

Immobiliare Grande Distribuzione
Società di investimento Immobiliare Quotata S.p.A.
in sigla IGD SIIG SpA

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”

Available on the website www.gruppoigd.it



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// DEFINITIONS AND GLOSSARY**// Code**

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

// 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.

// Addressees

All those who work for and with IGD including, for example, directors, employees, staff members, and consultants, as per Art. 5 of the Decree.

// Entities

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

// Top Management

Persons who represent, administrate or manage IGD, as well as those persons who exercise, including de facto, management or control of the Company.

// Subordinates

Persons subject to the management or supervision of Top Management.

// Group/Gruppo

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

// IGD - Company

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

// 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 2004 and updated in March 2014.

// 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.

// SB - Supervisory Board

The body called for in Art. 6 of the Decree which is charged with supervising the functioning of and compliance with the Model, as well as updating it.

// P.A.

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

// Partner

Parties, both individuals and legal persons, with whom the Company 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 - 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.

// Internal Disciplinary System

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

// 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 in implementation of Law 300 of 29 September 2000. The purpose of the Decree was to bring Italian corporate liability law in 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 for crimes committed by Top Management or subordinates (see the definitions above) if it benefited from the commission of these crimes.

The norms in question reflect the changes made to the law to update the principle of criminal and administrative offences in order to introduce the concept of corporate liability in Italy which is in addition to and integrated with existing punitive systems.

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 based on which criminal liability is personal (Art. 27 of the Italian Constitution) 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. Please refer to the annex List of Predicate Offences.

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. The **objective condition**: the offence has to be committed in the company’s interest or to its advantage;
2. The **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.

Legal doctrine clarified that “the objective 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 a distinction is made between a company’s underlying interest and the objective advantage that the company received” (Court of Criminal Cassation, section II, 30

January 2006, n. 3615). The conclusion, therefore, is that any type of advantage (including potential and not enjoyed) could be sufficient to satisfy this condition.

// The Sanctions

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;
- > Steps taken by the company to eliminate or lessen the consequences of the crime or to prevent other unlawful conduct from being committed;
- > The Company’s economic conditions.

Blacklisting may be applied to offences solely if expressly provided for and may 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 public administrations;
- > 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.

// 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.

Companies may, therefore, use tools to avoid the risk that crimes are committed which could have repercussions for, 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 and the activities of 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 their procedures. 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 focused on 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 the internal procedures. When preparing the Model, special attention should be paid to the management of financial resources.

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 organizational needs and in order to comply with the law.

In terms of liability, the exemption is applied differently 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.

It should be pointed out that the adoption of the organizational, management and control model compliance program is voluntary except for STAR segment companies which must adopt the Model based on Borsa Italiana's regulations for segment companies.

// Adoption of the Model by IGD

// IGD's purpose in adopting the Model

Aware of the need to ensure fairness and transparency in the company's business undertakings and in order to protect its position and image, as well as the expectations of its shareholders and the work of its employees, IGD deemed it opportune to draft and adopt the Organizational, Management and Control Model called for in Legislative Decree 231/2001. Adoption of an Organizational, Management and Control Model is also one of Borsa Italiana's requirements for STAR segment companies.

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, transparent and mitigates the risk that the crimes envisioned in the Decree will be committed.

Toward this end, the company circulates and distributes the Model which includes the set of rules and measures put into place by IGD pursuant to Art. 6.a of Legislative Decree 231. It 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.

// Model addressees

The Model is intended for all those who work for and on behalf of IGD as per Art. 5 of the Decree. The rules are applied to those parties who are responsible for, including in a de facto capacity, management, administration, operation of the company, regardless of the relationship linking the party to the company and include, for example, directors, employees, staff members and consultants.

The Model addressees must comply with all the provisions that apply to the legal relationship entered into with the company, including 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 intended to benefit the company.

// Features and functions of the Model

The purpose of the Model is to build a structured, orga-

nic system of rules, procedures and controls designed to improve the effectiveness and efficiency of the activities, while also preventing 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.

// 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.

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.

This Model is subject to two types of controls:

- > Verification of the transactions: periodic 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 based on the Decree. Upon completion of these verifications a report is prepared by the Supervisory Board which is presented to the Board of Directors and the Chairman of the Board of Statutory Auditors.

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 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 (Special Parts) occur or when the company's organization or business changes.

// Adoption of the Model by Group companies

Subsidiaries

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

Given the similarity of the businesses carried about by the Group companies, each company is responsible for the adoption and application of the Model in light of each individual company's activities.

The Boards of the different Group companies, including as recommended by IGD's Chief Executive Officer, must resolve to comply with the Model in accordance with the risk inherent in the business carried out by the companies.

When defining the Model, the directors of the individual Group companies must also constitute a Supervisory Board, consistent with their organizational structure, 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 of 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 parent company's Supervisory Board 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, as well as the mandatory supervision of subordinates;
- > Companies and entities in which the Company has an interest, but are managed by third parties: IGD recommends, as permitted, that these companies and entities comply with Legislative Decree 231/2001.

// Mapping of areas at risk

The mapping of the areas of risk or "sensitive areas" was done by carefully analyzing the documentation and other information deemed useful to the understanding of IGD's operations and organization. The information gathered includes information about the sector in which the company operates, internal processes, the type of relationships and contact with government agencies, public administrations and public servants, as well as private parties.

As a result of the assessment of the operations potentially at risk, 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 document relating to the Model contains:

i) in the **general part**, a description relating to:

- > The relative regulatory framework;
- > The method used to carry out the gap analysis;
- > The appointment of the Supervisory Board, with relative powers, duties and appropriate communication channels;
- > The function of the disciplinary system and the relative sanctions;
- > The training and communication program to be used in order to guarantee the understanding of the measures and provisions of the Model;
- > The criteria to be used to update and amend the Model;

ii) In the **special parts**, a description relating to:

- > The different illicit acts referred to in Legislative Decree 231/2001 broken down by type of crime:
 - > Crimes committed in relationships with governments/public administrations;
 - > Corporate crimes;
 - > Criminal acts of terrorism or subversion of democracy, transnational crimes, organized crime, exploitation of undocumented workers;
 - > Crimes against individuals and hate crimes including racism and xenophobia;
 - > Market abuse;
 - > Receiving, laundering and using money, goods and benefits of unlawful origin, as well as self-laundering;
 - > Negligence leading to a violation of laws governing health and safety in the workplace;
 - > Computer crimes and illegal data processing;
 - > Counterfeiting instruments or distinctive trademarks and crimes against industry and trade;
 - > Violations of copyright laws;
 - > Inducement to not make statements or make false statements to the judicial authorities;
 - > Environmental crimes;
 - > Private-to-private corruption;
 - > Tax fraud.
- > Sensitive activities and the relative control protocols.

// The Anticorruption Management System

The activities of Gruppo IGD are shaped by the values and standards contained in the Code of Conduct. The tools and controls used to prevent any form of corruption, active and passive, direct and indirect, are, therefore, monitored constantly by IGD.

The Company guarantees compliance with current laws, both in relationships with private parties and public administrations, and has adopted all the controls referred to in this Decree 231/01 Organizational Model of which the Code of Conduct is an integral part.

With a view to strengthening its commitment, the Company aligned its anticorruption management system with the standard UNI ISO 37001 - Antibribery Management Systems, issued in 2016, designed to prevent and fight corruption in businesses, while also specifying the measures and controls that an organization may adopt in order to monitor its business activities and increase the efficacy of any preventive measures.

In order to guarantee compliance with the law and international best practices, IGD adopted an Anticorruption Policy with a view to establishing a corporate culture focused on legality, the prevention of and fight against corruption. The Anticorruption Policy is, therefore, related to IGD SiiQ S.p.A's Decree 231/2001 Organizational, Management and Control Model and is the sources of the areas at

risk, as well as the relative control protocols, it refers to.

As part of the management and coordination exercised by IGD SiiQ S.p.A., the Anticorruption Policy is applicable to all Group companies which, consequently, will strive to disseminate this Policy among its employees fairly and effectively.

Toward this end, the policy and relative information is intended for all those who collaborate with the Company as a result of formalized contracts (including, for example, commercial partners, consultants and other independent contractors). The Company directs all third parties to the corporate website where all the useful documents (including, for example, the Code of Conduct, the Anticorruption Policy, the abridged Decree 231/2001 Organizational, Management and Control Model) may be found.

The Company's Top Management also appointed an anti-corruption Compliance Unit (in outsourcing) which monitors the implementation and updates of the Antibribery/Anticorruption Management System and supervises, as well as checks the adequacy and effectiveness of, the training provided personnel.

// 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 Anticorruption Policy;
- > The mapping of the sensitive activities;
- > The Supervisory Board;
- > The disciplinary system;
- > Training and communication procedures;
- > All of the organizational, management and control procedures adopted by the Company, referred to in the Model and its components, or impacting the areas deemed sensitive specifically.

// The Supervisory Board

1. Purpose and Scope

IGD appointed a **Supervisory Board** charged with monitoring 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 of 29 September 2000 "Administrative liability of legal persons, companies, and associations with or without legal personality". The SB has autonomous decision making and control powers.

2. Appointment and Composition

2.1 // The Supervisory Board is comprised of 3 members, both internal and external, in possession of the professional profile and integrity called for, one of which also acts as Chairman. The Supervisory Board is appointed by the BoD.

2.2 // The Board of Directors also appoints the Chairman who is responsible for completing all the formalities relative to convening the Supervisory Board's meetings, as well as determining the items to be included on the agenda.

2.3 // 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 cause¹.

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, 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).

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, which coincides with the term of office of the Board of Directors. 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/BoD) about its activities continuously and to the Board of Statutory Auditors².

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 credentials³ 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 expertise⁴.

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 appointed⁵.

9.2 // The members of the Supervisory Board may not, for example:

- > Have any family ties to the top management nor may they have economic and/or significant commercial ties with the Company or have any other ties that could generate a conflict of interest;
- > Own, directly or indirectly, an amount of shares in the Company which would allow it to noticeably influence the Company;
- > Have held administrative positions in the three years prior to the Supervisory Board appointment or before having worked as a consultant for or collaborated with the

(1). 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 standard 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.

(2). 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.

(3). Firstly, for educational preparation, qualifications, professional background and position in the company.

(4). 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".

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

SB in companies subject to bankruptcy, mandatory liquidations or other insolvency proceedings;

> Have held positions in central or local governments in the three years prior to the Supervisory Board appointment or before having worked as a consultant for or collaborated with the SB.

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/or incompatibility must be corrected. If the situation is not corrected by the end of the term, the BoD must revoke the mandate. The subjective requirements referred to above and the reasons for ineligibility and incompatibility must be taken into account including with respect to any consultants supporting the Supervisory Board with its activities and fulfillment of duties.

More in detail, when the assignment is granted the consultant must issue a statement in which he/she attests that:

> The reasons for ineligibility or incompatibility referred to above do not apply (for example: conflict of interest; family ties with members of the Board of Directors, top management in general, Company statutory auditors and auditors of the external audit firm hired by the Company, where applicable, etc.);

> He/she has been made aware of and adequately informed as to the provisions and rules of conduct included in the Model.

10. Powers of the Supervisory Board

10.1 // The Supervisory Board is granted powers to investigate and control the overall functioning of and compliance with the Model, with a view to continuously 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.

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/BoD/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.

12.2 // Collaborators must comply with the same degree of diligence as the members of the Supervisory Board, as per item 8, as well as item 9 "Causes for ineligibility and incompatibility" 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 constituted 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.

(6). More than half the members in office.

(7). 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 resolutions are passed by a majority of those present".

(8). 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.

(9) Art. 2404 of the Italian Civil Code - Meetings and resolutions of the Board of Statutory Auditors.

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 Chairman.

16. Validity of the resolutions

16.1 // In order for the resolutions made by Supervisory Board to be valid a majority ⁶ of the members in office must be present⁷. For resolutions addressing delicate or sensitive issues⁸ 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 minutes⁹.

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 duties¹⁰.

17.2 // The liability for the Supervisory Board's acts and omissions does not extend to the members who went on record in the minutes as dissenting and advised the Company's BoD accordingly in a timely manner¹¹.

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.

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

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

19. Amendments to the regulations

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

// 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 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 application and/or violation of the Code of Conduct and the company procedures.

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 under-

standing, 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.

Whistleblowing

Pursuant to Art. 6.2-bis of Legislative Decree n. 231/2001 the Company adopted a new "whistleblowing" procedure which makes it possible for top management, subordinates and third parties to anonymously report illicit or potentially illicit behavior, in accordance with Legislative Decree n. 231/2001, as well as other applicable laws, based on specific, concurring facts involving the IGD Group.

In the event it is not possible to submit the report online, any reports sent in a closed envelope, with "personal confidential" written on it, to Via Trattati Comunitari Europei 1957-2007, n. 13a in Bologna, Italy to the attention of IGD's Supervisory Board, will also be examined.

The Reports will be managed by the Supervisory Board in accordance with the "Whistleblowing Procedure" adopted by the Company in December 2019.

The Supervisory Board and its staff will 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/distribution 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 mo-

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 completed, 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 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.

Reporting methods

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 the Supervisory Board in numerical order.

// 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 are 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 Com-

pany's operations.

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

For the purposes herein "power of attorney" consists in the unilateral legal transaction which the Company uses to grant its employees the authority to represent the Company with third parties. Those holding positions within the Company, who require powers of representation in order to carry out their duties, are granted "general powers of attorney".

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

- > Company organizational chart;
- > Job descriptions;
- > Company procedures.

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 and the Code of Conduct with:

- i. The members of the Company's corporate bodies;
- ii. The employees of the Company, at all levels and with different training;
- 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, including through the relative secretaries, with each member of the governing and control bodies.

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 and/or the Chief Operating Officer, together with the Supervisory Board, will present the Model and the Code of Conduct to all the company's executives and division heads; the secretary of each body will file and maintain these communications on behalf of 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 Head of Human Resources, together with the division secretary;

(ii) Updates will be sent via e-mail by the Head of Human

Resources, together with the division secretary;

(iii) Adequate information will be included in the new hires' letters of hire, by the Head of Human Resources, together with the division secretary.

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 by the Company in accordance with Legislative 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 Legislative Decree 231/2001 and the controls adopted by the Company in order to comply with the Decree. 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. Based on Articles 6 and 7 of the Decree, entities with a Model which calls for disciplinary action to be taken if the different parties that work with the Company, namely the directors, employees (executives, middle managers and white collar workers), consultants, staff members, agents and third parties, in general, fail to comply with Model rules 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 agreements 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 in the name of and 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", as well as 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 Model 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 collective labor contract, are subject to;

2. **The criteria for application of the same;**

3. **The rules and types of 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.

Addressees

Albeit to varying degrees based on the employment or professional agreement in place with the Company, 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 are subject to the disciplinary procedures.

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

All addressees 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.

Types of 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 of the employee to fulfill the contractual obligations (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 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;
- > The role in the company, the responsibility and any classifications.

A **repeat offence** will result in the application of a more serious punishment (with the exception of instances in which the violation results in termination).

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 taken or concluded before the Supervisory Board has been informed and consulted with, including when the proposal to take disciplinary action was initiated by the SB.

Disciplinary measures for employees (middle management, junior managers and white collar workers)

With regard to Model violations, this Disciplinary System follows the "Company rules for IGD Group personnel" relating to provisions and disciplinary measures applicable in the event the company rules are violated.

The Model's disciplinary offences are divided into two groups based on the type of sanction that may be imposed.

i. Violations resulting in termination

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

- > Any and all instances when, based on the outcome of disciplinary proceedings, it becomes clear that a Company employee purposely committed an illicit act punishable under Decree 231/2001;
- > Conduct by a Company employee which violates the Model's rules and none of the sanctions that would be applicable based on the outcome of the disciplinary proceedings, which would not result in termination, do not seem adequate in light of the seriousness of the employee's violation.

ii. Violations triggering other sanctions

The sanctions which will not result in termination under this disciplinary system and applicable to the Company's employees, are described below.

The Company will apply these sanctions when, based on disciplinary proceedings, it has been determined that a Company employee committed a violation that is described in the "Summary of Violations" attached.

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.

More in detail, the disciplinary measures referred to in the Collective Labor Contract or CCNL include:

VERBAL OR WRITTEN REPRIMAND for the employee who:

- > Commits a minor violation of this Model;
- > Assumes behavior which does not comply with the Model when carrying out activities related to the areas deemed at risk which results in a minor violation.

SUBJECT TO FINES, the employee who:

- > Commits a violation of this Model that is not minor 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 before each of these violations has been reported, as well as confirmed, and this behavior entails the repeated non-compliance with the provisions of the Model;
- > Or repeatedly assumes behavior which does not comply with the Model when carrying out activities related to the areas deemed at risk.

SUSPENDED FROM SERVICE AND SUBJECT TO REDUCED PAY for a period of not more than 10 days, the employee who:

- > Commits a serious violation of the Model which does not result in termination or repeatedly assumes behavior which does not comply with the Model when carrying out activities related to the areas deemed at risk - even though a less serious sanction may be applicable - and also intentionally performs acts contrary to IGD's best interests which could damage IGD or expose the Company to a situation which could compromise its assets or damage its image.

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, including potential, 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 be equated with

"acts which radically compromise the Company's trust in the employee".

The type and scope of the each of the sanctions will be determined in accordance with the disciplinary measures established by IGD 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.

When ascertaining whether one of the above violations was committed, determining the disciplinary proceedings and the sanctions, the powers and delegations already granted to the company's executives remain unchanged.

The disciplinary system is monitored constantly by the Company.

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 Code of Conduct and this Model committed by members of the Company's Board of Directors so that they may assess opportune actions to be taken, including termination.

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 Com-

pany 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 quickly advise the Chairman of the Board in writing, and in the most serious cases the entire Board of Directors.

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 "Whistleblowing".

At the same time IGD, in order to prevent abuse and false reporting, applies the sanctions called for in this Disciplinary System to all those who violate the measures designed to protect the whistleblower or who in bad faith, intentionally or as a result of gross negligence, files groundless report¹².

Lastly, in order to enhance the protection of employees who report illicit acts or violations of the Code of Conduct or the Model, the Company expressly prohibits acts of retaliation or discrimination of those who file reports in good faith.

(12) As per Law n. 179 of 30 November 2017 which strives to protect those who report illicit behavior or irregularities discovered in the context of a public or private employment relationship ("Whistleblowing"). Article 2 amends Article 6 of Legislative Decree 231/2001 making it mandatory for companies to include the following in their organizational models: i) one or more channels that top management and subordinates may use to anonymously report illicit behavior; ii) at least one alternative electronic channel; iii) prohibition of discriminatory acts; iv) sanctions for those who violate measures protecting the whistleblower, as well as for those who in bad faith, intentionally or as a result of gross negligence, file groundless reports. Any discriminatory acts are void and may be reported by the whistleblower to the Department of Labor and labor unions.



2

// LIST OF LEGISLATIVE DECREE 231/01
PREDICATE OFFENCES

// List of Predicate Offences ex Legislative Decree 231/01**// Misappropriation of funds, fraud against the government or another public entity or embezzlement of public funds or computer fraud against the government or another public entity (Art. 24, LD 231/01)**

- > Embezzlement of government or public funds **(Art. 316-bis Italian Penal Code)**;
- > Embezzlement of contributions, loans or other funding from the government or another public entity or the European Community **(Art.316-ter Italian Penal Code)**;
- > Fraud against other government suppliers **(Art. 356 Italian Penal Code)**;
- > Fraud in agriculture **(Art. 2 of Law 898/1986)**;
- > Fraud against the government or another public entity or the European Community **(Art.640, paragraph 2.1, Italian Penal Code)**;
- > Aggravated fraud with the intent of obtaining public funds **(Art. 640-bis, Italian Penal Code)**;
- > Computer fraud against the government or another public entity **(Art. 640-ter Italian 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 Italian Penal Code)**;
- > Unauthorized access of IT or electronic systems **(Art. 615-ter Italian Penal Code)**;
- > Unauthorized possession and distribution of the access codes for IT or electronic systems **(Art. 615-quater Italian Penal Code)**;
- > Dissemination of equipment, devices or IT programs with the intention of damaging or interrupting IT or electronic systems **(Art. 615-quinquies Italian Penal Code.)**;
- > Unlawful interception, obstruction or interruption of computerized or electronic communications **(Art. 617-quater Italian Penal Code)**;
- > Installation of equipment in order to intercept, obstruct

or interrupt computerized or electronic communications **(Art. 617-quinquies Italian Penal Code)**;

- > Damage to computerized information, data and IT programs **(Art. 635-bis Italian 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 Italian Penal Code)**;
- > Damage to IT or electronic systems **(art. 635-quater Italian Penal Code)**;
- > Damage to public use IT or electronic systems **(Art. 635-quinquies Italian Penal Code)**;
- > Computer fraud by the electronic signature certifier **(Art. 640-quinquies Italian Penal Code)**;
- > Violations of urgent national cybersecurity measures **(art. 1, comma 11 D.L. 105/2019)**.

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

- > Criminal association **(Art. 416 paragraph six, Italian Penal 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 Penal Code)**;
- > Illegal trafficking of narcotics and psychoactive drugs **(Art. 74 - Presidential Decree of 9 October 1990, n. 309)**.

// Extortion, undue inducement to give or promise to give benefits and corruption (Art. 25, LD 231/01)

- > Embezzlement **(Art. 31.1 Italian Penal Code)**;
- > Embezzlement by profiting from the errors of others **(Art. 316 Italian Penal Code)**;
- > Extortion **(Art. 317 Italian Penal Code)**.
- > Bribery of a public official **(Art. 318 Italian Penal Code)**;

> Bribery to induce breach of duty **(Art. 319- Italian Penal Code)**;

- > Aggravating circumstances **(Art. 319-bis Italian Penal Code)**;
- > Judicial corruption **(Art. 319-ter Italian Penal Code)**;
- > Undue inducement to give or promise benefits **(Art. 319-quater Italian Penal Code)**;
- > Bribery of a person in charge of a public service **(Art. 320 Italian Penal Code)**;
- > Penalties for the briber **(Art. 321 Italian Penal Code)**;
- > Inducement to bribery **(Art. 322 Italian Penal 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 Penal Code)**;
- > Abuse of office **(Art. 323 Italian Penal Code)**;
- > Influence peddling **(Art. 346-bis Italian Penal Code)**.

// Counterfeiting of currency, credit cards, duty stamps and instruments, authentication labels (Art. 25-bis, LD 231/01)³

- > Conspiracy to counterfeit, spend and circulate currency in the country **(Art. 453 Italian Penal Code)**;
- > Altering currency **(Art. 454 Italian Penal Code)**;
- > Spending and circulating counterfeit currency in the country without accomplices **(Art. 455 Italian Penal Code)**;
- > Spending counterfeit currency received in good faith. **(Art. 457 Italian Penal Code)**;
- > Falsification of revenue stamps; circulation, acquisition, possession or distribution of revenue stamps in the country **(Art. 459 Italian Penal Code)**;
- > Counterfeiting of watermarked paper used to print government banknotes, securities or revenue stamps **(Art.**

460 Italian Penal Code);

- > Fabrication or possession of watermarked paper used to print government banknotes, securities or revenue stamps **(Art. 461 Italian Penal Code)**;
- > Use of counterfeit or altered revenue stamps **(Art. 464 Italian Penal Code)**;
- > Counterfeiting, altering or using distinctive trademarks, including patents, plans and designs **(Art. 473 Italian Penal Code)**;
- > Circulation and trade of falsified goods **(Art. 474 Italian Penal Code)**.

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

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

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

- > False corporate disclosures/reports **(Art. 2621 Italian Civil Code)**;
- > Minor offences **(Art. 2621-bis Italian Civil Code)**;
- > False corporate disclosures which are detrimental to

(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 2001, converted with amendments by Law n. 409 of 23/11/2001.

(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.

shareholders or partners (**Art. 2622, paragraphs 1 and 3, Italian Civil Code**);

> False statements in prospectuses (**Art. 2623, paragraphs 1 and 2, Italian Civil Code**) (**Art. 2623 eliminated as of 12/01/2006 pursuant to Art. 34 of Law n. 262 of 28/12/2005**);

> Falsifying reports and disclosures made by external auditors (**Art. 2624, paragraphs 1 and 2, Italian Civil Code**);

> Obstruction of audit activities (**Art. 2625.2, 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 government regulators (**Art. 2638, paragraphs 1 and 2, Italian Civil Code**).

// Criminal acts of terrorism or subversion of democracy

(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.

(Art. 25-quater, LD 231/01)⁷

> Association with terrorist organizations, including transnational, or subversion of democracy (**Art. 270-bis Italian Penal Code**);

> Aiding members of terrorist organizations (**Art. 270-ter Italian Penal Code**);

> Joining terrorist organizations, including transnational (**Art. 270-quater Italian Penal Code**);

> Training for the purposes of terrorist activities, including transnational (**Art. 270-quinquies Italian Penal Code**);

> Conduct with terrorist intent (**Art. 270-sexies Italian Penal Code**);

> Terrorist or subversive attack (**Art. 280 Italian Penal Code**);

> Acts of terrorism using deadly weapons or explosives (**Art. 280-bis Italian Penal Code**);

> Kidnapping for the purposes of terrorism or retaliation (**Art. 289-bis Italian Penal Code**);

> Incitement to commit any of the crimes referred to in the first and second sections (**Art. 302 Italian Penal Code**);

> Violation of the New York International Convention for the Suppression of the Financing of Terrorism;

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

// Crimes against individuals (Art. 25-quinquies, LD 231/01)⁹

> Placing or holding a person in conditions of slavery or servitude (**Art. 600 Italian Penal Code**);

> Child prostitution (**Art. 600-bis Italian Penal Code**);

> Child pornography (**Art. 600-ter Italian Penal Code**);

> Possession of pornographic material (**Art. 600-quater**);

> Virtual pornography (**Art. 600-quater.1 Italian Penal Code**)¹⁰;

> Child sex tourism and child prostitution (**Art. 600-quinquies Italian Penal Code**);

> Human trafficking (**Art. 601 Italian Penal Code**);

> Purchasing and selling slaves (**Art. 602 Italian Penal Code**);

> Illicit intermediation and labor exploitation (**Art. 603 bis Italian Penal Code**);

> Solicitation of a minor (**Art. 609-undecies Italian Penal Code**).

// 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 Italian Penal Code**);

> Negligent personal injury (**Art. 590 Italian Penal Code**).

// Receiving, laundering and using money, goods and benefits of unlawful origin (Art. 25-octies, LD 231/01)¹³

> Handling of stolen goods (**Art. 648 Italian Penal Code**);

> Money laundering (**Art. 648-bis Italian Penal Code**);

> Utilization of money, goods or assets of unlawful origin (**Art. 648-ter Italian Penal Code**);

> Self-laundering (**Art. 648-ter.1 Italian Penal 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.**

(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 of Legislative Decree n. 231 of 8 June 2001, added pursuant to Art. 4.1 of Law n. 116 of 3 August 2009 and Art. 10 of Law n. 146 of 16 March 2006.

(16). Article added pursuant to Art. 2.2 of Legislative Decree n. 121 of 7 July 2011.

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

// Inducement to not make statements or make false statements to the judicial authorities (Art. 25-decies, LD 231/01)¹⁵

> Inducement to not make statements or make false statements to the judicial authorities (**Art. 377-bis Italian Penal Code**).

// Environmental crimes (Art. 25-undecies, LD 231/01)¹⁶

> Environmental pollution (**Art. 452-bis Italian Penal Code**);

> Environmental disaster (**Art. 452-quater Italian Penal Code**);

> Willful offenses against the environment (**Art. 452-quinquies Italian Penal Code**);

> Trafficking and dumping of highly radioactive material (**Art. 452-sexies Italian Penal Code**);

> Failed site remediation (**Art. 452-terdecies Italian Penal Code**);

> Illegal waste trafficking (**Art. 452-quaterdecies Italian Penal Code**);

> Killing, destruction, capturing, extraction or possession of protected animals or wild plants (**Art. 727 bis Italian Penal Code**);

> Destruction of or damage to protected habitats (**Art. 733-bis Italian Penal 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.**
- // 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.*
- // Fraud in athletic competitions, illegal gambling or betting, gaming using prohibited devices (Art. 25-quaterdecies, Legislative Decree 231/01)**
- > Fraud in athletic competitions (**Art. 1 Law 401/1989**);
 - > Illegal gambling or betting (**Art. 4 Law 401/1989**).
- // Tax crimes (Art. 25-quinquiesdecies, Legislative Decree. 231/01)**
- > Falsifying tax returns using invoices or other documents relative to non-existent operations (**Art. 2, paragraphs 1 and 2-bis, Legislative Decree 74/2000**);
 - > Falsifying tax returns using other means (**Art. 3 Legislative Decree 74/2000**);
 - > False tax return (**Art. 4 Legislative Decree 74/2000**);
 - > Failure to file a tax return (**Art. 5 Legislative Decree 74/2000**);
 - > Issue of invoices or other documents relative to non-existent operations (**Art. 8, paragraphs 1 and 2-bis, Legislative Decree 74/2000**);
 - > Concealment or destruction of accounting records (**Art.10 Legislative Decree 74/2000**);
 - > Undue tax offsets (**Art. 10 quater Legislative Decree 74/2000**);
 - > Tax evasion (**Art.11 Legislative Decree 74/2000**).
- // Smuggling (Art. 25-sexiesdecies, Legislative Decree 231/01)**
- > Smuggling goods across borders and customs violations (Art. 282 Presidential Decree 43/1973);
 - > Smuggling goods across bordering lakes (Art. 283 Presidential Decree 43/1973);

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

(19). Art. 257 paragraphs 1, 2.

(20). Art. 260 paragraphs 1, 2.

(21). Article added pursuant to Art. 21, LD n. 109 of 16 July 2012.

- > Maritime smuggling of goods (Art. 284 Presidential Decree 43/1973);
 - > Aviation smuggling of goods (Art. 285 Presidential Decree 43/1973);
 - > Smuggling through free-trade zones (Art. 286 Presidential Decree 43/1973);
 - > Smuggling of goods through improper use of customs facilities (Art. 287 Presidential Decree 43/1973);
 - > Smuggling through customs warehouses (Art. 288 Presidential Decree. 43/1973);
 - > Smuggling and circulation of goods in violation of cabotage laws (Art. 289 Presidential Decree 43/1973);
 - > Smuggling of exports subject to export restitution (Art. 290 Presidential Decree 43/1973);
 - > Illicit temporary importation or exportation (Art. 291 Presidential Decree 43/1973);
 - > Smuggling of foreign tobacco products (Art. 291 bis Presidential Decree 43/1973);
 - > Conspiracy to smuggle foreign tobacco products (Art. 291 quater Presidential Decree 43/1973);
 - > Other instances of smuggling (Art. 292 Presidential Decree 43/1973);
 - > Penalty for smuggling of undeclared or misrepresented merchandise (Art. 294 Presidential Decree 43/1973);
 - > Aggravating circumstances smuggling (Art. 295 Presidential Decree 43/1973);
 - > Difference between cargo and manifest (Art. 302 Presidential Decree 43/1973);
 - > Irregularities in the customs declarations for goods destined for definitive importation, storage or shipment to another customs unit (Art. 303 Presidential Decree 43/1973);
 - > Irregularities in the customs declarations for goods subject to export restitution (Art. 304 Presidential Decree 43/1973);
 - > Failure to pay customs bonds. Differences in quantity (Art. 305 Presidential Decree 43/1973);
 - > Differences in quality compared to the custom bond declaration (Art. 306 Presidential Decree 43/1973);
 - > Penalty for tampering with packages shipped with customs bonds exempt from controls (Art. 307 Presidential Decree 43/1973);
 - > Differences in the goods stored a private customs warehouse (Art. 308 Presidential Decree 43/1973);
 - > Differences found in temporary warehouses (Art. 309 Presidential Decree 43/1973);
 - > Differences in the customs declarations for goods destined for temporary importation or exportation (Art. 310 Presidential Decree 43/1973);
 - > Differences in the quality of re-exported goods that were temporarily imported (Art. 311 Presidential Decree 43/1973);
 - > Differences in the quality of re-imported goods that were temporarily exported (Art. 312 Presidential Decree 43/1973);
 - > Differences in the quantities in declarations for re-exported or re-imported goods (Art. 313 Presidential Decree 43/1973);
 - > Good faith errors made in filling out declarations for temporarily imported or exported goods (Art. 314 Presidential Decree 43/1973);
 - > Release for consumption of temporary imports without authorization (Art. 315 Presidential Decree 43/1973);
 - > Failure of captain to comply with obligations imposed (Art. 316 Presidential Decree 43/1973);
 - > Failure of airplane commanders to comply with customs regulations (Art. 317 Presidential Decree 43/1973);
 - > Failure to or delay in filing customs declaration (Art. 318 Presidential Decree 43/1973);
 - > Failure to comply with customs formalities (Art. 319 Presidential Decree 43/1973);
 - > Penalties for violating regulations for goods stored in security areas (Art. 320 Presidential Decree 43/1973);
 - > Penalties for violating regulations governing navigation in security areas (Art. 321 Presidential Decree 43/1973).
- Administrative liability may arise in relation to the following crimes:**
- // 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 country was implicated;

d) Or committed in one country but has substantial effects in another country.

> Criminal association (Art. 416, Italian Penal Code);

> Mafia-type associations (Art. 416-bis, Italian Penal 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 Penal Code.) (abrogated by Art. 64, para.1, let. f);

> Utilization of money, goods or assets of unlawful origin (Art. 648-ter Italian Penal 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 Penal Code);

> Aiding and abetting (Art. 378 Italian Penal Code).



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1. Introduction

1.1 // Changes in the Code of Conduct

On 23 March 2006 the Board of Directors of IGD (hereinafter also the “**Company**”) approved the Code of Conduct (hereinafter the “**Code**” and/or the “**Code of Conduct**”) key to defining IGD’s corporate identity and guaranteeing the company’s operation, reliability and reputation. The document is also instrumental to Corporate Social Responsibility as it states the Company’s rights, obligations and responsibilities in its relationships with all stakeholders.

During the meeting held on 13 December 2010 the Board of Directors approved the Charter of Values, which expresses the Company’s founding principles. The Charter of Values was included in the revised version of the Code which was also approved, along with the changes made in order to reflect changing regulations and social needs.

This version, approved by the Board of Directors on 5 November 2020, is the second version of the Code of Conduct. The need for this version arose as a result of both the continuous changes in the company’s internal policies and the need to comply with external laws and regulations.

1.2 // Motivation underlying the second revision

The changes made to the Code of Conduct are consistent with the broader path undertaken by the Company to update the 231/2001 Legislative Decree Organizational, Management and Control Model (“**MOG**”), of which the Code of Conduct is an integral part, in order to include the new crimes included in Legislative Decree 231/2001.

The Code of Conduct is also in line with Coop Alleanza 3.0’s Code of Conduct (approved in 2018).

The Code is also shaped by the new Corporate Governance Code for listed companies (January 2020 version) and the Corporate Governance Code (July 2018 version).

The Code of Conduct also reflects the Anticorruption Policy (adopted by the Company in 2019 after it received UNI ISO 37001 certification), the procedures adopted in order to comply with EU Regulation 2016/679 “GDPR” (General Data Protection Regulation) in relation to processing of personal data, as well as the Whistleblowing Procedure adopted to comply with the law, the new corporate welfare policy and the steps taken to obtain a Legality Rating from AGCM.

1.3 // The main changes introduced

The main changes made in this Code of Conduct include:

- > A new structure which aims to highlight the different parts comprising the Code;
- > A revised definition of the stakeholders, updated in order to be consistent with IGD’s other official documents (Sustainability Report, corporate website, Anticorruption Policy);
- > A new version of the Charter of Values, which shapes corporate conduct;
- > Revised rules of conduct, broken down in “general” and “for stakeholders” in order to clarify the “pact” that connects IGD with its stakeholders;
- > An update of the implementation and control procedures in light of the new corporate policies.

1.4 // Addressees

The Code of Conduct is applied to the IGD Group, namely all the companies found in Italy and abroad (hereinafter “**Gruppo IGD**”) and, therefore, is binding for all Gruppo IGD staff members, while taking into account the cultural, social and economic diversity in the Group’s different countries of operation.

More in detail, the principles and provisions of the Code are binding for all Gruppo IGD employees (employees, managers, directors), as well as for all those who collaborate with Gruppo IGD, even on a temporary basis, regardless of the position held (staff members, consultants, professionals), jointly referred to as the “**Addressees**”.

The addressees, without distinction or exception, are called upon to comply and ensure compliance with the principles, values and rules of conduct included in the Code of Conduct, when fulfilling his/her duties and responsibilities.

The principles, values and rules of conduct contained in the Code render explicit the general obligations of diligence, integrity and fairness that should underlie the performance of one’s job and conduct in the workplace.

The Company will ensure that all Addressees and stakeholders have access to the Code through its corporate website and the internal company intranet. The existence of the Code will also be made known to those who have relationships with Gruppo IGD (consultants, clients, suppliers, etc.) including through the use of specific contractual clauses. The Group also promotes the awareness

and understanding of the principles and standards underlying the Code through specific training courses.

2. Mission

IGD’s mission is to create value for all its stakeholders. We believe this is possible through sustainable growth.

3. Charter of values

> Reliability

The Company honors its commitments and does not make choices that put business continuity at risk. It builds commercial and professional relationships with its employees and with third parties which comply with the law and reflect the principle of good faith. The Company, therefore, respects its commitments while running the business as a going concern.

> Autonomy

The Company makes decisions autonomously, expressing independent ideas and proposals that are consistent with its by-laws.

> Fair competition

The Company bases its behavior on principles of honest and fairness, and refrains from all forms of collusion that may violate the rules of fair competition.

> Fair behavior

The Company strives to maintain a balanced and mutually beneficial relationship with all stakeholders. Balancing the expectations and interests of the different stakeholders is done with a view to the utmost effectiveness, efficiency and equity.

> Excellence and continuous improvement

Continuous improvement in the services provided is one of the Company’s perennial objectives. The Company is also committed to promoting change, as well as sustainable development and market improvements. Toward this end, the Company also promotes and supports research and innovation.

> Impartiality

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

> Integrity

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

> Vision

The Company strives to create a better place for future generations, consistent with business continuity and company objectives.

> 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.

> Responsibility

The Company acts responsibly toward all its stakeholders in a fair, transparent manner consistent with Gruppo IGD’s best interests and the rules of competition and free enterprise.

> Confidentiality

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

> 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.

> 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.

> Enhancement

Every decision the Company makes aims to enhance ca-

pital investments, company assets, its people, as well as safeguard the environment and the health and safety of its employees and third parties.

4. Stakeholders

The Company's stakeholders are the people, the companies and the other organizations that add value to IGD. They are impacted by its activities or otherwise affected by them. The Company is committed to listening and interpreting the main needs of its stakeholders constantly, analyzing whether or not to incorporate them in Company strategies and operations, including in light of the Company's material topics.

> Shareholders, investors and the financial community

Analysts, investors and rating agencies, in addition to all the Italian and international institutional and retail investors that comprise the shareholder base with which the Company maintains an ongoing dialogue.

> Retailers

The tenants of the points of sale located inside the shopping centers which comprise the Company's core business.

> Visitors and local community

Comprise the shopping center's catchment area and have a key role for the Company.

> Employees

The people who work for Gruppo IGD, who are strategic to the development of the Group itself.

> Suppliers

comprise mainly companies which provide services essential to shopping center management (security, cleaning, marketing), professional consultancies (technical, legal), utilities (water, gas and electricity) and companies involved in routine and extraordinary maintenance of the properties.

> Environment

The set of natural elements that are impacted by the presence of IGD's shopping centers.

5. Rules of conduct

5.1 // General

5.1.1 // Conflict of interest

- i. The Company demands the strictest compliance with laws and regulations governing conflict of interest.
- ii. While on the job, Addressees shall pursue the goals and general interests of IGD, in accordance with the law and this Code of Conduct.
- iii. 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 the Company.

iv. 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 the Company's, and in general whenever it is opportune to do so. Addressees shall respect the decisions made on these matters by the Company, and shall in any case refrain from transactions involving conflict of interest.

5.1.2 // Anticorruption

The activities of the IGD Group (hereinafter also the "Company") are shaped by the values and standards contained in the Code of Conduct as the Company believes that business operations must be carried out ethically. The tools and controls used to prevent any form of corruption, active and passive, direct and indirect, are, therefore, monitored constantly by IGD.

The Company guarantees compliance with current laws, both in relationships with private parties and public administrations, and has adopted all the controls referred to in the Decree 231/01 Organizational Model of which the Code of Conduct is an integral part.

- i. The Company is committed to fighting all forms of corruption, active and passive, direct and indirect through the use of specific tools and controls. Toward that end the Company adopted an Anticorruption Policy in order to guarantee compliance with the laws and international best practices, as well as promote a culture of legality, prevention of and opposition to corruption.

- ii. The Addressees of the Anticorruption Policy are all those who carry out activities on behalf of Gruppo IGD, internally and externally, and, therefore, are bound by the Anticorruption Policy. They must conduct these activities in accordance with the Policy.

5.1.3 // Engagement

- i. Maintaining a structured relationship and a continuous dialogue with its stakeholders is important to the Company, both on a corporate and a local level, in order to understand needs and expectations, as well as the level of satisfaction with the decisions made and actions taken.

5.1.4 // Thoroughness of contracts

- i. 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.
- ii. 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.

5.1.5 // Operations and transactions

- i. Each operation and/or transaction, in the broadest sense of the term, must be legitimate, authorized, compatible, appropriate, documented, registered.
- ii. All persons who purchase goods and/or services, including external consultancies, 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 person.
- iii. All persons that carry out actions which may in some way be associated with the Company, must conduct themselves properly in all business transactions of interest to the Company itself 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.

5.1.6 // Accounting control and transparency

i. 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 accounts. All actions and transactions carried out must be informed by the following principles:

- > Proper business practice;
- > Thoroughness and transparency of information;
- > Legality and substantive fairness;
- > Clarity and veracity of accounting records based on the law and internal procedures.

ii. 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 attesting to the activity carried out.

iii. When estimates are used in the financial statements and explanatory notes, it is indispensable that all those involved in the computation of such items (including outside consultants) adhere to the correct accounting standards. 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.

iv. The documents supporting the accounting entry must allow for the swift reconstruction of the transaction and the identification of any mistakes, as well as the degree of responsibility, relative to each individual operation.

v. The Addressees, again within the scope of their tasks and responsibilities, are required to report any errors, omissions and/or falsifications to the appropriate person.

5.1.7 // Protection of the share capital

- i. The Company expressly prohibits any employee from taking part in illegal transactions involving the Company's shares.
- ii. One of the Company's ethical principles is to preserve the integrity of the share capital, as well as earnings and reserves that cannot be legally distributed. The Company will take disciplinary action against any person who acts illicitly and attempts to corrupt the process of share capital formation.

5.1.8 // Protection of creditors

- i. The Company expressly prohibits its employees from conducting any business that would prejudice its creditors.
- ii. The Company, in fact, strives to protect the interests that its creditors have in receiving the full amount due to them.

5.1.9 // Disclosure of information and trading of financial instruments

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

5.1.10 // Use of cash, credit cards and duty stamps

- i. The Company, 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 of falsification of credit cards, stamps, bank notes and coins.

5.1.11 // Acts of terrorism or subversion of the democratic process

- i. The Company requires 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.
- ii. The Company denounces the use of its resources for the financing or execution of any act of terrorism or subversion of the democratic process.

5.1.12 // Protection of individual personality and human dignity

The Company promotes respect for a person's physical and cultural integrity, as well as the respect for individual expression in relationships with others and guarantees working conditions which respect human dignity.

5.1.13 // Anti-money laundering

- i. 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.
- ii. The Company strictly follows the anti-money laundering regulations of every jurisdiction in which it operates.
- iii. The Company uses the utmost diligence to verify available information on commercial counterparties, suppliers, partners and consultants before doing business with them in order to make sure they are upstanding and that their activities are legitimate.
- iv. 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.

5.1.14 // Internal and external control

- i. The Company makes sure that employees at every level know that there are internal and external controls and works to ensure that each employee understands that these controls improve the efficiency of all activities.
- ii. The Company routinely describes its internal control mechanisms in a report that is included in the Annual Report published each year.

5.2 // Stakeholder relations

5.2.1 // Shareholders, investors and the financial community

5.2.1.1 // Investor relations

- i. The relationships that the Company maintains with its shareholders and the financial market are shaped by the principles outlined in this Code, namely transparency, timeliness, fairness, impartiality; the Company informs the shareholders and the market by disclosing information through institutional channels and in accordance with the regulations for listed companies, as well as by constantly updating its corporate website.

5.2.1.2 // Influencing the Shareholders' Meeting

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

5.2.1.3 // Information and relations with the media, the market and investors

- i. The Company understands the importance that providing correct information about its activities has for the market, investors and the community in general.
- ii. Without prejudice to the need of 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.

5.2.2 // Tenants

- i. The Company requests that its tenants maintain conduct which complies with the law, as well as the principles and rules found in this Code of Conduct, the Organizational Model, the Anticorruption Policy and respect its values.

5.2.3 // Visitors and local community

5.2.3.1 // Relationships with visitors

- i. The Company works to ensure that its structures and services meet visitors' expectations, in terms of both shopping opportunities and as meeting places, with a particular focus on the shopping center's social role as a "space to be lived in".

5.2.3.2 // Safety and accessibility

- i. The Company is committed to guaranteeing and promoting health, safety and wellbeing inside its shopping centers implementing measures, both mandatory and voluntary, which allow visitors to enjoy its properties under the best conditions possible. The Company is also committed to guaranteeing maximum accessibility to its shopping centers for all.

5.2.3.3 // Institutional relations

- i. The relationships with national, European and international public institutions ("Institutions"), as well as with Public Officials or delegates of public agencies or services, or bodies, representatives, agents, members, employees, consultants, delegates of public agencies or services, public institutions, public administrations, public entities, including economic, of any kind at the local, national or international level ("Public Officials") are informed by the compliance with the law and based on the general princi-

ples of fairness, transparency and honesty.

- ii. The Addressees of the Code must not, directly or indirectly, make, offer, promise, or authorize payments in cash, including small amounts, nor transfer anything of value to public officials in order to influence behavior, cause illicit acts or secure an improper advantage. Toward this end the Company has adopted an Anticorruption Policy (<https://www.gruppoigd.it/wp-content/uploads/2019/12/ING-2019-11-21-Politica-Anticorruzione-IGD.pdf>)

- iii. 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 which may constitute payment to officers or employees of the Public Administration;

- > Taking advantage of any relationships with a public official in order to receive money or promises of same or other material benefits as consideration for any mediation provided;

- > 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.

- iv. 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.

- v. In keeping with the values of honesty and transparency, 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.

- vi. 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.

vii. 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;

viii. In the specific case of participation in tenders with the Public administration, the Addressees must act in accordance with the law and with fair commercial practice;

ix. Without prejudice to any and all legal obligations, 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 are not based on the utmost transparency, propriety and fairness or that in any case infringe 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.

x. IGD will not tolerate 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 or the omission of required information or, more generally, the use of artifice or deception, including achieved through IT or electronic systems, intended to mislead the payer.

xi. 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.

xii. The Company will not tolerate tampering with IT systems nor unauthorized accessing of the data, information or programs contained therein for the purpose of its own illicit gain to the detriment of the State.

5.2.4 // Employees

5.2.4.1 // Human resources

i. Fully aware that people are key to its development, the Company's management of human resources is based on respect for the personality and professionalism of each employee, in accordance with the general legal framework.

ii. The Company understands that the high professional standards achieved by its employees and their motivation are essential to pursuing and achieving its goals. Therefore, it supports training activities aimed at promoting and developing professional aptitude, expertise and engagement.

5.2.4.2 // Employees recruitment

i. Employees 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; the selection process shall respect the principle of equal opportunity for all, without exception.

ii. The information requested of candidates shall be used solely to verify their professional qualifications, motivation and aptitudes in full respect for the candidates' private lives and opinions.

iii. Based on available information, the head of human resources will adopt suitable measures to promote fair and impartial hiring, as well as prevent favoritism, nepotism, and other forms of partiality by any person involved in the recruitment and hiring process.

5.2.4.3 // Employees evaluation

i. 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 consistent with the time allotted for their achievement.

5.2.4.4 // Safety and working conditions

i. The Company believes that people are the key to com-

peting 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.

ii. In collaboration with the labor unions, the Company strives to take measures which 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.

iii. 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.

iv. The Company strives to increase the individual wellbeing of its employees and their family members. For this reason, it is committed to adopting the best employee welfare solutions.

5.2.4.5 // Diligence

i. Each employee will carry out his/her professional activities and duties with diligence, efficiency and fairness, making the most out of the tools and time available, while assuming the responsibilities connected to fulfilling these duties in accordance with the law and the Company's procedures.

5.2.4.6 // Integrity

i. The actions and behavior on the job of each employee 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.

ii. Addressees are expressly prohibited from using any information, materials or equipment to which they have access in order to carry out their jobs for personal use.

iii. 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 the Company's interests justify dishonest conduct that violates the law or this Code.

iv. Gruppo IGD employees must refrain from doing busi-

ness that competes with IGD's and must respect Company rules, as well as this Code, compliance with which is also required pursuant to Art. 2014 of the Italian Civil Code.

v. Employees are prohibited from accepting and from making, on their own or others' behalf, pressure, recommendations or tips that could cause prejudice to the Company or bring undue advantage to themselves, the Company or third parties; employees 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).

vi. The employee who receives an offer of or a request for benefits from a third party, except in the case of commercial giveaways of modest value, shall not accept the offer and shall immediately inform his or her superior or the person to whom he or she is required to report such matters. Commercial giveaways of modest value are allowed solely if they are not tied to requests of any kind and comply with the procedures adopted by the Company.

5.2.4.7 // Relations with the Company's controlling bodies

i. 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.

5.2.5 // Suppliers

i. Suppliers are selected based on objective and quantifiable criteria which ensure the fair treatment of all parties involved in any negotiations. The suppliers must comply with laws governing labor, human rights and environmental protection.

ii. In accordance with standards of honesty and transparency, as well as the Decree 231/01 Organizational and Control Model adopted, all suppliers must comply with the law, as well as national, regional and local regulations. Any violations of these laws and/or regulations by the suppliers must be reported by the Company to the authorities. Similarly, if the authorities confirm that a supplier has committed a crime, the Company will assess whether or not the relationship should be terminated.

iii. The Company, with a view to maximum transparency, will provide suppliers with complete, truthful and timely information about its activities and type of business. The

Company will make payments regularly and will inform the supplier as to the method and timing of payments in advance. When finalizing contracts, the Company and its suppliers will provide all the information needed to ensure that both parties are able to correctly fulfill their obligations and avoid any misunderstandings.

iv. In accordance with the principles of confidentiality, no information relating to the suppliers deemed confidential or strategic will be shared outside the Company, nor will the suppliers violate these principles.

5.2.6 // Environment

v. The Company believes in sustainable global growth in the common interest of all its stakeholders, current and future. The Company strives to maintain the highest possible environmental protection standards and gradually reduce the environmental impact of its business, including by assessing environmental impact when making investment and business decisions, as well as when defining projects and operations.

vi. The Company is committed to raising the awareness of its stakeholders relative to environmental sustainability and making its contribution to the fight against climate change.

6. Implementation and control procedures

The Addressees, including in compliance with the law, must not commit violations of this Code and provide the following information to the Supervisory Board in a timely manner:

- > Any actions/events which result in a violation, or possible violation, of this Code;
- > Any request to violate the Code that was received by them.

Each department head is responsible for ensuring that his/her subordinates, colleagues and staff members understand the importance of adhering to the Code, as well as monitoring compliance and implementation.

6.1 // Supervision

All Addressees are responsible for carrying out their duties in accordance with the Code of Conduct and verifying application as part of any related controls to the extent of his/her responsibility.

The Supervisory Board, a Company body charged with supervising and monitoring the functioning, effectiveness,

and adequacy of the organizational and control model, as well as compliance, is also responsible for monitoring compliance with the Code of Conduct in order to prevent the commission of the crimes contemplated in Legislative Decree 231/2001.

Toward this end the Supervisory Board:

- > May draft proposals to amend and/or update the Code of Conduct, including in order to reflect changes in the company and/or the areas at risk in light of current law;
- > Makes all possible tools needed to clarify the meaning and implementation of the Code available;
- > Investigates and verifies any notice received relative to a violation of the ethical standards and/or procedures governing the company's activities;
- > Advises all corporate bodies of any violations of the Code of Conduct found by the Supervisory Board in the course of its supervisory activities;
- > Further develops control and monitoring systems aiming to reasonably prevent the irregularities referred to in Legislative Decree 231/2001;
- > Prevents anyone from being subject to retaliation for having pointed out possible violations of the Code and/or internal procedures;
- > Ensures the widest possible dissemination of the Code and training of all employees.

6.2 // Whistleblowing procedure

The Whistleblowing procedure adopted by the Company makes it possible for top management, subordinates and third parties to anonymously report illicit or potentially illicit behavior, in accordance with both Legislative Decree 231/2001, as well as other applicable laws, based on specific, concurring facts involving Gruppo IGD.

The reporting system is accessible through the Company's online portal in the section <https://www.gruppoigd.it/en/governance/business-ethics/whistleblowing/>.

In the event it is not possible to submit the report online, any reports sent in a closed envelope, with "personal confidential" written on it, to Via Trattati Comunitari Europei 1957-2007, n. 13a in Bologna, Italy to the attention of IGD's Supervisory Board, will also be examined.

The allegations must be based on specific, concurring facts.

The Reports will be managed by the Supervisory Board in accordance with the "Whistleblowing Procedure" adop-

ted by the Company. All the units/personnel of IGD and any subsidiaries involved in receiving and processing the reports submitted will guarantee the privacy, as well as anonymity, of the whistleblowers filing the report.

Any acts retaliation or discrimination of whistleblowers who file reports in good faith are expressly prohibited. Individuals who in bad faith, intentionally or as a result of gross negligence, file groundless reports may be subject to disciplinary action.

6.3 // Disciplinary sanctions

i. 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. 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.

ii. 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.

6.4 // Communication and training

i. The Company will inform the Addressees of the provisions and scope of the Code and explain that they are required to comply with it. In particular, including by way of officially designated persons, the Company:

- > Distributes the Code;
- > Interprets and clarifies its content;
- > Monitors compliance with the Code;
- > Updates its content as needed.

With respect to directors, employees and those who, as a result of specific mandates or powers of attorney, represent the Company with third parties 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 or by sending a digital receipt for the digital document;
- > Requests 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.

Any doubts as to how the Code should be interpreted or applied must be discussed promptly with the Compliance Committee.

7. Final provisions

7.1 // Binding nature of the Code of Conduct

i. No Addressees have the power to grant exceptions to the provisions of this Code.

ii. In no way shall the conviction of acting in the Company'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.

iii. For these reasons, the Company will take disciplinary action against all violations of the Code of Conduct and the internal procedures which constitute the above offenses or that are even hypothetically able to do so.

7.2 // Amendments and additions

i. 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 Board of Directors and the Addressees must be notified of any changes in a timely manner.

7.3 // Conflict with the Code

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



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