

ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

Pursuant to Art. 6 of Legislative Decree 231 dated 8 June 2001





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CENTRO LEONARDO

IMOLA

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Opening 1992

Restyling 2006

Mall sq.m.15,098

Food anchor GLA sqm 15,862
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ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

Pursuant to Art. 6 of Legislative Decree 231 dated 8 June 2001
“Administrative liability of legal persons, companies, and associations
with or without legal personality, as per Art. 11 of Law 300
of 29 September 2000”

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Definitions & glossary

CODE

The Code of Conduct, an official corporate document which contains the standards and principles guiding the Company's business and the persons working on its behalf.

COMPANIES

Legal persons (excluding partnerships) and associations with or without legal personalities.

DECREE

Legislative Decree 231 of 8 June 2001 - "Administrative liability of legal persons, companies, and associations with or without legal personality", as per Art. 11 of Law 300 of 29 September 2000" published in Official Gazette n. 140 of 19 June 2001, as amended.

GROUP

All of the companies controlled, directly or indirectly, by IGD pursuant to Art. 2359 of the Italian Civil Code.

GUIDELINES

The guidelines for building compliance programs pursuant to Article 6.3 of Legislative Decree 231/2001 adopted by Confindustria on 7 March 2002 and definitively approved by the Ministry of Justice on 28 June 2014, amended in March 2014.

IGD - COMPANY

IGD Siiq - Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata SpA.

INTERNAL DISCIPLINARY SYSTEM

Description of the acts subject to disciplinary action and the relative sanctions.

MODEL

This Organizational, Management and Control Model, namely the group of procedures and tools adopted by the Company to reasonably ensure that the crimes referred to in the Decree are not committed.

P.A.

The Public Administration, including the officials and those working for the public sense in the broadest sense of the term.

PARTNER

Parties, both individuals and legal persons, with whom IGD enters into any sort of collaboration governed by a contract (purchase and sale of goods, services, consortiums, etc.) involving the business processes and activities deemed "at risk".

PROCESSES AND ACTIVITIES AT RISK

Processes and activities carried out by IGD in which there is a potential risk that the offences referred to in the Decree could be committed.

RECIPIENTS

The persons to whom the Program applies, namely directors, employees, staff members, and consultants, as per Art. 5 of the Decree.

SB - SUPERVISORY BOARD

The body called for in Art. 6 of the Decree which is charged with ensuring that the Compliance Program implemented and complied with, as well as updated.

SUBORDINATES

Persons subject to the management or supervision of one the parties included in the above definition.

TOP MANAGEMENT

Persons who represent, administrate or manage IGD or a financially and structurally independent unit, as well as those persons who exercise, including de facto, management or control of the Company.



LEGAL BACKGROUND

→ The Decree

Legislative Decree 231 of 8 June 2001 “Administrative liability of legal persons, companies, and associations with or without legal personality” issued as per the authority granted in Art. 11 of Law 300 of 29 September 2000. The purpose of decree was to bring Italian corporate liability law into line with various international conventions Italy had signed some time earlier which included:

- the Brussels Convention of 26 July 1995 on the protection of the European Communities' financial interests
- the Brussels Convention of 26 May 1997 on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union
- the OECD Convention of 17 December 1997 on combating bribery of foreign public officials in international business transactions
- Council of Europe Criminal Law Convention on Corruption of 27 January 1999 (Strasbourg Convention) ratified in Italy in Law n. 110 dated 28 June 2012
- UN Convention of 31 October 2003 (the Merida Convention) against corruption, ratified in Italy in Law n. 116 of 3 August 2009

Previously, as a result of the principle based on which it's not possible for a company to be both the party responsible for the offence and the party injured by the illicit act, any offences committed by persons linked to a company, including legal representatives, had consequences solely for the person who committed them.

Legislative Decree 231 introduced the concept of extended liability based on which a company may be held liable if it benefited from certain crimes that were committed by persons linked to the company.

This type of liability, which is in addition to the personal liability of the person who committed the offence, allowed Italy to move away from the concept that criminal liability is strictly personal. By introducing this concept of extended liability legislators intended to punish not only the parties committing the offences on behalf of companies, but also the companies themselves, with sanctions which impact their assets and economic interests and, indirectly, also impact the economic interests of the company's shareholders who, up until the time the law in question took effect, could benefit from the illegal conduct without suffering any of the consequences associated with the commission of illicit acts.

The sanctions are administrative as the constitutional principle (Art. 27 of the Italian Constitution) based on which criminal liability is personal made it difficult to establish other sorts of penalties. The structure of the sanctions, however,

that are applied when offences are committed, led to discussions of a third type of liability, something between criminal and administrative.

→ The offences

Under the law the company's liability is limited to a set, but significant, number of offences which has been gradually increased in subsequent legislation.

- I) Art. 24 – “Misappropriation of funds, crimes against public administrations or embezzlement of funds and computer fraud against the public administration or any other public entity” (Art. 24 Legislative Decree 231/2001, amended by Law 161/2017).
- II) Art. 24 bis – “Computer crimes and data protection violations” (introduced in Art. 7 of Law n. 48 dated 18 March 2008 amended by Legislative Decree n. 7 and 8/2016).
- III) Art. 24 ter – “Organized crime (introduced in art. 59, Law 94/2009 amended by Law 69/2015).
- IV) Art. 25 – “Bribery, improper inducement to give or promise benefits, corruption” (Art. 25 of Legislative Decree 231/2001 amended by Law 190/2012).
- V) Art. 25 bis – “Counterfeiting of money, public credit instruments, duty stamps and means of identification” (introduced in art. 6 of Law. n. 409 dated 23 November 2001 – amended by Art. 7 of Law dated 23 July 99/2009 and by Legislative Decree 125/2016).
- VI) Art. 25 bis.1 – “Crimes against industry and trade” (introduced in Art. 7, Law 99/2009).
- VII) Art. 25 ter – “Corporate offences and collusion between private persons” (introduced in Legislative Decree n.61 of 11 April 2002 – amended by art. 31, Law 262/2005, Law 190/2012 and Law 69/2015 and by Legislative Decree n. 38/2017). The purpose of this Article was to establish that corporations may be sanctioned for the corporate offences outlined in the Italian Civil Code, namely those offences “committed on behalf of the company by directors, general managers or liquidators or persons under their supervision as a result of the latter's failure to act in accordance with the duties and obligations inherent in their positions”. These offences are subject to the minimum/maximum fines called for in Art. 25 ter for each violation, increased by 1/3 in the event the company benefitted from “considerable profit”.

- VIII) Art. 25 quater – “Crimes for the purpose of terrorism or subversion of the democratic order” (introduced in Art. 3 of Law n. 7 dated 14 January 2003) relating to offences in violation of Art. 2 of the New York Convention of 9 December 1999.
- IX) Art. 25 quater.1 – “Female genital mutilation” (introduced in art. 8 of Law 77/2006).
- X) Art. 25 quinquies – “Human rights violations” (introduced in art. 5 of Law. n. 228 of 11 August 2003 and amended by Law n. 199/2016).
- XI) Art. 25 sexies - “Market abuse” (introduced in Law n. 62 of 18 April 2005, Art. 9 paragraph 3 – EC Law 2004).
- XII) Law n. 146 of 16 March 2006 (“Ratification of the Palermo Convention on organized crime”) broadened the scope of Legislative Decree 231/2001 to include a new series of offences (Transnational crimes) which constitute grounds for the administrative responsibility of entities for transnational crimes.
- XIII) Art. 25 septies – “Negligent homicide or serious/catastrophic personal injury due to violation of laws on health and safety in the workplace” (introduced in Law n. 123 of 3 August 2007 and amended by Art. 300 of Legislative Decree 81/2008 and by Law n. 3/2018).
- XIV) Art. 25 octies – “Receiving, laundering and using money, assets or profits obtained illegally and self-laundering” (introduced in Art. 63 paragraph 3 of Legislative Decree n. 231 of 21 November 2007 and updated in Law n. 186 of 15 December 2014).
- XV) Art. 25 novies – “Copyright infringement” (introduced in Art. 7, of Law 99/2009).
- XVI) Art. 25 decies – “Inducement to omit statements or to make false statements to legal authorities” (introduced in Art. 4, Law 116/2009).
- XVII) Art. 25 undecies – “Environmental crimes” (introduced in Art. 2 of Legislative Decree 121/2011 and amended by Law 68/2015 and by Legislative Decree n. 21/2018).
- XVIII) Art. 25 duodecies – “Employment of foreign nationals without regular work permits (article added by Legislative Decree n. 109/2012, amended by Law 17 October 2017 n. 161).
- XIX) Art. 25 terdecies – “Racism and xenophobia” (article added by Law 20 November 2017 n. 167 and amended by Legislative Decree n. 21/2018).
- XX) Liability of entities for administrative offences linked to a crime (Art. 12 Law 9/2013 – constitute the grounds for responsibility of entities operating in the virgin olive oil chain).
- In the event the law is changed to include other offences, the Model will have to be amended accordingly.
- **The conditions for liability**
- In order for a company to be found liable for any offences, pursuant to Art. 5 two conditions must first be met:
- 1) Objective condition: the offence has to be committed in the company's interest or to its advantage;
 - 2) Subjective condition: the offense has to be committed by persons who act as representatives, administrators or managers of the company or one of its organizational units with financial and operating autonomy, or persons responsible for, including in a de facto capacity, management and control of the same, as well the subordinates of these persons.
- These two conditions are designed in such a way as to facilitate findings of corporate responsibility: on the one hand, the objective condition tends to establish liability, regardless of whether or not top management, or those parties formally responsible for the management of the company and the related decisions, was aware of and sought the violation as it is sufficient that the company benefitted from the illicit act. At the same time, the subjective condition results in a considerable broadening of the parties who can cause the company to be held responsible for violations.
- The introduction of negligence and intent (“Negligent homicide or serious/catastrophic personal injury due to violation of laws on health and safety in the workplace”) resulted in a revision, at least partial, of the concept of the company's interest or advantage (Art. 5 of Legislative Decree 231/2001) as a condition for the application of the administrative sanctions called for under the Decree.
- Legal doctrine clarified that “the condition that the offence be committed in the interest of or to the benefit of the company indicated in Art. 5 of Legislative Decree 231/2001 as a prerequisite for the application of the sanction expressed two different legal concepts as you can distinguish between a company's underlying interest and the objective advantage that the company received” (Court of Cassation, section II, 30 January 2006, n. 3615). The conclusion, therefore, is that any type of advantage (including potential and not enjoyed) could satisfy this condition.
- With respect to the offences linked to health and safety in the workplace, for example, the company's interest or benefit could be the indirect economic benefit derived from the failure to the use safety precautions and spend the amount needed to ensure adequate safety.
- **The sanctions**
- Several types of penalties are applied to companies found liable for unlawful conduct: fines, blacklisting, seizure resulting in the confiscation of the cash value or proceeds from the crime and the publication of the verdict.

Sanctions are called for under the form of fines, including of sizeable amounts (structured similarly to the fines called for under Art. 15 of EC Regulation n. 17 of 1962 as a result of violations of Articles 85 and 86 of the EC Competition Law), which are calculated using a system of quotas, between a minimum and a maximum, based on:

- the seriousness of the offence
- the extent of the company's liability
- measures taken to eliminate or lessen the consequences of the crime or to prevent other unlawful conduct from being committed
- the Company's economic conditions.

Blacklisting can take the form of:

- disqualification from engaging in business;
- suspension or revocation of permits, licenses and concessions instrumental to the offense;
- disqualification from contracting with the public administration;
- ineligibility for special loans, funding, grants and subsidies, and the possible revocation of those already granted (art. 9 of Decree 231).

Blacklisting applies if at least one of the following conditions is true:

- a) the company has drawn a significant profit from the offense and the offense was committed by top management, or by a subordinate if the crime was made possible by serious organizational deficiencies;
- b) the violation is a repeat offense.

Under Art. 15 if, as a result of blacklisting, a company can no longer provide a public service or the level of employment is gravely impacted, a court appointed administrator may manage the company for the period of time covered under the injunction.

→ Exemptions from liability

The Decree calls for specific exemptions from liability. More in detail, pursuant to Art. 6 a company may be exempt for crimes committed by top management if the company can prove in a court of law that:

- a) management had adopted and efficiently implemented, prior to the illicit act, a compliance program capable of preventing the type of crime that was committed;
- b) an independent Supervisory Board (hereinafter SB) charged with overseeing compliance with and updating of the program was appointed;
- c) the persons who committed the crime did so in violation of the Model;
- d) the SB's supervision was thorough and sufficient.

With respect to subordinates, under Art. 7 of the Decree the above exemption will apply if the company had adopted and

efficiently implemented the Model prior to the commission of the offence in question.

Companies may, therefore, use tools to avoid the risk that crimes are committed which could have repercussions for, including very serious, or even preclude, the company's operation.

It should be stressed that the exemption from liability is granted once the criminal judge hearing the case has deemed the internal Model adequate. The objective, therefore, of the Model prepared by the Supervisory Board should be to ensure that the Model will be found to be suitable in a court of law. The focus on this particular outcome forces companies to assess the adequacy of its procedures, taking into account the relative laws that are already in effect. In addition to proving the lack of any involvement in the specific illicit act, the company must also prove that it possesses a concrete and substantial strategy for preventing the commission of illicit acts during the course of its business.

Preparing the Model calls for a specific analysis of the areas vulnerable to the commission of crimes ("Mapping and Risk Analysis") and, consequently, specific internal procedures such that it is possible to commit an illicit act solely in violation of these procedures.

When preparing the Model, special attention needs to be paid to the management of financial resources in order to preclude the use of parallel accounting and the creation of slush funds.

The ability of the Model to ensure that the company is exonerated from liability depends on the extent to which it is specific to the company and whether or not the measures proposed achieve the desired purpose: toward this end, presumably the Model must be an active tool which the company must maintain and update in light of new experiences and any organizational changes that might materialize.

With regard to the exemption, the treatment is different based on whether or not the alleged illicit act was committed by top management (Art. 6) or subordinates (Art 7).

In the second instance, the liability of the company will be revisited if a violation of supervisory and control duties is found. This may be avoided if the company proves that, before the illicit act was committed, it had adopted and effectively implemented a model compliance program capable of preventing crimes such as the ones in question.

It should be pointed out that the adoption of a model compliance program is voluntary and the failure to adopt such a program is not subject to penalties, but does expose the company to being liable for the illicit acts committed by directors and employees. Therefore, while adoption is voluntary, it become mandatory if a company would like to benefit from the exemption and if a Model is not in place the judge need only verify the existence of the requisites mentioned above.

The company also needs to form a Supervisory Board responsible for overseeing the compliance with and functioning of the Model.

ADOPTION OF THE MODEL BY IGD

→ IGD's Organizational, Management and Control Model

IGD's sole purpose is any activity or operation in the real estate sector, on its own or on behalf of third parties, including but not limited to the purchase, sale, swap, construction, renovation and restoration, management and administration of properties for any use or purpose including through the assumption and/or assignment of contracts or concessions; the development of initiatives in the real estate sector; the submission of bids in national or international calls for tenders; and the establishment, purchase, sale, swap, and cancellation of real estate rights; this excludes real estate agency and brokerage activities and the trading or operation of businesses or commercial concerns.

Within the scope of its business purpose, the Company may conduct surveys and research as well as commercial, industrial, financial, movable property, and real estate transactions; it may assume equity investments and interests in other companies and businesses with activities similar or related to its own, excluding transactions with the public; it may enter into mortgage agreements and engage in borrowing of any form or duration, issue collateral or personal guarantees, backed by movable and real property, including sureties, pledges and mortgages securing its own obligations or those of companies and enterprises in which it has interests or equity investments; and it may engage in all other activities or transactions that are related to, associated with, or useful for the fulfillment of its business purpose.

→ Goals IGD wishes to achieve by adopting the Model

IGD, sensitive to the need to ensure fairness and transparency in the company's undertakings, in order to protect its position and image, as well as the expectations of its shareholders and the work of its employees, found implementation of the Organizational, Management and Control Model

called for in Legislative Decree 231/2001 to be in line with its company policies.

The adoption of the Model was also viewed as a way of strengthening the idea of legality as an underlying corporate value, in addition to creating a valid tool to be used as a way to increase the awareness and guide the activities of all those who work for and on behalf of IGD, so that their conduct is correct, consistent and mitigates the risk that the crimes envisioned in the Decree are committed.

Adoption of the Model also helps to exempt legal persons from liability which results in the agent who committed the offence being held responsible for each offense committed.

Based on the law, the lack of responsibility may be proven by demonstrating that an adequate and functional internal control system has been carefully implemented which helps to prevent crimes, supports correct decision making in the company, and generally provides guidelines as to the correct use of the company resources needed to prevent corporate crimes from being committed.

The conditions allowing for the above exemption, outlined in Decree 231 along with the relative duties and preventive measures required, have been complied with by IGD which has resulted in this Organizational, Management and Control Model which was specifically instituted for the purpose above.

The circulation of this Model which includes the set of rules and measures put into place by IGD pursuant to Art. 6 (a) of Legislative Decree 231, also provides additional support in this regard and, overall, is the primary and definitive source of information for the preventive purposes mentioned above given its complete compliance with the relative legislation.

The above mentioned Model was prepared by IGD taking into account, in addition to the provision of the Decree, the guidelines of the ANCP¹, Confindustria² and the Italian Association of Internal Auditors³, national and international practices relating to control and organizational systems, as well as Federal Sentencing Guidelines⁴.

1 ANCP, Guidelines for building organizational, management and control models (pursuant to Art. 6.3 of Decree 231/2001 updated, and in effect as of 24 July 2009, based on the observations made by the Ministry of Justice on 23 July 2009, Department of Judicial Affairs – Criminal Justice Division).

2 Confindustria, Guidelines for drafting organizational, management and control models pursuant to Decree n. 231 of 8 June 2001, 7 March 2002, updated on 18 May 2004.

3 Italian Association of Internal Auditors, Position Paper, Decree n. 231 of 8 June 2001, Administrative liability of companies: models for prevention and control, 4 October 2001.

4 The US Federal Sentencing Guidelines are standards and rules adopted in the United States used to guide judges in determining corporate sanctions for illicit acts committed by them. These are general standards and rules that allow the judge to increase or decrease the severity of the sanctions in light of certain circumstances. For example, the efficacy of the company's organizational model in preventing violations may impact the company's liability. This efficacy is evaluated based on seven elements: 1)

→ Recipients of the Organizational, Management and Control Model

All those who work for or with IGD receive a copy of the Organizational, Management and Control Model.

The rules found in the Model are applied to those parties (within the limits defined in Art. 5 of the Decree) who are responsible for, including in a de facto capacity, management, administration, operation of the company, whatever the relationship linking the party to the company. More specifically, the rules are applied to those involved in different phases of processes and sensitive activities, be it as part of a corporate body, an employee, staff member and/or consultant.

IGD discloses and distributes this Model using means deemed capable of ensuring that all the interested parties are made aware of the content.

The recipients of the Model must comply with all the provisions that apply to the legal relationship entered into with the company, included with respect to duties of loyalty, correctness and diligence. IGD condemns any and all behavior that does not comply with the law, the provisions of this Model and the Code of Conduct, including when the purpose of the behavior was in the interest of or to benefit the company.

→ Features and functions of the Model

The purpose of the Model is to build a structured, organic system of rules, procedures and controls designed to eliminate and prevent the commission of the different crimes contemplated in the Decree.

More in detail, by defining “activities at risk” (“sensitive activities”) and the relative procedures the Model seeks to:

- foster, in all the individuals working in the name of or on behalf of IGD in sensitive activities, the awareness that violations of the Model may result in sanctions, criminal and administrative, for both the individual and the company;
- reiterate that IGD strongly condemns these types of illicit behavior (even if it may appear that the company may benefit) which are, in addition to being against the law, in violation of ethical-social standards which the company adheres to in carrying out its corporate mission;
- allow IGD, thanks to constant monitoring of the sensitive activities, to intervene in a timely manner to prevent or stop the commission of the illicit acts.

In addition to the above, other key parts of the Model include:

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 definition of standards and procedures, 2) supervision of the system, 3) supervision of personnel, 4) effective communication, 5) monitoring of compliance with the standards and procedures, 6) disciplinary actions, 7) reaction of violations (elimination of the causes). For more information please refer to Federal Sentencing Guidelines Manual – Chap. 8 “Sentencing of organizations” on www.ussc.gov.

- mapping the company’s sensitive activities, namely the activities vulnerable to the commission of crimes;
- assigning the Supervisory Board specific tasks with a view to ensuring the efficacy and correct functioning of the Model;
- institution of the sanctions for the conduct considered to be in violation of the Model;
- raising the awareness of and disseminating the rules of conduct and the procedures defined at all corporate levels;
- defining the authorization powers in keeping with the responsibilities assigned;
- verification of the documentation relative to sensitive transactions;
- verification of corporate conduct, as well as the functioning of the Model and any updates deemed necessary after the controls.

→ Adoption of the Model

Upon completion of the risk assessment carried out by the company in accordance with the Decree, on 12 May 2006 the Board of Directors resolved to proceed with the adoption of the Model. In accordance with the Decree, the Board of Directors also instituted a Supervisory Board to monitor the functioning, effectiveness and compliance with the Model, as well as any necessary updates.

→ Revisions and updates of the Model

Pursuant to Article 6.1.a of Legislative Decree 231/2001, the Company’s Board of Directors is responsible for the adoption of the Organizational, Management and Control model which means that IGD’s Board of Directors is responsible for approving this Model (which it did on 12 May 2006). At the same time, the same Board is also responsible for any revisions deemed necessary in order to:

- implement the model;
- improve the efficacy and effectiveness of the Model;
- ensure that the Model complies with any regulatory changes and/or is adequate in light of any changes in the corporate structure (for example, listing of the company on a stock exchange, changes in the firm charged with the company’s financial audit).

This Model is subject to two types of controls:

- verification of the transactions: annual verification of the main transactions carried out by the company and the most important contracts entered into by the company in areas involving sensitive activities;
- verification of procedures: the functioning of this Model is verified periodically. A review is carried out of all the reports received during the year, of all the parties involved, of the events considered to be at risk, as well as the awareness of the personnel as to what constitutes unlawful conduct through random interviews.

Upon completion of these verifications a report is prepared and presented to the Board of Directors and the Supervisory Board which points out any areas in need of improvement and what steps should be taken.

The Board of Directors, in accordance with Article 2381 of the Italian Civil Code, may delegate some or all the powers needed to update the Model to single directors.

The Board of Directors, or the delegated director, may proceed with the updates to the Model deemed opportune only after having consulted with the Supervisory Board and based on the recommendations of the same.

The Supervisory Board is responsible for all other specific revisions which do not change the substance of the Model but improve the efficiency. The Supervisory Board will update the Chairman continuously either directly or in the periodic reports submitted to the Board of Directors.

In any event, pursuant to Art. 7.4 of Legislative Decree 231, revision of the Model is mandatory each time significant violations of the protocols occur or when the company's organization or business changes.

→ Adoption of the Model by Group companies

Subsidiaries

IGD, as Parent Company, carried out the bulk of the work needed to prepare the Model and is responsible for ensuring that other Group companies (meaning IGD and the companies controlled by IGD as defined in Art. 2359, first and second paragraphs, of the Civil Code) adhere to the Model with regard, specifically, to any sensitive activities.

Each Group company is responsible for the adoption and application of the model in relation to each individual compa-

ny's business.

The Boards of the different Group companies, including as recommended by IGD's Chief Executive Officer, must resolve to comply with this Model or develop their own Model based on the risk inherent in the business carried out by the companies.

In defining the Model, the directors of the individual Group companies must also constitute a Supervisory Board which is charged with overseeing the implementation and application of the Model.

Please note that pursuant to Art. 6.4 of the Decree, the supervision of the functioning and compliance with the Model in small companies may be carried out directly by the Board.

The Supervisory Boards of IGD's subsidiaries must report periodically to the Supervisory Board of the parent company on the adoption and implementation of their organizational, management and control models.

Associate companies

With respect to associate companies, IGD will take the following steps:

- Companies and entities managed by IGD personnel: the personnel of the company must comply with IGD's Model and Code of Conduct including with respect to the business carried out by the companies and associates and the mandatory supervision of subordinates;
- Companies and entities in which the Company has an interest, but are managed by third parties: IGD recommends that these companies and entities comply with Legislative Decree 231/2001.

MAPPING OF AREAS AT RISK

Based on Legislative Decree 231/01, the creation of an Organizational, Management and Control Model capable of preventing the commission of the illicit acts referred to in the Decree calls for the mapping of the corporate activities at risk, as well as rules of conduct and internal procedures capable of guaranteeing that it was possible to commit crimes solely by fraudulently circumventing the procedures.

The ability of the Model to exonerate the Company from sanctions depends on the ability of the Model to interpret the specifics of the company and implement adequate measures.

The mapping of the areas of risk was done by gathering documentation and other information deemed useful to the understanding of IGD's operations and organization. Information was also gathered about the sector in which the company operates, the type of relationships and contact with public administration and public servants.

Information was gathered, in addition to documentation, by way of interviews of IGD employees and managers relating to the activities viewed as relevant for the purposes of the risk assessment.

The interviews were carried out using specific questionnaires designed to define the scope of the activities of the department being examined and, secondly, to identify the activities which could involve relationships with the public administration vulnerable to the crimes referred to in Legislative Decree n. 231 of 8 June 2001. The same process was carried out with respect to other sensitive activities and the other illicit acts contemplated in the law, particularly in relation to corporate crimes.

The questions in the questionnaire were developed with a view to gauging the probability, for each of the areas deemed at risk that a crime might be committed by applying the Control Risk Self-Assessment method, and providing an initial framework for the specific controls developed for these sensitive areas.

As a result of the assessment of the operations potentially at risk, based on the above mentioned questionnaire, the Company:

- defined a map of the company's activities potentially at risk as per Legislative Decree 231/2001,
- identified, for each of these activities, how to determine liability and what facts are theoretically relevant toward this end.

The assessment of the sensitive activities resulted in the identification of the primary categories vulnerable to crimes

being committed in the interest or benefit of the company:

- relationships with the public administration;
- Corporate crimes and corruption;
- market abuse;
- negligent homicide or serious/catastrophic personal injury due to violation of laws on fire prevention, health and safety in the workplace;
- environmental crimes.

For more complete information about the crimes included in the Decree, and the activities theoretically connected to them, please refer to the "Special Parts" section annexed to this Model.

In order to provide an example, more information about the areas mapped is provided below.

→ Sensitive activities associated with crimes committed involving relationships with the public administration and private parties

These are situations in which certain company divisions and operations have relationships with the public administration and private parties and, if adequate measures and preventive procedures are not in place, could expose the Company to the risk of being found liable under the Decree.

- Requests for authorizations and concessions
- Relationships with municipalities established in the name of tenants seeking to restructure/expand individual shops in malls
- Stipulation of urban planning agreements
- Relationships with the public administration relating to the feasibility of new centers
- Announcements relative to the opening of activities, successions, etc.
- Promotional activities
- Tax audits
- Queries submitted to the Tax Office.

Other secondary or "support" activities identified as "sensitive", insofar they as could potentially lead to the commission of crimes in the categories referred to above include:

- purchase of goods and services
- sponsorships
- finance transactions
- awarding of consultancies and/or professional assignments
- entertainment expenses
- giving of gifts, sponsorships and donations.

→ Sensitive activities associated with corporate crimes

These are areas of corporate operations which, if adequate measures and preventive procedures are not in place, could expose the Company to the risk of being found liable under the Decree.

- Preparation, drafting and approving of financial statements
- Corporate duties, i.e.:
 - preparation of documentation relative to topics to be discussed during meetings of the shareholders and the Board of Directors (ordinary and/or extraordinary transactions);
 - maintenance of corporate records and registers.
- Relationships with control bodies (Board of Statutory Auditors, external auditors, etc.)
- Relationships with companies that provide valuation and/or certification services
- Sale of goods and services
- Investments
- Partnerships with third parties
- Selection and management of human resources
- Handling of confidential information

Other secondary or “support” activities identified as “sensitive” insofar as they could potentially lead to the commission of crimes in the categories referred to above include:

- purchase of goods and services
- sponsorships
- finance transactions
- awarding of consultancies and/or professional assignments
- entertainment expenses
- giving of gifts, sponsorships and donations.

→ Sensitive activities associated with Market Abuse

These are situations involving the company's activities relative to market practices which, if adequate measures and preventive procedures are not in place, could expose the Company to the risk of being found liable under the Decree.

- Disclosure of information to third parties or the general public
- Transactions involving financial instruments issued by the Company.

→ Sensitive activities associated with crimes committed in violation of the laws on health and safety in the workplace

Law n. 123 of 3 August 2007 introduced new categories of offences subject to the sanctions called for in Legislative Decree 231/2001.

More specifically, these include the crimes of negligent homicide or serious/catastrophic personal injury due to violation of laws on health and safety in the workplace listed in Art. 25-*septies* of Legislative Decree 231/2001.

The failure to adopt safety measures that are technically possible and feasibly executed (Art. 3.1, lett. b) of Legislative Decree 626/04) in light of experience and the most advanced technological and scientific knowledge which resulted in criminal behavior may be subject to the provisions of the Decree.

Criminal behavior includes acts committed, regardless of by whom, which caused the death or serious personal injury of a worker as result of the failure to comply with fire safety regulations.

→ Sensitive activities associated with environmental crimes

Art. 2 of Law n. 121/2011 resulted in the inclusion of “Environmental crimes” in Art. 25-*undecies* of Legislative Decree 231/2001 which increased the number of illicit acts, as well as the administrative responsibility of the entities.

The criminal behavior covered under this provision include the failure to comply with special laws and regulations relating to the disposal of waste, control of sewage systems, site remediation, as well as behavior which, in general, fails to adequately protect the environment.

COMPONENTS OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

The key components of IGD's Organizational, Management and Control Model, developed in compliance with Legislative Decree 231/2001 and designed to prevent the commission of the crimes defined in this decree, can be summarized as follows:

- IGD's organizational system;
- the Code of Conduct;
- the general principles of conduct;
- the mapping of the sensitive activities;
- the Supervisory Board;
- the disciplinary procedures;
- training and disclosure procedures;
- all of the organizational, management and control procedures adopted by the company, referred to in the Model and its components or specifically impacting the areas deemed sensitive.

THE SUPERVISORY BOARD

→ 1. Purpose and scope

IGD instituted a body charged with the supervision and control (hereinafter the “**Supervisory Board**”) of the functioning, efficacy, adequacy and compliance with the Company’s model adopted as resolved by the Board of Directors on 12 May 2006 in order to prevent the commission of crimes which could result in the Company’s administrative liability pursuant to Legislative Decree n. 231/2001 implementing Art. 11 of Law 300/2000 “Administrative liability of legal persons, companies, and associations with or without legal personality”.

→ 2. Appointment and composition

- 2.1 The Supervisory Board is comprised of 3 members, one of which also acts as Chairman.
- 2.2 The Supervisory Board is appointed by the Board of Directors. The number and qualifications of the members of the Supervisory Board, both internal and external, are determined by the Board of Directors based on the size of the Company and the activities carried out.
- 2.3 The Board of Directors also appoints the Chairman who is responsible for completing all the formalities relative to convening the Board meetings, as well as determining the items to be included on the agenda.
- 2.4 The appointment of the Supervisory Board by the BoD must be acknowledged and formally accepted by each member nominated. Once the appointment has been confirmed the BoD will make a formal announcement to the entire company by circulating an internal memo in which the powers, duties, responsibilities of the Supervisory Board are listed, in addition to the Supervisory Board’s reporting lines and the purpose of its constitution.

→ 3. Termination of the assignment

- 3.1 The Board of Directors is solely responsible, after having consulted with the Board of Statutory Auditors, for the termination of the Supervisory Board and each of its members.

- 3.2 Each member of the Supervisory Board may be terminated solely for just cause⁵.

Toward this end, just cause for termination includes the following:

- incapacity or inability linked to a grave illness which compromises the Supervisory Board member’s ability to carry out the supervisory duties or an illness that requires his absence from the workplace for a period of more than six months;
- the assignment of functions and responsibilities which compromise the ability to act independently and carry out controls consistently that are an integral part of the Supervisory Board’s qualifications;
- a serious breach of the Supervisory Board’s duties;
- a conviction of the Company pursuant to the Decree, including as a result of plea bargaining, attributable to the Supervisory Board’s failed or insufficient supervision as defined in Art. 6.1, lett. d) of the Decree;
- a conviction of one of the members of the Supervisory Board for having personally committed one of the Decree crimes;
- a conviction of one of the members of the Supervisory Board which prohibits him, even temporarily, from holding public office or executive positions in legal entities or businesses.

In the instances of conviction referred to above, the BoD may also, after having consulted with the Board of Statutory Auditors, suspend the powers of the Supervisory Board member.

- 3.3 Each member of the Supervisory Board may resign at any moment by giving one month notice.
- 3.4 Without prejudice to the above, the aforementioned assignment will cease automatically when another office held in the company by one or more members is terminated (or an existing employment relationship ends).

⁵ Art. 2383 of the Italian Civil Code “Shareholders may terminate directorships at any time, without prejudice to the director’s right to seek damages if the termination was without just cause”. Relative legal doctrine finds that just cause includes when a director breaches precise legal or corporate standards of conduct, or when objective circumstances materialize, including other than breaches, which compromise the fiduciary relationship with the Company. Circumstances which result in just cause also include the lack of credibility which is the result of the director’s behavior outside of the office held, as well as the party’s unstable health.

→ 4. Term of office

With a view to guaranteeing the efficacy and constant implementation of the Model, as well as continuity, the term of office is set at three years, which may be renewed if so resolved by the BoD. The qualifications for directors must, however, still be met. Each member will, at any rate, remain in office until a successor is appointed.

→ 5. Reporting lines

In order to guarantee neutrality, the Supervisory Board is considered part of the top management's staff, reporting and answering directly to the Company's Chairman and, exceptionally, to the whole BoD/Board of Statutory Auditors in the instance any violations are linked to the Chairman and one of the members of the Board of Directors or in particularly serious cases.

→ 6. Reporting

The Supervisory Board will report to the top management (Chairman/B.o.D) about its activities continuously and to the Board of Statutory Auditors⁶ every six months, as well as any other time it is deemed necessary and/or opportune.

→ 7. Requirements of professionalism and integrity

7.1 Members of the Supervisory Board should not have a professional and personal profile which could compromise the ability to be impartial, authoritative and behave ethically.

7.2 The Supervisory Board must possess the following:

a) Expertise:

- an understanding of the Organization and the main business activities typical of the sector in which the Company operates;
- legal knowledge which allows for the identification of situations vulnerable to the commission of criminal acts;
- ability to understand and assess the impact on the company of the relative regulatory environment.

b) Personal characteristics:

- an ethical profile of the highest caliber;
- strong support of the company's top management;
- the credentials⁷ needed to demonstrate, including outside the company, possession of the qualities described above.

→ 8. Duties

8.1 The members of the Supervisory Board must fulfil their assignment with the diligence required by the nature of the assignment, the nature of the work carried out and their specific expertise⁸.

8.2 In carrying out its functions the Supervisory Board must adhere to principles of autonomy and independence.

8.3 The members of the Supervisory Board must maintain the confidentiality of the news and information acquired while carrying out the Supervisory Board's duties.

→ 9. Causes of ineligibility and incompatibility

9.1 In order to guarantee the autonomy and independence of the Supervisory Board both external and internal members, without operational duties, may be appointed⁹.

9.2 The members of the Supervisory Board may not have any family ties to the top management nor may they have economic ties with the Company (for example, stock holdings) or have any other ties that could generate a conflict of interest.

9.3 In the instance the Chairman or another member of the Supervisory Board is deemed ineligible and/or incompatible for one of the above reasons, after having verified the facts and spoken to the interested party, the BoD must set a time frame (not less than 30 days) in which the reason for the ineligibility and/o incompatibility must be corrected. If the situation is not corrected by the end of the term, the BoD must revoke the mandate.

→ 10. Powers of the Supervisory Board

10.1 The Supervisory Board is tasked with investigating and controlling the overall functioning of the Model, and not the commission of illicit acts, with a view to improving and updating the Model.

10.2 In order to perform its duties effectively the Supervisory Board:

- has complete access to all the documents and information held by all the Company divisions deemed necessary to fulfill its duties as per Legislative Decree 231/2001;
- may avail itself of, under its direct supervision and responsibility, all Company structures or external consultants.

6 Confindustria, pag. 23. The Statutory Auditors, charged with the responsibility of assessing the adequacy of the internal control system based on the duty to oversee its correct administration, will be informed of any violations of Decree 231/01, as well as of the Model.

7 Firstly for educational preparation, qualifications, professional background and position in the company.

8 Art. 1176.2, Italian Civil Code: "When fulfilling the contractual duties inherent in a professional activity, the degree of diligence required should be assessed in relation to the nature of the activity carried out"

9 Confindustria guidelines pag. 24, operational assignments are those which grant the power to make decisions which have economic-financial repercussions for the company.

→ 11. Duties of the Supervisory Board

The Supervisory Board oversees the efficacy and updating of the Model and/or its components.

More in detail, the Supervisory Board:

- verifies the efficiency and efficacy of the Model adopted in accordance with Legislative Decree n. 231/2001;
- develops control and monitoring systems designed to reasonably prevent the irregularities defined in Legislative Decree n. 231/2001;
- verifies compliance with the Model's standards of conduct and procedures and identifies any irregular conduct by analyzing the flow of information and reports for which the division heads are responsible;
- reports periodically to the Chairman/B.o.D./Board of Statutory Auditors on the status of the Model's implementation and operation;
- promotes and/or develops, together with specific company divisions, informational and internal communication campaigns, relating to the Model, standards of conduct and the procedures adopted pursuant to Legislative Decree n. 231/2001;
- promotes and/or develops, together with specific company divisions, training courses and informational material useful to the disclosure and dissemination of the ethical standards guiding the Company in its business activities;
- reports to the Board of Directors on any violations of the Model for which the Company could be held liable;
- submits proposals to the BoD and/or the divisions involved regarding Model updates and amendments needed as a result of:
 - significant violations of the Model itself;
 - significant changes in the Company's internal structure and/or business activities;
 - changes in the way the Company carries out its business;
 - regulatory changes.

→ 12. Internal and external support

12.1 The Supervisory Board may avail itself of collaborators, including external, in order to carry out its activities, but will still be directly responsible for full compliance with the Legislative Decree n. 231/2001 control and supervisory duties.

12.2 Collaborators must comply with the same degree of diligence as the members of the Supervisory Board, as per item 8 above.

13. Plan of action

The Supervisory Board will develop a yearly/half-yearly plan for its verifications.

The verifications may be:

- **planned**, namely called for in the plan of action developed by the Supervisory Board;
- **spot**, namely not part of the plan of action but deemed necessary by the Supervisory Board at some point during the year.

→ 14. Meetings

14.1 The Supervisory Board must meet at least once every 4 months and whenever it is deemed necessary and/or opportune.

14.2 The meetings will be convened by the Chairman by way of a notice of call which will include the meeting's agenda. All the documentation needed to discuss the items on the agenda will be made available to all the members of the Supervisory Board at the Board's secretariat.

14.3 All the meetings in which all the members of the Supervisory Board are present will be considered validly constitution even if there was no formal notice of call.

14.4 Each member of the Supervisory Board is entitled to request that a certain topic be included on the agenda.

14.5 Members who are unable to attend the meetings must give notice to the Chairman in a timely manner.

14.6 Directors, members of the Control Committee, executives, managers, division heads, as well as external consultants, may be invited to attend the meetings without voting rights.

→ 15. Recording minutes of the meetings and verifications

15.1 Minutes must be taken of the Supervisory Board meetings and verifications made which will be filed in a specific registry by the Supervisory Board's secretary.

15.2 The minutes of the meetings must include:

- the names of the members present;
- the items on the agenda and any changes;
- the declarations required, if any, for each item discussed;
- the resolutions made.

15.3 The minutes of the meetings must be signed by the participants.

16. Validity of the resolutions

- 16.1 In order for the resolutions made by Supervisory Board to be valid a majority¹⁰ of the members in office must be present¹¹. For resolutions addressing delicate or sensitive issues¹² or particularly important matters involving top management, all the members of the Supervisory Board must be present.
- 16.2 The Supervisory Board's resolutions will be passed by a majority of those present. Each member of the Supervisory Board has one vote, with the exception of the Chairman who, if there is a tie, is entitled to two votes. The voting is done on a show of hands basis, unless specified otherwise by the Board itself.
- 16.3 Each member of the Supervisory Board present at the meeting is entitled to have the reasons for his dissent recorded in the minutes¹³.
- 16.4 The member of the Supervisory Board who finds herself in a situation of conflict of interest which would create a conflict between her interest and the best interest of the Company must advise the other members, must abstain from attending meetings and voting or else the resolution may be found invalid.

→ 17. Responsibilities

- 17.1 All the members of the Supervisory Board are jointly responsible for any damages to the Company as a result of the failure to comply with the standard of diligence required or the law when fulfilling its duties¹⁴.
- 17.2 The liability for the Supervisory Board's acts and omissions does not extend to the members who went on record as dissenting and advised the Company's BoD accordingly in a timely manner¹⁵.

→ 18. The Supervisory Board's financial resources

The Supervisory Board is provided with the financial and logistics means needed to carry out normal operations. The Company's BoD will provide the Supervisory Board with adequate financial resources which may be used solely for expenses incurred while carrying out its duties.

→ 19. Amendments to the regulations

Any changes to the regulations may be made solely as validly resolved by the BoD.

10 More than half the members in office.

11 Art. 2404 of the Italian Civil Code - Meetings and resolutions of the Board of Statutory Auditors: "The Board of Statutory Auditors is regularly constituted when a majority of the statutory auditors is present and when a resolutions are passed by a majority of those present"

12 Example: discovery of behavior which could be found to be illicit, investigations of judicial authorities of an employee or executive, assessment of the most important disciplinary measures taken by the relative division with respect to employees, etc.

13 Art. 2404 of the Italian Civil Code – Meetings and resolutions of the Board of Statutory Auditors.

14 Art. 2392 of the Italian Civil Code – Directors' responsibilities

15 Art. 2392 of the Italian Civil Code – Directors' responsibilities

REPORTING SYSTEM

→ Internal reporting to the Supervisory Board

Scope of the reports

An adequate system of internal reporting to the Supervisory Board is key to the ability to continuously verify that the Model is functioning correctly and is updated.

All IGD personnel must know about and, when necessary, use to the system in place to report to the Supervisory Board. Failure to comply with this provision will result in the sanctions called for as part of the Disciplinary System.

Subject of the reports

The information and notices sent by IGD personnel to the Supervisory Board must relate to the functioning, updating, application and violation of the Model, as well as the adequacy of the Code of Conduct and the company procedures with respect to the purposes therein.

More in detail, information concerning the following must be sent to the Supervisory Board in a timely manner:

- notices and/or communications from the police, or any other authority, which indicates that an investigation might be underway for violations of the Decree linked to parties unknown;
- each violation of the Model, parts of the Model and any and all aspects potentially relevant to the application of Legislative Decree n. 231/2001;
- reports prepared by department heads related to control activities in which facts, acts, events and omissions emerge that point to problem areas with respect to the Decree;
- communications regarding the implementation of the Model at all corporate levels, pointing out any disciplinary action taken and any sanctions (including with respect to employees) or the reasons for terminating disciplinary procedures;

- any changes to the system of delegations and granting of mandates;
- any company activities that are or believed to be completely or partially without specific and/or adequate regulations (complete or partial absence of specific regulations, inadequate standards in the Code of Conduct and/or the procedures that do not achieve the purpose underlying the Code of Conduct due to lack of clarity or understanding, updates and adequate communication, etc...);
- any and all applications, amendments and/or additions made or deemed necessary to the operating procedures and the Code of Conduct.

Instruments used for reporting

All of the above communications made by IGD personnel to the Supervisory Board are done during the meetings held periodically by the Supervisory Board and/or via E-mail and/or a signed statement/letter.

These communications will be filed by the Supervisory Board.

Whistleblowing (anonymous reporting)

IGD, with a view to protecting employees who, while carrying out their duties as an employee, become aware of offences or violations of the Code of Conduct and the Model which they would like to report, has created a specific reporting channel which guarantees the anonymity of the whistleblower which can be accessed through the IGD Group's website.

These measures also facilitate any subsequent investigations and, toward this end, help to eliminate any possible retaliation and discrimination against the whistleblower in accordance with the disciplinary system.

* * *

The Supervisory Board and its staff may not share any of the notices and information acquired as a result of application of this Model.

→ **Reporting by the Supervisory Board to other corporate bodies**

Scope of the reports

An adequate system of internal reporting to corporate bodies is key to guaranteeing that the Model functions and is updated.

Subject of the reports

IGD's Supervisory Board has basically two reporting lines:

Continuous, directly with the Chairman.

In this instance the reports relate to the preparation/ approval of audit plans, the results obtained, notices received, activities not carried out for lack of time or resources, the necessary and/or opportune corrections/ improvements made to the Model and the status of same and every aspect relating to the ordinary control and monitoring of the Model;

Periodic (half-yearly) with the BoD/Board of Statutory Auditors.

In this instance the reports are comprised of a summary of what the Supervisory Board has done (activities com-

pleted, activities not carried out for lack of time and resources, the necessary and/or opportune corrections/ improvements made to the Model and the status of same) as well as, if necessary, any irregularities/anomalies found in the activities of top management or particularly relevant to the Company.

This double preferential channel of information ensures that the Supervisory Board's mandate will be carried out in full compliance with the standards of independence and impartiality as there will be a detailed and extensive flow of information which will make controls both effective and efficient.

Both the Supervisory Board and the corporate bodies may convene meetings at any time in order to clarify or better understand aspects relating to the functioning of the Model or specific situations.

Instruments used for reporting

All of the above communications made by the Supervisory Board to corporate bodies will be formalized in official documents (memorandums, reports, etc.) and filed with the secretary of Supervisory Board in numerical order.

THE ORGANIZATION, DELEGATIONS AND POWERS

The organization, delegations, granting of powers and the clear definition of roles, responsibilities and areas of expertise of those working inside the company is key to the implementation of an adequate internal control system, including pursuant to the Decree.

Generally speaking the Company's organization must comply with basic formalities and standards of clarity, communication and separation of roles, particularly with regard to the assigning of responsibilities, powers of representation, defining reporting lines and operations.

The company must have organizational tools (organizational charts, internal communications, procedures, etc.) which:

- a) are recognizable inside the company (and, if applicable, by other Group companies);
- b) contain clear and concise definitions of the roles, with a clear description of the duties of each position and the relative powers granted;
- c) contain a clear description of the reporting lines.

The ability to delegate represents one of the pillars of the Company's internal control system, including with a view to implementing this Model.

The delegation system should create a safety net protecting against and preventing crimes (accountability and tracing of the sensitive transactions) and, at the same time, allow for the efficient management of the company's operations.

For the purposes herein, "delegation" refers to the attribution of internal functions and duties which is reflected in the organizational communication system.

The powers granted are defined by the Company's Board of Directors.

The other main tools used to communicate the Company's organizational structure include:

- company organizational chart;
- job description;
- company procedures.

The elements of the system of delegation that are the most important to preventing crimes are the following:

- a) all individuals who enter into contracts or conduct negotiations with the Public Administration must be so delegated (to possess a specific power of attorney);
- b) the delegations must match the operational power with the relative responsibility and an appropriate position within the organization, as well as updated to reflect organizational changes;
- c) the delegation must clearly define:
 - the powers of the delegate;
 - the party (body or individual) to which the delegate reports to;
- d) the operating powers delegated and their implementation must reflect the company's objectives;
- e) the delegate must have spending powers that are adequate with respect to the functions assigned.

For the purposes herein "delegation" consists in the unilateral act which the company uses to grant its employees the authority to represent the company with third parties. Division heads, who require powers of representation in order to carry out their duties, are granted "general powers of attorney".

The essential elements of the system used to grant powers of attorney in order to effectively prevent the commission of crimes, include the following:

- a) the general power of attorney must describe the operational powers granted and, when necessary, be presented with the internal corporate memorandum in which the powers granted are described, as well as the relative budget;
- b) the power of attorney must be granted to an individual referred to expressly in the power of attorney, or a group of individuals who act through their agents who possess similar powers.

The Supervisory Board periodically verifies, with the support of the relative divisions, that the delegations and powers of attorney assigned reflect the internal memorandums (the documents used internally to grant delegations and powers of attorney), making any recommendations deemed necessary if the operating powers and/or qualifications do not correspond with the powers of representation granted or any other anomalies.

TRAINING AND COMMUNICATION

In order for the Model to be as effective as possible, it must be distributed widely inside and outside IGD.

An adequate system, therefore, has been put into place in order to facilitate and promote the awareness of the Model with:

- i. the members of the Company's corporate bodies
- ii. the employees of the Company, to a varying degree and different training based on the position held
- iii. consultants and other subjects contractually bound to the company.

In light of the above, the following procedures for training and communication have been adopted which must be complied with by the different parties.

→ Communication to the corporate bodies

The Supervisory Board shares this Model and the Code of Conduct directly and in person with each member of the governing and control bodies.

Each party who receives the Model must sign a statement in which he/she confirms receipt and declares that he/she will comply with both the Model and the Code. The statement is filed by the Supervisory Board.

→ Communication to and training of employees

The Chairman of IGD supervises, based on the recommendations and proposals received from the Supervisory Board, the training of personnel relative to the content of Legislative Decree 231/2001, the Model and the company's Code of Conduct.

Toward this end, training received by personnel must reflect the following guidelines:

1. Top management with powers of representation:

- (i) the CEO, together with the Supervisory Board, will present the Model and the Code of Conduct with all the company's executives and division heads; each party who receives the Model and the Code of Conduct must sign a statement in which he/she confirms receipt and declares that he/she will comply with both the Model and the Code. The statement is filed by the Supervisory Board;
- (ii) updates will be sent via e-mail by the CEO, together with the Supervisory Board.

2. Other personnel (not top management):

- (i) the Model and the Code of Conduct will be made available on the company bulletin board by the CEO, together with the Supervisory Board;
- (ii) updates will be sent via e-mail by the CEO, together with the Supervisory Board;
- (iii) adequate information will be included in the new hires' letters of hire, by the CEO, together with the Supervisory Board.

→ Communication to third party consultants

The Chairman and the CEO, based on recommendations and proposals received from the Supervisory Board, may introduce new and additional criteria to be used when selecting third parties (consultants, providers, commercial partners, etc.) which also take into account new requirements established under Decree 231/2001.

The Chairman and the CEO, based on recommendations and proposals received from the Supervisory Board, must provide third parties (consultants, providers, commercial partners, etc.) with adequate information on Decree 231/2001 and the ways it is complied with by the Company. The Chairman and the CEO, together with the Supervisory Board, will ensure that contracts will include clauses which bind the third parties to complying with the standards found in the Model.

DISCIPLINARY SYSTEM

The Disciplinary System described below was developed in accordance with Decree 231/2001 (hereinafter referred to as the “Decree”). Based on Articles 6 and 7 of the Decree entities with a Model which provides for disciplinary action if the rules in the Model are not complied with will be exempt from the administrative responsibility introduced by the Decree.

IGD prepared this document in order to equip itself with the disciplinary system needed to enforce the rules that comprise the Model and comply with the latter, taking into account that committing a crime or participating in a crime referred to in the Decree is already sanctioned under the Penal Code and, therefore, this Disciplinary System is independent and separate from the Penal Code. The rules and sanctions referred to in this Disciplinary System are in addition to and do not substitute the laws and collective agreement relating to disciplinary actions and may be applied above and beyond the outcome of any proceeding relating to criminal charges.

The current Disciplinary System takes into account the objective differences between managers, employees and third parties acting on behalf of the company and was prepared in accordance with Law n. 300/1970 (the “Workers Statute”), the current “Collective National Labor Contract for employees of enterprises active in cooperative distribution”, and in accordance with Articles 2118 and 2119 of the Italian Civil Code.

The following rules, therefore, govern the entire system of sanctions that the Company intends to apply for the failure to comply with the measures provided for in the organizational procedures, the flowcharts and the Code of Conduct, adopted to prevent the commission of the crimes outlined in the Decree, and seek to identify and define:

1. the sanctions to which the different categories of Company employees, defined in accordance with Article 7 of Law n. 300/1970 and the above mentioned labor contract, are subject in;
2. the criteria for application of the same;
3. the rules or the violations triggering the disciplinary actions.

More in detail, the sanctions and the rules/violations for middle management and white collar workers are defined in a specific document called “Summary of the Violations” posted in the workplace in accordance with Article 7.1 of Law 300/1970.

→ Recipients

Directors, employees (executives, middle managers and white collar workers), consultants, staff members, agents

and, in general, third parties who have a contractual relationship with the Company.

Application of the sanctions included in this System take into account the legal structure of the relationship and the applicable law specific to the subject’s work relationship.

All the recipients must be informed of the existence and content of this document. More in detail, IGD’s Chairman, together with the Supervisory Board, will notify employees and post this document in the workplace in accordance with Article 7.1 of Law 300/1970.

→ The Rules comprising the Model

For the purposes of the Disciplinary System, all the standards and rules contained in the Code of Conduct, as well as the company procedures, defined in order to govern the business activities potentially exposed to the commission of the crimes referred to in the Decree, are an integral part of the Model.

→ The sanctions

The sanctions which might be imposed if the Model rules are violated include, in increasing order of seriousness:

- a) not resulting in the termination of employment:
 - verbal reprimand;
 - written reprimand;
 - fine not to exceed an amount equal to 4 hours of pay;
 - suspension from service and reduced pay for a period of not more than 10 days;
- b) termination of employment:
 - termination due to noticeable failure to fulfill the contractual obligations determined by the employer (good reason);
 - termination due to a violation which is so serious that the employment must be ended immediately (just cause).

→ Criteria used to determine how the sanction will be applied

The **seriousness** of the violation will be determined based on the following circumstances:

- the timing and the methods used to commit the violation;
- the presence and degree of the intent;
- the extent of the damage or the danger to the Company, all

- its employees and stakeholders, caused by the violation;
- the foreseeability of the consequences;
 - the circumstances under which the violation took place.

A **repeat** offence will result in the application of a more serious punishment.

→ The procedure for determining if a violation occurred

With regard to determining if a violation occurred it's important to maintain the distinction already clarified in the introduction relative to the parties connected to the Company as an employee and other categories. The former, in fact, may only be subject to the disciplinary procedure already outlined in Law n. 300/1970 and the current collective labor contract. Toward this end the powers already granted to the top management and Chief Executive Officer, to the extent of their respective duties, remain intact including with respect to the violations of the Model rules.

However, the Supervisory Board must be involved in all the procedures implemented to understand if a violation occurred and which rules of the Model were violated. No disciplinary action, therefore, may be carried out or concluded before the Supervisory Board has been informed and consulted with, including when the proposal to take disciplinary action came directly from the Board itself.

→ Disciplinary measures for employees (middle management and white collar workers)

The sanctions to which middle managers and white collar workers are subject are those found in Art. 7 of Law 300/1970 and the Collective Labor Contract for employees of enterprises active in cooperative distribution, and are listed in the section "The sanctions".

The above violations are divided into two groups based on the type of sanction that can be imposed.

Violations resulting in termination

Termination is the most severe sanction that the Company may impose with respect to its employees when the violation is so serious as to preclude the continuation of the employee/employer relationship. The Company views application of this punishment is justified relative to:

- whenever, in compliance with the procedure for assessment penalties, it has been established that a subject linked to the company by a subordinate employment relationship, has established a univocal and intentional direct conduct to the performance of a crime sanctioned in the decree legislative decree 231/2001
- in application of the criteria for measuring the sanctions and in compliance with the procedure for assessment the violations, if it has been established that a subject linked to the company by an employment relationship has acted in violation of the rules that make up the model and no other conservative sanction of the employment relationship is adequate for the gravity of the behavior executed by the employee.

Violations triggering other sanctions

As clarified in the introduction, the sanctions which will not result in termination under this disciplinary systems and applicable to the Company's employees, are referred to in item a) section "The sanctions". These sanctions may be applied, based on labor law, to these subjects only when certain violations occur as determined based on the legal standards. Toward this end, the Company will apply these sanctions when:

- in compliance with the violations assessment procedure, it has been established that a subject linked to the company by a subordinate employment relationship has behaved in one of the violations described in the "Violation Scheme".

→ Disciplinary measures to which employees are subject

The conduct of employees which violates the single rules of conduct found in this model are defined as disciplinary offences.

With regard to the punishments to which the employees are subject, these include all of the ones included in the Company's disciplinary system, in accordance with Art. 7 of Law 300/1970 and any other applicable laws.

With regard to the above, the Model refers to the conduct subject to sanctions as per the current disciplinary actions outlined in the Collective Labor Contract (Art. 193 of "Disciplinary Measures").

The behavior is subject to sanctions based on the severity and the single instances under consideration.

More in detail, the disciplinary actions referred to in the Collective Labor Contract include:

Verbal or written reprimand the employee who:

- violates the provisions of this Model (failure to comply with the provisions of the "Code of Conduct", failure to comply with the "Internal Procedures", failure to make necessary disclosures to the Supervisory Board), or assumes behavior which does not comply with the Model when carrying out activities related to the areas deemed at risk.

Subject to fines the employee who:

- violates, on more than one occasion, the internal procedures provided for in this Model (substantial lack of compliance with the provisions of the Code of Conduct, lack of compliance with the "Internal Procedures", failure to make necessary disclosures to the Supervisory Board) or assumes behavior on more than one occasion which does not comply with the Model when carrying out activities related to the areas deemed at risk.

Suspension from service and reduced pay for a period of not more than 10 days the employee who:

- in violating the internal procedures set out in this Model (failure to comply with the provisions of the "Code of Conduct", failing to comply with the "Internal Procedures",

failure to make necessary disclosures to the Supervisory Board) or assuming behavior which does not comply with the Model, as well as being against the interests of IGD, damages IGD or potentially exposes the company to danger and compromises the company's assets.

Disciplinary dismissal (good reason) the employee who:

- when carrying out activities in areas at risk acts in a way which does not comply with this Model, causes considerable damage or is extremely compromising, and could clearly result in the commission of a crime punishable under the decree.

Disciplinary dismissal (just cause) the employee who:

- when carrying out activities in areas at risk acts in a way which is clearly and intentionally in violation of the Model and such that IGD will be held responsible for a violation of the Decree. This conduct must equate to "acts which radically compromise the Company's trust in the employee".

The type and scope of each of the sanctions mentioned above will be determined in accordance with the disciplinary measures established by Coop Adriatica s.c.a r.l., in relation to:

- the intent driving the behavior or the degree of negligence, recklessness or incapacity, as well as the foreseeability of the event;
- the behavior of the employee, taking into account any prior violations or sanctions, in accordance with the law;
- the employee's duties;
- the role of the persons involved in the incident leading to the violation.

With regard to confirming that one of the above violations was committed, the application of disciplinary procedures and the sanctions, the powers already granted to the company's management are unchanged.

The disciplinary system is constantly monitored by the Company and Human Resources.

→ Disciplinary measures for executives

The relationship which binds Company executives is by nature fiduciary. Based on the current law, therefore, termination is viewed as the only applicable sanction.

This sanction will be imposed each and every time a Company executive acts in a way which violates the Model rules such that the trust in the executive is irreparably damaged. The disciplinary measures will be applied based on the degree of the violation and in accordance with the procedure for ascertaining which sanctions are applicable.

→ Disciplinary measures for representatives and directors

The Supervisory Board will advise the Board of Directors and the Board of Statutory Auditors in writing and in a timely manner of any breaches and violations of the organizational procedures, the flowcharts and the Code of Conduct committed

by members of the Company's Board of Directors so that they may assess how to proceed.

→ Disciplinary measures for consultants, staff members, agents and third parties

Any and all conduct of Consultants, Staff Members, Agents and Third Parties who have relationships with the Company which violates the rules comprising this Model designed to prevent the commission of the crimes punishable under the Decree may result in, as provided for in specific contractual clauses included in the Letter of Engagement, contracts and agreements, immediate resolution of the contract and IGD may request indemnification for any concrete damage incurred by the Company (specifically the legal actions provided for in the Decree).

This behavior will be assessed by the Supervisory Board which, after having heard the opinion of the Head of the Division/ Department which engaged the professional and advised the interested party, will advise the Chairman of the Board, and in the most serious cases the entire Board of Directors, of the incident in writing in a timely manner.

The Supervisory Board and the Chairman together will decide and assess the inclusion of the above mentioned clauses in the contracts which govern the relationship with these parties involved in the company's activities which are potentially exposed to the commission of the crimes listed in the Decree.

→ Whistleblowing and disciplinary measures

The Disciplinary System expressly prohibits any acts of retaliation or discrimination of whistleblowers who file reports in good faith, as provided for in the section "Internal Reporting to the Supervisory Board", specifically in the paragraph relating to "Whistleblowing (anonymous reporting)".

Toward this end anyone who violates the measures designed to protect the whistleblower or who in bad faith, intentionally or as a result of gross negligence, files groundless reports is subject to the sanctions called for under IGD's "Disciplinary System"¹⁶.

Lastly, in order to strengthen the protection of employees who report offences or violations of the Code of Conduct and the Model, any retaliatory acts or discrimination of those who report violations in good faith is expressly prohibited.

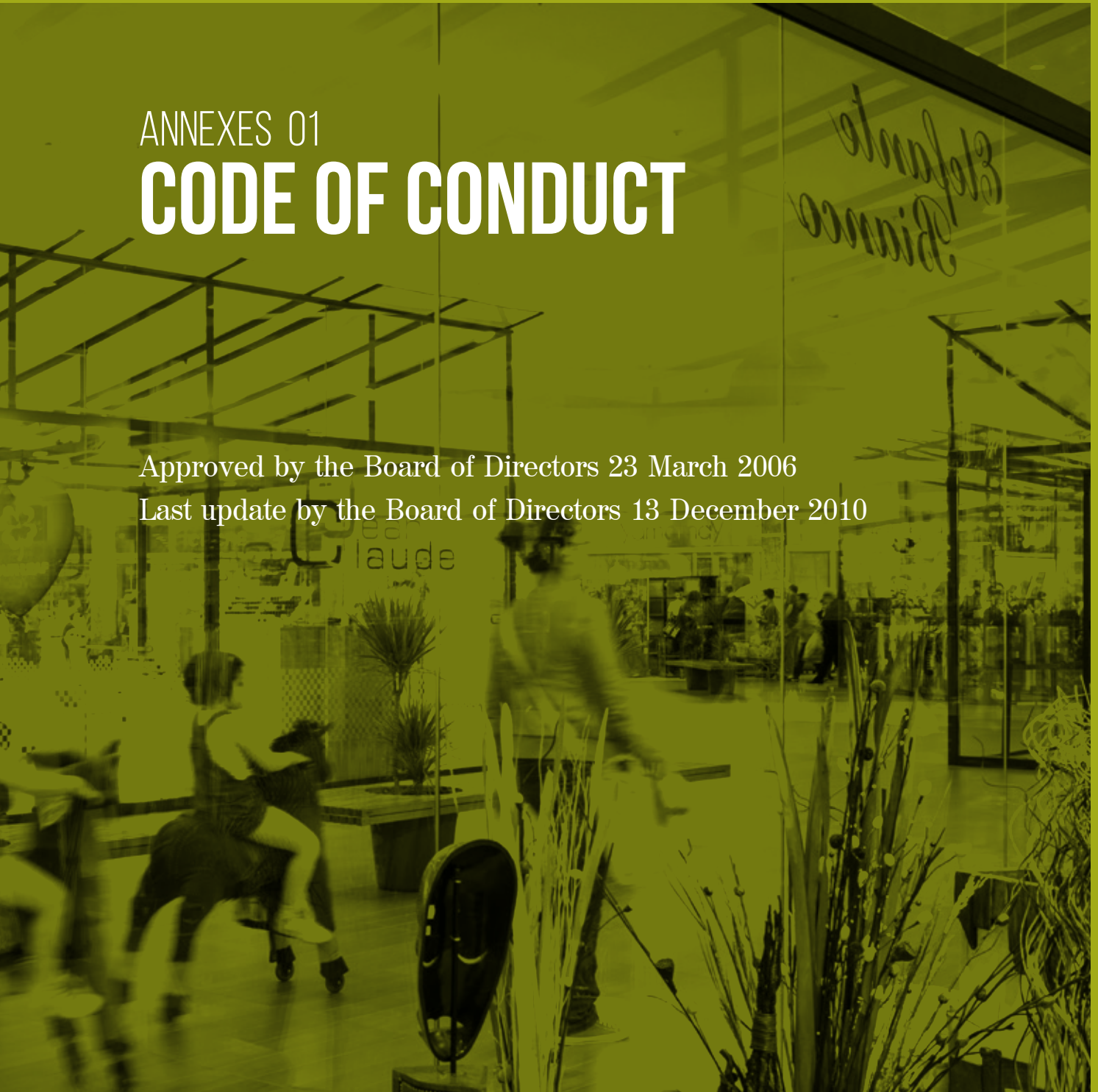
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16 Article 2 of Law n. 179 of 30 November 2017, which contains provisions designed to protect those who report offences or irregularities of which the individual became aware in the course of their employee relationship with a private or public company (referred to as "Whistleblowing"), amends Article 6 of Legislative Decree 231/2001 making it mandatory for enterprises to provide for the following in their organizational models: i) one or more reporting channels which make it possible for management and subordinates to report illicit behavior which guarantee the anonymity of the person filing the report; ii) at least one alternative channel which is digital; iii) prohibition of discriminatory acts; iv) sanctions for those who violate the measures protecting whistleblowers, as well as those who file groundless reports intentionally or as a result of gross negligence. Any discriminatory acts will be considered invalid and may be reported by the whistleblower or the labor unions to the Department of Labor.

ANNEXES 01

CODE OF CONDUCT

Approved by the Board of Directors 23 March 2006

Last update by the Board of Directors 13 December 2010



CODE OF CONDUCT

Foreword

In accordance with Legislative Decree no. 231 of 8 June 2010, which explicitly introduced into Italian law the concept of administrative and criminal liability for corporate entities in the event that “top management” (especially executives) or their subordinates commit legal offenses covered by the same law, **Immobiliare Grande Distribuzione SIIQ S.p.A. (“IGD”, or “the Company”)** has issued this Code of Conduct based in part on the general standards of the ethical code of Coop Adriatica s.c.a r.l. (now Alleanza 3.0 soc. coop.).

Observance of this Code of Conduct is of fundamental importance for IGD’s proper functioning, reliability and reputation, as well as to prevent any involvement in relevant criminal acts carried out by the Company’s employees.

Everyone who works for IGD, without distinction or exception, is committed to complying and ensuring compliance with these standards when fulfilling his/her duties and responsibilities.

In no way shall the conviction of acting in IGD’s interest justify actions that violate the principles and ethical standards laid down below, or the procedures that govern the business. The Code of Conduct is applicable to all IGD Group companies in Italy and abroad (IGD and subsidiaries) and, therefore, is binding for the conduct of all the Group staff members, while taking into account the cultural, social and economic diversity in the different countries in which the Group operates.

General provisions

→ Fundamental principles of the code of conduct

IMPARTIALITY:

the company refrains from creating arbitrary advantages or disadvantages for employees, consumers, suppliers, and local or national institutions and public administrations.

AUTONOMY:

the company makes decisions solely in the general interest of its shareholders, expressing independent ideas and proposals that are consistent with its by-laws.

HONESTY:

directors, managers and employees act responsibly, honestly and refrain from pursuing personal and business interests to the detriment of legality and respect for the Code of Conduct.

RESTRAINT:

the company uses the utmost restraint in its consumption of all resources (natural, tangible and intangible). It allocates resources with a view to preventing inefficiency and waste.

SUSTAINABILITY:

the company adopts and follows a sustainability policy, supports environmental initiatives in order to promote sustainable development and implements the best technologies with a view to limiting environmental risks and impact. Each staff member avoids using company assets in a way that could cause damages and reduce efficiency resulting in increased waste. In light of the responsibility for company resources, each staff member must inform the company structures in place of any threats or harmful events.

TRANSPARENCY:

the company provides transparent, complete and comprehensible information so that all stakeholders can make informed decisions and verify that the results achieved are consistent with the targets disclosed.

CONFIDENTIALITY:

the company guarantees the absolute confidentiality of the information in its possession. Information may only be disclosed in accordance with the law.

UNFAIR COMPETITION:

the company bases its conduct on the principles of fairness and propriety, and refrains from all forms of collusion that may violate the rules of fair competition.

INTEGRITY:

the company behaves fairly and transparently, avoiding misleading information and conduct aimed at drawing undue advantage from the weakness or unawareness of others.

Article 1

Scope of application and addressees

1. This Code of Conduct (the “**Code**”) was approved by the Board of Directors on 23 March 2006 and is an official Company document.
2. The principles and provisions of this Code render explicit the general obligations of diligence, integrity and fairness that underlie the performance of one’s job and conduct in the workplace.
3. The Code is binding for the Company’s Directors, for all Employees of IGD (“**Employees**”), and for all non-employees who nevertheless work for IGD even on a temporary basis (“**Consultants**”). Directors, Employees and Consultants are jointly referred to below as the “**Addressees**”.
4. The Code will also be brought to the attention of third parties who receive assignments from IGD or who have stable or temporary dealings with the Company.

Article 1.1

Interlocutors and relationships with stakeholders

The following definitions apply:

STAFF MEMBERS:

directors, employees and those who represent the company with third parties based on specific mandates or powers of attorney.

SUPPLIERS:

the commercial partners with whom the company does business, in both parties’ interests, in order to best meet the company’s needs.

EMPLOYEES:

are an essential part of the company. Their dedication, expertise and wellbeing are crucial to achieving the corporate mission and, therefore, to better meeting business needs and requirements.

SHAREHOLDERS:

the owners of IGD shares. A share is a security representing a percentage of company ownership.

COMMUNITY:

the set of territorial and social aggregates to which the company belongs. More in general, it is the set of people (single or groups) that the company serves. The physical and natural environment are an integral part of the concept of community.

LABOR UNIONS:

as workers’ representatives, the unions interact with the company as regards contracts and employment laws, with a view to promoting appreciation of the work done for the company.

PUBLIC ADMINISTRATION:

the set of government agencies (local, national and EU) with which the Company interacts to conduct its business.

EXTERNAL AUDITORS:

in addition to natural persons, external auditors can be accounting firms listed in a special registry kept by Consob. External auditors are professional accountants specialized in financial statements and in the internal and external control of the accounts of corporations and of public, private and non-profit entities.

Article 2

Communication

1. The Company informs the Addressees of the provisions and scope of the Code and explains that they are bound to observe it.
2. In particular, including by way of officially designated persons, IGD:
 - distributes the Code;
 - interprets and clarifies its content;
 - monitors compliance with the Code;
 - updates its content as needed.
 With respect to Consultants the Company also:
 - informs them of their duties and obligations under the Code by providing them with a copy of same and having them sign a letter of acceptance;
 - demands their compliance with the Code, whether they be individuals or legal entities;
 - seeks legal termination of contracts with third parties whose actions fail to meet the Code’s standards.
3. Any doubts as to how the Code should be interpreted or applied must be discussed promptly with the Compliance Committee.

Article 3

Accountability

1. All Addressees shall do their jobs and provide their services with diligence, efficiency and integrity, making best use of the time and resources at their disposal and taking responsibility for their performance, in keeping with the law and with the procedures and job descriptions established by IGD.
2. The Addressees, also in accordance with applicable laws, must refrain from all actions that violate the Code and must promptly report to the Compliance Committee:
 - all information regarding the definite or suspected infringement of the Code;
 - any request they have received to act in violation of the Code.
3. It is the responsibility of IGD’s individual units and departments to make sure their subordinates, colleagues and consultants understand the importance of acting in accordance with the Code and to urge them to comply with its content.

Article 4

Integrity

1. The actions and behavior on the job of each of the Code’s Addressees must be legitimate in form and in substance, according to the law and internal procedures, and must always be informed by the principles of integrity, cooperation, fairness and mutual respect.
2. Addressees shall not use for their own purposes any information, materials or equipment to which they have access for performance of their jobs.
3. Addressees must diligently comply with the laws in force in all countries where IGD operates, with the Code, and with internal regulations. In no case may the pursuit of IGD’s interests justify dishonest conduct that violates the

law or this Code.

4. Employees must refrain from doing business that competes with IGD's, follow the Company's rules, and act in accordance with the Code, compliance with which is also required pursuant to Art. 2014¹ of the Italian Civil Code.
5. Addressees are prohibited from accepting and from making, on their own or others' behalf, pressure, recommendations or tips that could cause prejudice to IGD or bring undue advantage to themselves, the Company or third parties; Addressees shall also reject and refrain from making promises or undue offers of money or other benefits, unless these are of modest value and unrelated to requests of any kind (e.g. Christmas gifts)².
6. An Addressee who receives an offer of or a request for benefits from a third party, except in the case of commercial giveaways or gifts of modest value, shall not accept the offer or agree to the request and shall immediately inform his or her superior or the person to whom he or she is required to report such matters.

Article 5

Conflict of interest

1. The Company demands the strictest compliance with laws and regulations governing conflict of interest.
2. While on the job, Addressees shall pursue the goals and general interests of IGD, in accordance with the law and this Code of Conduct.
3. All directors are required to inform the other directors

and the Board of Statutory Auditors of any interest they have, on their own or third parties' behalf, in a given Company transaction for which they have decision-making powers. The notification must be precise and prompt, specifying the nature, terms, origin and scope of the interest held. The Board of Directors will then determine whether the director's interest coincides with those of IGD.

4. Addressees shall inform their superiors or contact persons without delay, taking account of the circumstances, of any situations or activities in which they or their close relatives might have interests that conflict with IGD's, and in general whenever it is opportune to do so. Addressees shall respect the decisions made on these matters by IGD, and shall in any case refrain from transactions involving conflict of interest.

Article 6

Confidentiality

1. Addressees ensure the utmost confidentiality of news and information belonging to IGD or concerning its operations, in accordance with laws and regulations, internal procedures and the Code of Conduct.
2. The Company undertakes to protect the information on employees, directors and all others who work for IGD that is generated or acquired within the Company and/or in the handling of business affairs, and to refrain from all improper use of such data.

1 Civil Code At. 2104 (4): Diligence of the employee. "The employee must act with the diligence required by the nature of the service performed, by the interest of the employer and by the superior interest of the national economy. He or she must also observe the rules of the job imparted by the employer and by his or her superiors."

2 See company regulations.

Company principles

Article 7

Operations and transactions

1. Each operation and/or transaction, in the broadest sense of the term, must be legitimate, authorized, compatible, appropriate, documented, registered, and verifiable over a period of 10 years.
2. Addressees, and in general, all persons who purchase goods and/or services, including external consultancy, on the Company's behalf must act according to the principles of integrity, price consciousness, quality and lawfulness, and with the diligence of a reasonable and prudent man.
3. Employees and Consultants of IGD whose actions may in some way be associated with the Company must conduct themselves properly in all business of interest to IGD and, in particular, in all dealings with the Public Administration, regardless of market competition or the importance of the deal in question, and are prohibited from exhibiting, legitimizing, accepting or encouraging behavior that does not strictly comply with the law and with the principles of fairness, diligence and propriety expressed in this Code.

Article 8

Thoroughness of contracts

1. In its dealings with other businesses, the Company bases its conduct on principles of propriety and fairness, refraining from all forms of collusion, on the conviction that fair competition improves market functioning and is therefore beneficial to all.
2. In drawing up any contract, the Company observes standards of the utmost transparency, thoroughness and fairness, and does its best to foresee the variables that could affect the relationship should unexpected circumstances arise. Should it nevertheless become necessary to renegotiate the contract, the Company will not attempt to profit from any information advantage. On the contrary, it will make every effort to ensure that neither party is disadvantaged with respect to the original terms.

Article 9

Human resources

1. IGD understands that human resources are a factor of fundamental importance to the Company's growth. Human resource management is based on respect for each employee as a person and as a worker, within the general framework of the law.
2. It is IGD's responsibility to promote and develop the professional aptitudes and skill sets of each employee.
3. IGD is aware that its employees' high professional standards and dedication to the Company are essential and determining factors in achieving its goals.

Article 10

Personnel recruitment

1. Personnel are recruited on the basis of how well the candidates' backgrounds and expertise match the Company's needs and expectations, as stated in the request put out by the hiring unit; without exception, the selection process shall respect the principle of equal opportunity for all.
2. The information requested of candidates shall be strictly pertinent to verifying their professional qualifications and aptitudes and shall not intrude on their private lives or opinions.
3. The human resources manager, acting to the best of his or her knowledge, shall take suitable measures to prevent favoritism, nepotism, and other forms of partiality by any person involved in the recruitment and hiring process.

Article 11

Personnel appraisal

1. The Company shall ensure that the annual objectives set for individuals and groups within the organization do not encourage unlawful conduct and instead aim for results that are feasible, specific, concrete, measurable, and in proportion to the time allotted for their achievement.

Article 12

Safety and working conditions

1. The company believes that people are the key to competing and succeeding in its business. To that end, it promotes a workplace and working conditions that protect people's health and wellbeing and foster the spirit of initiative, creativity, active participation, teamwork and accountability, while offering a healthy life/work balance.
2. In collaboration with the labor unions, the company strives to take measures that protect the workers' physical and mental health, and works against practices which violate their dignity. In particular, it insists on respect for all laws regarding sexual harassment and bullying in the workplace.
3. The Company prohibits all discrimination based on age, gender, sexual preference, health, race, nationality, political views or religious beliefs, disregards personal connections within and outside the Company, and ensures impartiality and fairness in accordance with laws, contracts and the principles expressed in this code.

Article 13

Institutional relations

1. The interactions of IGD and the Addressees with national, European and international public bodies ("**Institutions**"), and with agents, representatives, members, employees, consultants, or delegates of public agencies or services, government offices, or public entities of any kind at the local, national or international level ("**Public Officials**") are handled by the individual Director or Employee, what-

ever his or her title, or by the individual Consultant, if applicable, in accordance with the law and with the general principles of propriety and fairness.

2. Illicit payments to Institutions and Public Officials are prohibited. Addressees may not provide consideration of any amount in order to obtain undue benefits for the Company from the Public Administration.
3. The Company expressly prohibits all forms of corruption, favoritism, collusion, and direct or indirect solicitation of any member of the Public Administration, including through the promise of personal advantage. Specifically, the following are expressly prohibited:
 - providing or offering or promising, directly or indirectly, payments or material benefits of any amount or utility to Public Officials in order to influence their decisions or to reward them for taking or omitting to take official action;
 - offering or promising gifts or other benefits that may constitute payment to officers or employees of the Public Administration;
 - accepting and satisfying requests for money or other favors from individuals or legal entities that intend to do business with IGD or from any member of the Public Administration.
4. Courtesies, such as small gifts and contributions to entertainment costs, are allowed if they are of modest value and do not compromise the integrity or reputation of either party, and cannot be construed by an impartial observer as attempts to gain illicit advantage.
5. In relationships with private parties, the Company also prohibits all forms of corruption, favoritism, collusion, and direct or indirect solicitation, including through the promise of personal advantage.
6. In its dealings with Institutions or Public Officials, IGD will never delegate Directors, Employees or Consultants to represent it if this may give rise to a conflict of interest. In this regard, the Company will not be represented by anyone who:
 - has a reputation for corruption;
 - has been accused of illegal business conduct;
 - has a conflict of interest or has family or other relations, of which IGD is aware, that might illegally influence the decisions of any member of the Public Administration.
7. To prevent or at least drastically reduce the risk of the conduct described above, each employee, within the scope of his or her powers and responsibilities, must promptly report any suspected Code violation by external consultants to his or her superior.
8. In the specific case of participation in tenders with the Public administration, IGD and the Addressees must act in accordance with the law and with fair commercial practice.
9. Without prejudice to all obligations imposed by law, in the course of business negotiations, requests or commercial relations with Institutions or Public Officials, Addressees shall refrain from engaging directly or indirectly in the following actions:
 - considering or proposing employment and/or commercial opportunities that may bring personal advantage to the Public Officials or employees of the Institutions;
 - offering or in any way providing, accepting or encouraging gifts, favors, commercial practices or conduct that is not based on the utmost transparency, propriety and

fairness or that in any case infringes the law;

- requesting or obtaining confidential information that may compromise the integrity or reputation of both of the parties or that in any case violates equal opportunity or the public tender procedures followed by Institutions or Public Officials.
10. IGD will tolerate no conduct aimed at obtaining from the State, the European Communities or another public entity any kind of subsidy, funding, low-interest loan or other similar contribution by means of altered, forged, or otherwise fraudulent declarations and/or documents; the omission of required information; or, more generally, the use of artifice or deception—including that achieved by computer or other electronic means—intended to lead the payer into error.
 11. The Company promises to allocate as agreed all grants, subsidies and funding received for any initiative from the State or other public entity or from the European Community, including those of modest value or amount.
 12. IGD will tolerate no tampering with information technology systems and no unauthorized accessing of the data, information or programs contained therein for the purpose of its own illicit gain to the detriment of the State.

Article 14

Investor Relations

1. The Company is committed to ensuring equal treatment for all categories of shareholders, avoiding any preferential treatment. The reciprocal benefits derived from belonging to a group of companies are pursued in accordance with applicable law and the independent interests of each company working to create value.

Article 15

Accounting control and transparency

1. Within the scope of their tasks and responsibilities, the Addressees undertake to ensure that the Company's transactions and performance are represented fairly and truthfully in IGD's accounts. All actions and transactions carried out by IGD are informed by the following principles:
 - proper business practice;
 - thoroughness and transparency of information;
 - legality and substantive fairness;
 - clarity and veracity of accounting records according to laws and internal procedures.
2. The Company requires all of its employees to act with the utmost diligence so that the events and transactions taking place during their service are represented promptly and fairly in the accounts. Each accounting transaction must therefore be supported by adequate documentation that allows:
 - ease of entry in the books;
 - identification of the origin and/or creation of the documents;
 - reconstruction of the transaction from an accounting and a mathematical perspective.

Each employee involved in the preparation of IGD's financial statements, including the consolidated accounts and

notes, is responsible for ensuring that the accounting documents meet the above conditions, can be easily traced and are ordered in a logical manner.

- Especially in the case of items translated in the financial statements and notes that require estimation/measurement, it is indispensable that all those involved in the computation of such items (including outside consultants) follow the correct accounting standards.
- The Company insists that every item in the financial statements - receivables, inventory, equity investments, provisions, etc - be entered in unconditional compliance with all rules and regulations on financial statement formation and valuation.
In particular, the employees responsible for calculating year-end accounting balances must check or have checked all of the accounting transactions leading up to those balances, including with a view to reducing the chance of interpretive error.
- The documents supporting the accounting entry must allow the swift reconstruction of the transaction and the identification of any mistakes, as well as the degree of responsibility within the individual operational process.
- The Addressees, again within the scope of their tasks and responsibilities, are required to check the accuracy and veracity of accounting entries and to report any errors, omissions and/or falsifications to the appropriate person.

Article 16

Relations with the Company's controlling bodies

- The Company requires all personnel to comport themselves properly and transparently in their work, especially in relation to any request or demand posed by the shareholders, the Board of Statutory Auditors or the other corporate bodies in accordance with their functions.

Article 17

Influence on the general meeting of shareholders

- It is prohibited to act in a deceitful or fraudulent manner in order to influence the will of shareholders' meeting participants for the purpose of achieving an undue majority and/or a resolution different from what would otherwise have been assumed.

Article 18

Protection of the share capital

- IGD expressly prohibits any employee from taking part directly or indirectly in illegal transactions involving the Company's shares.
- One of the Company's ethical principles is to preserve the integrity of the share capital.
IGD will take disciplinary action against any person who attempts to corrupt the process of share capital formation, for example by:
 - attributing shares to the Company's capital for less than their par value;
 - engaging in cross-investments;
 - significantly overvaluing contributions in kind or receiv-

ables, or the Company's equity in case of transformation.

- The Company also promises to protect the integrity of earnings and reserves that cannot be legally distributed; it therefore prohibits directors from reimbursing or simulating reimbursement of shareholders' contributions except in the cases expressly provided for by law, and from releasing investors from their obligation to pay in their shares.

Article 19

Protection of creditors

- IGD expressly prohibits its employees from conducting any business that would prejudice its creditors.
- Indeed, as an ethical principle, the Company protects the interests of its creditors in receiving the full amount due to them.
As such, directors cannot reduce the share capital or involve the Company in mergers, demergers or spin-offs that might damage its creditors' interests.

Article 20

Disclosure of information and trading in financial instruments

- All transactions in securities or financial instruments of companies must be handled solely by the personnel formally designated for this task.
- All disclosures outside the Company of information on securities or financial instruments must be made in writing, exclusively by the personnel formally designated for this task, and must in any case be authorized by the CEO.
- The purchase or sale of IGD's own shares or securities and/or those issued by other entities or companies must always be authorized by the CEO.

Article 21

Information and relations with the media, the market and investors

- The company understands the importance that providing correct information about its activities has for the market, investors and the community in general.
- Without prejudice to the need for confidentiality in operating its business, the company therefore views transparency as its main objective in relations with all of its stakeholders. More specifically, the company communicates with the market and investors with a view to accuracy, clarity and equal access to information.

Article 22

Use of cash, credit cards and duty stamps

- IGD, sensitive to the need for fairness and transparency in conducting its business, requires Addressees to comply with laws on the use and circulation of cash, credit cards and duty stamps, and will severely punish any conduct aimed at the improper use or falsification of credit cards, stamps, bank notes and coins.

Article 23**Acts of terrorism or subversion of the democratic process**

1. IGD demands compliance with all laws and regulations that prohibit terrorist activity and subversion of the democratic process, and therefore bans even simple membership in any association that pursues such ends.
2. The Company denounces the use of its resources for the financing or execution of any act of terrorism or subversion of the democratic process.
3. It expressly prohibits any employee of IGD, wherever based or transferred, from becoming involved in any practice or other action liable to constitute terrorist activity or subversion of the democratic process. In case of doubt or if a situation appears to be equivocal, the employee must discuss the matter with his or her department head or with one of the Company's lawyers.

Article 24**Protection of individual rights**

1. The company condemns any and all conduct aimed at committing crimes against persons

Article 25**Anti-money-laundering.**

1. The Company ensures that its economic and financial activities could in no way even potentially foster illegal activity or facilitate the actions of criminal or terrorist organizations.
2. The company strictly follows the anti-money-laundering regulations of every jurisdiction in which it operates.
3. The Company uses the utmost diligence to verify available information on commercial counterparties, suppliers, partners and consultants, to make sure they are upstanding and their activities are legitimate before doing business with them.
4. The Company also ensures that the transactions to which it is a party do not raise even the potential risk of aiding the receipt, substitution or use of money or goods derived from criminal activities.

Article 26**Internal and external control**

1. IGD teaches its employees at every level that there are internal and external controls and works to ensure that each employee understands that these controls help the entire business run more efficiently.
2. Internal controls are all of the tools used by IGD to guide, manage, and inspect its own operations with a view to:
 - ensuring compliance with laws, regulations and internal procedures;

- handling its operations effectively;
- providing accurate, complete financial and accounting data;
- exchanging fair and truthful information.

3. The responsibility for developing an effective control system lies with the Compliance Committee and the Control and Risk Committee, which are in charge of the proper functioning of the internal control system.
4. To that end, each level of the organizational structure must duly cooperate with those bodies.
5. External controls are the audits assigned by law to the shareholders, to other corporate bodies or to external auditing firms, as well as to all public and supervisory authorities, in which case IGD requires that directors, general managers, statutory auditors and liquidators communicate with said authorities in a truthful and transparent manner, providing complete, true and timely information and avoiding misleading generalizations.
6. Directors, in particular, shall in no way prevent or hinder the controls and audits attributed by law to the shareholders, to other corporate bodies or to the external auditing firm.
7. By way of example, directors throughout the group are expressly required to:
 - respond transparently, whether personally or through designated persons, to requests from statutory auditors, individual shareholders and the auditing firm;
 - refrain from all acts of omission or commission that may impede control by the statutory auditors, the shareholders or the auditing firm, even merely by distracting their attention.
8. The directors and statutory auditors, the Company's employees, and the consultants, contributors and third parties who act on IGD's behalf must maintain a cooperative attitude during any checks, controls and inspections by the public authorities.

Article 27**Environmental protection**

1. The company adheres to the highest environmental protection standards possible and strives to continuously improve its performance in this regard. The company believes in sustainable global growth in the common interest of all its stakeholders, current and future. The investment and business choices made are, therefore, shaped by the desire to protect the environment and public health.
2. Without prejudice to specific, applicable regulations, the company takes environmental issues into account when making its choices, including through the use of specific technologies and means of production (when operationally and economically feasible) which make it possible to lower, even below legal limits, the environmental impact of its activities.

Bodies and systems of control

Article 28

Compliance Committee

1. The Compliance Committee is an internal body in charge of supervising and updating the Compliance Model and the Code of Conduct.

It shall have free access to all company information deemed useful for fulfilling its mandate.

Addressees and third parties who act on the Company's behalf in its dealings with the Public Administration must provide full cooperation to the Supervisory Board in the performance of its tasks.

2. The Compliance Committee is responsible for:
 - expanding or revising the Code of Conduct or internal procedures to adapt them to changes in the Company or in areas of risk covered by the law;
 - providing all possible means of instruction and clarification as to how to interpret and implement the provisions of the Code;
 - investigating all reported violations of ethical standards and/or of the procedures that govern the business;
 - developing control and monitoring systems designed for the reasonable prevention of offenses pursuant to Legislative Decree 231/2001;
 - preventing anyone from suffering reprisals of any kind for reporting possible violations of the Code and/or internal procedures;
 - ensuring the broadest distribution of the Code among employees through the following channels:
 - 1) delivery of a hard copy to all employees;
 - 2) publication of the latest version of the Code on the intranet, where it is accessible to all employees;
 - 3) posting of the Code on a bulletin board;
 - 4) organization of seminars.

Article 29

Internal reporting

1. Any person who learns of a violation of the principles contained in this Code and/or the operating procedures that make up the Compliance Model, or who learns of other circumstances liable to alter their worth or efficacy, must notify the Compliance Committee without delay.

Article 30

Disciplinary sanctions

1. Observance of the Code of Conduct is an essential part of the contractual obligations of employees, in accordance with and pursuant to Article 2104 of the Italian Civil Code (cited above). Violation of the Code may constitute breach of the primary obligations of employment or a disciplinary infraction, in accordance with Art. 7 of the Workers' Statute, leading to all consequences envisaged by law including with respect to loss of employment.
2. Observance of the Code is also an essential part of the contractual obligations of Consultants and of all parties who do business with IGD. Violation of the Code may constitute breach of contract, leading to all consequences envisaged by law including with respect to termination of the contract and/or assignment, and may also entail compensation for damages incurred.

Final provisions

Article 31

Binding nature of the Code of Conduct

1. No member of top management or any other employee has the power to grant exceptions to the provisions of this Code.
2. In no way shall the conviction of acting in IGD's interest justify actions that violate the principles of the Code, because to infringe the Code is to break the law and subjects the perpetrator to criminal penalties, while exposing the Company to the risk of prosecution for the crime committed by that person.
3. For these reasons, IGD will take disciplinary action against all violations of the Code of Conduct and the internal procedures that constitute such offenses or that are even hypothetically able to do so.

Article 32

Amendments and additions

1. This Code, which acknowledges Company practice, is approved by the Board of Directors of IGD. Any change and/or addition to the Code must be approved by the Boards of Directors and promptly notified to the Addressees.

Article 33

Conflict with the Code

1. Should any of the provisions of this Code of Conduct come into conflict with internal regulations or procedures, the Code of Conduct shall prevail.

ANNEXES 02

GENERAL STANDARDS OF CONDUCT

CONTENTS

- Introduction p.34
- 1. General standards of conduct p.35
- 2. Sanctionable conduct under L. Decree 231/2001 p.37
- 3. Disciplinary system p.40

EDITIONS AND AMENDMENTS

<i>Rev.</i>	<i>Date</i>	<i>Description</i>	<i>Approved</i>
01	March 2010	First edition	BoD
02	March 2010	Update	SB
03	May 2010	Approved	BoD
04	7 August 2014	Approved	BoD
05	14 December 2015	Approved	BoD
06	13 December 2018	Approved	BoD
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INTRODUCTION

IGD SIIQ (hereinafter “IGD”) believes that unethical behavior in business dealings damages its reputation and interferes with the ability to pursue its mission, namely the growth of the company and the satisfaction of clients, as well as all the legitimate stakeholders, as part of a market in which ability, legitimacy and fairness prevail.

Toward this end IGD prepares:

- a Code of Conduct, approved by shareholders, which includes the principles and values guiding the way IGD carries out its business, as well as the set of rules governing behavior and responsibilities with which all parties who maintain relationships with the company must comply;
- the Legislative Decree 231/2001 Organizational, Management and Control Model approved by the Board of Directors. This Model includes the Disciplinary System to be applied when the Supervisory Board and the company's Board of Directors identify risky behavior;
- this General Standards of Conduct, which outlines the standards of conduct that the recipients of this document and IGD's model must comply with and refers to sanctionable behavior which could, at least potentially, compromise the model used by IGD to mitigate the risk that the offences contemplated in Legislative Decree 231/200 are committed.

1. GENERAL STANDARDS OF CONDUCT

The following general standards of conduct are in addition to and not intended to substitute the standards referred to in IGD's Code of Conduct. They apply to the Company's employees and corporate officers, as well as service companies and consultants to the extent deemed opportune in light of their assignments.

→ 1.1 Model Recipients

When carrying out their duties and fulfilling their assignments, all recipients of the Model must refrain from behaviors which could constitute an offence under Legislative Decree 231/2001 or, at any rate, violate the law and they must comply with:

- the provisions of the Model, including the ones in this document;
- the provisions of the Company's procedures and the Company's common practices.

→ 1.2 Top management

Top management fulfill their duties in accordance with the mandates and powers granted and must also comply with:

- the corporate by-laws;
- the resolutions of IGD's Board of Directors.

Top management and those with positions of responsibility must also constantly and diligently comply with the supervisory and managerial obligations intrinsic in the role held.

→ 1.3 Subordinates

Subordinates subject to the direction and supervision of others must comply with the Company's directives and operational provisions, provided the latter comply with the law and the Model.

→ 1.4 Procedures

All the company's procedures and practices strive to:

- a) facilitate the reconstruction of the events and the levels of authorization in order to guarantee transparency and the traceability of the decisions made;
- b) attribute decision making powers, financial accounting responsibilities and control of the same (when possible

- c) and if not otherwise justifiable) to different individuals;
- c) attribute the task of monitoring the implementation of the procedures to division directors, to the extent of their responsibilities;
- d) ensure that the documentation relating to the business activities is securely and safely stored so that the latter cannot be modified after the fact and is accessible only by those charged with the filing and storage of the documentation, the Board of Statutory Auditors, and the external auditors. If the documentation is filed and stored on the company's behalf by third parties, the service provided must be governed by a contract based on which the entity rendering the service must comply with specific procedures and controls capable of preventing changes being made subsequent to the filing and storage of the documentation;
- e) establish quantitative limits for the independent use of financial resources consistent with the managerial duties and responsibilities;
- f) ensure that each payment and the relative decisional process leading to the payment are documented;
- g) ensure that the payment of certain types or categories of expenses is justified and falls within the limits set for the independent use of financial resources;
- h) establish organizational measures capable of guaranteeing truthfulness, completeness and accuracy in the recognition, reporting and representation of accounting transactions;
- i) ensure that subordinates understand that any time a superior, the Board of Statutory Auditors, financial auditor or the Supervisory Board request information, it must be provided quickly and any answers should be documented by referencing the sources of the information provided.

→ 1.5 Intragroup services rendered. Standards and procedures.

- a) The services rendered by the Company to group companies involving sensitive processes and activities must be governed by a contract which establishes that the company receiving the services has to certify the truthfulness of the documentation or information disclosed to the Company in order to render the services requested;
- b) when rendering the above services the Company must comply, in addition to the Code of Conduct, with the Model and the procedures established for its implementation;
- c) in the event the Company renders services on behalf of group companies that are part of activities or transactions at risk not contemplated in the Model, it must

- establish rules and procedures which prevent the commission of the crimes contemplated in the Decree;
- d) if the group company to which services are rendered requests that the Company comply with procedures other than the ones contemplated in the Model, the Company will comply with these procedures only when and if the Supervisory Board deems them capable of preventing the commission of the crimes contemplated in the Decree;
 - e) services rendered by group companies to the Company involving sensitive processes and activities must be governed by written contracts. The Company's Supervisory Board must be informed of these contracts.

2. SANCTIONABLE CONDUCT UNDER LEGISLATIVE DECREE 231/2001

→ 2.1 Violations of the Model

- a) Violation of any standard in the Code of Conduct.
 - b) violation of any of the company's organizational procedures (particularly with regard to areas/activities at risk of a crime being committed) with the exception of purely incidental, non-recurring events.
 - c) failure to comply with the provisions relating to signatory powers and any mandates/powers of attorney granted.
 - d) failure of the responsible party to supervise, control and monitor compliance of subordinates with the company's organizational provisions and procedures (particularly with regard to areas/activities at risk of a crime being committed).
 - e) failure to adequately train and/or update and/or disclose to subordinates the organizational procedures of the company in the relative area of expertise (particularly with regard to areas/activities at risk of a crime being committed).
- e) paying external consultants, including lawyers, amounts which are not justified by the type of assignment made and common practices;
 - f) failing to provide information in order to obtain decisions that benefit the company from Public Administrations or private parties;
 - g) taking advantage of relationships with public officials in order to obtain or be promised cash or other financial benefits as a price for any mediation provided;
 - h) presenting false statements to domestic or EU entities in order to receive public funds, contributions or financial incentives;
 - i) using any funds, contributions or loans received from domestic or EU entities for purposes other than those for which they were intended;
 - j) unauthorized access of the Public Administration's IT systems in order to obtain and/or change information to the benefit of the Company;
 - k) in the event company representatives are called upon to provide statements to the judicial authorities as part of a criminal procedure relating to the functions carried out, causing or encouraging these representatives to not provide or falsify these statements;
 - l) causing or encouraging others to facilitate corruption of any kind.

→ 2.2 Sanctionable conduct in dealings with public administrations and private parties

With regard to the above, sanctionable conduct includes:

- a) making and/or promising cash payments to public officials and private parties;
- b) offering and/or promising any good, service, performance or favor to public officials and public service representatives or private parties, in Italy or abroad, their family members, directly or through third parties, which appear to be connected to a business relationship with IGD or seeking to influence independent decisions or result in any sort of advantage for IGD.
These gifts must be appropriate and not in violation of the law; they must be not interpreted as a request for favors from the counterparty.
In any event the gifts, or other goods, may not be worth more than €300, and must fall within the scope of common practices and legitimate activities.
Objects, services or performances worth more than €300 will be viewed as sponsorships and treated as such, requiring authorization from superiors and subject to verification by the relative functions.
- c) agreeing on any sort of advantage (hiring, etc.) which benefits a representative of public administrations or private parties which have the same consequences referred to above;
- d) providing, or promising to provide, confidential information and/or documents;

The recipients of the Model (employees, partners, directors, etc.) that are members of public, elected bodies or who are employees of public administrations or private parties, may not be involved in activities in which they have vested interests that may conflict with those of the company.

All of the above is applicable to and refers to any violations committed, including indirectly, by third parties, staff members and partners.

→ 2.3 Administrative and corporate conduct

The recipients of IGD's model must:

- a) maintain behavior that is correct, transparent and collaborative, that complies with the law and all the company procedures, throughout all the activities connected to the drafting of the financial statements and other corporate communications, with a view to providing shareholders and third parties with truthful and accurate information about the economic and financial status of the Company and its subsidiaries;
- b) comply rigorously with all the laws protecting the integrity and stability of the share capital and corporate assets, as well as creditors and third parties, in general;

- c) ensure the regular functioning of the Company and the corporate bodies, guaranteeing and facilitating all the internal controls of the business operations in accordance with the law, as well as the free and fair expression of the shareholders' will;
- d) make all the disclosures required by law and as per the regulations of the supervisory authorities, without impeding, in any way, the controls and verifications carried out by them;
- e) behave in a fair, transparent and collaborative way in order to protect investors' interests, while paying the maximum attention to providing accurate information and data about financial instruments that are key to helping the investors reach informed conclusions about the Company's economic and financial status;
- f) be fully transparent and truthful in any relationships IGD has with the media or the press or any other third party.

In regard to the behavior referred to above, it is specifically forbidden to:

- a) provide or share data that is to be used in financial statements, reports and statements or other corporate disclosures that is false, incomplete or, at any rate, fails to accurately represent the Company's economic and financial status;
- b) omit data and information relative to the Company's economic and financial status that must be provided by law;
- c) return capital contributions to shareholders or release the latter from the obligation to make the contribution, with the exception of legitimate instances in which the share capital may be reduced;
- d) distribute earnings that were not made or by law should be allocated to reserves;
- e) carry out capital reductions, mergers or spin-offs which violate the laws protecting creditors and causes damages to creditors;
- f) create fictitious capital and/or proceed with fictitious capital increases, allocating quotas for a value that is less than the face value at the time of the capital increase;
- g) hide documents or use other fraudulent means, which, in any way, prevent the Board of Statutory Auditors, the external auditors and the Supervisory Board, as well as other authorized parties, from carrying out their controls and audits of the company;
- h) dictate or influence the outcome of shareholder resolutions through fictitious or fraudulent acts designed to alter the normal procedures used to express the shareholders' will;
- i) fail to provide timely, complete and accurate information in the periodic reports that must be provided by law and the applicable regulations of the supervisory authorities monitoring the company's activities, along with the data and documents called for by law and/or requested specifically by the above mentioned authorities;
- j) include in the above mentioned reports and disclosures falsified facts or which hide important information about the Company's financial and economic status;
- k) exhibit behaviors which impede the supervisory activities, including during audits of the public supervisory

authorities (express opposition, specious refusals, as well as obstructive behavior or lack of cooperation, including delays in communications or making documents available).

→ 2.4 Behavior towards staff and the community

The recipients of IGD's model must:

- a) promote and implement any and all reasonable initiatives designed to minimize the risk of or eliminate any elements that could compromise the safety and health of employees and third parties that work with the Company;
- b) constantly update internal regulations in order to comply with laws relating to health and safety in a timely manner;
- c) develop and maintain a constructive relationship with the public institutions that control health and safety in the workplace;
- d) develop training (and information) programs relating specifically to health and safety, which tailor to the specific needs of the company's population, and carry out specific controls in order to verify the actual use of the same;
- e) carry out periodic controls to verify that the procedures adopted to protect health and safety in the workplace are being used;
- f) adopt specific policies to be used when assigning outside companies for work/services;
- g) promote and guarantee, when managing activities assigned to third parties, the cooperation of the Company and the coordination of the activities carried out by the Company and the company provider;
- h) guarantee compliance with the regulations relating to organization of labor, with regard specifically to hours, employees' daily and weekly breaks;
- i) protect the worker who, in carrying out his/her duties, gains knowledge of illicit acts or violations of the Code of Conduct and the Model or of individuals who, in bad faith, with intent or gross negligence, have reported incidents that are unfounded, which he/she would like to report;
- j) comply with Art. 49 of Legislative Decree 231/2007 relating to the limits on the use of cash and bearer securities;
- k) guarantee the utmost transparency in business activities and in the selection of partners, while paying the maximum attention to third parties with whom IGD has economic, financial or business relationships that fail to provide adequate guarantees of transparency and professionalism and reporting the same to superiors;
- l) ensure the traceability of the decisional process relating to financial and business transactions with third parties;
- m) ensure the safe keeping of the support documentation, taking all the precautions deemed necessary;
- n) ensure the traceability of each sales and collection transaction, including cash transactions. No payments or collections will take place if the relative accounting records are missing;
- o) ensure that the movement of funds in financial transactions is done through certified financial intermediaries and in accordance with regulations, protocols and company procedures.

In this context it is specifically forbidden to:

- a) exhibit behavior which can harm the individual dignity or the physical, cultural and moral integrity of subordinates, colleagues, consultants and/or suppliers;
- b) violate the confidentiality of the personal and/or sensitive data which you come in contact with or are made aware of while fulfilling your duties;
- c) exhibit behavior which puts health and workplace safety at risk. This specifically includes any acts which fail to:
- d) behave in such a way as to risk polluting the surrounding area or violate applicable laws protecting the environment;
- e) use capital goods made available by the company to carry out illegal activities.

3. DISCIPLINARY SYSTEM

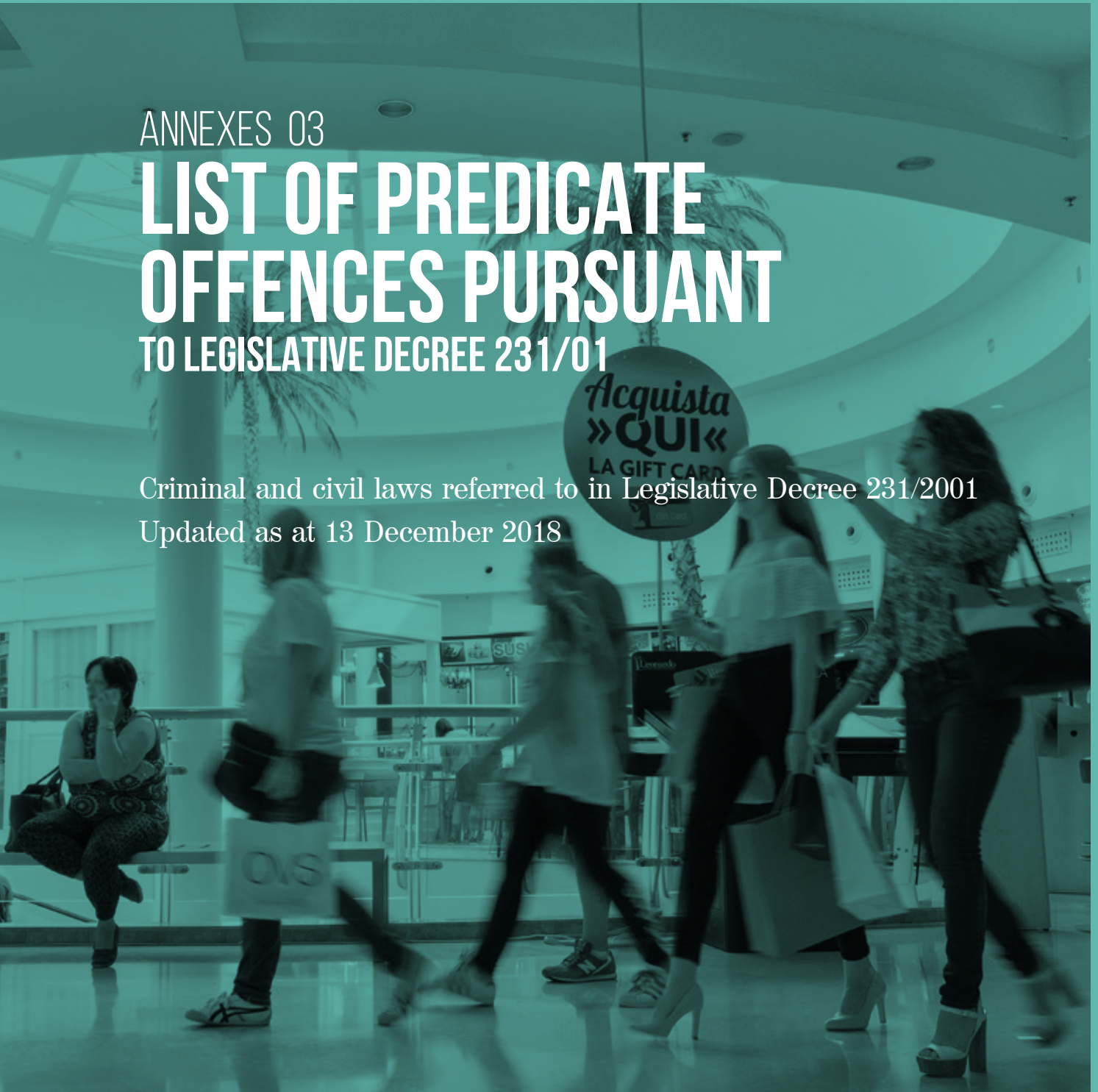
The disciplinary measures relative to any violations of the General Standards of Conduct are the ones called for in the Organizational, Management and Control Model adopted by IGD.

The application of the disciplinary measures is independent of the outcome of any criminal procedures, insofar as the Company adopted the rules of conduct established in the Model in full autonomy, independent of the illicit act resulting from the conduct in question.

ANNEXES 03

LIST OF PREDICATE OFFENCES PURSUANT TO LEGISLATIVE DECREE 231/01

Criminal and civil laws referred to in Legislative Decree 231/2001
Updated as at 13 December 2018



LIST OF PREDICATE OFFENCES EX LEGISLATIVE DECREE (LD) 231/01

→ Crimes committed in dealings with Public Administrations (Art. 24, LD. 231/01)

- Misappropriation of government or public funds (art. 316-bis Penal Code);
- Embezzlement of contributions, loans or other funding from the government or another public entity or the European Community (Art. 316-ter Penal Code);
- Fraud against the government or another public entity or the European Community (Art. 640, paragraph 2.1, Penal Code);
- Aggravated fraud with the intent of obtaining public funds (Art. 640-bis, Penal Code);
- Computer fraud against the government or another public entity (art. 640-ter Penal Code).

→ Computer crimes and illegal data processing (Art. 24-bis, LD. 231/01)¹

- Falsification of a public IT record or document with probative value (Art. 491-bis Penal Code);
- Unauthorized access of IT systems (Art. 615-ter Penal Code);
- Unauthorized possession and distribution of the access codes for IT systems (Art. 615-quater Penal Code);
- Dissemination of equipment, devices or IT programs with the intention of damaging or interrupting IT systems (Art. 615-quinquies c.p.);
- Unlawful interception, obstruction or interruption of computerized or electronic communications (Art. 617-quater Penal Code);
- Installation of equipment in order to intercept, obstruct or interrupt computerized or electronic communications (Art. 617-quinquies Penal Code);
- Damage to computerized information, data and (Art. 635-bis Penal Code);
- Damage to computerized information, data and IT programs used by the government or another public entity or, in any case, of public utility (Art. 635-ter Penal Code);
- Damage to IT or electronic systems (art. 635-quater Penal Code);
- Damage to public use IT or electronic systems (Art. 635-quinquies Penal Code);
- Computer fraud by the electronic signature certifier (Art. 640-quinquies Penal Code).

→ Offences committed linked to organized crime (Art. 24-ter, LD 231/01)²

- Criminal association (Art. 416 paragraph six, Italian Criminal Code);
- Mafia-type associations, including with international organizations (Art. 416-bis)
- Government-mafia electoral collusion (Art. 416 ter)
- Restraint of an individual for the purposes of kidnapping or extortion (Art. 630 Italian Criminal Code)
- Illegal trafficking of narcotics and psychoactive drugs (Art. 74 – Law n. 162, of 26 June 1990, articles 14.1 and 38.2).

→ Crimes committed involving relationships with public administrations/governments (Art. 25, LD. 231/01)

- Extortion (Art. 317 Italian Criminal Code).
- Bribery of a public official (Art. 318 Italian Criminal Code);
- Bribery to induce breach of duty (Art. 319- Italian Criminal Code);
- Aggravating circumstances (Art. 319-bis Italian Criminal Code);
- Judicial corruption (Art. 319-ter Italian Criminal Code);
- Undue inducement to give or promise benefits (Art. 319-quater Italian Criminal Code);
- Bribery of a person in charge of a public service (Art. 320 Italian Criminal Code);
- Penalties for the briber (Art. 321 Italian Criminal Code);
- Inducement to bribery (Art. 322 Italian Criminal Code);
- Embezzlement, extortion, undue inducement to give or promise benefits, bribery or inducement to bribe members of EU institutions or public officials of EU member states or other foreign countries (Art. 322-bis – Italian Criminal Code).

→ Crimes related to counterfeiting (Art. 25-bis, LD 231/01)³

- Conspiracy to counterfeit, spend and circulate currency in the country (Art. 453 Italian Criminal Code);
- Altering currency (Art. 454 Italian Criminal Code);
- Spending and circulating counterfeit currency in the country without accomplices (Art. 455 Italian Criminal Code);
- Spending counterfeit currency received in good faith (Art.

1 Article added pursuant to Art. 7 of Law n. 48 of 18 March 2008

2 Article added pursuant to Art. 7 of Law n. 48 of 18 March 2008

3 Article added pursuant to Art. 6 of LD n. 350 of 25 September art. 6, D.L. converted with amendments by Law n. 409 of 23/11/2001

457 Italian Criminal Code);

- Falsification of revenue stamps; introduction, acquisition, possession or distribution of revenue stamps in the country. (Art. 457 Italian Criminal Code);
- Counterfeiting of watermarked paper used to print government banknotes, securities or revenue stamps (Art. 460 Italian Criminal Code);
- Fabrication or possession of watermarked paper used to print government banknotes, securities or revenue stamps (Art. 461 Italian Criminal Code);
- Use of counterfeit or altered revenue stamps (Art. 464 Italian Criminal Code);
- Counterfeiting, altering or using distinctive trademarks, including patents, models and designs (Art. 473 Italian Criminal Code);
- Introduction and trade of falsified goods (art. 474 Italian Criminal Code).

→ **Crimes against industry and trade
(Art. 25-bis 1, LD 231/01)⁴**

- Obstruction of industry and trade (Art. 513 Italian Criminal Code);
- Unlawful competition with threats or violence (Art. 513-bis Italian Criminal Code)
- Fraud against nationalized industries (Art. 514 Italian Criminal Code);
- Fraudulent trade (Art. 515 Italian Criminal Code);
- Sale of non-genuine food products as genuine (Art. 516 Italian Criminal Code);
- Sale of manufactured goods with counterfeit trademarks (Art. 517 Italian Criminal Code);
- Manufacture and trade of goods made in violation of industrial property rights (Art. 517-ter Italian Criminal Code);
- Falsifying geographic locations or designations of origin of food products (Art. 517-quater Italian Criminal Code).

→ **Corporate crimes
(Art. 25-ter, LD 231/01)⁵**

- False corporate disclosures/reports (Art. 2621 Italian Civil Code);
- False corporate disclosures/reports which are detrimental to shareholders or partners (Art. 2622, paragraphs 1 and 3, Italian Civil Code);
- False statements in mandatory prospectuses (Art. 2623, paragraphs 1 and 2 - eliminated as of 12/01/2006 pursuant to Art. 34 of Law n. 262 of 28/12/2005 n. 262);
- Falsifying reports and disclosures made by external auditors (Art. 2624, paragraphs 1 and 2, Italian Civil Code);
- Obstruction of audit activities (Art. 2625, paragraph 2, Italian Civil Code);
- Undue repayment of contributions (Art. 2626 Italian Civil

Code);

- Unlawful allocation of earnings and reserves (Art. 2627 Italian Civil Code);
- Unlawful transactions involving the shares or quotas of the company or the parent company (Art. 2628 Italian Civil Code);
- Transactions that damage creditors (Art. 2629 Italian Civil Code);
- Failure to disclose a conflict of interest (Art. 2629-bis Italian Civil Code)⁶;
- Fictitious capital formation (Art. 2632 Italian Civil Code);
- Undue distribution of corporate assets by liquidators (Art. 2633 Italian Civil Code);
- Private-to-private corruption (Art. 2635 Italian Civil Code)
- Incitement to private-to-private corruption (art. 2635 bis Italian Civil Code).
- Undue influence over shareholders' meetings (Art. 2636 Italian Civil Code);
- Insider trading (Art. 2637 Italian Civil Code);
- Obstruction of public regulators (Art. 2638, paragraphs 1 and 2, Italian Civil Code).

→ **Criminal acts of terrorism or crimes
against democracy pursuant to the Criminal
Code and special laws
(Art. 25-quater, LD 231/01)⁷**

→ **Female genital mutilation
(Art. 583-bis Criminal Code)
(art. 25-quater-1, LD 231/01)⁸**

→ **Crimes against persons
(Art. 25-quinquies, LD 231/01)⁹**

- Placing or holding a person in conditions of slavery or servitude (Art. 600 Criminal Code);
- Child prostitution (Art. 600-bis Criminal Code);
- Child pornography (Art. 600-ter Criminal Code).
- Possession of pornographic material (Art. 600-quater);
- Virtual pornography (Art. 600-quater.1 Criminal Code)¹⁰;
- Child sex tourism and child prostitution (Art. 600-quinquies Criminal Code);
- Human trafficking (Art. 601 Criminal Code);
- Purchasing and selling slaves (Art. 602 Criminal Code);
- Illicit intermediation and labor exploitation (Art. 603 bis Criminal Code);
- Solicitation of a minor (Art. 609-undecies Criminal Code).

4 Article added pursuant to Art. 15 of Law n. 99 of 23 July 2009

5 Article added pursuant to Art. 3 of LD n. 61 of 11 April 2002

6 Article added pursuant to Art. 31 of Law n. 262 of 28 December 2005

7 Article added pursuant to Art. 3 of Law n. 7 of 14 January 2003

8 Article added pursuant to Art. 8 of Law n.7 of 9 January 2006

9 Article added pursuant to Art. 5 of Law n. 228 of 11 August 2003

10 Article added pursuant to Art. 10 of Law n. 38 of 6 February 2006

→ **Market abuse**

(Art. 25-sexies, LD 231/01)¹¹

- Abuse of confidential information (LD 24.02.1998, n. 58, art. 184);
- Market manipulation (LD 24.02.1998, n. 58, art. 185).

→ **Manslaughter and serious or very serious personal injuries committed in breach of health and workplace safety regulations**

(Art. 25-septies, LD 231/01)¹²

- Manslaughter (Art. 589 Criminal Code);
- Negligent personal injury (Art. 590 Criminal Code).

→ **Receiving, laundering and using money, goods and assets of unlawful origin**

(Art. 25-octies, LD 231/01)¹³

- Handling of stolen goods (Art. 648 Italian Criminal Code).
- Money laundering (art. 648-bis Italian Criminal Code);
- Utilization of money, goods or assets of unlawful origin (Art. 648-ter Italian Criminal Code).

→ **Copyright violations**

(Art. 25-novies, LD 231/01)¹⁴

- Law n. 633 of 22 April 1941: Art. 171 (first and third paragraphs), Art. 171-bis, Art. 171-ter, Art. 171-septies, Art. 171-octies.

→ **Incitement to not make statements or make false statements to the judicial authorities**

(Art. 25-decies, LD 231/01)¹⁵

- Incitement to not make statements or make false statements to the judicial authorities (Art. 377-bis Italian Criminal Code)

→ **Environmental crimes**

(Art. 25-undecies, LD 231/01)¹⁶

- Environmental pollution (Art. 452-bis Italian Criminal Code)
- Environmental disaster (Art. 452-quater Italian Criminal Code)

- Willful offenses against the environment (art. 452-quinquies Italian Criminal Code)
- Trafficking and dumping of highly radioactive material (Art. 452-sexies Italian Criminal Code)
- Killing, destruction, capturing, extraction or possession of protected animals or wild plants (Art. 727 bis Italian Criminal Code)
- Destruction of or damage to protected habitats (Art. 733-bis Italian Criminal Code)
- Crimes under Legislative Decree n. 152 of 3 April 2006 “the Environmental Code” relating to:
 - Art. 103 (waste water)
 - Art. 104 (subsoil and underwater drains)
 - Art. 107 (sewage treatment)
 - Art. 108 (disposal of hazardous substances)
 - Art. 137 (disposal of hazardous industrial waste)¹⁷
 - Art. 187 (ban on mixing of hazardous waste)
 - Art. 256 (unauthorized waste management activities)¹⁸
 - Art. 257 (site remediation)¹⁹
 - Art. 258 (breach of mandatory disclosure obligations, record keeping and registers) paragraph 4
 - Art. 259 (illicit waste trafficking) paragraph 1
 - Art. 260 (organized illicit waste trafficking)²⁰
 - Art. 260-bis (breach of IT systems used to track waste)
 - Art. 279 (violations of emissions and air quality limits) paragraph 5
- Law n.150 of 07 February 1992 – Governs crimes committed in Italy relating to the international trade of endangered species of wild flora and fauna, in accordance with the convention signed in Washington on 3 March 1973, ratified in Law n. 874 of 19 December 1975 and implemented in EC Regulation n. 3626/82, as amended, as well as the laws regulating trade and possession of live mammals and reptiles which may constitute a danger for public health and wellbeing.
- Law n. 549 of 28 December 1993 – Measures protecting the ozone and the environment
- Legislative Decree n. 202 of 06 November – implementation of the EC directive 2005/35/EC relating to pollution caused by ships and subsequent sanctions.

11 Article added pursuant to Art. 9 of Law n. 62 of 18 April 2005.

12 Article added pursuant to Art. 9 of Law n. 123 of 3 August 2007, subsequently substituted by Art. 300 para.1 of LD n. 81 of 9 April 2008.

13 Article added pursuant to Art. 63, para. 3, of LD n. 231 of 21 November 2007 n. 231 - rubric amended by Art. 3, para. 5, lett. b), of Law n. 186 of 15 December 2014.

14 Article added pursuant to Art. 15, para. 7, lett. c), of Law n. 99 of 23 July 2009.

15 Article added pursuant to Art. 20, of Law n. 63 of 1 March 2001 . Refer also to Art. 25-decies, LD 231 of 8 June 2001, added pursuant to Art. 4, para. 1, of Law n. 116 of 3 August 2009 and Art. 10, Law n. 146 of 16 March 2006.

16 Article added pursuant to Art 2, para. 2, of LD n. 121 of 7 July 2011.

17 Art. 137: paragraphs 2, 3, 5, 11, 13.

18 Art. 256, paragraphs 1, 3, 5, 6.

19 Art. 257 paragraphs 1, 2.

20 Art. 260 paragraphs 1, 2

→ **Employment of foreign nationals without regular work permits (Art. 25-duodecies, LD 231/01)²¹**

- Art. 22 paragraph 12 bis (Temporary and permanent employment) Legislative Decree 25/07/1998, n. 286
- Art. 12 (measures against illegal immigration), paragraphs 3, 3-bis, 3-ter and 5 of Legislative Decree n. 286 of 25 July 1998 - Uniform act regulating immigration and the treatment of foreign nationals.

→ **Racism and xenophobia (Art. 25-terdecies, LD 231/01)**

- Art. 3, paragraph 3-bis, of Law n. 654 of 13 October 1975 - Ratification and implementation of the international convention to eliminate all forms of racial discrimination signed in New York on 7 March 1966.

ADMINISTRATIVE LIABILITY MAY ARISE IN RELATION TO THE FOLLOWING:

→ **Transnational crimes (Articles 3 and 10 of Law n. 146 of 16 March 2006)**

- Art. 3 of the law defines a transnational crime as a crime punished with imprisonment of no less than four years if

a group of organized crime is involved, as well as:

- a) it was committed in more than one country;
 - b) or committed in one country, but a substantial part of the preparation, planning, management or control took place in another country;
 - c) or committed in one country, but an organized crime group involved in criminal activities in more than one state was implicated;
 - d) or committed in one country but has substantial effects in another country.
- Criminal association (Art. 416, Italian Criminal Code);
 - Mafia-type associations (Art. 416-bis, Italian Criminal Code)
 - Criminal association linked to the smuggling of foreign tobacco products (Art. 291-quater of Presidential Decree n. 43 of 23 January 1973);
 - Criminal association linked to illegal trafficking of narcotics and psychoactive drugs (Art. 74 of Presidential Decree n.309 of 9 October 1990);
 - Money laundering (Art. 648-bis Italian Criminal Code.) (abrogated by Art. 64, para.1, let. f);
 - Utilization of money, goods or assets of unlawful origin (Art. 648-ter Italian Criminal Code) (abrogated by Art. 64, para. 1, let. F of LD 231/07);
 - Measures against illegal immigration (Art. 12, paragraphs 3, 3-bis, 3-ter and 5 of Legislative Decree n. 286 of 25 July 1998);
 - Incitement to not make statements or make false statements to the judicial authorities (Art. 377-bis Italian Criminal Code)
 - Aiding and abetting (Art. 378 Italian Criminal Code).

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²¹ Article added pursuant to Art. 2, paragraph 1, LD n. 109 of 16 July 2012.



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CENTRO SARCA
MILAN

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Opening 2003

Restyling 2015

Mall GLA sq.m. 23,773

Food anchor GLA sqm 11,000
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Environmental Certifications:
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