Violation of the Model means, among other things, any violation of the information obligations towards the Supervisory Body committed by the managers and employees of the Company. Constitutes violation of the aforementioned information obligations the failed sending in whole or in part and/or sending of untruthful documentation, data or information.

Considered the seriousness of the consequences for the Company, in case of illegal behaviours committed by employees, managers, administrators and auditors, any incompliance with the Model constitutes a violation of the duties of diligence and loyalty (art. 2104, 2105 and 2106 c.c.) and, in the most serious cases, causes damage to the reliance relation established with the Company.

The violations of the organization Model, in particular of the rules contained in it, of the principles contained in the Ethical Code, of the corporate procedures/rules of interest, of the information obligations towards the Supervisory Body and of the obligations to participate in the training courses concerning the D. Lgs. 231/01, will be subject to the disciplinary sanctions reported below, apart from eventual penal responsibility, the outcome of the legal procedures and in compliance with the Law 20<sup>th</sup> of May 1970 n. 300, of the labour contracts in force and the corporate procedures/protocols. The present sanction system will be applied in the terms described below, also for violation of the behavioural rules concerning the safety, hygiene and health on the workplace, in compliance with the art. 30 D. Lgs n. 81/08.

Provided that the present disciplinary system is meant to sanction the violation of the internal protocols and procedures concerning the corporate activities in the areas of risk of crimes and illegal actions commission as defined in the D. Lgs 231/2001, as well as the violation of the ethical principles shared by the Company and incorporated in the relative Ethical Code, for a more appropriate personalization of the sanction the following terms have been adopted.

Because every violation is influenced by peculiar and often unrepeatable aspects, it was considered appropriate to identify some parameters that can guide objectively the application of the disciplinary sanction in case of violation according to the aforementioned terms. Therefore parameters with objective nature have been created in order not to allow discretionary evaluations and taking into account especially the specific modalities of the violation and eventual previous disciplinary records of the concerned. Concerning the aspects related to the intentionality of the violation or the degree of culpability, in those cases also they must be deduced from the circumstances of the concrete case and acknowledged in the motivation of the provision with which the sanction is applied.

Hence, the violations must be evacuated in the following terms:

- light violation/light failure: every violation of one or more rules or principles provided by the Model, by the Ethical Code, as well as of the information obligations towards the Supervisory Body, of marginal character and, however, such as not to expose the company to the risk of a sanction application according to the D. Lgs n. 231/01;
- serious violation/serious failure: every violation of one or more rules or principles provided by the Model, by the Ethical Code, as well as of the information obligations towards the Supervisory Body, such as not to expose the company to the risk of a sanction application according to the D. Lgs n. 231/01;
- very serious violation: every violation of one or more rules or principles provided by the Model, by the Ethical Code, as well as of the information obligations towards the Supervisory Body, such as to expose the company to the risk of a sanction application according to the D. Lgs n. 231/01 and to cause permanent damage to the reliance relation with the institution, not allowing the continuation, neither provisional, of the working relation.

In the evaluation of the light, serious and very serious infringement must be taken into account the following parameters:

- intentionality of the behaviour or degree of negligence, imprudence or inexperience regarding also the predictability of the event;
- nature, kind, means, object, time, place and every other modality of the action (for ex. attempt to neutralize the negative effects of the behaviour);
- seriousness of the damage or of the danger caused to the Company;
- plurality of the violations and repetition of the same by already sanctioned subjects;
- occupation of the employee;
- functional position of the persons involved in the facts determining the violation;
- other particular circumstances accompanying the illegal action.

### 1.7.2 Sanctions concerning the employees

To all the employees who violate the Model shall be imposed the sanctions provided by the respective National Labour Agreement, in compliance with the gradualness principle of the sanction and the proportionality of the seriousness of the infringement.

- reprimand inflicted verbally, if the violation of one or more procedural or behavioural rules provided by the Model or by the Ethical Code presents a light irregularity;
- written reprimand, in the cases of recidivism of the infringements of the previous point;
- a fine not exceeding the amount of 4 hours of the normal remuneration, in the cases when, even if regarding infringements not serious enough in order to apply a major sanction, are serious enough for not to be classified as light irregularities as mentioned above;
- suspension of the remuneration and from the service for a maximum of 10 days, in case of a more serious violation of one or more procedural or behavioural rules provided by the Model or by the Ethical Code, when from this violation cannot derive any damage for the Company according to the D.Lgs. n. 231/01;
- dismissal with notice, when the violation of one or more procedural or behavioural rules provided by the Model or by the Ethical Code determines a serious irregularity in the aforementioned terms;

- dismissal without notice, with the loss of the allowance of notice, when the violation of one or more provisions of the Model or of the Ethical Code determines a very serious irregularity in the aforementioned terms;

The aforementioned sanctions will be imposed in compliance with the modalities indicated in the corporate labour contracts and must be communicated, without delay, to the Supervisory Body.

### **1.7.3 Sanctions concerning Managers and Auditors**

In case of a serious violation of one or more provisions of the Model or of the Code such as to present a serious non-fulfilment concerning the rules of the Model or, in the case of violations, such as to cause permanent damage of the reliance relation with the Company, the Board of Directors, for the violations done by the Managing director and the Assembly, for the violations done by the member/s of the Board of Directors and the Board of Statutory Auditors, will adopt measures considered most appropriate, giving prompt communication to the Supervisory Body.

### **1.7.4 Sanctions concerning suppliers, external collaborators and consultants**

The Company will diffuse to its suppliers, in the area of the most important relations, its Ethical Code and will receive the commitment by the Counterparty not to incur in behaviours that can directly or indirectly influence the activity of TAS relative to the D.Lgs. n. 231/01.

For this purpose TAS will evaluate case by case the need to insert in the contracts with Third parties appropriate resolution clauses.

## **1.8 Periodical controls**

The present Model will be object of two kind of controls:

- (i) controls concerning the main corporate acts and the contracts of major relevance signed by the Company in Risk Areas;
- (ii) controls of the procedures: the effective functioning of the Model will be checked periodically with the modalities established by the Supervisory Body of TAS. Besides, a revision of all the notifications received in the course of the year, of the actions taken by the Supervisory Body and by the other concerned subjects and of the events considered risky, will be done.

## **1.9 Model and Ethical Code**

The behavioural rules contained in the present Model are integrated with those of the Ethical Code, approved by the Board of Directors with the deliberation of the 12th of November 2009, although the Model, for its purposes pursuing the implementation of the provisions pursuant to the Decree and the TUF, presents different aspects in respect with the Code itself.

Under this profile, indeed:

- the Ethical Code presents a tool adopted autonomously and can be applied on a general plan by the Companies with the objective to express principles of a “corporate code of conduct” which TAS acknowledges and on the basis of which recalls their observance by all the Employees;

- the Model, on the other hand, corresponds to specific provisions contained in the Decree and in the TUF, with the purpose to prevent Crime commission (for facts that even if apparently committed in the interest or advantage of the Company, can imply an administrative responsibility on the basis of the provisions of the Decree itself).

## 2. Special Part “A”, crimes in the relations with the public administration (art. 24 and 25 of the D.Lgs.)

### 2.1 Risk Areas

The crimes of **corruption and fraud against the state** have as a premise the establishing of relations with the Public Administration (in broad sense, including the P.A. of foreign States).

Concerning the aforementioned crimes and criminal behaviours, the Risk Areas presenting situations of major criticality, referred to in the present Special Part “A” of the Model, are the following:

- Public funding use (national and community in the form of contributes, financings, subventions and other kinds of funding) conferred to TAS for employment and human resources training.
- Public funding use (national and community in the form of contributes, financings, subventions and other kinds of funding) conferred to TAS for restructuring of real estates and safety improvements.
- Public funding acquisition (national and community in the form of contributes, financings, subventions and other kinds of funding) conferred to TAS.
- Negotiation and signing of contracts with public subjects through negotiated procedures (private negotiation) or with public evidence (open or restricted).
- Relations management for the reception of authorizations and licenses for the performance of the corporate activities.
- Human resources Selection and Training.
- Human resources management.
- Gifts and free offers management.
- Expenditure budget management (acquired cycle).
- Advertisement, marketing and sponsorship expenditure management.
- Human resources secondment expenditure (expense account).
- Management of the relations with the Bank of Italy (anti-recycling). Compliances, inspections, provisions.
- Management of the relations with Public Authorities. Compliances and inspections concerning the workplace safety and hygiene and respective norms.
- Management of the relations with the Privacy Ombudsman. Compliances and inspections concerning the privacy.
- Management of the relations with the Public Authorities (INPS, INAIL, etc.) Compliances and inspections concerning work contributions.
- Management of the relations with the Internal Revenue Service. Compliances and inspections concerning the taxes.
- Management of the relations with the Public Authorities. Compliances and inspections concerning the taxes.
- Lawsuit and litigation management.

## **2.2 Parts concerned by the Special Part: general principles of conduct and implementation**

Purpose of the present Special Part is all the concerned parties to attain – in the measure in which they are involved in the performance of the activities included in the so called Risk Areas and considering the different position and the different obligations that each one has towards the Company – to the conduct rules in compliance with the provisions of the Special Part “A” in order to prevent Crime commission in the relations with the P.A.

In particular, the present Special Part has the function to:

- a. supply a list of the principles with which the concerned parties, depending on the relation which they have with the Company, are bound to comply for the correct implementation of the Model;
- b. supply to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the necessary operational tools for the exercise of the control, monitoring an verification activity.

The adoption of the Model and of the Ethical Code by the Company must be notified to the Consultants, Partners and Suppliers.

The present Special Part provides to the concerned parties, considering the different position and the different obligations that each one has towards the Company, the explicit prohibition to:

1. assume behaviours related with the aforementioned Crimes (art. 24 and 25 of the Decree);
2. assume behaviours that, even if such as not to constitute a crime from those described above, can develop into crimes;
3. create any situation of conflict of interests concerning the P.A. with regards to the described above crimes. Concerning the aforementioned behaviours and in compliance with the Ethical Code, it is strictly forbidden to:
  - a. grant money to Italian or foreign public functionaries (or to their relatives);
  - b. distribute gifts or concede other advantages of any kind (employment promises etc.) to representatives of the P.A., if not in compliance with the corporate practice;
  - c. provide services to Consultants, Partners and Suppliers which are not justified by the established contractual relations;
  - d. acknowledge payments to Consultants, Partners and Suppliers which are not justified by the assigned charge and the local practices in force;
  - e. present false declarations to national and community public organisms aimed to receive public financings, contributions or facilitated financings;
  - f. assign amounts of money received from national or community public organisms as financings or contributions for purposes different from those for which they were destined.

With the objective of the implementation of the aforementioned behaviours:

1. the association agreements with the Partners must be defined in writing, evidencing all the conditions of the agreement itself – in particular, concerning the economical conditions for the joint participation in the procedure – and must be proposed or checked or approved by at least two subjects belonging to the Company;

2. the responsibilities conferred to the Consultants must be also written down, indicating the agreed payment and must be negotiated;
3. the contracts signed with the Suppliers, concerning the Risk Areas of the present Special Part, must be written down, indicating the agreed payment and must be negotiated;
4. no payment can be done cash or in nature;
5. the declarations to national and community public organisms, aiming to obtain financings or contributions must contain only absolutely true elements and in case of obtaining of the same, an appropriate financial report must be released;
6. those who are in charge of a control or supervision function, concerning fulfilments of the aforementioned activities (invoice payments, destinations of financings obtained from the State or from community organisms, etc.) must pay particular attention to the carrying out of these fulfilments and promptly report to the Supervisory Body eventual situations of irregularity.

The eventual procedures for a major protection already taken into account in the TAS area are excluded (for ex. the need of a deliberation by the Board of Directors for the conferring of certain charges, etc.).

## 2.3 Specific procedural principles

### 2.3.1 Procedural principles to comply with in the single risk operations

Hereafter are indicated the procedural principles with which, in relation with each single Risk Area, the Company Representatives are bound to comply and that, where necessary, must be implemented in specific corporate procedures or they can be an object of communication of the Supervisory Body.

The person/s in charge of the risk activity must provide to the Supervisory Body all the necessary documentation, in order to guarantee an adequate traceability and transparency of the operation, taking care of its constant updating;

### 2.3.2 Risk containment measures

The measures to contain the risks listed in the previous paragraph are:

- The General Manager/the Legal Representative validates the request for participation in the tender in order to obtain the **financing** (evidence: approval signature).
- After obtaining the financing, the General Manager/the Legal representative signs by proxy the **financing contract** (evidence: approval signature).
- After obtaining the **financing**, the General Manager nominates a Technical director responsible to maintain the operational relations with the financing Institution and to manage the project (evidence: documentation and mail conservation and control).
- The General Manager checks the course of the financed project, the correct allocation in the order of competence and authorizes the relative invoices (evidence: approval).
- The Administration, Finance/Control and Legal director checks that the charged expenses for every financed order are pertinent, on the basis of the expense documents, and congruent with the implementation and costs analysis rules of the tender and approves the expenses report (evidence: approval).

- The Direction interested to participate in the negotiation and contract signing of the tender checks the corresponding of the required requisites for the tender with those of the Company and collects necessary data/information for the participation. The collected documentation is sent to the Marketing, Communication and Business Development Manager for the preparatory validation previous to the authorization by the General Manager/Legal Representative which guarantees the veracity of the released information (evidence: process of verification and approval of the released documentation by: the interested Direction, the Marketing, Communication and Business Development Manager, the General Manager/Legal Representative).
- Once verified the correspondence of the agreed with the Public Institution requisites and the reported ones in the **mandate/ Institution Contract**, the Manager of the interested Direction signs an original and sends it to the Legal representative for him to sign it (evidence: the signed contract).
- The Manager of the interested Direction defines the staff in charge to prepare and organise the project and nominates a Team Leader which will be in charge of the relations with the PA (evidence: nomination of first and second level executives for the order).
- The Manager of the competent Direction validates, before the authorization by the General Manager/Legal Representative, the data provided by the P.A. offices in order to obtain **licenses and/or authorizations** (evidence: verification and approval process of the documentation released by: the interested Direction, the General Manager/Legal Representative).
- The annual budget of the expenses for **licenses and authorizations** (contained in the general corporate budget) is analyzed and approved by the Board of Directors. Eventual license and authorization requests not included in the budget must be submitted for a new approval (evidence: approved annual budget).
- The annual budget for the **human resources recruitment** is approved by the Board of Directors. Eventual recruitment requests not included in the budget must be submitted for a new approval by the Board of Directors (approved annual budget).
- The HR Manager checks and approves the request for **human resources selection and recruitment** done by the requesting Direction/Function (evidence: recruitment request).
- The Resource Management director carries out the first candidates selection. The selection process is aided by external research sources, directly or through consultants or announcements or candidates' applications. The selection is carried out on the basis of objective parameters and by means of an interview. The interviewer formalizes the result of the interview and submits it to the evaluation of the HR Manager who reassesses the judgment (evidence: written synthesis of the interview results).
- The HR Manager validates by signing every communication, request, presentation of models/data to the different offices of the P.A. concerning **human resources management accomplishments** (evidence: signed documentation).
- The HR Manager carries out a periodical control of the communication flow from and towards the different Administration offices as well as the **expiries of the mandatory fulfilments** guaranteeing the observance of the established expiries (evidence: expiries and bill book).

- The annual budget relative to the expenses for **gifts, free offers and favours** is approved by the Board of Directors. Eventual requests not included in the budget must be submitted for a new approval by the Board of Directors (approved annual budget).
- The Manager requesting (on the basis of the relative approved budget) or the Board of Directors (if the request exceeds the established budget) authorizes the request for the purchase of gifts, offers or favours and sends it subsequently to the Purchase Manager (evidence: authorized purchase request).
- The Purchase Manager checks that the **suggested or selected suppliers** possess specific requirements and requests the offer (evidence: company suppliers qualification evaluation, offer request).
- The Purchase Manager checks the **supplier's offer** and sends the purchase order for authorization to the Administration, Finance/Control and Legal director /General Manager (evidence: authorized purchase order).
- Every **invoice** issued by the supplier is checked by the Purchase Manager and sent to the General Accounting for registration (evidence: registered invoice).
- The Administration, Finance/Control and Legal director makes the **payment of the invoices** after a verification of the payment documents and checks for the observance of the authorization powers for the expense (evidence: signature of the Administration, Finance/Control and Legal director).
- The annual budget of the Marketing, Communication and Business Development manager relative to the **marketing, advertisement and sponsorships expenses** is approved by the Board of Directors. Eventual requests not included in the budget must be submitted for a new approval by the Board of Directors (approved annual budget).
- The Marketing, Communication and Business Development manager, suggests the **sponsorship of events and activities** and submits them for approval by the General Manager (evidence: approved documentation).
- The Administration, Finance/Control and Legal direction makes the **invoice payment or the money transfer in the case of a sponsorship**, after a control of all the provided documentation concerning the payment and verifies the relative authorization powers (evidence: signature of the Administration, Finance/Control and Legal director).
- The Marketing, Communication and Business Development manager prepares and updates the list of the **sponsorships** done by the Company (evidence: sponsorships list).
- The categories of **secondment expenses accounts** submitted for refund and the relative maximum amounts as well as the refund modalities (compensation or analytical refund) are established, for all the employees or by categories, by the HR Manager (evidence: secondment expenses list).
- The HR Manager verifies the documentation (the exceptions relative to the failed respect of the maximum amounts and the established expense categories, must be explicitly authorized ) relative to the **refund request** and authorizes the payment (evidence: authorized expenses account).
- The person assigned by the Administration, Finance/Control and Legal direction makes the **expenses account payment**, after a control of the payment authorization, by the HR Manager (evidence: signature of the payment by the Administration, Finance/Control and Legal direction).
- The General Manager prepares the service order containing the delegations for the relations with the Bank of Italy (**suspect operations**).

- The Administration, Finance/Control and Legal direction monitors the mandatory fulfilments calendar and the correspondence flow with the Bank of Italy for the **suspect operations** (evidence: suspect operation files).
- The Administration, Finance/Control and Legal direction, when discovering suspect operations, informs the General Manager who authorizes the forwarding of the accompanying module of the **suspect operation** to the Bank of Italy (evidence: authorization by the General Manager).
- The Prevention and Protection Service Manager deals with the issues relative to the **workplace safety**, mandatory fulfilments, communications, answers the information requests on the basis of appropriate delegations (evidence: manager nomination).
- The HR Manager is authorized by the appropriate power of attorney to enter in contact with the offices of the P.A. in relation with the practices relative to the **accomplishments concerning the workplace safety** (evidence: power of attorney).
- The Prevention and Protection Service Manager monitors the flow of communication from and towards the Authorities dealing with the **workplace safety** as well as the expiries calendar, guaranteeing the respect of the established expiries (evidence: expiries calendar) .
- The HR Direction manages the issues relative to the privacy, mandatory fulfilments, communications, responses to requests of information, on the basis of an appropriate delegation (evidence: appointee nominations).
- The HR Direction revises and authorizes every communication, documentation, response to requests for information of the **Privacy Ombudsman** and ensures the correspondence of the response/communication/forwarding of documentation to the request of the Ombudsman and/or the normative requisite concerning the fulfilment (evidence: signed documentation).
- The HR Direction monitors the flows of communication from and towards the **Privacy Ombudsman** as well as the expiries calendar guaranteeing the observance of the established expiries (evidence: documentation concerning law accomplishments).
- The HR Manager manages the issues concerning labour, mandatory fulfilments, communications, responses to requests for information on the basis of an appropriate delegation (evidence: the delegation).
- The HR Manager is authorized by a power of attorney to enter in contact with the offices of the P.A. in relation with the practices relative to the **accomplishments concerning the workplace safety** (evidence: power of attorney).
- The HR Manager and the Administration, Finance/Control and Legal Manager, each according to his competences, monitor the flow of communication from and towards the offices of the P.A. as well as the expiries calendar of the mandatory fulfilments concerning the labour, guaranteeing the observance of the established expiries (evidence: internal documentation flow).
- The Administration, Finance/Control and Legal Direction executes the requests for information/documentation received by the **Internal Revenue Service** (concerning the Company) and submits them to the approval of the General Manager/ Legal Representative (evidence: approved documentation forwarded to the Internal Revenue Service).
- The person assigned by the Administration, Finance/Control and Legal Direction prepares the response and the documentation requested by the Internal Revenue Service and submits it for verification to the Administration, Finance/Control and Legal

- Manager and the General Manager/Legal representative (evidence: approved documentation).
- The Administration, Finance/Control and Legal Manager monitors the report of the requests received by the Internal Revenue Service in order to ensure their correct execution within the established by the authority deadlines (evidence: requests report).
  - The Administration, Finance/Control and Legal Direction carries out the **administrative fulfilments concerning taxes and contributions**, on the basis of an appropriate delegation (evidence: the delegation).
  - The Administration, Finance/Control and Legal Direction, in compliance with the normative, revises and validates the content of the communications, requests, taxes/contributions models presentation, prepared before requesting the authorization of the General Manager/ Legal Representative (evidence: signed tax models).
  - The Administration, Finance/Control and Legal Manager monitors the flow of communication from and towards the different offices of the Administration as well as the expiries calendar of the **mandatory tax payments** guaranteeing the observance of the established deadlines (evidence: expiry calendar).
  - The Administration, Finance/Control and Legal Manager follows the inspections of the authorities concerning the **taxes** and informs promptly the General Manager concerning the commencement of inspection activities (evidence: communication to the General Manager).
  - The Administration, Finance/Control and Legal Manager signs the acts prepared by the public administration functionary concerning the taxes, if authorized, or submits them to the authorized person, tracing in this case the evidence of his approval concerning the correctness of the collected information in the acts (evidence: signed acts).
  - The General Manager authorizes the preparation and delivery of the assignment letter to the **external Legal Representative** nominated to assist the Company (evidence: the assignment letter).
  - The Administration, Finance/Control and Legal Direction monitors the effective execution of the accounting activities concerning the external legal representatives (evidence: legal documentation relative to the assignment).
  - The Administration, Finance/Control and Legal Manager approves the invoices relative to the legal expenses and asks their subsequent authorization by the General Manager (evidence: invoice authorization).

#### 2.4 Instructions and control by the Supervisory Body

The supervision tasks of the Supervisory Body concerning the compliance with the Model with regards to Crimes in the relations with the P.A. are the following:

- a. suggest the issuing and updates of the standardized instructions relative to the behaviours to be followed in the Risk Areas and in general, in the relations with the P.A.;
- b. periodically check, with the support of the other competent functions, the validity of the standard clauses concerning:
  - o the compliance with the provisions of the Decree by the concerned;

- o the possibility for the Company to carry out effective control actions regarding the concerned by the Model subjects in order to verify the observance of the provisions contained in it;
- c. examine the eventual notifications of presumed violations of the Model and carry out the verifications retained necessary or appropriate in relation with the received notifications.

### **3. Special Part “B” Computer crimes and illegal data processing (art. 24 bis of the decree)**

#### **3.1 Risk Areas**

In relation with the computer crimes and illegal data processing and the relative criminal behaviours , the areas retained especially exposed to a risk, with reference to the present Special Part “B”, are the following:

1. signing of contracts with Internet Providers concerning the supply of digital contents;
2. any computer activity – execution, installation, implementation, etc. of computer programs and hardware – performed for clients of TAS;
3. any activity relative to the execution, management and modification of computer documentation;
4. the use by the concerned of computer systems property of the Company or, however, having reference to the Company.

#### **3.2 Parts concerned by the Special Part: general principles of conduct and implementation**

The present Special Part refers to behaviours of the Concerned parties (Company Representatives, Consultants, Suppliers and Partners) as already defined in the General Part.

The objective of the present Special Part is that all the concerned parties comply – in the measure in which they are involved in the activities carried out in the so called Risk Areas and considering the different positions and duties that each one has towards the Company – with the behaviour rules in observance of the provisions in the Special Part “D” in order to prevent and hinder the occurrence of Crimes against the individual.

In particular, the present Special Part has the function to:

- a. provide a list of the general principles as well as of the specific procedural principles with which concerning parties, depending on the kind of relation they have with TAS, must comply for a correct implementation of the Model;
- b. provide to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the necessary operational tools, in order to carry out the control monitoring and verification activities.

The Consultants, Partners and Suppliers must be notified about the adoption of the Model and the Ethical Code by the Group.

The present Special Part establishes regarding the concerned parties, considering the different positions and duties that each one has towards the Company in the areas of activities considered risky, the explicit prohibition to:

1. use the computer systems property of TAS or those made available to it for the work activity carried out on behalf of TAS, for purposes different from those related to the activity carried out on behalf of the Company;
2. in any case, perform any activity of connection, consultation, navigation, streaming, downloading from websites that can even only presumably appear as illegal for any reason, also related to contents contrary to the moral, the public order, the liberty of cult, the privacy norms, the copyright and the intellectual property and further more if they appear in any way promoting computer piracy;
3. modify in any way the standard configurations, both software and hardware, of any corporate computer tool, or tools made available to the Company for the work activity carried out on behalf of it, and install or use any different equipment or software programs;
4. skip or ignore in any way the safety procedures adopted by the Company in relation with the corporate computer tools and the other connection networks;
5. assume, promote, cooperate or cause any behaviours pertaining to the kinds of Crimes referenced in this special part “B” (art. 24-bis of the Decree);
6. assume behaviours which, even if resulting such as not to constitute a crime comprised in those mentioned above, potentially can develop into crimes;
7. use even occasionally the Company or one of its organizational units with the purpose to allow or facilitate Crime commission as described in the present Special Part.

### **3.3 Specific procedural principles**

#### **3.3.1 Procedural principles to comply with in the single risk operations**

Hereafter are indicated the procedural principles that, in relation with every separate Risk Area (as identified in paragraph 3.1) , the Company Representatives are bound to respect and that, if appropriate, must be implemented in specific corporate procedures or can be the object of communication by the Supervisory Body:

1. the Company Representatives are bound to immediately refer to the HR Manager and to the Supervisory Body any presumable violation of the Model and of the specific principles and prohibitions established in the present Special Part and any presumable behaviour which can in any way generate one of the Crimes described in the present Special Part;
2. the provisions of the Ethical Code and the Disciplinary System (chapter 1.7) must be observed by all the Company Representatives;
3. behaviours such as to be in contrast with the contemplated in this Special Part Crime prevention are forbidden;
4. TAS adopts the newest and safest systems of authentication and access to the computer systems (username, password etc.) and of traceability – in compliance with the norms in force – concerning the activities carried out on these computer equipment;

5. TAS is bound to use constantly updated computer tools not allowing the access to risky internet sites (content filtering tools);
6. TAS reminds periodically to all its representatives, in an unequivocal way, to make a correct use of the computer tools they work with;
7. in compliance with the norms in force (also – where applicable – concerning the working relationship, the so called “defensive investigations”, and related to the privacy), TAS has the right to carry out periodical controls, appropriate to prevent the abuse of the corporate computer systems or the Crime commission through their use;
8. documentation relative to the control computer tools adopted by TAS and to the periodical and random controls carried out by TAS, according to the previous p. 7, will be prepared and conserved.

### **3.4 Instructions and control by the Supervisory Body**

The tasks of the Supervisory Body in relation with the observance of the Model concerning the Crimes against the individual are the following:

- suggest the issuing and updates of the standardized instructions relative to the behaviours to be followed in the Risk Areas identified in the present Special Part. These instructions must be written and conserved on paper or computer device;
- perform periodical and random verifications concerning the observance of the internal procedures and periodically evaluate their effectiveness for the Crime prevention;
- perform periodical verifications concerning the computer system adopted by TAS and the relative control means and periodically evaluate their effectiveness for the Crime prevention;
- examine eventual notifications for presumable violations of the Model and carry out the necessary verifications concerning the received notifications.

## **4. Special Part “C” corporate crimes (Art. 25 ter of the Decree)**

### **4.1 Risk Areas**

In relation with the crimes of **false corporate communications and illegal corporate operations** and the relative criminal behaviours, the areas retained most risky, with reference to the present Special Part “C”, are the following:

- The balance sheet preparation and the integrative notes and all the other corporate communications established by the law (addressed to the associates or to the public)
- The service contract relations management with the other companies of the Group
- Management of the relations with the statutory auditors board, auditing companies and associates. Preparation and conservation of the documents on which they can carry out controls
- Shares and equities operations, operations with the capital and destination of the revenues
- Operations in conflict of interests in the operating of the decision making organs
- Capital operations management
- Financial and corporate communications
- Communications to the banking sector supervision Authorities and the relation management with them.

### **4.2 Parts concerned by the Special Part: general principles of conduct and implementation**

The present Special Part refers to behaviours assumed by the company representatives, consultants and partners as already defined in the General Part.

The objective of the present Special Part is that all the concerned parties comply with the behaviour rules in observance of the provisions in the Special Part “C” in order to prevent and hinder the occurrence of corporate crimes.

In particular, the present special part has the function to:

- a. provide a list of the principles with which the Company Representatives, Consultants and Partners, depending on the kind of relation they have with the Company, must comply;
- b. provide to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the necessary operational tools, in order to carry out the control monitoring and verification activities.

When carrying out the respective activities/functions, besides the rules of the present Model, the Company Representatives are bound to know and observe all the rules and principles contained in the following documents:

- the Ethical Code;
- the corporate governance rules adopted with the acknowledgement of the auto-disciplinary Code of the listed companies and the relative corporate and regulatory norms;
- every other documentation relative to the internal control system in TAS.

The Consultants and Partners must be notified about the adoption of the Model and The Ethical Code by TAS.

The present Special Part binds the Company Representatives, Consultants and Partners, considering the different positions and duties that each one has towards the Company in the areas of activities considered risky, to comply with the following general behavioural principles:

1. abstain from behaviours such as to incur into one of the aforementioned crimes (art 25-ter of the Decree)
2. abstain from behaviours that, even if such as not to present a presumable crime from those mentioned above, can develop into it;
3. have a correct and transparent behaviour, ensuring a complete observance of the norms of law as well as of the internal procedures in all the activities concerning the preparation of the balance sheet, of the periodical accounting situations and all the rest of the corporate communications, in order to provide to the associates and to the public in general, truthful and appropriate information regarding the economical, accounting and financial situation of TAS.

In relation with this point, it is forbidden to:

- (i) present or communicate false or incomplete data or data potentially giving an incorrect description of the reality, concerning the economical, accounting and financial situation of TAS;
- (ii) fail to communicate data and information required by the norms and procedures in force, concerning the economical, accounting and financial situation of TAS;
- (iii) not to attain to the principles and provisions established by every relevant internal procedure;

4. assume a correct and transparent behaviour, ensuring the complete observance of the norms of law as well as of the internal procedures in the acquisition, elaboration and communication of data and of the necessary information, allowing the investors to receive a correct judgement concerning the accounting, economical and financial situation of TAS and the evolution of the relative activities, as well as of the financial instruments of TAS and the relative rights.

In relation with this point, it is forbidden to:

- (i) modify or in any way report in an incorrect way the data and the information needed for the preparation of the information prospects;
- (ii) present the used data and information in a way such as to provide an incorrect and untruthful representation of the accounting, economical and financial situation of TAS and the evolution of its activities, as well as of the financial instruments implemented by TAS and the relative rights;

5. conscientiously observe all the norms of law safeguarding the integrity and actual state of the corporate capital and always act in observance of the corporate procedures based on these norms, in order not to cause harm to the guarantees of creditors and third parties in this regard.

In relation to this point, it is forbidden to:

- (l) free the associates from their assignments or from the duties related with them, outside the cases of legitimate corporate capital reduction;

- (II) distribute revenues (or advances of revenues) not effectively achieved or destined to the reserve, as well as to distribute reserve (also if not constituted of revenues) which cannot be distributed according to the law;
  - (III) purchase shares of the Company or of eventual controlled companies outside the cases provided by the law, causing damage to the integrity of the corporate capital or the reserve not distributable by law;
  - (IV) carry out reductions of the corporate capital, fusions or divisions violating the law provisions safeguarding the creditors;
  - (V) proceed in any way with formation or false increase of the corporate capital;
  - (VI) distribute corporate goods among the associates – in phase of liquidation – before refunding the corporate creditors or before the allowance formation of the necessary amounts to refund them;
6. ensure the regular functioning of TAS and of the corporate organs, guaranteeing and facilitating every form of internal control concerning the corporate management, in compliance with the law, as well as the free and correct formation of the assembly will;
- In relation with this point, it is forbidden to:
- (i) assume behaviours hindering materially, or in any other way, by means of concealment of documents or other fraudulent means, the control or auditing activity of the corporate management by the Board of Statutory Auditors or by the auditing company;
  - (ii) assume simulating or fraudulent behaviours, in occasion of assemblies, with the purpose of altering the regular procedure of the formation of the assembly will;
7. abstain from carrying out simulated or fraudulent operations as well as diffusing false or incorrect information, meant to cause a significant alteration of the price of not listed financial instruments or for which no request has been presented for negotiation admission on regulation markets.
- In relation with this point, it is forbidden to:
- (I) publish or diffuse false information;
  - (II) carry out simulated operations or assume other fraudulent or deceitful behaviours that may have influence on not listed financial instruments or for which no request has been presented for negotiation admission on regulation markets, and that may alter their price significantly.
8. perform promptly, correctly and completely all the communications according to the law and the regulations towards the public supervisory Authorities, not hindering in any way their activity.
- In relation with this point, it is forbidden to:
- (i) fail to perform with the due clearness, completeness and promptness, towards the mentioned Authorities, (a) all the communications, periodical and not, according to the law and the norms for the sector, as well as (b) the transmission of the data and documents established by the norms in force and/or specifically requested by these Authorities;

- (ii) present in these communications or in the sent documentation false facts or conceal facts concerning the economical, accounting and financial situation of TAS;
- (iii) assume any behaviour hindering the functions of the public supervisory Authorities, also in phase of inspection (explicit opposition, refusals, hindering behaviours or lack of cooperation, such as delays in the communications or in the documents presentation).

### **4.3 Specific procedural principles**

#### **4.3.1 Procedural principles to comply with in the single risk operations**

Hereafter are indicated the procedural principles that, in relation with every separate Risk Area, the Company Representatives are bound to respect and that, if appropriate, must be implemented in specific corporate procedures or can be the object of communication by the Supervisory Body:

1. In the activities of preparation of the communications to the associates and to the public in general, containing information and data concerning the corporate economical, accounting and financial situation – and in particular for the purposes of the balance sheet preparation, the half-yearly report preparation, the quarterly reports preparation and other corporate communications during the year – the following procedure must be observed:
  - a. the manager assigned for the preparation of the corporate accounting documents together with the administration manager are bound to release a due declaration – validated by the general manager – attesting:
    - the truthfulness, the correctness, the accuracy and the completeness of the data and of the information contained in the balance sheet or in the other aforementioned accounting documents and annexed documents, as well as in the informational elements made available to the company;
    - the successful collection of the copies of the declarations of truthfulness, correctness, accuracy and completeness of the controlled companies;
    - the inexistence of elements from which to presume that the collected declarations and data contain incomplete or inaccurate elements;
    - the observance of the procedures meant to provide a reasonable certainty concerning the correctness, accuracy and completeness of the information and data contained in the aforementioned documents;
    - the observance of the procedures from the present paragraph.
  - b. the declaration mentioned in letter a. must be presented to the Board of Directors in occasion of the deliberation for the approval of the balance sheet.
2. In the activity of preparation of the informational documents the following procedures must be observed:
  - acquisition – where the direct verification is not possible, as the data used in the documents come from external sources – of an attestation, concerning the truthfulness, by the subjects from which the information originates;
  - verification of the appropriateness on professional level of the subjects in charge of the preparation of these documents,

- obligation for each Company, in the phase of collecting the elements necessary for the informational documents preparation, to release a declaration attesting the truthfulness, correctness, accuracy and completeness of the information and data, according to the same procedural principles referred to in the previous point 1 of the present paragraph.

Besides, before the commencement of the preparation of the documents, an appropriate training program for all the subjects involved in the mentioned activity must be carried out, with the purpose to inform them regarding the related norms in force, concerning the false statement crimes, as well as to provide an adequate support and technical information for the performance of the activity.

3. In the management of the relations with the auditing company, the following provisions must be observed:
  - a. identification of the staff in charge of the transmission of the documentation to the auditing company;
  - b. possibility for the auditing company manager to come in contact with the Supervisory Body in order to verify together eventual aspects of possible critical situations;
  - c. prohibition to attribute to the auditing company or other companies belonging to the same group, consulting charges;
  - d. need of a previous authorization by the Internal Control Committee for the attribution to the auditing company of any charge, comprised however in the auditing activity, but different from the one conferred pursuant to the art. 155, comma 1, letters a. and b. of the TUF;
  - e. evaluation by the Internal Control Committee of TAS of the auditing companies offers for the accomplishing of the auditing as well as the communication to the Board of Directors, after its sending to the Board of Statutory Auditors, of the offers for the charge, including the recompense owed to the auditor, remaining untouched the competences acknowledged of the Board of Statutory Auditors.
4. In the activity of processing, management and communication of information and data concerning TAS towards the outside, the Company Representatives are bound to attain to the provisions regarding reserved or privileged information.
5. In the management of the operations concerning assignments, distribution of revenues or reserve, purchase of corporate shares or equities, operations on the corporate capital, fusions and divisions, distributions of goods in case of liquidation, the following procedures must be observed:
  - a. every activity relative to the creation of new companies, to the acquisition or alienation of corporate participations, as well as concerning assignments, revenues or reserve distributions, operations on the corporate capital, fusions and divisions and distribution of goods in case of liquidation must be submitted to the Board of Directors of TAS;
  - b. the documentation relative to the operations mentioned in point a. must be made available to the Supervisory Body.

6. In the preparation of communications for the public and supervisory Authorities and in the management of the relations with them a particular attention must be paid to the observance of:
  - a. the laws and regulations concerning the communications, periodical and non-periodical, to be sent to these Authorities;
  - b. the obligations provided by the norms in force concerning the sending to the aforementioned Authorities of data and documents or of data and documents requested by them (ex. reports and acts of the corporate organs meetings);
  - c. the cooperation obligations to observe during eventual inspections.

Besides TAS adopts procedures for the management and control of the communications to the public and supervisory Authorities.

The procedures to comply with in order to guarantee the observance of the aforementioned provisions must respect the following criteria:

1. all the necessary organizational and accounting interventions guaranteeing the data and information acquisition and elaboration process must be implemented ensuring the accurate and complete preparation of the communications and their prompt sending to the public and supervisory Authorities, according to the modalities and expiries established by the sector norms;
2. an adequate evidence of the implemented procedures referred to in the previous point 1, with a particular reference to the identification of subjects in charge of the data and information collection and elaboration, must be provided;
3. an adequate cooperation by the concerned corporate units, in case of inspections by the aforementioned Authorities, must be ensured. In particular, for every inspection by the Authorities, a person in charge, on corporate level, to ensure the cooperation between the managers of the different corporate units, must be identified, in order to guarantee the correct performance of the activity of the last. This responsible has also the task to ensure the coordination between the different corporate offices and the functionaries of the Authorities, for the acquisition by the last of the required elements;
4. the assigned responsible referred to in the previous point 3, will prepare an appropriate informational report, concerning the inspection carried out by the Authority, which must be periodically updated along with the course of the inspection and its results; this informational report must be sent to the Supervisory Body and to the other competent corporate offices depending on the matter dealt with.

#### **4.3.2 Risk containment measures**

The measures adopted for the containment of the risks listed in the previous paragraph are the following:

- The Administration, Finance/Control and Legal Manager formally requests from the Human Resources (area ICT) the **access to the accounting systems** for the collaborators authorized by him (evidence: request module).

- The HR Manager (area ICT) monitors the accesses to the accounting systems, in order to verify eventual cases of access at abnormal time, for example during the night (evidence: access log check).
- The Administration, Finance/Control and Legal Director checks, at least periodically, the list of the users and profiles who have accessed the accounting systems, assessing the correct segregation of the user profiles in function of the duties for which their users have been enabled (evidence: approved users and profiles list).
- The Administration, Finance/Control and Legal Director checks the **documentation in support of the general accounting journals**, with a particular reference to those between the date of pre-closing and definitive closing of the verification period, and makes sure that the accounting period is effectively closed. The access to the **opening and closing of accounting periods** functionality is reserved only to the Administration, Finance/Control and Legal Director or his delegate (evidence: verification and approval of the accounting closings).
- All the managers providing data and information – established in the closing calendar – in support of the accounting documents, attest their **truthfulness and accuracy**, on the basis of a special text, the **congruity** of which is verified by the Administration, Finance/Control and Legal Director (evidence: verified attestations).
- The MD approves the closing calendar, indicating the activities to be carried out and the relative managers (evidence: approved closing calendar).
- The person entitled by the Legal office checks that the **infra-group operations** relative to the services are regularly contracted, that the activities to carry out are described in detail, with the respective conditions in line with the market (evidence: legal review of the examined draft agreement).
- The Administration, Finance/Control and Legal Director verifies the state of execution of the requests by the auditing companies and by the Board of Statutory Auditors, making sure that there are no delays or hindrances in the execution and that there are not significant requests not yet executed, participates in the meetings with the auditing company and with the Board of Statutory Auditors, preparing an internal use report (evidence: list of the requests with evidenced execution date; report).
- The administrative offices of the corporate organs make sure that the information requests or **requests for access to the information by the associated** are dated, registered and executed within the established deadlines (evidence: request register).
- All the purchase and sale orders of own shares or shares of the controlled companies are authorized by the Legal Representative (evidence: purchase/sale authorization).
- In occasion of **extraordinary operations**, the Legal Representative verifies and approves formally the operation project, signing the contract (evidence: signed contracts).
- The Board of Directors verifies that the deliberations of the Board for which there is the need of an administrator are motivated and convenient for the company (evidence: report of the Board).

- The Administration, Finance/Control and Legal Director attests, attached to the accounting situation draft concerning the extraordinary operations, the correspondence of the balance sheet draft with the documents, books and accounting journals (evidence: signed attestation).
- In occasion of extraordinary operations, the Legal Representative verifies and approves formally the operation draft, attesting its conformity with the norms of law (evidence: approved draft).
- The diffusion of any **press release/corporate information** must be authorized by the MD (evidence: approved press release; authorization for the diffusion of corporate information).
- The **relations with the supervisory authorities** are held only by the staff in authorized by the MD (evidence: nomination of a delegate).
- The information and documents to be sent to the Bank of Italy (suspect operations notifications) are prepared by the delegate of the Administration, Finance/Control and Legal Direction, the notification module is approved by the MD (evidence: signed notification module);
- In case of **inspection by the Bank of Italy**, the MD delegate who has participated in the meeting with the functionary of the Bank of Italy checks the report of the meeting prepared and signed by the last and puts his own signature in order to validate its content, if he has the power of attorney, or submits the report to a subject having the authority of signature, tracing in this case the evidence of his own consent concerning the accuracy of the information collected in the report (evidence: signed report).
- The MD delegate updates and monitors the list of interviewed persons during the inspection of the Bank of Italy (evidence: list of persons).
- The MD has power of attorney for the management of **inspections by public functionaries of the Supervisory Authorities** for verifications and controls, signing their reports and releasing the relative declarations (evidence: signed reports).
- The MD verifies that the delegates prepare internal use reports of the verifications carried out by the public functionaries of the Supervisory Authorities. He checks the adequate consideration of the emerged critical situations (evidence: signed and approved reports).

#### 4.4 Instructions and control by the Supervisory Body

The supervision tasks of the Supervisory Body in relation with the observance of the Model concerning the corporate crimes are the following:

- a. suggest the issuing and updates of the standardized instructions relative to the behaviours to be followed in the Risk Areas identified in the present Special Part;
- b. with reference to the balance sheet, to the relations and the other corporate communications established by the law, considering the circumstance that the consolidated balance sheet is submitted to the verification by an auditing company, the Supervisory Body carries out the following tasks:
  - monitoring of the effectiveness of the internal procedures for false corporate communications crime prevention;

- examining of eventual specific notifications received from the control organs or from any employee and carrying out the verifications retained necessary as a consequence of the received notifications;
  - supervision of the conditions in order to guarantee to the auditing company a concrete autonomy in the performance of the auditing functions.
- c. with reference to the other risk activities:
- carry out periodical verifications concerning the observance of the internal procedures;
  - carry out periodical verifications concerning the communications to the public supervisory Authorities and concerning the observance of the adopted procedures in the course of eventual inspections carried out by functionaries of the last;
  - periodically evaluate the effectiveness of the procedures aimed to prevent Crime commission;
  - examine the eventual notifications of presumable violations of the Model and carry out the verifications retained necessary.

## **5. Special PART “D” crimes against the individual (Art. 25 quinquies of the decree)**

### **5.1 Risk Areas**

In relation with the crimes **against the individual** and the relative criminal behaviours, the areas retained most at risk, regarding the present Special Part “D” are the following:

- a. signing of contracts with internet providers regarding the providing of digital contents.
- b. The use by the concerned parties of computer systems property of TAS or computer systems having reference to it.

### **5.2 Parts concerned by the Special Part: general principles of conduct and implementation**

The present Special Part refers to criminal behaviours assumed by the concerned (Company Representatives, Consultants, Suppliers and Partners) as defined in the General Part.

The objective of the present Special Part is that all the concerned parties comply – in the measure in which they are involved in the activities carried out in the so called Risk Areas and considering the different positions and duties that each one has towards the Company – with the behaviour rules in observance of the provisions in the Special Part “D” in order to prevent and hinder the occurrence of Crimes against the individual.

In particular, the present Special Part has the function to:

- a. provide a list of the principles with which the concerned subjects, depending on the relation they have with TAS, must comply for a correct implementation of the Model;
- b. provide to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the operational instruments necessary for the performance of their control, monitoring and verification activity.

The Consultants, Partners and Suppliers must be notified about the adoption of the Model and the Ethical Code by the Group.

The present Special Part provides to the concerned, according to the different relations they have with TAS concerning the performance of their activities considered at a risk, the explicit prohibition to:

1. use the computer systems of TAS or those made available to TAS, in relation to the activity carried out on behalf of TAS, for aims not closely related to the performed activity on behalf of the Company;
2. in any case, carry out any connection, consultation, navigation, streaming, downloading activity, from websites that can even only presumably appear as illegal for any reason, also related to contents contrary to the moral, to the public order, to the liberty of cult, to the privacy norms, to the copyright and to the intellectual property;

3. skip or ignore in any way the safety procedures adopted by the Company in relation with the corporate computer tools and the other connection networks;
4. assume, promote, cooperate or cause any behaviours pertaining to the kinds of Crimes against the individual (art. 25-quinquies of the Decree);
5. assume behaviours which, even if resulting such as not to constitute a crime comprised in those mentioned above, potentially can develop into crimes;
6. use even occasionally the Company or one of its organizational units with the purpose to allow or facilitate Crime commission as described in the present Special Part.
- 7.

### **5.3 Specific procedural principles**

#### **5.3.1 Procedural principles to comply with in the single risk operations**

Hereafter are indicated the procedural principles that, in relation with every separate Risk Area, the Company Representatives are bound to respect and that, if appropriate, must be implemented in specific corporate procedures or can be the object of communication by the Supervisory Body:

1. the Company Representatives are bound to refer immediately to the HR Manager and to the Supervisory Body any presumable violation of the Model and the specific principles and prohibitions provided by the present Special Part as well as any presumable behaviour which can in some way constitute one of the crimes described in the present Special Part;
2. the provisions of the Ethical Code and the Disciplinary System must be observed by all the Company Representatives (chapter 1.7);
3. behaviours in contrast with the Crime prevention described in the present Special Part must be avoided;
4. TAS adopts the newest and safest authentication, traceability and computer system access procedures (username, password etc.) – in compliance with the norms in force – regarding the carried out activities using the computer devices;
5. TAS is bound to install constantly updated computer tools contrasting the access to internet sites containing materials relative to child pornography (content filtering tools);
6. TAS periodically reminds in an unequivocal way to all the Company Representatives to use correctly the computer tools in their possession;
7. in observance of the norms in force (also – if applicable – concerning work relations, the so called “defensive investigations” and the privacy), TAS has the right to carry out periodical controls, in order to prevent corporate computer systems abuse or Crime commission through their use;
8. documentation concerning the control computer tools adopted by TAS and concerning the periodical and random controls carried out by TAS, according to the previous point 7, will be prepared and conserved.

#### **5.4 Instructions and control by the Supervisory Body**

The tasks of the Supervisory Body in relation with the observance of the Model concerning the Crimes against the individual are the following:

- suggest the issuing and updates of the instructions relative to the behaviours to be followed in the Risk Areas identified in the present Special Part.
- perform periodical and random verifications concerning the observance of the internal procedures and periodically evaluate their effectiveness for the Crime prevention;
- perform periodical verifications concerning the computer system adopted by TAS and the relative control means and periodically evaluate their effectiveness for the Crime prevention;
- examine eventual notifications for presumable violations of the Model and carry out the necessary verifications concerning the received notifications

## **6. Special Part “E” crimes of market abuse, privileged information abuse and market manipulation**

### **6.1 Risk Areas**

In relation with the crimes and illegal actions concerning the market abuse and the relative behaviours, the areas of activity retained mostly at risk, with reference to the present Special Part “E” of the Model, are the following:

- Operations concerning listed financial instruments
- Corporate and financial news communications.

### **6.2 Parts concerned by the Special Part**

The present Special Part refers to behaviours assumed by the concerned parties (Company Representatives, Consultants, Partners and Suppliers) as already defined in the General Part.

### **6.3 General principles of conduct and implementation**

The objective of the present Special Part is that all the concerned parties comply – in the measure in which they are involved in the activities carried out in the so called Risk Areas and considering the different positions and duties that each one has towards the Company – with the behaviour rules in observance of the provisions in this Special Part “E” in order to prevent and hinder the occurrence of Crimes and illegal actions regarding the market abuse.

In particular, the present Special Part has the function to:

- a. Provide to the concerned parties an example list of the most relevant for the Company operations, considered by Consob as operations integrating the market abuse, i.e. suspect operations for the accomplishment of which a just cause and previous authorization is needed;
- b. Indicate the specific procedural principles with which the concerned parties, depending on the relation they have with TAS, must comply, for the correct implementation of the Model;
- c. Provide to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the necessary operational tools for the exercise of the control, monitoring and verification activities.

#### **6.3.1 Forbidden operations**

It is forbidden to assume, cooperate or cause conducts such as, individually or collectively, to integrate, directly or indirectly, the aforementioned Crimes and the illegal actions provided by the art. 187-quinquies of the TUF; forbidden are as well the violations of the principles and corporate procedures provided by the present Special Part.

Besides, it is forbidden to:

1. use privileged information, in function with the position inside TAS, for negotiating, directly or indirectly, shares of TAS or of the Group or of customer

- companies for personal profit as well as for the profit of third parties, the Company or the Group;
2. reveal to third parties privileged information relative to TAS or the Group, except for the cases when this revelation is requested by the law, by other regulations or by specific contractual agreements by means of which the counterparties are committed to use it exclusively for the purposes for which this information is sent and to maintain its confidentiality;
  3. participate in discussion groups or chat rooms on the Internet, having as an object financial instruments or financial instruments issuers and where an information exchange concerning TAS or the Group, competitor companies or financial instruments issued by these companies takes place, except when they concern institutional meetings for which a legitimacy verification has been carried out by the competent functions or when an information exchange, whose non-privileged character is evident, takes place;
  4. act in order to acquire a dominant position concerning the offer or the supply of a financial instrument, having as an effect to fix, directly or indirectly, the purchase or sale prices or to determine other incorrect commercial conditions;
  5. purchase or sell financial instruments at market closing in order to deceive the investors operating on the basis of closing prices;
  6. diffuse an assessment concerning a financial instrument ( ) after having previously taken position regarding it, gaining profit from the impact of the diffused assessment of the its price, without having communicated to the public in a correct and efficient way, the existence of such a conflict of interest;
  7. carry out purchase and sale operations of a financial instrument without determining any variation in the rights or market risks of the operations beneficiary or of the beneficiaries acting together or in a collusive way;
  8. insert orders in the markets at higher (lower) prices than those of the present offers of purchase (sale), in order to provide untruthful indications for the existence of a request (offer), concerning the financial instrument, at these higher (lower) prices;
  9. purchase or sell intentionally financial instruments or derivative contracts towards the end of the negotiations in order to alter the final price of the security or the derivative contract;
  10. collude on the secondary market after an effective placing of an offer to the public;
  11. conclude operations or send orders in order to avoid that the market prices of the financial instruments of TAS or of the Group go under a certain level, mainly in order to avoid the negative consequences deriving from the relative rating worsening of the issued financial instruments. This behaviour must be considered different from the operations concerning own share purchase programs or stabilizing the financial instruments as provided by the norms;
  12. perform operations on a certain market concerning a financial instrument in order to influence improperly the price of the mentioned instrument or of other related financial instruments negotiated on the same or on other markets (for ex. perform operations on shares in order to fix the price of the relative derivative financial instrument, negotiated on another market at

- anomalous levels, or perform operations on the underlying product of a derivative financial instrument in order to alter the price of the relative derivative contracts. The arbitrage operations themselves are not considered market manipulation);
13. perform an operation or a series of operations in order to conceal the true ownership of a financial instrument, through a communication to the public, in violation of the norms regulating the transparency of the ownership assets or of the ownership of financial instruments on behalf of other colluded subjects (this behaviour does not concern the cases when legitimate reasons are present, allowing the registering of financial instruments with a name different than the one of the owner);
  14. diffuse false or deceiving market information through the means of communication, including the internet or through any other means;
  15. open a long lasting position concerning a financial instrument and make further purchases and/ or diffuse deceiving positive information concerning the mentioned instrument in order to increase its price;
  16. open a lowering position concerning a financial instrument and make further sales and/ or diffuse deceiving negative information concerning the mentioned instrument in order to lower its price;
  17. open a position concerning a financial instrument and close it immediately after its notification to the public;
  18. operate creating unusual concentrations of operations, together with other subjects, concerning a particular financial instrument;
  19. sell all the shares contained in the portfolio in order to invest the liquidity in a specific financial instrument;
  20. request the immediate execution of an order without caring about the price at which the order will be executed;
  21. carry out unusual operations regarding the shares of a company before the announcement of Privileged Information relative to the company;
  22. carry out operations without any other apparent reason than the one to increase or reduce the price of the financial instrument or to increase the exchanged quantities of the financial instrument;
  23. request the execution of orders that, due to their dimensions with respect to the liquidity of a specific financial instrument, will definitely have a significant impact on the offer or the supply or on the price or evaluation of the financial instrument, especially when these orders cause the execution of operations in the negotiation periods determining the reference prices, for example at the negotiation closing time;
  24. carry out operations apparently having the purpose to increase the price of a financial instrument in the days previous to the issuing of a related derivative financial instrument or of a convertible financial instrument;
  25. carry out operations that, in the days previous to the issuing of a relative derivative financial instrument or of a convertible financial instrument, seem to have the purpose of sustaining the price of the financial instrument when the prices of the mentioned financial instruments tend to go down;
  26. carry out operations seeming to attempt to modify the evaluation of a position, up or down, without modifying the position itself;

27. carry out operations attempting to increase or reduce the evaluated average price of the day or of a period of the negotiation session;
28. carry out operations attempting to deceive the functioning provided by the negotiation mechanisms (for ex. with reference to the quantity limits, to the parameters relative to the differential between the purchase and sale orders, to the trading halt on the prices, etc.);
29. cancel orders with big quantities a few seconds before the end of the auction, determining a significant variation of the presumable auction price and therefore of the auction price;
30. carry out operations in the expiry day of a derivative financial instrument that seem to have the purpose of increasing the price of the underlying with respect to the exercise price of the derivative financial instrument;
31. carry out operations attempting to modify the settlement price of a financial instrument when this price is used as a reference for the margins calculation.

### **6.3.2 Specific procedural principles**

In the performance of all the operations concerning the corporate governance, besides the rules pursuant to the present Model, the Company Representatives are in general bound to know and respect all the rules and principles contained in the following documents:

- the Ethical Code;
- every procedure and documentation regarding the management, the confidential information processing and the communication of documents and information outside the company.

To the Consultants, Partners and Suppliers must be notified the adoption of the Model and the Ethical Code by TAS.

The concerned parties are in particular bound – before performing any operation relative to the listed financial instruments of TAS or any operation such as to have favourable effects for TAS, in case of doubt of the legitimacy of the operation – to notify the Supervisory Body in order to receive relative indications.

In order to allow the Supervisory Body to acquire all the necessary informational elements for carrying out its tasks, the same must be informed by the function managers concerning:

- a. the issuing of press releases concerning financial instruments and/or derivatives, or operations that can influence the financial instruments and/or derivatives;
- b. eventual deliberations by the Board of Directors regarding extraordinary operations on listed financial instruments or derivatives of other companies;
- c. purchases or sales of TAS financial instruments by financial institutions acting on behalf of TAS.

A copy of every communication between TAS and the public Authorities regulating the market must be regularly sent to the Supervisory Body.

The Company, in order to prevent market abuse commission, prepares a periodical informational training program for the concerned parties of the present Special Part regarding

the Crimes and administrative illegal actions related to the market abuse and the relative adopted corporate procedures.

Besides, TAS has created, in compliance with the law provisions, a Register in which are registered all the persons (legal persons or individuals) who have a regular or occasional access to privileged information concerning the TAS Group.

The corporate procedures, resulting relevant for the prevention of crimes and illegal actions as described in the present Special Part “E”, can be updated by the competent corporate organs, also in occasion of a suggestion or notification by the Supervisory Body.

### 6.3.3 Risk containment measures

The measures adopted for the containment of the risks listed in the previous paragraph are the following:

- All the **orders of purchase or sale of listed securities** are authorised by the Legal Representative or executed in the area of formal powers, defined by the Board of Directors of TAS, after a verification by the Administration, Finance/Control and Legal Director (evidence: signature on the purchase or sale order);
- The Administration, Finance/Control and Legal Director prepares a **list containing the kinds of financial instruments** that TAS is authorized to negotiate and submits it to the formal approval of the Board of Directors (evidence: approved list of negotiable financial instruments);
- The Administration, Finance/Control and Legal Director prepares a **list containing the issuers of listed securities** (for ex. Partners, Customers and/or Suppliers of the Group) for which a prohibition is made to TAS to carry out financial operations. The aforementioned Director submits the list to the formal approval by the Board of Directors of TAS (evidence: list of the issuers of listed securities);
- The Administration, Finance/Control and Legal Direction monitors the **entrance of new Associates or the acquisition of new Customers and/ or Suppliers** in order to evaluate their eventual insertion in the mentioned in the previous point list of listed securities issuers (evidence: suggestion to update the list of listed securities issuers);
- Every press release/ corporate information is issued by the Communication manager /authorized external press agency, exclusively after the approval by the MD of the text and eventual denial letters (evidence: approved press release/ denial letter, authorization for the diffusion of corporate information, mail exchange between the Communication manager and the press agency);

### 6.4 Instructions and control by the Supervisory Body

The tasks of the Supervisory Body in relation with the observance of the Model concerning the Crimes and illegal actions relative to the market abuse are the following:

- a. suggest the issuing and updates of the standardized instructions relative to the behaviours to be followed in the Risk Areas identified in the present Special Part. These instructions must be written and conserved on paper or computer device;

- b. with reference to the Privileged Information processing, the Supervisory Body performs the following tasks:
- monitor the effectiveness of the internal procedures for the prevention of crimes related to the market abuse;
  - examine the eventual specific notifications by the supervision organs or by any employee and carry out verifications retained necessary or appropriate according to the received notifications;
  - check the effective existence of the conditions guaranteeing to the auditing company a concrete autonomy in her control functions concerning the corporate activity;
- c. with reference to the other risk activities the Supervisory Body performs the following tasks:
- check periodically the observance of the internal procedures;
  - make periodical verifications concerning the communications to the public Supervisory Authorities;
  - evaluate periodically the effectiveness of the Crime prevention procedures;
  - examine eventual notifications for presumable violations of the Model and carry out the verifications retained necessary or appropriate according to the received notification;
- d. cooperate with the competent functions in order to monitor the trends of the Company securities or the securities of other listed companies and notify eventual risk aspects (for ex. sold shares quantity, limited number of purchases, time of the purchase);

## **7. Special part “F” crimes of involuntary manslaughter and GBH committed as a consequence of the safety and hygiene and health protection norms violation**

### **7.1 Risk Areas**

In relation with Crimes of manslaughter and GBH, committed as a consequence of the violation of the safety and hygiene and health protection norms and the relative criminal behaviours, the areas retained most at risk – considering the activities carried out by TAS and of the adopted internal structure as well as on the basis of the risk evaluation document, prepared in compliance with the D. Lgs. 81/2008 and its subsequent amendments and integrations – with reference to the present Special Part “F” of the Model, are the following:

- Institution of a Prevention and Protection Service and relative manager appointment
- Analysis and preparation of the risk evaluation document
- Health supervision implementation (Video terminals)
- Information – training
- Work environments management (Lights, Airing and air quality, temperatures of the spaces and humidity; Workspace maintenance)
- Work environment planning
- Tenders and contracts signing
- Suppliers selection and management
- First aid emergencies management (accidents, injuries)

### **7.2 Parts concerned by the Special Part: general principles of conduct and implementation**

The present Special Part refers to criminal behaviours assumed by the concerned (Company Representatives, Consultants, Suppliers and Partners) as defined in the General Part and by other external subjects such as customers of the Company and any kind of guests.

The objective of the present Special Part is that all the concerned parties comply – in the measure in which they are involved in the activities carried out in the so called Risk Areas and considering the different positions and duties that each one has towards the Company – with the behaviour rules in observance of the provisions in the Special Part “F” in order to prevent and hinder the occurrence of the aforementioned Crimes.

In particular, the present Special Part has the function to:

- a. provide a list of the principles with which the Company Representatives, Consultants, Partners, Suppliers and other external subjects, depending on the relation they have with TAS, must comply for a correct implementation of the Model;
- b. provide to the Supervisory Body and to the managers of the other corporate functions cooperating with it, the operational

instruments necessary for the performance of their control, monitoring and verification activity.

In the performance of the respective activities/functions, besides the rules of the present Model, the Company Representatives are bound to know and comply with the rules and principles contained in the following documents:

- the Ethical Code;
- the risk evaluation document;
- every other documentation relative to the safety of the workplace and the hygiene and health protection implemented by TAS;

To the Consultants, Partners and Suppliers and Customers must be notified the adoption of the Model and the Ethical Code by TAS.

### **7.3 Specific procedural principles**

It's forbidden to carry out, cooperate in or cause behaviours such as to integrate, individually or collectively, directly or indirectly, the aforementioned kinds of crimes; forbidden are as well the violations of the principles and corporate procedures provided by the present Special Part "F".

In order to prevent the crimes of manslaughter and GBH, as provided by the Decree, all the concerned parties must comply with the specific rules and procedures prepared and diffused by the Company Prevention and Protection Service, instituted according to the D. Lgs. 81/2008 and its subsequent amendments and integrations.

In conjunction with what mentioned above, the concerned parties are bound to comply with the following behaviours:

- a. rigorously observe all the laws and the regulations and procedures concerning the safety of the workplace and the hygiene and health protection, regulating the access, transit and carrying out of working activities in the spaces used by the Company;
- b. participate in trainings organized by the Company concerning the safety and hygiene and health protection on the workplace, ecology and the performance of activities, in which they will be invited to participate;
- c. supply adequate individual protection equipment to the employees, in compliance with the norms in force and in function of the duties performed by them;
- d. identify and determine the limits of the working areas at risk in order to deny the access to these areas to not authorized subjects;
- e. observe, in the preparation, signing and execution of contracts, the safety rules diffused by the Prevention and Protection Service of the Company;
- f. the Suppliers and the other external concerned parties, where required by norms and regulations, according to the nature of the provided good or service, must provide evidence of the

- compliance with the safety and hygiene and health protection on the workplace norms;
- g. notify to the competent functions eventual inefficiencies of the individual protection equipment or other inefficiencies concerning the safety and hygiene and health protection on the workplace;

The customers of the Company, at whose offices activities must be carried out by the concerned parties, must provide evidence of the compliance with the safety and hygiene and health protection on the workplace norms;

Besides, it is forbidden to:

- a. make use, in the performance of the activities identified as risky, machines, equipments, tools, materials and individual protection devices, inadequate and in compliant with the norms in force for the specific operations to be carried out;
- b. disable or make even partially inefficient individual or collective protection devices;
- c. in the intervention or activity areas, carry out activities and operations outside the identified for the purpose areas;
- d. access working areas for which not authorized;
- e. for the suppliers, use machinery and equipments, tools, materials and individual protection devices property of the Company.

For the activities in the area of the categories of risk operations as mentioned above, and in the specific area of the safety and hygiene and health protection on the workplace management, in the observance of the provisions pursuant to the D. Lgs. 81/2008 and its subsequent amendments and integrations, the following specifications are provided:

- a. the risks concerning the safety and hygiene and health protection on the workplace are periodically identified by the Prevention and Protection Service, considering: the corporate structure, the activity nature, the location of the spaces and the work areas, the human resources organization, the specific substances, machinery, equipment and plants used in the activities and the relative production cycles. These periodical verifications must be object of communication by the Supervisory Body;
- b. the risk evaluation document, prepared in accordance with the D. Lgs. 81/2008 and its subsequent amendments and integrations, is updated periodically and in occasion of significant organizational changes. The document is object of communication by the Supervisory Body;
- c. the Protection and Prevention Service adopts objective, documented and repeatable criteria in the risk evaluation, considering, for every specific risk as described above, the probability of occurrence, the dimension of the possible damage impact, the results of environmental surveys and the history of the accidents occurred in the performance of the specific activity. The aforementioned risk evaluation criteria adopted by the Prevention and Protection Service must be object of communication by the Supervisory Body;

- d. the intervention plan of the prevention and protection actions based on the results of the carried out risk evaluation are defined and periodically updated, as well as the information and training programs for the employees, concerning their safety and the protection of their health. The aforementioned intervention plan and information and training programs must be object of communication by the Supervisory Body;
- e. the Prevention and Protection Service suggests and diffuses adequate procedures concerning the safety and hygiene and health protection on the workplace, as well as indications concerning the adequate prevention and protection measures to be adopted, considering the provisions of the previous points and the norms in force regarding the safety and hygiene and health protection on the workplace;
- f. the managers and people in charge are bound to supervise the effective observance of the procedures suggested and diffused by the Prevention and Protection Service and the adoption of the adequate prevention and protection measures, communicating promptly to the Prevention and Protection Service eventual exceptions and critical situations;
- g. the employees, on the basis of the specific identified risks, receive adequate information and training regarding the prevention and protection measures to adopt in the performance of their activities and emergency management, on the basis of the norms in force concerning the safety and hygiene and health protection on the workplace and the suggested and diffused by the Prevention and Protection Service procedures;
- h. the remunerations to the Suppliers are congruous in accordance with the services carried out for the Company and in conformity with the conferred duties, to be evaluated on the basis of reasonableness and with reference to the existing conditions or standard procedures on the market or determined by fixed fees;
- i. in the contract relations with the customers and suppliers of the company must be taken in consideration and accurately observed the costs and the necessary deadlines for the fulfilment of every duty, concerning the safety and hygiene and health protection on the workplace;
- j. in the judiciary and administrative inspections must participate the subjects explicitly delegated for this purpose. The Supervisory Body must be promptly informed about the commencement of every inspection activity, by means of an appropriate internal communication, sent by the interested corporate function. Reports must be prepared regarding the course of the inspection;
- k. the single managers of every specific sector of competence must periodically report to the Supervisory Body every aspect concerning the safety and hygiene and health protection on the workplace for the relative evaluations by the last in compliance with the provisions of the present model.

### 7.3.1 Risk containment measures

The measures adopted in order to contain the listed in the previous paragraph risks are the following:

- The annual budget of the costs for the **safety on the workplace program** is analysed and approved by the Board of Directors. Eventual requests for expenses outside the budget must be submitted for a new approval (evidence: the approved budget).

- The MD or the delegated person, before the conferment to external subjects of the **prevention service**, checks, with the support of the Purchase function and of the HR Manager, the eligibility requisites of the Prevention and Protection Service manager (evidence: company suppliers qualification evaluation , requisites conformity attestations).
- The MD or the delegated person, after the verifications of the eligibility requisites of the Prevention and Protection Service Manager, collects the documentation attesting these requisites and the experiences of the Prevention and Protection Service Manager and sends them to the ASL (Italian Local Health Structure) and to the Work Inspectorate of territory competence (evidence: certified mail sent to the ASL).
- The MD with an appropriate nomination letter confers the assignment to the **Prevention and Protection Service Manager** (evidence: the nomination letter).
- The MD checks and approves the Organizational Procedures defining the **operational activities concerning Safety and Health**, as well as the duties and responsibilities of the involved Organizational Units (evidence: approved documentation).
- The MD checks and approves the **risk evaluation document and the relative prevention measures** prepared by the Prevention and Protection Service Manager, with the support of the sector specialists, of the competent physician and of the Labour Representative, each one in function and in the limits of the competence area (evidence: risk evaluation document).
- The MD approves the Organizational Procedures defining the health supervision management process and the duties and responsibilities of the involved Organizational Units, in compliance with the norms in force concerning safety and health on the workplace (approved documentation).
- The MD nominates the competent physician for the performance of the health supervision of the employees and the other accomplishments provided by the law (evidence: risk evaluation document).
- The Competent physician prepares a health plan with particular reference to the specific risks reported in the risk evaluation document and submits it to the MD for approval (evidence: approved documentation).
- The Prevention and Protection Service Manager is in charge of the programming and monitoring of the **health supervision organization** for the persons working in the offices of TAS (evidence: activity planning, expiry calendar).
- The Prevention and Protection Service Manager receives by the competent physician the **annual anonymous health report** and according to the contained in it indications brings it to the knowledge of the interested corporate functions (evidence: annual health report).
- The HR Manager implements the information program and brings it to the knowledge of all the employees by means of:
  - (I) a general communication to all the employees concerning the D. Lgs. 81/2008 and its subsequent amendments and integrations;
  - (II) an aimed and specific training in e-learning modality for the recently recruited human resources carrying out activities identified as risky (evidence: documentation present on the intranet).

- The MD approves the Organizational Procedures defining the information and training activities concerning Safety and Health;
- The MD approves the Organizational Procedures defining the **real estate management** process and the relative duties and responsibilities (evidence: approved documentation).
- The Prevention and Protection Service Manager verifies the **appropriateness of the workspaces** (lights, airing and air quality, temperature of the spaces and humidity, workspace maintenance) by means of physical investigations carried out by specialized professionals who release a relative “Conformity maintenance technical report” as a result of their investigation (evidence: Conformity maintenance technical report).
- The Prevention and Protection Service Manager verifies the correct preparation of the “**Conformity technical report**” (evidence: conformity technical report).
- Further to the agreed on with the MD specifications, the person in charge of the Real Estate Technical Service carries out planning hypotheses to submit for approval to the MD.
- The MD approves the Organizational Procedure defining the workspaces planning process and the definition of the relative duties and responsibilities;
- The MD approves the procedure defining the operational modalities, the duties and responsibilities of the Organizational Units of the Companies belonging to the Group involved in the signing of tender contracts (evidence: approved documentation).
- Once defined the service, economical, commercial and juridical conditions, the delegate of the Administration, Finance/Control and Legal Direction submits the **contract model** to the attention of the MD who, if not requesting further improvements, signs it for approval (evidence: approved standard contract model).
- If the supplier suggests his own **alternative contract model**, the delegate of the Administration, Finance/Control and Legal Direction verifies its capacity to meet the requirements of the applicant organizational unit and of TAS in general and subsequently, after considering the evaluation with the applicant, accepts the suggestion of the supplier or makes the necessary integrations (evidence: approved contract).
- The delegate of the Administration, Finance/Control and Legal Direction requests from the **supplier** the signing of every **contract clause concerning safety**. The Prevention and Protection Service Manager sends every update to the Administration, Finance/Control and Legal Direction, in order for it to identify the clauses to be submitted to the supplier. Whenever the supplier suggests the signing of his own modules concerning safety, the Administration, Finance/Control and Legal Direction submits it for evaluation to the Prevention and Protection Service Manager, who provides the most appropriate indications (evidence: approved contract).
- The MD approves the Organizational Procedure defining the duties and responsibilities of the Organizational Units involved in the process of **suppliers selection** (evidence: approved documentation).
- The delegate of the HR Manager verifies that the selected suppliers meet the specific requirements (economical, qualitative etc.) and verifies the completeness

of the released documentation concerning the aspects of safety at work. This documentation is forwarded to the Prevention and Protection Service Manager for the appropriateness verification in compliance with the relative norms in force (evidence: released documentation).

- The MD approves the Organizational Procedures defining the **emergency and first aid situations** (evidence: approved documentation).
- The company has prepared a written internal **emergency plan** containing also plans of the workspaces, reporting the instructions for the staff to follow in case of a serious and immediate danger (evidence: emergency plan).
- The Prevention and Protection Service Manager and the competent physician verify by means of a physical observation (inspections) the state of the signs and the escape routes and both prepare a report with the identified anomalies (evidence: inspection report).

#### **7.4 Instructions and control by the Supervisory Body**

The tasks of the Supervisory Body concerning the compliance with the Model regarding the aforementioned crimes are as follows:

- a. suggest the issuing and updates of every procedure and documentation retained necessary concerning the safety and hygiene and health protection on the workplace;
- b. monitor the effectiveness of the internal procedures for the prevention of the aforementioned crimes;
- c. examine eventual specific notifications originating from the control organs or from any concerned part and carry out the verifications retained necessary or appropriate with reference to the received notifications;
- d. carry out periodical verifications concerning the observance of the internal procedure regarding the safety and hygiene and health protection on the workplace and the provisions of the Model.