

ASPI Group Anti-Bribery Guideline

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To staff, Corporate Bodies and Group counterparts.

As part of the Transformation Plan launched by the Autostrade per l'Italia Group, the continuous improvement of the Anti-Bribery Guideline, included in the "Next to Legality" programme, is a key objective.

The awareness of the negative impacts produced by corruption has led the Group to constantly renew its commitment to counteract corrupt conducts, with a **"Zero Tolerance"** policy. This is done by implementing principles, rules of conduct and innovative solutions, in compliance with best standards and best practices.

It is our responsibility as a Group to comply with the requirements of this Guideline, thereby contributing to the pursuit of the **"Zero Corruption"** objective and establishing a secure and responsible working environment, based on the compliance with the corporate values of Integrity, Transparency, Inclusiveness and Sustainability.

We thank you for your cooperation and commitment to achieving our Group's goals.

Elisabetta Oliveri – Chairwoman

Roberto Tomasi – Chief Executive Officer

Approved by Board of Directors on 06th October 2022

1 PURPOSE

As we are aware of the negative effects of corruption from the social, economic and business point of view. The purpose of this Guideline is to provide Recipients with the principles of control and conduct to comply with in order to prevent corruption and, more generally, conducts that contravene the values on which Autostrade per l'Italia S.p.A. Group's (hereinafter also "the Group") actions are based.

2 SCOPE

It applies to all Group staff and to all those who work, at a national or international level, on behalf of and/or in the interest of the Group and/or who have professional or business relations with it.

3 HOW IS CORRUPTION PERPETRATED

Corruption is the conduct¹ of any person who, directly or indirectly (including through an intermediary) perform activities on behalf of or in the interest of the Company, and offers, promises, grants, requests, solicits, induces or receives undue benefits and/or remuneration, in order to obtain or maintain benefits for themselves, the Company or third parties.

In general, any act that may unduly influence relations between the Group and public or private third parties is prohibited (so-called *wrong doing*).

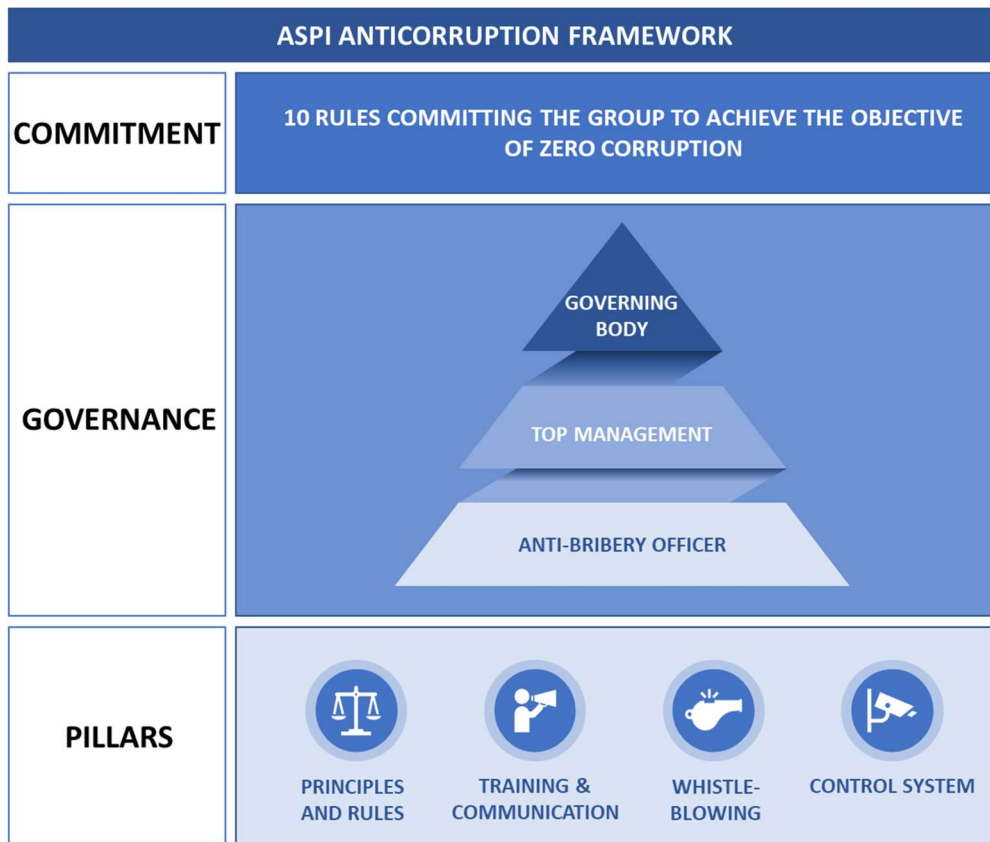
¹ Punished according to the anti-bribery regulations in force in the countries where the Group operates.

4 ANTICORRUPTION FRAMEWORK

In the context of the Group's Transformation Plan, the Guideline is part of the "Next to Legality" programme, aimed at strengthening the Internal Control System and promoting continuous risk monitoring, in order to integrate performance and compliance, ensuring integrity, transparency and quality in all business processes.

The Anti-Bribery Guideline is part of the Group's Anti-Bribery Management System, which is part of the Integrated Management System² defined by the Company and based on the principles of Integrity, Transparency, Inclusiveness and Sustainability.

In this context, the fight against corruption is represented by this framework:



² Integrated Management System for Quality, Road Safety, Environmental Protection, Occupational Health and Safety, Diversity and Inclusion and Anti-Bribery.

4.1 Declaration of Anticorruption Commitment

The Group is inspired in its activities by the *Sustainable Development Goals* (SDGs) defined in the United Nations 2030 Agenda³. In this context, the Group is committed to achieving the “Zero Corruption” goal, through the 10 rules illustrated below:



ZERO CORRUPTION

MANIFESTO

Corruption is a global issue that we have the duty to fight in order to ensure a sustainable future for the next generations

- 1 RACING TO ZERO**
Commitment to breaking biases that corruption cannot be eliminated
- 2 LEADING BY EXAMPLE**
Commitment to developing an anti-corruption culture at all company levels through top management's determination and example.
- 3 HUMAN RIGHTS AND ANTICORRUPTION**
Commitment to promoting the idea that corruption is a crime that can restrict human rights and contribute to inequality.
- 4 STIMULATE RESPONSIBLE CONDUCT**
Commitment to establishing a relationship based on trust at all levels in order to stimulate responsible behaviour, overcoming resistance and barriers to change.
- 5 ZERO TOLLERANCE**
Commitment to diffusing clear sanctions and rules aimed at preventing corruption, not allowing exceptions to rules and prohibitions.
- 6 PROTECT WHISTLEBLOWING**
Commitment to supporting and protecting whistleblowers and reported persons, ensuring a safe psychological environment.
- 7 ADVANCED TRAINING**
Commitment to implementing training and awareness raising activities for all staff and critical Third Parties.
- 8 COMMUNICATION AS AN ASSET**
Commitment to ensure, through innovative and pervasive communication, the diffusion of principles, values and rules, in order to align the perception of consequences to reality.
- 9 TECHNOLOGY SERVING TRANSPARENCY**
Commitment to using technological and innovative solutions as instruments to fight corruption.
- 10 TURNING COMMITMENT INTO ACTION**
Translate commitments into tangible and specific actions that prove determination in the achievement of anticorruption objectives.

³ <https://unric.org/it/agenda-2030/>

4.2 Governance

The Group's Anti-Bribery Management System is directed, coordinated and implemented as follows:

- **Governing Body:** the Board of Directors acts as the Governing Body with the task, among others, of approving the bribery prevention policy, receiving and reviewing information on the content of the Anti-Bribery Management System;
- **Top Management:** the Chief Executive Officer is the Top Management and is responsible for ensuring that the System, anti-bribery policies and objectives are implemented and reviewed, ascertaining the integration of the System's requirements into processes, and promoting an appropriate anti-bribery culture by encouraging the use of whistleblowing channels;
- **Anti-Bribery Officer:** each Group Company appoints an Anti-Bribery Officer (hereinafter also RAC) who, among others, has the task of supervising the implementation and improvement of the Anti-Bribery System and Guideline, ensuring that the System complies with the requirements of the UNI ISO 37001:2016 standard and the continuous monitoring of bribery risk.

4.3 Pillars

The Group counteracts Corruption by means of:

- **Principles and Rules:** the Group is committed to establishing and disseminating clear control principles and rules of conduct which, along with the sanctions system based on the "Zero Tolerance", guarantee certain and impartial sanctions in case of violation of regulation;
- **Training and Communication:** the Group is committed to providing training to all personnel, and, where appropriate, to critical Third Parties, envisaging specific and targeted courses for the figures exposed to bribery risks; in doing so it raises awareness among all recipients on the issues of the fight against bribery and the culture of legality. The Group uses communication to align the perception of the consequences and reality, making the effects of *wrong doing* close and certain. Moreover, the Group's use of innovative communication channels makes the dissemination of values, principles and rules effective, immediate and pervasive;
- **Whistleblowing:** the Group has implemented a reporting system based on the "Speak-up Culture", with multiple reporting channels, which guarantees protection and confidentiality to the whistleblower and the reported person by creating a secure and transparent environment and by providing for specific information flows to the Administrative and Control Bodies of each Company;
- **Control System:** the Group is committed to implementing a Control System based on corruption risk assessment and the use of digital and innovative solutions. These tools are enabling factors that support the improvement of processes and controls, through the analysis and sharing of data and information.

4.3.1 Principles and Rules

The Group does not tolerate corruption in any form, as set out in the 10th Principle of the Global Compact⁴, in compliance with national/international regulations and in application of the provisions of the Code of Ethics.

The Group, in order to pursue its values, adopts and requires compliance with the control principles and rules of conduct laid down to guard against the risk of corruption.

Failure to comply with the control principles and rules of conduct set out in this Guideline, in addition to constituting a violation of the Code of Ethics, may expose ASPI and its Subsidiaries to the risk of sanctions pursuant to Legislative Decree 231/2001, as well as to serious reputational damage.

In application of the "**ZERO TOLERANCE**" principle, the Group does not allow exceptions to the provisions and prohibitions set out in this Guideline. The belief that one is acting for the benefit of the Group cannot in any way justify behaviours in contrast with the principles and rules described below.

4.3.1.1 General Control Principles

For the purpose of compliance with this Guideline, the Group adopts, implements and requires compliance by all Recipients with the following general principles:

Prohibition of unlawful conduct	<p>The following conduct is prohibited:</p> <ul style="list-style-type: none"> (i) any way of circumventing or evading the prohibitions referred to in the Guideline, such as, for example: <ul style="list-style-type: none"> a) a certain conduct referred to in the Guideline is also prohibited in the event that the perpetrator uses personal funds or means provided by a third party outside the Group; b) a gift of money or other benefits referred to in the Guideline is prohibited even where the beneficiary is not the person directly involved in the Company's activities - a public official, supplier, partner, etc. - but his family member, figurehead, intermediary, creditor, debtor, etc.; c) the prohibition of giving or receiving modest gifts also prohibits the same Recipients from giving/accepting - to/from the same person - a significant number of gifts each of modest value, within a period of time reasonably appreciable for the purposes of the Guideline. (ii) any other conduct, although not expressly prohibited by the Guideline, which has the same purpose as one or more of the conducts referred to in the prohibitions mentioned in the Guideline.
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⁴ Companies are committed to fighting corruption in all its forms, including extortion and bribery.

<p>Segregation of responsibilities</p>	<p>All activities shall be managed according to the principle of segregation of responsibilities. The person responsible for performing an activity must:</p> <ul style="list-style-type: none"> • be a party other than the person who controls the activity and/or the person who, where applicable, authorises it; • perform compatible roles in the same process. <p>Compliance with the principle of segregation of duties shall be verified at least once a year by the competent Structure. In addition, the persons involved in the process are required to promptly report any situation of non-compliance with the principle itself.</p>
<p>Signatory Powers</p>	<p>Signatory Powers shall be adequately formalised, clearly defined and assigned in strict connection with the spending needs of the corporate signature, which are inherent in the specific organisational and managerial responsibilities of the procurator. Their exercise shall both comply with the limits defined by value or subject matter and the company directives and procedures, as well as the applicable regulations.</p> <p>It is the primary responsibility of the corporate structures that, to the extent of their respective competences, have instructed the deed signed and/or have proposed the deed for signature by the procurator to ensure the legitimacy of the deed and that it complies with this Guideline, in addition to any other applicable regulatory and procedural provisions.</p>
<p>Impartiality and absence of Conflicts of Interest</p>	<p>The Recipients of the Guideline shall act professionally, transparently, impartially and in compliance with the Anti-Bribery Regulation⁵, and shall promptly report any situation from which a potential conflict of interest may arise.</p> <p>Disclosures concerning the existence of a possible conflict of interest shall be made in accordance with the guidelines provided for in the company regulations (Code of Ethics and Conflict of Interest Management Procedure).</p>
<p>Traceability and Archiving</p>	<p>All activities carried out and the related controls performed shall be traceable and verifiable ex post.</p> <p>The documentation produced shall be neatly filed and remain easy to access.</p>

4.3.1.2 Third Party Control Principles

Being aware of the potential risk of being involved in illicit and non-transparent conducts of Third Parties from a legal, reputational and business point of view, the Group requires the signing of contractual clauses that oblige compliance with the Code of Ethics, the principles contained in the General Part of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/01, the Anti-Bribery Guideline and the Integrated Management Systems Policy.

In addition, the Group verifies the reliability, reputational profile and adequacy of the Third Party by conducting Anti-Corruption Due Diligence as well as providing onboarding training sessions for Third Parties deemed relevant.

⁵ For more details, see section 9 "Acronyms and Definitions".

Anti-Corruption Due Diligence and onboarding sessions are relevant activities for effectively preventing bribery within an organisation.

The activities are modulated based on the extent and nature of the corruption risks identified and carried out in accordance with the principles of proportionality and reasonableness, in order to incorporate and disseminate sufficient information to protect the Group's reputation and integrity.

4.3.1.3 Rules of Conduct relating to specific activities

Below are the behaviours to be adopted with regard to the 10 areas at risk of bribery for the Group identified through a *risk assessment*:

- | | | | |
|---|---|----|---|
| 1 | Relations with the Public Administration and Corporate Lobbying | 6 | Donations and Sponsorships |
| 2 | Relations with political and trade union organizations | 7 | Awarding of works and supplies of goods and services |
| 3 | Facilitation payments and extortion payments | 8 | Awarding of consultancy, specialist and professional mandates |
| 4 | Shares Acquisition in other companies and Joint Ventures (M&A) | 9 | Staff selection, recruitment and management |
| 5 | Gifts and Entertainment Expenses | 10 | Accounting records |

In relation to the Group's current or potential business and, in any case, for each relevant activity for the Group, the Recipients shall comply with the provisions of the Code of Ethics, the procedures and protocols defined for compliance with the Anti-Bribery Regulations, as well as the following rules of conduct.

1. Relations with the Public Administration and Corporate Lobbying

The relations with representatives of the Public Administration (P.A.) in all its possible articulations, shall be inspired by strict compliance with the Anti-Bribery Regulations, the Group's Code of Ethics, and the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/01, and cannot in any way compromise the Group's integrity and reputation.

The commitments and the management of relations with representatives of the P.A. and/or Bodies of public relevance are reserved exclusively to the company figures and structures appointed and authorised for this purpose.

In such relations, each Company shall not improperly influence the decisions or actions of the Institution concerned, nor shall it use the (real or purported) mediation of Third Parties.

In line with the principle of transparency of information:

- transparent and lawful accreditation channels are used, as well as forms of communication that allow the interlocutor to easily and immediately identify both the company organisation and the interest they represent;
- the corporate interest represented in an ongoing decision-making process is also supported through the presentation of proposals, suggestions, studies, research and analyses suitable for highlighting the relevance and impact of the decision;
- the information used is transferred only after its completeness and reliability have been verified by the competent corporate structures.

With reference to relations with the Regulatory, Supervisory and Control Bodies, the Group undertakes to strictly comply with the regulations in the sectors within its competence. The Group's employees shall comply with any request from these Bodies in their inspection functions, cooperating in the relevant activities.

With regard to any corporate lobbying initiatives (including through third parties), they shall:

- be governed by criteria of legitimacy, fairness, and transparency of information. Group representatives undertake to register with the registers of interest representatives, where applicable. ASPI is also registered in the European Transparency Register;
- comply with the corporate strategies and be clearly linked to the corporate objectives;
- be conducted without giving rise to suspicions of corruption, conflict of interest or other irregularities, in compliance with the laws in force and the principles enshrined in the Code of Ethics and in this Guideline, and with the principle of Responsible Lobbying.

2. Relations with political and trade union organizations

The Group does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and trade union organisations, or to their representatives or candidates, either in Italy or abroad, without prejudice to what is established and permitted by applicable regulations.

3. Facilitation payments and extortion payments

The Group expressly prohibits the so-called facilitation payments, i.e. any type of payment or giving of other benefits made directly or indirectly to Public Officials or Persons in Charge of a Public Service, or to private individuals or economic entities, whether Italian or foreign, for the purpose of speeding up, facilitating or simply ensuring the performance of a routine activity or an activity that is in any case lawful and legitimate within the scope of the duties of such persons. In certain situations, Group Personnel may be forced to pay money to third parties, public or private,

by means of violence or serious and imminent threat to personal safety (so-called extortion payments). Such payments, which are only permitted to prevent personal injury, shall be:

- promptly identified and appropriately documented. In particular, the Personnel involved shall send a detailed report of the incident by e-mail to their direct superior, to the Ethics Office and to the RAC of the company to which they belong. The RAC will get in touch with the competent Legal and Compliance department to define the action plan;
- duly recorded in the accounts;
- where appropriate or where required by law, reported to the competent authorities.

4. Shares Acquisition in other companies and Joint Ventures (M&A)

The Group's M&A initiatives should provide, under the responsibility of the Compliance Department⁶ and with the support of the other departments concerned, for adequate and reasonable assessment of counterparties through a specific Anti-Corruption Due Diligence.

Transactions may only be performed subject to a review of the results of the Due Diligence. Where red flags emerge, corrective, contractual or operational actions should be evaluated.

In its preliminary assessments, the Group shall also consider whether any anti-bribery policies and procedures already exist and are applied within the counterparty's organisation.

If the target of the M&A initiative joins the Group, they shall adopt this Guideline (or their own code, yet adjusting in content to this Guideline, should the adoption of the own code be necessary due to the specific characteristics of the reference context). In the case of transactions involving the presence of other shareholders, this requirement shall be included in the provisions of the shareholders' agreement, if any.

5. Gifts and Entertainment Expenses

Gifts, presents and other entertainment expenses are permitted as a common practice of professional and business courtesy, subject to the prohibition of offering or accepting money.

Gifts, presents, and any other benefit or advantage that Recipients offer to (or accept from) public or private persons, in relation to the circumstances, shall:

- (a) be appropriate, reasonable and in good faith;
- (b) be such that they do not (i) hinder the integrity and reputation of the parties involved, nor (ii) generate the impression in the recipient or in an impartial third party that they are intended to acquire, retain or reward undue advantages or to unlawfully or improperly influence the activities or decisions of the recipient;
- (c) comply with anti-bribery legislation and company procedures and protocols.

Subject to compliance with the above criteria:

- the Recipients may offer or accept gifts, presents or any other benefits or utilities as long as their value is low, i.e. an indicative value not exceeding the threshold of 150 euros. The opinion of the Anti-Bribery Officer of the company shall be obtained in case of doubts, and where this threshold is exceeded.

⁶ Responsibility under the Internal Control System (ICS) Manager for the Subsidiaries.

- entertainment expenses (transport, overnight stays, meals, entertainment, etc.) are permitted for business purposes, the promotion of the Group's activities and the development of business relations and partnerships within the limits and according to the criteria laid down by company regulations.

Gifts or presents are not permitted between Group employees under a relationship of super-ordinate hierarchical order where such gifts or donations fall outside the regular practice and in any case when they exceed the low value as understood above.

6. Donations and Sponsorships

Donations and sponsorships shall be regulated according to corporate discretion and in compliance with common business practices.

Among the aspects to be considered when choosing proposals, the Group company concerned shall analyse any possible personal and corporate conflicts of interest.

According to criteria of reasonableness and proportionality in relation to the size of the economic commitment for the Group, the corporate "*process owner*" shall priorly assess the nature and relevance of the initiative and the Compliance department⁷ shall assess the identity and reputational profile of the beneficiaries of the sponsorship or contribution (promoters, organisers, etc.). Based on the findings, the "*process owner*" shall proceed to finalise the initiative and to perform checks on its actual implementation and, in particular, on its consistency with the programme proposed to the Group Company concerned.

7. Awarding of works and supplies of goods and services

Suppliers shall be selected in compliance with the criteria of transparency, traceability, publicity, free competition, non-discrimination, equal treatment and rotation on the basis of objective criteria linked to competitiveness and the quality of the products and services requested, as described in the Group's Code of Ethics and corporate documentation.

In particular, the following fundamental obligations shall be ensured:

- strict compliance with the regulations in force in the countries where the Group operates to ensure the existence of the minimum requirements set out in the Anti-Bribery Guideline;
- adoption of objective and transparent evaluation criteria in the selection of suppliers;
- use of suppliers regularly qualified and listed in the supplier Register;
- provision of adequate justification when using non-registered suppliers while encouraging their registration;
- respect and compliance, in relationships with suppliers, with the applicable legal provisions and contractual conditions;
- adoption of the principles of fairness and good faith in correspondence and interaction with suppliers, in line with the strictest business practices.

The need to pursue the utmost competitive advantage for the Group shall ensure the adoption by its suppliers of operational solutions in line with current legislation and, more generally, with the principles on the protection of the person, the health and safety of workers, the environment and the prevention of bribery.

⁷ Responsibility awarded to the Internal Control System (ICS) Manager for the Subsidiaries.

8. Awarding of consultancy, specialist and professional mandates

Professional to be appointed shall be selected in compliance with the criteria of professionalism, transparency, impartiality, cost-effectiveness and effectiveness. Company procedures shall implement these criteria, regulating the relevant processes.

Specifically, the following basic modalities are ensured:

- professionals shall be selected in compliance with the criteria of transparency, traceability, publicity, free competition, non-discrimination, equal treatment and rotation on the basis of objective criteria linked to the competitiveness and quality of the services requested;
- if, in relation to the assignment, the *intuitu personae* is a selection criterion, after justifying the need to award the assignment, the professional shall be selected among those listed in the Register, whose registration ensures the existence of the requirements of honourableness, standing, reputation, reliability, organisational profile, qualifications, technical and professional qualifications and skills necessary for the performance of the assignment;
- in other cases, still subject to justification, and in compliance, as far as possible, with the rotation criteria, the professional shall be chosen through a competitive comparison among several candidates having suitable characteristics for the performance of the activity; the corporate functions in charge shall ensure that the professional to be engaged has the requirements and skills set forth in the previous point;
- in all cases, the competent corporate functions shall make sure that there is no incompatibility or conflict of interest for the professional and shall also verify that the country in which the professional resides (or the entity has its seat) is not on the list of countries with preferential tax regimes, if that country is different from the country in which the services are to be performed.

The contracts and/or agreements entered into with the selected professionals shall set out in full, clear and adequate detail the services required and the criteria for the accrual of the agreed fees, consistent with the nature of the services themselves.

Lastly, the “*process owner*” shall check the effectiveness of the services provided by third parties in the performance of the contracts entered into with the Group Company, supervising the filing and ensuring availability of the documentation produced.

9. Staff selection, recruitment and management

The selection, recruitment and management of Group Staff shall be guided by the principles of fairness, impartiality, competence, professionalism and equal opportunities.

The Group shall hire resources whose profiles meet the company's needs, by making (as for the management and development of the career path of resources already employed) choices exclusively based on criteria of professionalism and competence, rejecting all forms of nepotism. Staff search, selection and recruitment activities shall be performed in full compliance with the principles of publicity, transparency and impartiality, professionalism and skills.

Moreover, during the selection process, candidates shall declare, in compliance with the applicable legislation, and undertaking all responsibility for the truthfulness of the declarations, the possible existence of further situations and circumstances relevant to their possible inclusion (such as, for example, situations of conflict of interest - actual or potential - family relations with persons belonging to/members of the Public Administration, legal incompatibility).

The Human Resources department of each Group company shall be responsible for ensuring that the selection and recruitment processes, as well as the management of staff resources, comply with the above principles and criteria without exception.

10. Accounting records

Every operation or transaction shall be correctly recorded in the Company's accounting system in compliance with the criteria indicated by law and the applicable accounting principles, or rules and regulation. The accounting entry of each operation or transaction shall be authorised, verifiable, legitimate, consistent and appropriate.

In order for the accounts to meet the requirements of truthfulness, completeness and transparency, Group companies shall keep adequate and complete supporting documentation of the activity performed for each transaction, as required by law and regulations, so as to allow:

- accurate accounting records;
- the immediate determination of the characteristics and motives underlying the transaction;
- the easy formal chronological reconstruction of the transaction;
- the verification of the decision-making, authorisation and implementation process, and the identification of the various levels of responsibility.

Therefore, each employee is required to cooperate, in so far as competent, to ensure that all facts relating to the management of the Group are correctly and promptly recorded in the accounts.

4.3.2 Training and Communication

The Anti-Bribery Guideline is available on the intranet and the corporate website.

In addition, ASPI has set up a special Anti-Bribery Portal, available on the company intranet, in order to raise staff awareness of the Anti-Bribery Management System and the relevant regulations.

4.3.2.1 Training

The Group shall promote the knowledge and dissemination of the Guideline and Anti-Bribery Legislation to all Staff and specific Third Parties, where appropriate, through training courses.

Basic online training courses and specific courses (Advanced Training and Managerial Coaching) shall be provided to the Group staff, taking into account the role of the trained staff and the degree of exposure to bribery risk associated with their activities.

The training activities ensure that the beneficiaries can become familiar with:

- the policy, governance and pillars of the Anti-Bribery Management System;
- the risk of bribery to which the Company and the Recipients, in the performance of their duties, may be exposed;
- the preventive actions to be taken to mitigate the risk of bribery;
- the procedures for reporting alleged unlawful practices linked to bribery.

Tailor-made *onboarding* sessions are planned for Third Parties to disseminate the values, principles and rules of conduct guiding the Group in its ongoing commitment to fight bribery.

Participation in anti-bribery training is mandatory. The Human Capital, Organisation and HSE Department or the competent department of the individual Group Company shall monitor the actual delivery of the planned. The Anti-Bribery Officer of each company shall be informed about the training activities planned and actually delivered.

4.3.2.2 Communication

The Group is committed to disseminating the contents of the Guideline and of the Anti-Bribery Regulations to all Recipients, also through special communications (Compliance Pills) and events open to all corporate staff involving Top Management and the participation of managers of important companies (so-called Legality Days).

In addition, the Group shall promote communication campaigns aimed at harmonising the perception of the consequences of breaches of principles and rules, making the effects of *wrong doings* well understood by all the Recipients.

ASPI and the Companies of the Group shall publish on their website "information brochures" regarding values, principles and rules set out in this Guideline in order to share, with third parties having or wishing to have relations with the Company, the commitment to preventing and combating bribery.

4.3.3 Whistleblowing Reports

The Group has set up the Ethics Office as a collective body responsible for receiving and examining reports (including anonymous ones) received from company staff and/or third parties, relating to suspicious conduct, breaches of internal⁸ and external rules, unlawful conduct and wrong doings in the performance of company business, promoting a system based on “**Speak-up Culture**”.

The reporting system is characterised by the availability of the following **channels**:

- IT platform, accessible by all whistleblowers (employees, third parties, etc.) (ASPI website and company intranet);
- E-mail, to the dedicated e-mail address (segnalazioni@autostrade.it);
- Ordinary mail, to the ASPI Group Ethics Office, via Bergamini, 50 - Roma;
- Voice mailbox, at the number on the ASPI website.

In addition, the Ethics Office is available to meet with the Whistleblower to collect the report, recording the alleged facts, if they so request through the above-mentioned channels.

Additional reporting channels - Any reports concerning potential breaches of the regulations pursuant to Legislative Decree 231/01 and/or alleged breaches of the Anti-Bribery Guideline may be sent directly to the Supervisory Board and to the Anti-Bribery Officer of each Group Company through the following reporting channels:

- E-mail, to the e-mail address of the Supervisory Board of the relevant Company, for reports of potential breaches of the regulations pursuant to Legislative Decree 231/01;
- Ordinary mail, to the attention of the Supervisory Board, at the registered office of the relevant company, for reports of potential breaches of the regulations pursuant to Legislative Decree 231/01;
- E-mail, at anticorruzione@companydomain, for reports of breaches of the Anti-Bribery Guideline;
- Ordinary mail, to the attention of the company's Anti-Bribery Officer, at the company's registered office, for reports of breaches of the Anti-Bribery Guideline.

Protection of the whistleblower and the reported person - Group companies shall guarantee confidentiality on the existence and content of the report, on the identity of the whistleblowers and reported persons, as well as their protection in compliance with the legal provisions, undertaking to create a safe and transparent environment.

Information flows - The Ethics Office shall define the necessary communication flows within the Group and/or to the Bodies of Administration and Control of each Company. Within the framework of these flows, the Ethics Office shall also inform, according to competence, the Supervisory Board and the Anti-Bribery Officer of the individual Company regarding the report received, as well as the results of the preliminary checks and any subsequent assessments conducted.

4.3.4 Control System

The Anti-Bribery Management System is characterised by a Control System that includes the assessment of the risk of bribery, the sanctions system, and monitoring and continuous improvement activities.

⁸ Rules of conduct set out in the Code of Ethics, the Anti-Bribery Guideline, Model 231 and more generally in the body of company regulations.

4.3.4.1 Bribery Risk Assessment

The Companies of the Group shall carry out, also for the purpose of designing their own Anti-Bribery Management System, a periodic assessment of the bribery risk (hereinafter also referred to as 'Risk Assessment') relating to the performance of the Company's activities, aimed at

- identifying the reasonably predictable corruption risks to which the organisation is exposed;
- analysing and assessing, on the basis of defined and formalised criteria, the identified risks;
- assessing the suitability and effectiveness of existing controls to mitigate the applicable bribery risks;
- planning, where appropriate, the necessary actions to strengthen the Internal Control System.

Risk Assessment activities shall be coordinated by the respective Anti-Bribery Managers of the Group Companies, who shall liaise with the competent Compliance and Risk Management departments (where established) and resort to specialised external consultants, where necessary/advisable.

4.3.4.2 Sanctioning Measures

The Group, also in order to harmonise the perception of the consequences of unlawful actions, shall implement a system of sanctions which ensures clear and certain effects proportionate to the breaches committed by the Recipients.

The sanctioning system is divided into:

Disciplinary Sanctions: breach of the Guideline by Group employees entails the adoption of disciplinary sanctions, the extent of which is identified according to criteria of appropriateness and proportionality in line with the reference legal and contractual regulations, the disciplinary code and considering the potential criminal relevance and repercussions on the Company's reputation of the conducts carried out.

The Group shall guarantee that no employee is sanctioned, dismissed, demoted, suspended, transferred or discriminated against for refusing to engage in unlawful conduct, even if such refusal results in consequences detrimental to the Group's business.

Contractual Remedies: Breach by a third party of the principles or provisions of the Guideline may result, on the basis of specific assessments by the Group Company concerned, in the unsuccessful or termination of contractual relations, without prejudice to the right to compensation for damages suffered.

4.3.4.3 Monitoring and continuous improvement

The Group shall monitor the Anti-Bribery Management System through I, II, III level controls, also by using digital and innovative solutions.

Level I controls shall be performed by the “*process owner*”, as described in the corporate body of regulations.

Level II and III controls shall be performed, inter alia, by the Anti-Bribery Officer and the Compliance and Quality Departments⁹, the Internal Audit Department and the Supervisory Board for the areas within their competence.

⁹ Responsibility under the Internal Control System (ICS) Manager for the Subsidiaries.

These controls shall be performed based on annual audit/verification programmes in which criteria and scopes of application are defined. The audits, where they concern the Anti-Bribery Management System, are implemented in order to verify compliance with the provisions of the Guideline.

In addition, in the event of any reported, detected or reasonably suspected breach of the Guideline or Anti-Bribery Regulation, internal investigations/checks shall be initiated as deemed necessary/appropriate.

Periodic checks may be awarded to persons outside the organisation having the required professional skills and requirements.

The status and results of the verification activities shall be reported to the Anti-Bribery Officer of the company concerned and, according to competence, to its Supervisory Board.

The Anti-Bribery Officers of each Group company shall prepare a periodic report (at least annually) on the monitoring activity to be sent to the Parent Company's Board of Directors and Control Bodies and to the Parent Company's Anti-Bribery Officer.

The Group shall ensure the continuous improvement of the Anti-Bribery Management System through the implementation of specific actions resulting from the verification activities carried out.

In addition, the Supervisory Board, the Internal Audit Department and the Anti-Bribery Officers of the Group Companies may recommend improvements to the Guideline on the basis of emerging '*best practices*'.

Each Group Company shall guarantee the fulfilment of the general requirements of its own Anti-Bribery Management System and undertake to request periodically (every year and in case of new appointments in the year of reference) the members of the Board of Directors, CEO, Directors, first reporting lines of Directors (Executives), Anti-Bribery Officer, Project Manager and Contract Performance Director to provide a declaration of compliance with the Guideline.

5 REFERENCES

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997) and subsequent revisions (OECD Recommendation 2021);
- Council of Europe Criminal Law Convention on Corruption (1999);
- United Nations Global Compact (2020 as amended);
- United Nations Convention against Corruption (2004);
- United Nations Sustainable Development Goals (2015);
- UNI ISO 37001:2016 certification;
- Legislative Decree 231/2001 as amended;
- Law No. 179/17, as amended, on "Whistleblowing";
- DIRECTIVE (EU) 2019/1937 "Protection of persons reporting on breaches of Union law";
- Code of Conduct annexed to the Interinstitutional Agreement of 20 May 2021 between the European Parliament, the Council of the European Union and the European Commission on a mandatory Transparency Register;
- Group Code of Ethics;
- Organisation, Management and Control Model pursuant to Decree 231/2001;
- Integrated Management Systems Policy;
- Procedure "Management of whistleblowing reports";
- Group Management Procedure "Management of Conflicts of Interest".

6 ABBREVIATIONS AND DEFINITIONS

ASPI	Autostrade per l'Italia S.p.A.
Code of Ethics	Code of Ethics of the Autostrade Group.
Subsidiary Companies (or Subsidiaries)	Companies directly or indirectly controlled by Autostrade.
Bribery	Bribery shall mean the conduct of any person who, directly or indirectly (including through an intermediary) carries out activities on behalf of or in the interest of the Company, offers, promises, grants, requests, urges, induces or receives undue benefits and/or remuneration, in order to obtain or keep an advantage for themselves, for the Company and/or third parties.

Recipients	Group Staff worldwide, and all persons working in the name of and/or on behalf of and/or in the interest of the Group or persons having professional or business relations with it.
Ethics Office	A collective body responsible for managing reports, which assesses their adequacy, suggests to the Board of Directors any improvements to the process, and promotes the necessary information and training actions intended for the corporate staff.
Extortion Payment	A payment intended to coerce a Group Employee to provide money by threatening their health, safety or freedom.
Facilitation Payment	Illicit or unofficial payment made to obtain a service that the payer is legally entitled to obtain without making such payment.
Group (or Group Companies)	Includes Autostrade per l'Italia S.p.A. and its subsidiaries pursuant to Article 2359 of the Italian Civil Code.
Person in Charge of a Public Service	Person exercising a public service in any capacity, including for a national or international agency, as defined by the individual national laws to which the public service relates.
Guideline	The Anti-Bribery Guideline adopted by ASPI and its Subsidiaries.
MOG 231	Organisation, Management and Control Model pursuant to Legislative Decree no. 231/01.
Anti-Bribery Legislation	The national regulations applicable in the individual countries where the Group operates, best practices and guidelines drawn up by private international organisations (ICC - International Chamber of Commerce, Transparency International, PACI - Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), as well as the following Conventions of international law, including but not limited to: OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997); Council of Europe Criminal Law Convention on Corruption (1999); United Nations Convention against Corruption (2004).
Gifts	Understood as goods granted or received for the purpose of promoting or consolidating the image of the Group Companies and/or the activity carried out. The gift, due to its characteristics and purpose, may also be received from third parties.
Group Staff	Employees of Autostrade per l'Italia and the Group companies (managers, middle managers, office staff, workers).
Public Administration	The public administrations referred to in Article 1(2) of Legislative Decree No. 165 of 30 March 2001, as amended, national public bodies, and

	entities responsible for collecting taxes within the scope of national or local taxation, regardless of their legal form.
Public Official	Person exercising a legislative, administrative or judicial public function, regardless of whether the function derives from appointment, election or succession.
Anti-Bribery Officer or RAC	<p>Anti-Bribery Officer appointed by ASPI and each of its Subsidiaries, who operates with the necessary authority defined in the appropriate appointment provision and whose independence is guaranteed by not being involved in business activities identified as being at risk of bribery.</p> <p>Subject to compliance with the principles set out above (i.e. authority and independence), individual companies, where appropriate in given their organisational structure, have the right to identify – through a specific appointment provision - their own Anti-Bribery Officer in that of other Group companies (e.g. parent company).</p>
Report	Communication relating to breaches which have occurred or are likely to occur within the ASPI Group, or within a third party who has or has had a relationship of any nature with the Group, concerning facts which are considered to be: illegal conduct or wrong doings; breaches of regulations; actions likely to damage the company's assets or reputation; breaches of the Code of Ethics; breaches of the ASPI Group's Anti-Bribery Guideline; breaches of the 231-Model (so-called "231 Reports"); breaches of company procedures and provisions.
Whistleblower	Any person (internal and external to the ASPI Group) who sends the report, having come across situations, facts, circumstances which may reasonably lead to believe that a wrongdoing or illegal act has occurred.
Reported person	Any person to whom the facts alleged in a report are referred or referable.
Anti-Bribery Management System	A set of activities designed and implemented with an integrated and synergetic approach aimed at the continuous improvement of performance and effectiveness in the containment of bribery risks.
Entertainment Expenses	Expenses incurred in connection with actual business purposes within the threshold of EUR 150 per person.
Relevant Third Parties	Parties with whom (or through whom) the Group engages in relationships, including commercial relationships, at risk (high, medium or low) of being influenced by corrupt practices or of being useful for the implementation, facilitation or concealment of corrupt conduct, as identified in the Anti-Bribery System

7 HISTORY OF REVISIONS

Revision	Notes	Date
0.0	<i>First issue</i>	13 December 2021
1.0	<i>Second issue</i>	06 October 2022



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DOCUMENT

autostrade // per l'italia

