

***GUIDELINES TO THE
MANAGEMENT SYSTEM
FOR THE PREVENTION OF
AND FIGHT AGAINST
CORRUPTION***

ENAV S.p.A.

**Approved by the ENAV
Board of Directors 27/9/2021**

enav.it

CONTENTS

1.	INTRODUCTION	4
2.	DEFINITIONS	8
3.	PURPOSES OF THE DOCUMENT	10
4.	ADDRESSEES	11
5.	NORMATIVE REFERENCES	11
6.	SCOPE OF THE ANTI-CORRUPTION SYSTEM AND GUIDELINES	11
7.	APPROVAL, AMENDMENTS AND PUBLICITY OF THE GUIDELINES	12
8.	ANTI-CORRUPTION SYSTEM	12
9.	ROLES AND RESPONSIBILITIES	14
10.	CONTROL MEASURES	15
10.1	<i>FIRST-LEVEL CONTROLS</i>	15
10.2	<i>SECOND-LEVEL CONTROLS</i>	15
10.3	<i>THIRD-LEVEL CONTROLS</i>	16
10.4	<i>VERIFICATION BY CERTIFYING BODIES</i>	16
11.	RELEVANT ACTIVITIES AND ACTIONS TO BE TAKEN	16
11.1	<i>GIFTS – OFFERED BY ADDRESSEES</i>	16
11.2	<i>GIFTS – RECEIVED BY ADDRESSEES</i>	17
11.3	<i>HOSPITALITY – OFFERED BY THE ADDRESSEES</i>	18
11.4	<i>HOSPITALITY – RECEIVED BY ADDRESSEES</i>	19
11.5	<i>REPRESENTATION EXPENSES</i>	19
11.6	<i>LIBERALITY (DONATIONS, NON-PROFIT INITIATIVES, CHARITABLE CONTRIBUTIONS)</i>	20
11.7	<i>SPONSORSHIPS</i>	21
11.8	<i>POLITICAL CONTRIBUTIONS</i>	22
11.9	<i>RELATIONS WITH TRADE UNIONS</i>	22
11.10	<i>PROCUREMENT</i>	22
11.11	<i>PAYMENTS</i>	23
11.12	<i>SALE OF GOODS OR SERVICES</i>	25

11.13	AGREEMENTS WITH INTERMEDIARIES.....	25
11.14	CONSULTING AND PROFESSIONAL SERVICES.....	27
11.15	ACCOUNTING AND FINANCIAL REPORTING	28
11.16	SELECTION AND RECRUITMENT OF PERSONNEL	29
11.17	REWARD SYSTEMS (MBO FOR EXECUTIVES AND MANAGERS).....	29
11.18	CORPORATE TRANSACTIONS (JV, MA&D).....	29
11.19	MANAGEMENT OF RELATIONSHIPS WITH PUBLIC ENTITIES FOR OBTAINING FINANCING OR CONTRIBUTIONS, CONCESSIONS, AUTHORISATIONS, AND LICENCES.....	30
12.	DUTIES OF ADDRESSEES	31
13.	INTERNAL REGULATORY INSTRUMENTS.....	32
14.	REPORTING	32
15.	AWARENESS AND KNOWLEDGE.....	33
15.1	TRAINING.....	33
15.2	INFORMATION AND AWARENESS	33
16.	REPORTING	34
17.	RED FLAGS.....	34
18.	CONTINUOUS IMPROVEMENT	35
19.	PENALTIES	35

1. INTRODUCTION

ENAV recognises that corruption is a negative social force to be fought and prevented, insofar as it feeds illegal markets, distorts competition, exacts a high social and economic price from the community, alters the mechanisms of competition between companies and individuals benefitting some to the detriment of others regardless of business acumen and professional qualification, and damages the economy, the cultural and social growth of the country, and the trust of citizens in institutions, thereby undermining democratic and ethical values.

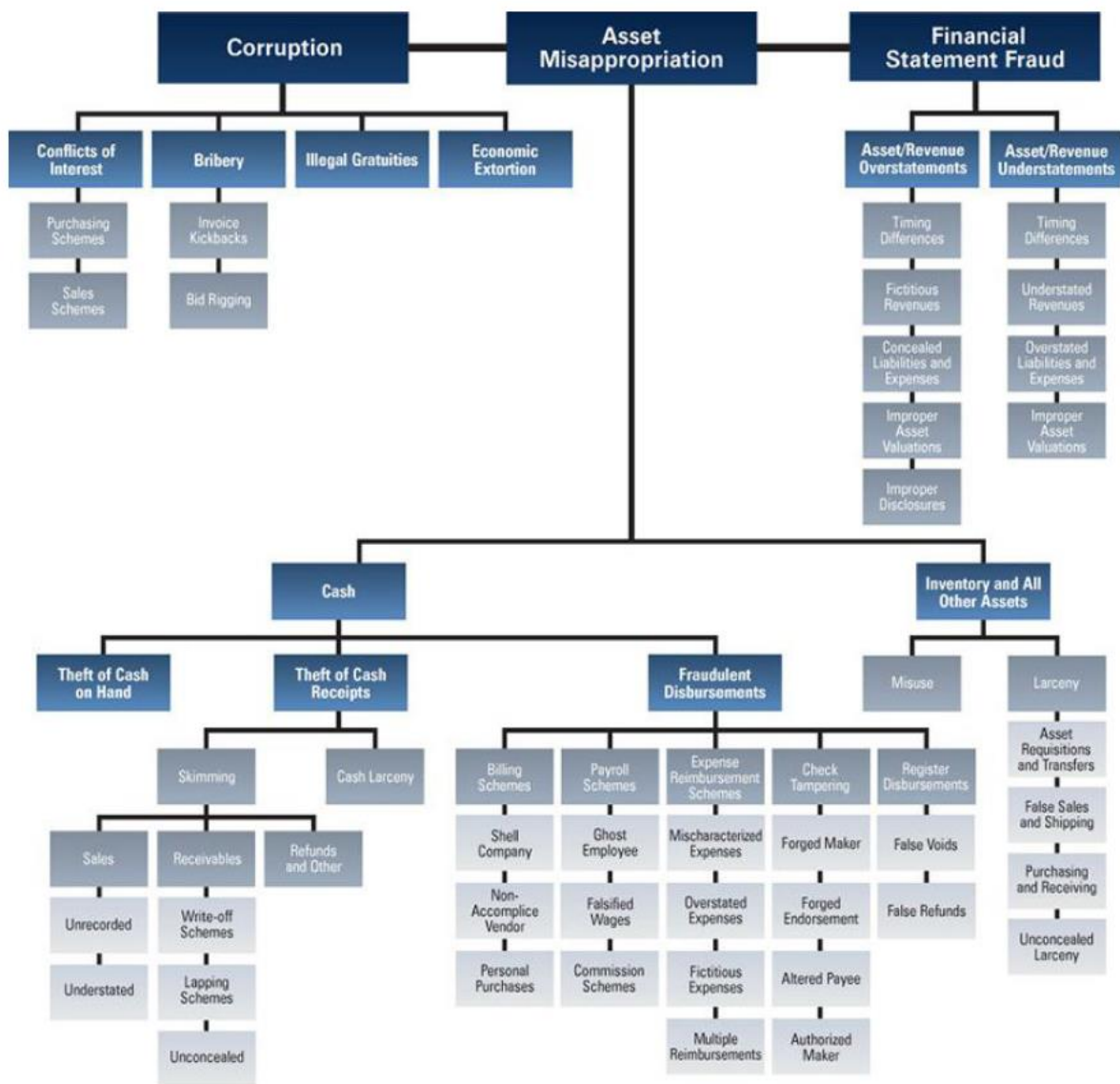
The risk of corruption, as formally identified by senior management in the context of the Enterprise Risk Management process and the Non-Financial Statement, plays a primary role in the context of corporate risks.

The system to prevent and combat corruption is part of the wider fraud prevention system, based on the scheme promoted by the ACFE (Association of Certified Fraud Examiners), which classifies fraud according to the following categories:

- corruption;
- asset misappropriation;
- false accounting and other forms of economic-financial communication (financial statement fraud).

This document focuses on the first category of corporate fraud, namely corruption.

The full ACFE fraud classification scheme is shown below:



Taking as reference the broader concept of fraud of which corruption is a part, it is possible to identify the main reasons that lead to the corrupt practices. Three components are identified in the literature, represented - by the model defined by Donald Ray Cressey (US sociologist and criminologist [born 1919, died 1987]) as the " Fraud Triangle":



According to this model, unlawful conduct is mainly attributable to three factors:

- pressure perceived by the person;
- opportunity;
- rationalisation.

Pressure refers to an incentive that drives a person to commit fraud. In most cases it can originate from a "problem" in the private life of the person, usually linked to their financial situation (also called a motivating element). Triggers can also be found within the organisation, e.g. overly challenging incentive plans.

Opportunity refers to the possibility that the person is able to carry out the offence. This consists in being able to exploit weaknesses and inefficiencies in the control system. It is often linked to the presence of trust relationships within the company which in some way replace the normal procedures for control and verification of activities, thereby leaving room for fraud. *Job rotation* is considered one of the necessary measures for prevention.

By rationalisation, we mean "self-justification" of the individual's behaviour. In fact, the latter will try to generalise the problem (e.g. "everyone does it"), representing it as compensation for an injustice suffered or minimising the dishonest extent of the behaviour (e.g. "other people do far worse").

It should be noted that one condition alone is not normally considered sufficient for the probable commission of a corrupt act.

These Guidelines takes as reference the three components of corruption risk management, which will be examined in more depth and which derive from the most common fraud risk management models:

- Fraud prevention: the mechanisms implementing all measures to prevent fraud: beginning with risk assessment, the methodology aims to put in place specific internal control mechanisms (procedures, controls, organisations, systems, powers) to prevent fraud;
- Fraud detection: the creation of suitable systems to detect factors that may indicate the probable presence of corruption, such as red flags, sample checks, information flows and reports, and checks on big data;

- Fraud investigation: targeted checks, such as audits aimed at ascertaining fraudulent acts.

The rest of the document will examine the individual phases. The Internal Audit Manual contains details of investigative and verification activities.

2. DEFINITIONS

In addition to the terms defined in other provisions of these Guidelines, the following terms and definitions shall have the meaning attributed below, it being understood that the terms defined in the singular are also understood to be defined in the plural and vice versa.

- **Annex** – any attachment to these Guidelines of which it constitutes a substantial and integral part.
- **Senior Management** – the person or group of people who, at the highest level, directs and controls the Company (in ENAV, the company Chief Executive Officer).
- **Governing Body** – group or body that holds ultimate responsibility and authority for the activities, administration, and policies of the Company, to which Senior Management reports and which controls the responsibilities of Senior Management (in ENAV, the Board of Directors).
- **Chief Executive Officer** – the Chief Executive Officer of the Company.
- **Code of Ethics** – the Group code of ethics adopted by Group Companies.
- **Board of Directors** – the Board of Directors of the Company.
- **Decree 231** – Italian Legislative Decree 231 of 8 June 2001 regarding "*Administrative liability of legal persons, companies and associations without legal personality*".
- **Enav** – Enav S.p.A.
- **Anti-bribery Compliance Function** – the person or persons with responsibility and authority for the operation of the Anti-corruption System.
- **Persons in charge of a public service** – Pursuant to Article 358 of the Italian Criminal Code "*persons in charge of a public service are persons who, in any capacity, perform a public service. Public service means an activity regulated in the same manner as the civil service, but is characterised by the lack of the typical powers bestowed on the latter, and excludes the performance of simple order tasks and the provision of material labour alone*".
- **Model** – the organisation, management and control model adopted by ENAV pursuant to Decree 231. The Model includes all the measures in place to limit the risks of criminal offence, including rules and procedures, controls on personnel and processes, training activities aimed at prevention, and a control environment.
- **Standard 37001** – the UNI ISO 37001:2016 technical standard, which specifies the requirements and provides a guide to establish, implement, maintain, update and improve a management system for prevention of corruption.
- **SB or Supervisory Body** – body established pursuant to Decree 231 and in accordance with the provisions contained in the Guidelines adopted by Confindustria for the preparation of organisational, management and control models pursuant to Article 6, paragraph 3 of Decree 231.
- **Public Administration** – the set of national, European Union, and foreign entities and subjects, both public (State, Ministries, Regions, Provinces, Municipalities, etc.) and private (e.g. concessionaires, contracting authorities, mixed S.p.A.s, etc.) and all other figures who

perform the public function in some way in the interest of the community and therefore in the public interest. In particular, with reference to criminal offences against the public administration, we refer to public officials and persons in charge of a public service.

- **Public Officials** – pursuant to Article 357 of the Italian Criminal Code "*persons exercising a legislative, judicial, or administrative public function are public officials. To the same effect, a public function is an administrative function governed by public law and administrative acts, and is characterised by the formation and manifestation of the will of the public administration or by its realisation by means of administrative or certifying powers*".
- **Policy for prevention of corruption** – the Policy for prevention of corruption adopted by ENAV to illustrate the guidelines and principles upon which the Anti-Corruption System is based.
- **Management Review** – the management review as an activity carried out by Senior Management, the Governing Body and the Compliance Function.
- **Anti-Corruption System** – the management system adopted by Group Companies in compliance with Standard 37001 to prevent and combat corruption.
- **Internal Control and Risk Management System or ICRMS** – the internal control and risk management system.
- **Company or Group Company** – ENAV and its Subsidiaries.
- **Subsidiaries** – companies controlled by ENAV pursuant to Article 2359 of the Italian Civil Code.
- **Internal Regulatory Tools:** documents containing the mandatory internal rules and rules that the Addressees must comply with in addition to the Code of Ethics and this document including but not limited to the following: management systems, guidelines, codes, regulations, procedures, operating instructions, manuals, standards, circulars, organisational communications, policies, forms and rules of conduct, as well as all amendments and additions thereto. This definition also includes corporate practices adopted but not formalised in writing (e.g. those adopted after the issuance of a law but awaiting formalisation via a procedure or other Internal Regulatory Instrument).

For the purposes of these Guidelines and in compliance with the provisions of Standard 37001, "corruption"¹² shall be understood as:

- active and passive bribery;
- direct or indirect bribery;
- bribery in the public, private and not-for-profit sectors;
- bribery by and of companies belonging to the ENAV Group;
- bribery by personnel of companies belonging to the Group acting on behalf of ENAV or for its benefit, and of said personnel in relation to the activities performed;
- bribery of and by business associates of Group Companies operating on their behalf or for their benefit.

3. PURPOSES OF THE DOCUMENT

In the context described above, the Board of Directors, with a view to maximising the involvement of Addressees in the effort to prevent and combat corruption, has chosen to adopt a corruption prevention strategy as expressed in these Guidelines, which by incorporating the guidelines provided under the international standard ISO 37001:

- identify and promote organisational strategies based on an effective and continuously updated management system, on the analysis of processes, and on specific measures for the management of corruption risk;
- ensure the implementation, maintenance and improvement of the Anti-Corruption System;

¹Corruption, regulated by the Italian Criminal Code under Articles 318-322, can be defined as a particular agreement ([criminal] conspiracy) between a public official and a private subject, whereby the former accepts from the latter an undue payment (or in the event that the latter makes offers or promises to the former of money or other benefits) for: (i) the exercise of functions or powers (Article 318 of the Italian Criminal Code – corruption for the exercise of the function); (ii) omitting or delaying or for having omitted or delayed an act of office, or performing or for having performed an act contrary to official duties (Article 319 of the Italian Criminal Code – corruption for an act contrary to official duties); (iii) favouring or damaging a party in a civil, criminal or administrative process (Article 319-ter of the Italian Criminal Code – corruption in judicial acts) (iv) having induced, by abusing their office or their powers, a person to give or make promise of undue money or other benefits (Article 319-quater of the Italian Criminal Code – undue inducement to give or promise benefits).

"Concussione" (aggravated inducement to bribery) (Article 317 of the Italian Criminal Code) consists of the conduct of a public official or a person in charge of a public service who, by abusing their office or powers, forces a person to unduly give or promise, to them or a third party, money or other benefits. Article 319-quater of the Italian Criminal Code, undue induction to give and promise benefits, relates to a party having induced, by abusing their office or powers, a person to unduly give or promise money or other benefits.

Article 319-bis of the Italian Criminal Code increases the penalty provided for by Article 319 of the Italian Criminal Code if the object of the act is the conferment of "public employment", or "salaries" or "pensions" or the "stipulation of contracts" in the administration to which the public official belongs.

²The civil code regulates bribery between private individuals (Article 2635 of the Italian Criminal Code) and the solicitation of bribery (Article 2635-bis of the Italian Criminal Code) as supplemental to "*public bribery*" since the act of bribery itself carried out by private individuals damages the economy and alters competition. Potential active persons include directors, general managers, managers responsible for preparing a company's financial reports, statutory auditors, liquidators who solicit or receive, for themselves or for others, money or other benefits that are not due, or accept such a promise to perform or omit an act in violation of the obligations inherent in their office or duties of loyalty.

- guarantee the *compliance* of Group Company activities with Anti-Corruption Laws, Standard 37001, the Code of Ethics, the Internal Control and Risk Management System (ICRMS), the 231 Model, and the Internal Regulatory Instruments;
- standardise and integrate the existing rules to prevent and combat corruption in Group Company operating practices in the conduct of business and corporate activities.

4. ADDRESSEES

The addressees of the Anti-Corruption System are the members of the administration and control bodies, employees, and collaborators of Group Companies as well as all those who, directly or indirectly, permanently or temporarily due to their work or professional activity come into contact with Group Companies (e.g. customers, suppliers, contractors, consultants, agents, etc.) (the "Addressees").

All Addressees are required to know, observe and apply the provisions contained in these Guidelines as applicable to their role and responsibility.

5. NORMATIVE REFERENCES

It should be noted that, as a listed company, ENAV **is not subject to the provisions of Italian Law 190/2012 and subsequent amendments and additions.**³

However, in performing their activities, ENAV and Group Companies observe the guidelines on the regulations on corruption (the "**Anti-Corruption Laws**"), as listed in the QMS Manual.

It should also be noted that, should the provisions set forth by a local law of one country in which Group Companies operate be more restrictive than those referred to in these Guidelines, ENAV undertakes to operate in compliance with those more restrictive provisions. To this end, ENAV monitors the relevant international reference legislation to draw upon ideas for reflection and training on the effectiveness and application of anti-corruption legislation with international repercussions.

In addition to *best practices*, as a company operating predominantly in Italy, ENAV takes into account and integrates into its internal policies the guidelines and provisions (decisions, decrees of the President, opinions, guidelines) of ANAC (the National Anti-Corruption Authority) on issues of corruption prevention.

6. SCOPE OF THE ANTI-CORRUPTION SYSTEM AND GUIDELINES

The Company has established that, due to the nature of the activity, the Anti-Corruption System applies:

- to all company processes, with specific but not exclusive reference to the processes identified as at risk of corruption through risk identification and assessment;
- to all employees;

³ANAC has ruled on several occasions admitting the non-applicability of Law 190/2016 to listed companies (e.g.: Reporting Act No. 3 of 1 July 2020 (applicability to listed companies of the transparency legislation pursuant to Italian Legislative Decree 33/2013 and the prevention of corruption pursuant to Italian Law 190/2012; Guidelines on Whistleblowing – Resolution no. 469/2021)

- to all business associates (including but not limited to customers, buyers, joint ventures, joint venture partners, consortium partners, external suppliers, contractors, consultants, subcontractors, vendors, agents, distributors, representatives, intermediaries and employee investors).

These Guidelines apply to ENAV and, in the context of its management and coordination activities, to the Subsidiaries, which are required to take note of, adopt, and ensure the adequate internal dissemination of the Guidelines to ensure full compliance with the same.

Where the conditions are met, the Subsidiaries adopt all appropriate resolutions and provisions to implement or integrate these Guidelines within each Subsidiary.

ENAV and the Subsidiaries undertake, as far as possible, to encourage and promote the adoption – by the companies in which they hold equity investments while not exercising control and/or dominant influence – of safeguards relating to the management of the risk of corruption in the performance of their own activities in line with the provisions therein.

7. APPROVAL, AMENDMENTS AND PUBLICITY OF THE GUIDELINES

These Guidelines and the amendments hereto are approved by the Board of Directors, subject to the opinion of the Control, Risks and Related Parties Committee.

The Chief Executive Officer is authorised to make any changes and additions that may be necessary following legal or regulatory provisions or organisational changes, thereafter submitting the changes to the Board of Directors for ratification at the first available meeting.

These Guidelines and any related changes are published on the company intranet and promptly communicated to the Subsidiaries by the secretariat of the Board of Directors.

8. ANTI-CORRUPTION SYSTEM

The Company, in pursuit of the primary objective of guaranteeing lawfulness, integrity, correctness, honesty and transparency in the conduct of business and corporate activities to protect its position and image, the expectations of its *stakeholders* and the work of its representatives, including members of the corporate bodies, employees and collaborators, has outlined the Anti-Corruption System in accordance with:

- the Anti-Corruption Laws;
- the principles established by Standard 37001 which ENAV has chosen to comply with on a voluntary basis;
- the Internal Control and Risk Management System;
- the principles of conduct provided for in the Code of Ethics pursuant to which Group Companies oppose and reject any form of corruption, whether it be public or private, active or passive, or direct or indirect;
- the principles and objectives of the Anti-Corruption System identified in the Policy for the prevention of corruption;
- the anti-corruption control measures contained in the 231 Model;

- the anti-corruption control measures contained in the Internal Regulatory Instruments;

In designing and implementing the Anti-Corruption System in line with company organisation and the many environments in which it operates, ENAV has taken into consideration:

- the internal and external context in which it operates to understand the elements that can foster corrupt practices⁴;
- the results of the anti-corruption *risk assessment* aimed at identifying areas where the risk of corruption can manifest in the most impactful way⁵;
- the needs and expectations of its *stakeholders* or other interested parties in addition to its employees, collaborators, suppliers and customers including but not limited to:
 - passengers, who expect to travel in safe and hygienic conditions;
 - airlines, who are guaranteed safe flying conditions, punctuality and production capacity, and have an interest in consistent rates;
 - airport operators, who have an interest in integrating with ENAV, both in operational terms and in infrastructural developments, to offer higher capacity and safety conditions;
 - the local and national community, which has an interest in the implementation of projects aimed at economic development and intercultural exchange;
 - the national and European regulatory authorities, who have an interest in synergistic integration to foster development of the national and European navigation system;
 - the aviation industry, which has an interest in a relationship based on mutual understanding to increase the utility of the services rendered, including in terms of adequate national supervision of technological innovations in the sector;
 - the financial community, which has an interest in long-term sustainability to protect its investments in the Company, and which has taken on an increasingly significant role following the listing of ENAV on the stock market.

The Anti-Corruption System consists of the:

- Group Code of Ethics;

- ⁴To this end, the following main factors were taken into consideration: (i) the size, structure, and system of powers defined by ENAV; (ii) the places and sectors in which ENAV operates or plans to operate; (iii) the nature, size and complexity of ENAV's activities and operations; (iv) the business model; (v) the entities over which ENAV has control or the companies exercising control over ENAV; (vi) the nature and extent of interactions with the public administration; (vii) the internal and external regulatory framework;

- ⁵Risk analysis and assessment is the foundation of the design, implementation and maintenance of the Anti-Corruption System.

- Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001;
- Policy for prevention of corruption;
- Proxies and Commissions;
- Organisational Manual describing duties and responsibilities;
- Regulations, procedures and policies relating to the areas most exposed to the risk of corruption, with the provision of first and second level anti-corruption controls;
- Documents relating to the Management System for Prevention of Corruption;
- Training programmes for employees on preventing and combating corruption;
- A system for reporting, known as *whistleblowing*, and a process to verify acts subject to reporting;
- Periodic reporting to senior management regarding at-risk areas, the status of policies and procedures, the results of anti-corruption controls, reports received, and checks carried out.

9. ROLES AND RESPONSIBILITIES

The main actors in an Anti-Corruption Management System are:

- a) The Governing Body (Board of Directors) and Senior Management (Chief Executive Officer) whose duties are described in the QMS Manual⁶;
- b) The Anti-bribery Compliance Function, set up by the Chief Executive Officer and tasked to:
 - supervise the organisation's design and implementation of the management system for prevention of corruption;
 - provide advice and guidance to staff on the management system for prevention of corruption and issues related to corruption;
 - ensure that the management system for prevention of corruption complies with the requirements of ISO 37001;
 - report on the performance of the management system for prevention of corruption to the Board of Directors and the Chief Executive Officer.

⁶By way of example, the principal tasks include: ensuring that the Anti-Corruption System is duly designed, established, implemented, maintained and reviewed; ensuring that there is integration between the organisation's processes and the requirements of the Anti-Corruption System; providing adequate internal and external communication, disseminating the importance of effective management for prevention of corruption, promoting an adequate culture against corruption within the organisation and continuous improvement; performing a periodic review of the content and functioning of the management system for prevention of corruption; guiding and supporting staff in their contribution to the effectiveness of the Anti-Corruption System; encouraging the use of the reporting procedures adopted for this purpose; ensuring that no member of staff suffers retaliation, discrimination or disciplinary action for reporting in good faith or for refusing to engage in corruption.

The Chief Executive Officer has assigned to the Compliance Function the resources necessary to carry out the tasks of preventing corruption. Further detail is provided in the QMS Manual.

- c) The Supervisory Board, appointed by the BoD pursuant to Decree 231 with the responsibility of overseeing the correct implementation of the 231 Model approved by the Board of Directors and proposing any update thereto.

On this basis, the present document integrates the 231 Model with the description of the appropriate organisation and management measures to prevent corrupt practices which, unlike Italian Legislative Decree 231/2001, are committed to the detriment of the company. These measures, which refer to all activities carried out by the Company, are brought together into a single document by these Guidelines.

- d) The managers of the organisation

The company has created organisational offices called "Units", which are assigned to managers with direct responsibility for the performance of anti-corruption activities and direct responsibility for compliance with anti-corruption laws.

10. CONTROL MEASURES

In line with the Guidelines of the Internal Control and Risk Management System as defined by the Board of Directors, ENAV provides for controls along three lines of supervision for corruption risks falling under the broader category of fraud risk:

- first-level controls (or line controls), delegated to the process owners and management who must follow and observe the company procedures and internal regulations;
- second-level controls, delegated to the Anti-bribery Compliance Function, to the "*Enterprise Risk Management*" unit, and to the manager responsible for preparing the accounting documents;
- third-level controls, delegated to the Internal Audit unit.

10.1 First-level controls

For each process exposed to a corruption risk, ENAV has planned the controls necessary to meet the requirements of the Anti-corruption System and retains the documented information for the time required to track completed controls. The suitability and effectiveness of existing controls are then assessed.

10.2 Second-level controls

ENAV periodically checks the adequacy and effectiveness of the Anti-Corruption System through monitoring activity which aims to verify compliance with the regulations, procedures and policies and to establish the need or opportunity to modify and update the control measures referred to in the Anti-Corruption System.

Monitoring can include, for example, the following areas:

- effectiveness of training and information;

- effectiveness of controls through sample tests;
- effectiveness of the division of powers and related responsibilities;
- effectiveness in responding to negative control outcomes.

10.3 Third-level controls

In line with the provisions of the Corporate Governance Code for listed companies, the ENAV Board of Directors has set up the *Internal Audit* unit directly reporting to it, whose tasks include assessing the adequacy of the ICRMS of which the Anti-corruption System is an integral part.

The Internal Audit unit operates according to the mandate approved by the Board of Directors and in accordance with the "Audit Manual", currently in force, which can be consulted for a detailed analysis of the process and as defined on the basis of the standards of the Institute of Internal Auditors (IIA).

10.4 Verification by certifying bodies

The Anti-Corruption System is also subjected to periodic verification by third parties, including external certifiers, to certify its compliance with the reference standards (ISO 37001).

11. RELEVANT ACTIVITIES AND ACTIONS TO BE TAKEN

Based on the identification and assessment of the risk of corruption potentially deriving from the activities carried out by the Company, and considering the context and the indications provided by applicable *best practices*, the activities most exposed to corruption have been mapped as described below.

The following elements are identified for each relevant activity: (i) the conduct that each Addressee is required to implement in order to prevent potential corrupt acts in the performance of each activity, specifying for each the principles of proper conduct and prohibited conduct (ii) the information flows defined by the Company and related content.

11.1 Gifts – offered by Addressees

In line with the Code of Ethics and these internal regulations, gifts may be made in compliance with internal regulations and must:

- be reasonable according to the circumstances, comply with the generally accepted standards of professional courtesy, and in any case must not exceed the threshold of EUR 150 per year for each counterparty;
- be such as not to compromise the integrity and/or reputation of either party;
- be such that they cannot be interpreted by an impartial observer as being aimed at creating a debt of gratitude or gaining improper benefits;
- not be motivated by a desire to exert improper influence or the expectation of reciprocity;
- not have the purpose of facilitating or accelerating the provision of services by parties required to provide certain services;
- not consist of a cash payment;

- be made in relation to legitimate business purposes and in good faith;
- comply with local laws and regulations applicable to the public official or to the private individual, including, where applicable, the codes of conduct of the organisations or bodies to which the parties belong;
- be recorded accurately and transparently;
- always be tracked in a special register and supported by reference documentation to identify the name and title of each beneficiary and the purpose of the payment or other benefits.

Any exception to the limit of EUR 150 must be authorised in advance by the Chief Executive Officer, and the Internal Audit unit (*Anti-Corruption, Fraud and Whistleblowing division*), the Supervisory Body, and the Compliance Function must be informed of the matter.

Any such disclosure must include the following information:

- name of the Group Company and of the person offering the gift;
- name of the Group Company and of the person receiving the offer of the gift;
- short description of the gift;
- current or estimated value;
- indication of any acceptance or rejection;

11.2 Gifts – received by Addressees

It is forbidden for an employee to request, for themselves or for others, gifts or other benefits, even if of modest value, as payment for performing or for having performed an act of their office.

Anyone who receives offers of gifts that cannot be considered as acts of commercial courtesy of modest value (within the calculated limit of EUR 150.00 per year) must refuse such gifts and, where possible, immediately inform:

- their direct supervisor;
- the HR department;
- the Internal Audit unit – *Anti-corruption, Fraud and Whistleblowing division*;
- the Supervisory Body;
- the Anti-bribery Compliance Function.

For each exception to this limit, an employee must file a specific request for authorisation with the HR department and immediately inform their direct supervisor, the Internal Audit unit (*Anti-corruption, Fraud and Whistleblowing division*), the Supervisory Body, and the Anti-bribery Compliance Function.

The gift:

- must not consist of a cash payment;
- must comply with standards of professional courtesy;
- must not be given in order to exert any unlawful influence or an expectation of reciprocity;
- be reasonable according to the circumstances.

11.3 Hospitality – offered by the Addressees

This includes the costs of food, travel and accommodation incurred to host customers, including potential clients, or other institutional figures during exhibitions, fairs, expositions or similar events and visits to the company's headquarters, premises or production units.

These expenses also include business lunches or dinners offered, by Addressees entitled to pay hospitality expenses for third parties within the limits of normal courtesy relations, to representatives of national and international organisations collaborating with ENAV, e.g. for the development of European projects.

Addressees are required to observe the following principles of conduct:

- hospitality must be managed in compliance with the legislation, including tax legislation, applicable in Italy and abroad (in which case it is necessary to be able to trace the beneficiaries);
- hospitality may not be offered to persons other than the parties with whom the Group has business relationships (i.e. no meals or hotel accommodation may be offered to spouses, children, or other relatives);
- hospitality may only be offered in connection with company activities and must be appropriate to the circumstances;
- hospitality may not be provided in exchange for favours or benefits to the Company or to improperly influence any decision;
- the amounts for hospitality expenses must be in line with those envisaged for the executive staff of Group Companies, i.e. based on criteria of economy and within the limits of normality;
- notification must be sent in advance to the beneficiaries, allowing them to decline the invitation should it contravene the laws and regulations of their country or their personal convictions;

In the event that the amounts offered to third parties are significantly higher than those envisaged for executive staff of Group Companies, provided that they are reasonable and do not conflict with the laws and regulations of the relevant Country, they must be justified and authorised by the Human Resources Department and immediate disclosure of this must be provided to:

- the direct supervisor;
- the Internal Audit unit – Anti-corruption, Fraud and Whistleblowing division;
- the Supervisory Board;
- the Compliance Function.

Any such disclosure must include the following information:

- name of the Group Company and of the person offering hospitality;
- name of the company and of the person to whom hospitality has been offered;
- brief description of the hospitality offered and related amount;
- indication of any acceptance or rejection;

- event or occasion relating to the invitation;

11.4 Hospitality – received by Addressees

In the course of their duties, Addressees may receive hospitality items (such as dinners, business lunches, hotels, transfers, transport, etc.).

In such cases, Addressees are required to comply with the following principles of conduct:

- they may receive hospitality only in relation to the performance of business activities;
- they must decline the invitation if there is a likelihood of a request for favours in exchange for hospitality;
- hospitality may not be received in exchange for the offer of favours;
- the amounts for hospitality expenses must be in line with those envisaged for the executive staff of Group Companies, i.e. based on criteria of economy and within the limits of normality.

In the event that the cost of the hospitality treatment received is clearly higher than that envisaged for the executive staff of Group Companies, provided that it is reasonable and does not conflict with the laws and regulations of the respective country, it must be specifically disclosed to:

- the direct supervisor;
- the Internal Audit unit – *Anti-corruption, Fraud and Whistleblowing division*;
- the Supervisory Board;
- the Compliance Function.

The disclosure must include the following information:

- name of the Group Company and of the person receiving the hospitality;
- name of the third party offering the hospitality;
- event or occasion relating to the hospitality;
- short description of the hospitality received;
- indication of any refusal;
- declaration that the employee alone, and no relatives, received the hospitality.

11.5 Representation expenses

The Decree of 19 November 2008 of the Italian Ministry of the Economy and Finance dictated precise indications to identify representation expenses: *"these are considered as the disbursements for free of goods and services, carried out for promotional or public relations purposes and whose support meets the criteria of reasonableness according to the objective of also potentially generating economic benefits for the company, or is consistent with commercial practices in the sector [...] any other expense for goods and services distributed or supplied free of charge, including contributions paid free of charge for conferences, seminars and similar events whose incurrence meets criteria of relevance"*.

Representation expenses must therefore meet the following requirements:

- they must be relevant: this includes any free disbursements that pursue promotional or public relations purposes. In other words, they must have the purpose of promoting the activities carried out on the market for the benefit of both current and potential customers;
- they must be offered in connection with company activities;
- they must be consistent;
- they must correspond to the concept of gratuity, i.e. they must be absent of any specific contribution or consideration on the part of the recipients of the goods and services supplied;
- they must not be provided in exchange for favours or benefits to the Company or to improperly influence any decision;
- the cost incurred must be reasonable, i.e. it must be paid in accordance with the objective of generating real or potential economic benefits or alternatively it must be consistent with commercial practices in the sector;
- the list of beneficiaries must be drawn up for each representation expense.

The Company department must prepare suitable documentation attesting to the effective performance of promotional activities and the identification of activities qualifying as "promotional".

Representation expenses must be the object of an information flow to:

- the direct supervisor;
- the Internal Audit unit – *Anti-corruption, Fraud and Whistleblowing division*;
- the HR department;
- the Supervisory Board;
- the Compliance Function.

The disclosure must contain:

- the date and place of the event;
- a description of the event;
- a list of third parties participating in the event;
- a description of the expense.

11.6 Liberality (donations, non-profit initiatives, charitable contributions)

Donations to charitable organisations, government agencies and bodies, non-profit initiatives and social projects present the risk that valuable funds or assets will be diverted for personal use or will be of benefit to a Public Official or private individual.

ENAV and its Subsidiaries must therefore respect the following minimum standards:

- all contributions, donations and social projects must be carried out in accordance with the approved budget;
- liberality may not be granted to natural persons, but only to legal persons;
- liberality may be made only in favour of well-established, trustworthy legal persons with an impeccable reputation in terms of honesty and integrity;

- the beneficiary must demonstrate that they have met all the requirements to operate in compliance with the applicable laws;
- a regulatory instrument must be adopted that regulates the process of approving contributions, non-profit initiatives and social projects and that provides for the approval of an adequate description of the nature and purpose of the individual contribution, due diligence regarding the beneficiary, and verification of the legitimacy of the contribution or initiative according to the applicable laws;
- in line with the relevant legislative and internal provisions and with the Code of Ethics, in the case of cash contributions, payments to the beneficiary must be made exclusively to the account registered in the name of the Beneficiary Institution; it is not permitted to make payments to encrypted accounts or in cash, or to a person other than the beneficiary organisation, or to a third country other than the country of the beneficiary institution. The payment must therefore contain clear identification of the recipient and the purpose of the payment;
- contributions must be recorded truthfully and transparently in the company's books and records;
- the beneficiary must undertake to record the contributions received in their books and records in an appropriate and transparent manner;
- ENAV and the Subsidiaries must also contractually obtain the right to verify the correct and effective use of these funds by the beneficiary.

11.7 Sponsorships

Like donations, sponsorships could be used as an act of corruption; in addition to the law, they must comply with the Group's internal regulations. Sponsorships must be implemented in an open and transparent manner.

ENAV and the Subsidiaries must therefore respect the following minimum standards:

- sponsorships must be aimed at promoting the image of Group Companies or used exclusively for institutional purposes;
- all sponsorship activities must be carried out in accordance with the approved budget;
- counterparties in sponsorship agreements must be reliable and have an impeccable reputation;
- the counterparty to the sponsorship agreement may not be a person with whom Group Companies have commercial and/or other relationships;
- the sponsorship approval process must be regulated and, for the purpose of such approval, there must be an adequate description of the nature and purpose of the individual initiative, due diligence carried out in relation to the potential partner in the sponsorship agreement, and verification of the legitimacy of the initiative based on the applicable laws;
- the sponsorship agreement must be prepared in writing and must specifically contain:
 - a) the declaration of the counterparty that the amount paid by the Group Company will be used exclusively as payment for the service rendered and that such sums will never be transmitted to a public official or a private individual for corrupt purposes or transferred, directly or indirectly, to the members of the corporate

bodies, administrators or employees of Group Companies;

- b) the undertaking of the counterparty to comply with the Anti-Corruption Laws and to record the amount received in said party's books and records in a correct and transparent manner;
 - c) clear identification of the beneficiary and purpose of the payment, the amount to be paid, the currency, the billing terms, the payment methods and conditions, taking into account that payments can only be made to the counterparty and to the country in which the counterparty is established, exclusively to the counterparty's registered account as indicated in the agreement, and never to encrypted accounts or in cash;
 - d) the right of the Group Company to terminate the agreement, interrupt payments, and obtain damages in the case of violation of the Anti-Corruption Laws by the counterparty;
 - e) the right of the Group Company to carry out checks on the counterparty.
- the amount paid by the Group Company in accordance with the sponsorship agreement must be correct and transparent in the accounting records of same;
 - payments may be settled only after verification that the service has actually been performed; if an advance payment is contractually provided for, a check must be carried out in compliance with the principles of documentability and traceability;
 - the implementation of the sponsored event must be documented (e.g. with videos, posters, brochures, photographic prints, etc.);
 - the sponsorship agreement must be accompanied by a written note indicating the reason for the forecast of possible returns.

11.8 Political contributions

The granting of direct or indirect contributions in any form to organisations, parties, political movements and/or their representatives is prohibited.

11.9 Relations with trade unions

The granting of direct or indirect contributions in any form to worker trade unions is prohibited.

11.10 Procurement

The procurement process and related activities are regulated by the relevant regional and national regulations and by the internal monitoring procedures.

The procedures define the general rules for the main activities of the procurement process and the standardisation of the sequence of actions with the aim of achieving objectives of effectiveness and efficiency. The procurement procedures of ENAV and Techno Sky, which by their nature are subject to compliance with public regulation, reflect the legislative provisions of Italian Legislative Decree 50/2016.

In compliance with this internal procedural *corpus* and as part of the procurement process, ENAV has adopted its own "qualification system" for suppliers competent to carry out works, a system of suppliers competent to provide services and supplies, and a system of professionals competent to carry out technical assignments to which Group Companies can refer when choosing the contractor. ENAV guarantees these systems adequate publicity.

In general, in the process of choosing the contractor, signing the order letter and executing the agreement, Group Companies must comply with the following minimum standards:

- the *procurement* process must guarantee an adequate separation of functions between the party manifesting the need, the party pursuing the process of awarding/negotiation and contracting, and the party tasked with monitoring the contractual performance;
- the business associate⁷ must undergo an adequate process of due diligence;
- respect of the powers that the company attributes to the various company parties for the signing of the agreement must be guaranteed;
- the traceability and documentability of the documentation that contributes to the various stages of the process must be guaranteed;
- compliance with the reference legislation must be guaranteed;
- the rotation of suppliers must be guaranteed in compliance with the principles of impartiality, equal treatment, transparency, proportionality and publicity;
- suppliers must be subject to periodic rigorous checks on the maintenance of the requirements of integrity and professionalism and on the respect of quality standards, including in the context of qualification systems;
- the right to terminate the agreement, interrupt payments, and obtain compensation for damages in the event of violation by the counterpart of the Anti-Corruption Laws, the Code of Ethics and the principles expressed by the 231 Model, as well as by this document must be contractually provided for;
- the right of Group Companies to carry out checks on the counterparty must be guaranteed;
- consistency and coherence between the services referred to in the agreement and the real needs of Group Companies must be guaranteed;
- it must be ensured that the supplier provides concrete services to the company and that it has the skills required for the performance of the contractual services;
- Group Companies must also be provided with a guarantee in the form of an appropriate declaration from the supplier certifying that said supplier shall act in accordance with the Anti-Corruption Laws;

11.11 Payments

All payments must be accurately recorded in the relevant books and records of the Company so as to reflect the transactions and payments in a truthful and correct manner and with reasonable detail. This principle applies to all transactions and expenses, whether they are significant or not from an accounting point of view. The payment provisions must be duly authorised in accordance with the internal rules which stipulate, inter alia, the double signing principle. Periodic bank reconciliations must be carried out.

When managing payments, the following minimum standards must be respected:

⁷including but not limited to: customers, buyers, joint ventures, joint venture partners, consortium partners, external suppliers, contractors, consultants, subcontractors, sellers, agents, distributors, representatives, intermediaries and employee investors)

- no cash payments exceeding EUR 1,500 per transaction or payments via POS or electronic payments via bank transfers to peripheral current accounts exceeding EUR 1,000 (excluding VAT);
- payments must comply with the company's internal regulations;
- payments may be made only after certification that the proper performance of a service has taken place;
- no cryptocurrency payments may be made.

It is also forbidden to make or promise to make, directly or indirectly, or to receive payments or benefits or other perquisites in favour of public officials in order to speed up, favour, or ensure services howsoever due in the course of their duties, such as, by way of example: obtaining non-discretionary permits for carrying out activities; non-discretionary procedures, such as customs procedures or visas, the provision of a public service.

These payments, known as "Facilitation payments", are considered as such where they concern activities that would in any case be carried out by a public official or routine and non-discretionary activities, and where all the legal requirements for obtaining the service have already been satisfied.

Any person receiving an offer of facilitation payments must refuse the payment and immediately inform:

- the direct supervisor;
- the Internal Audit unit – *Anti-corruption, Fraud and Whistleblowing division*;
- the Supervisory Body;
- the Anti-bribery Compliance Function.

Furthermore, the Addressees may never consent to requests for invoices for services not rendered or to the payment of expenses that are not sufficiently documented unless for services which by their nature require advance payment (for example, training courses or purchase of publications, acquisition of exhibition spaces, etc.).

A request for payment that is made by a person external to the entity under threat to the safety of the employee or where their physical and/or psychological freedom falls within the hypothesis of "extorted payment". By their nature, "extorted" payments do not fall within the scope of the UNI ISO 37001 standard.

However, any person receiving a request for a payment under threat is required to promptly notify the payment to:

- the direct supervisor;
- the Internal Audit unit – *Anti-corruption, Fraud and Whistleblowing division*;
- the Supervisory Body;
- the Anti-bribery Compliance Function.

With regard to payments, the payment process in relation to employees is particularly important. Corruption can, in fact, occur through the payment of undue emoluments to natural persons who have participated in unlawful activities (e.g. employees or fictitious employees).

The following minimum standards must therefore be respected in the preparation and payment of salaries, emoluments and expense reports:

- as a rule, there must be a segregation of duties between those who process the pay-slips with the various cost items, those who manage the treasury and its accounting records, and those who issue the payment order to the bank;
- remuneration must be consistent with the role, responsibility and corporate policies;
- computerised tools must be put in place to automatically calculate days of absence due to illness, accident, holidays, etc. of overtime hours, days spent on mission, shift allowances, working days, and holidays overlapping with bank holidays, etc.
- wages or emoluments may not be paid in cash;
- payments may not be made to persons who have not had any working relationship with Group Companies (so-called fictitious employees) for the accounting period;
- the payments of the expense reports must be based on a prior check on the merits of the expenses carried out, for which suitable documentation and traceability must be guaranteed.

11.12 Sale of goods or services

Due diligence of the potential client is an important aspect of any proposal to sell goods or services.

Group Companies must comply with certain standards in this sales process including, by way of example:

- carrying out an assessment of the country risk in terms of corruption;
- ensuring, through contacts with representatives of third countries, the involvement, where possible, of multiple parties (at least two employees);
- the documentation to be submitted to participate in a tender must not contain false or fictitious documents that could alter the results of the tender;
- have the agreement signed by a person specifically delegated to do so;
- verify that the service provided corresponds to the provisions of the agreement and to the relative revenue;
- perform adequate due diligence in relation to any party chosen to perform part of the subcontracted services.

11.13 Agreements with intermediaries

Agreements with intermediaries may involve the risk of corruption related to the process of identifying intermediaries or agents and negotiating, stipulating, and executing agreements with intermediaries.

Group Companies must therefore comply with certain standards including, by way of example, the following:

- the intermediary must have an impeccable reputation in terms of honesty and integrity and high ethical standards in their business practices and, in the event that the intermediary is a company, it may not be only recently established (no less than three years);
- intermediary selection must provide for adequate due diligence;
- the brokerage agreement must be signed by a company party with specific proxy powers;
- the brokerage agreement must be drafted in writing and must include:
 - a) the absence of power on the part of the intermediary to act on behalf of Group Companies;
 - b) a clear description of the assignment to be carried out by the intermediary;
 - c) the amount of the settlement that must be made exclusively against sure revenues;
 - d) the undertaking of the intermediary to always comply with the Anti-Corruption Laws, the Code of Ethics, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and the anti-corruption law applicable in the territory for which the agreement is stipulated;
 - e) acknowledgement of having read the 231 Model;
 - f) the undertaking of the intermediary to comply with the Corruption Prevention Policy and this document;
 - g) the undertaking of the intermediary to ensure that any person associated with the intermediary or performing services in connection with the brokerage agreement performs such tasks only on the basis of a written agreement that imposes on such persons equivalent conditions as those stipulated for the intermediary;
 - h) the declaration and the undertaking of the intermediary that the sum of money payable under the brokerage agreement will be used only as remuneration for their professional service and that no part of said sum will be paid to a public official, private individual, or a family member thereof for the purposes of corruption, or to the counterparty with whom the Group Company intends to do business;
 - i) the terms and conditions of payment for invoicing;
 - j) the right of Group Companies to carry out checks on the intermediary;
 - k) a clause stipulating the non-transferability of the agreement;
 - l) the declaration that, at the time of signing the agreement, neither the individual nor their family members, nor the owners (in the event that the intermediary is a company) nor their family members are public officials or persons in charge of a public service or are in a situation of potential conflict of interest for the activities envisaged by the agreement;
 - m) the obligation for the entire duration of the agreement to inform the hierarchical superior in the event that the intermediary or their family members become public officials or persons in charge of a public service or find themselves in a situation of potential conflict of interest;
 - n) the right of the Group Company to suspend payment, to terminate the agreement and

to claim damages in the event of violation of the Anti-Corruption Laws or of the anti-corruption commitments set forth in the brokerage agreement.

- the payment of the brokerage fee must be commensurate with the commonly recognised professional rates, the volume of the agreement and the type of supply (and in any case may not exceed an overall amount of 15% of the value of the agreement);
- payments to the intermediary may not be made in favour of a person other than the intermediary, to a bank account other than that of the intermediary, or to a country other than that of one of the parties or in which the agreement will be performed;
- payments may not be made to encrypted accounts or in cash;
- payments are made exclusively after verification by the competent corporate functions of the correct performance of the service;
- Group Companies reserve the right to carry out checks at the intermediary on compliance with ethical principles and contractual clauses.

11.14 Consulting and professional services

Consulting is one of the areas at greatest risk of corruption.

The process of assigning consulting and related activities are regulated in ENAV by internal procedures that define the general rules for the main activities of the process and which reflect the provisions of Italian Legislative Decree 50/2016 to which ENAV, due to its specific nature, must submit.

Group Companies must therefore comply with the following minimum standards when awarding consulting contacts:

- the selection process carried out for the consultant must provide for adequate due diligence that also offers assurances in terms of honesty and integrity. In the event that document checks reveal elements that do not offer adequate assurances of integrity and/or honesty, Group Companies must exclude such parties from participating in the competitive process;
- the selection of the consultant must be carried out through the acquisition and evaluation of multiple offers without prejudice to the specific cases regulated by the internal regulations which, in any case, guarantee greater rigour than the reference national legislation;
- the principle of supplier rotation must be guaranteed;
- the consulting agreement must be drafted in writing and must contain:
 - a) a detailed, clear and precise description of the service due from the consultant;
 - b) a declaration by the consultant that the payment received is solely the remuneration for the services defined in the agreement and that such sums will never be used for purposes of corruption;
 - c) a declaration that, at the time of signing the agreement, neither the party nor their family members, nor the owners (in the event that the consultant is a legal person) nor their family members are public officials;
 - d) the obligation for the entire duration of the agreement to inform the hierarchical

superior in the event that the consultant or their family members become public officials;

- e) a declaration of the absence of any, including any potential, conflict of interest at the time of signing the agreement, and the undertaking of the consultant to promptly notify ENAV and Group Companies in the event that such a conflict arises during the performance of the agreement;
- f) terms for invoicing and payment methods;
- g) the expectation that payments will be made exclusively in favour of the consultant, exclusively to the account held by the consultant as indicated in the agreement, and never to encrypted accounts or in cash;
- h) the undertaking of the consultant to comply with applicable laws and in particular the Anti-Corruption Laws, in addition to the Code of Ethics and the principles contained in the 231 Model;
- i) the undertaking of the consultant to comply with the Policy for prevention of corruption and this document;
- j) the undertaking of the consultant to ensure that employees or contractors tasked with performing services in relation to the agreement have the same ethical requirements as those required by the consultant and fulfil the same obligations;
- k) the undertaking to promptly report to the Group Companies any demand or request relating to any undue payment of money or other benefits received from the consultant in relation to the performance of the agreement;
- l) the undertaking of the consultant to inform the Group Companies of any changes in their ownership structure and/or relating to the information provided during the selection phase;
- m) the right of Group Companies to perform audits on the consultant, including the right to audit in the event that Group Companies have reasonable grounds to suspect that the consultant may have violated the provisions of the agreement relating to compliance with anti-corruption laws;
- n) the right of Group Companies to suspend payment, to terminate the agreement, and to obtain compensation for damages in case of the violation of anti-corruption obligations.

11.15 Accounting and financial reporting

With regard to the keeping of accounts, Group Companies undertake to comply with the Italian Civil Code, the special laws, and applicable National and International accounting principles.

Group Companies also undertake to comply with the following minimum standards:

- to justify all receipts, payments, and all transactions in general, and clearly identify the purpose of these instances in such a way that each transaction is authorised, verifiable, legitimate, consistent and appropriate;
- to promptly enter all costs and revenues in a complete and accurate manner in the financial statements and have adequate supporting documents issued in compliance with the applicable laws and with the relevant provisions of the internal audit system;

- to prohibit hidden or unrecorded funds or accounts;
- to guarantee the correctness of the recording process and the accuracy of the transactions that flow into the financial statements and that the same are verified by the competent managers through the controls provided for by the administrative and accounting documents;
- to accurately record all payments and receipts relating to the company's books and records in order to reflect the related transactions in a detailed, truthful, correct and reasonable manner.

11.16 Selection and recruitment of personnel

The following minimum standards must be respected in selecting and recruiting personnel:

- the need for recruitment to a position must be proven by specific demands authorised by parties with decision-making power
- the processing of "tailored" entry requirements is prohibited;
- candidates must be evaluated by at least two people and the outcomes of the entire evaluation process must be adequately tracked;
- a process of due diligence must be carried out before the recruitment of the selected party, verifying in particular the ethical profile of the candidates and the absence of potential conflicts of interest;
- the power to formalise the employment relationship must be assigned, via specific proxy powers, to a single and specific company party.

11.17 Reward systems (MBO for executives and managers)

Corruption can also consist of the payment of undue payments to employees who have participated in unlawful activities in the course of their professional activity.

The following minimum standards must therefore be respected in the preparation and payment of MBO for the executive and management staff, as set out in the Internal Policy:

- additional bonuses must be consistent with the role, responsibility and corporate policies;
- merit policies must be formalised as a matter of priority;
- a budget to be allocated to reward systems must be determined before bonuses are awarded;
- the amount of the bonus must be determined in percentage terms compared to the gross annual earnings (for managers) at the beginning of the year;
- performance bonuses, performance objectives and other incentive elements of remuneration must be periodically reviewed by the competent functions to verify the existence of effective safeguards to avoid the potential for corruption;

11.18 Corporate transactions (JV, MA&D)

Joint ventures, transactions for the acquisition and sale of equity investments, mergers, demergers, conveyance, and acquisitions of company branches must be carried out in compliance with the following minimum requirements:

- they may only be executed following the completion of due diligence in relation to the counterparty. The due diligence must relate to said party's reputational and reliability profile and the possible existence of proceedings or convictions for corruption offences or for other offences likely to affect the professional requirements behoving the counterparty. The analyses must also take into due consideration any "inherited" risks, that is, risks connected to criminal offences committed in the past. Counterparty means both the target of the transaction (for example, the company being acquired) and the counterparty of the transaction (the company that is divesting or acquiring the investment) or the partner in the joint venture;
- they shall be subject, if the conditions are met, to a *fairness opinion* or to an evaluation carried out by an independent party;
- they shall be submitted to the approval of the Board of Directors after obtaining the opinion of the Control, Risks and Related Parties Committee.

11.19 Management of relationships with public entities for obtaining financing or contributions, concessions, authorisations, and licences

All relationships pertaining to Addressees that involve public officials and persons in charge of a public service must be conducted in compliance with the Anti-Corruption Laws, the Code of Ethics, the 231 Model, and these Guidelines as the activity could give rise to acts of corruption where, by way of example, a representative of Group Companies offers money or other benefits to the public official in order to obtain an undue loan in favour of Group Companies.

Relations with ENAC, with other certifying bodies, with public bodies carrying out inspections, (e.g. in the field of accident prevention), can expose ENAV to the risk of engaging in corrupt activities. Indeed, a case may occur where a member of the Company, in order to obtain the renewal of certification in the absence of the requisites prescribed by the law (e.g. pilot's licence), or in order to avoid a penalty from a local health authority, offers an unfair advantage to a public official (member of the police forces, INPS (national social welfare institute) officer, etc.).

ENAV is therefore assiduous in ensuring that relations between its personnel and the Public Administration are based on full regulatory compliance for the prevention of such phenomena, comprising the promise or offer of assets and/or advantages to members of the Public Administration in order to influence autonomy of judgment or to induce them to unjustifiably favour the Company.

For this purpose, the actions of Group Companies and of the Addressees must comply with the following minimum standards:

- to act in compliance with all applicable legislative and internal provisions;
- to base relationships with public officials and persons in charge of a public service on the principle of correctness, transparency, collaboration, availability, and full compliance with their institutional role;
- when a negotiation or a request or any relationship with the public officials and persons in charge of a public service is ongoing, Addressees must not try to improperly influence the decisions of the counterparty that negotiates or makes decisions on behalf of the respective public administrations;
- prohibition to pay or offer, directly or indirectly, money or gifts or any benefit to public officials and persons in charge of a public service to compensate for an act of their office;

- the preparation of the related documentation must be carried out with the utmost diligence and professionalism in order to provide clear, accurate, complete, faithful and truthful information, indicating any conflicts of interest in the appropriate form and manner;
- the documentation must be processed in a timely manner and in clear, objective and exhaustive language and be verified and signed by managers with appropriate proxy powers;
- a plurality of persons must be guaranteed in relationships with certifying bodies and/or with public officials and persons in charge of a public service in the management of national or EU funds;
- appropriate checks must be guaranteed regarding the correctness of the reporting on the financing obtained.

12. DUTIES OF ADDRESSEES

In carrying out certain functions, Addressees may - given the specific activity that the Company performs in an essential public service - hold the status of public officials or persons in charge of a public service (e.g. members of an award commission or members of a test committee).

It is recalled that, in compliance with the Anti-Corruption Laws, it is forbidden:

- to offer, promise, give, pay, or authorise a person to give or pay, directly or indirectly, material benefits, economic benefits or other benefits to a public official or an individual (active bribery) in order to solicit acts that are in violation of the law;
- to accept, or authorise a person to accept economic benefits or other benefits from a public official or an individual (passive bribery) in order to perform an unlawful act;
- to accept or offer money or other benefits to omit or delay the performance of an official act (direct bribery);
- to accept or offer a service or promise of money or other benefits in exchange for the performance of an act contrary to the duties of the office (indirect bribery);
- to abuse the office and powers of a public official (a situation which may arise for the ENAV employee in the exercise of certain functions) to force a person to unduly give or promise to them or a third party money or other benefits ("concessione" – aggravated inducement to bribery);
- to abuse the office or powers of a public official or person in charge of a public service to induce a person to unduly give or promise to them or a third party money or other benefits (undue inducement to give or promise benefits);
- for directors, general managers, managers in charge of drafting company accounting documents to solicit or receive, including through third parties, for themselves or others, undue money or other benefits, or accept the promise of these, to perform or to omit an act in violation of the obligations inherent to their office or duties of loyalty (corruption between private individuals);

In addition to the foregoing, prohibited conduct includes any "*facilitation payments*" (i.e. unofficial low-value payments) made with the aim of speeding up, facilitating, or securing the performance

of a routine activity or activity due in the context of the duties of public or private parties with which Group Companies have relationships.

13. INTERNAL REGULATORY INSTRUMENTS

For each of the above relevant activities, the Company has adopted internal regulatory instruments each of which defines for the relevant business process: (i) the roles and responsibilities of the main actors involved in the process (organisational manual); (ii) the rules of conduct that must be observed in each phase of the process (internal procedures and policies).

The Internal Regulatory Tools are available on the company intranet.

Changes to procedures are tracked with listing of versions: the individual *process owners* are responsible for updating the lists to ensure consistency and compliance with the provisions set out in these Guidelines and other documents approved by senior management on the subject of anti-corruption in addition to incorporating into the internal regulatory documentation any elements identified by the Anti-bribery Compliance Function that may strengthen the Anti-corruption System.

All operational documentation resulting from application of the Internal Regulatory Instruments, including any updates thereto, is kept by the company departments responsible for a period of at least 10 years.

14. REPORTING

ENAV has adopted its own regulation on *whistleblowing* (the "**Whistleblowing Regulation**"), which can be consulted for a detailed analysis of the process of receiving, managing and processing reports of potential violations concerning, inter alia, the management system for prevention of corruption.

Specifically, the currently applied Whistleblowing Regulation (i) identifies the objectives and purposes of the regulation; (ii) identifies the persons who can make reports; (iii) limits the scope of the conducts, events or actions that may be the subject of reporting; (iv) identifies and prescribes the general principles and rules that govern the reporting process.

The Whistleblowing Regulation is consistent with the provisions of Standard 37001, insofar as it:

- encourages reporting of suspicions in good faith or on the basis of a reasonable and confidential belief, without fear of retaliation;
- provides for the reporting methods and the recipients of communications;
- provides that reports are treated confidentially to protect the identity of the whistleblower and other persons involved or mentioned in the report, with the exception of cases in which it is necessary to know the identity of the whistleblower in order to conduct investigations;
- allows for anonymous reports;
- protects the whistleblower from retaliatory acts.

ENAV guarantees that all the reports received are: processed, conveyed as soon as possible to the competent functions (SB; CFPC, Internal Audit Management), and analysed to verify validity and activate any further investigations.

15. AWARENESS AND KNOWLEDGE

15.1 *Training*

ENAV recognises training as one of the most important management tools for fighting corruption.

Indeed, by generating awareness of the illegal activities and the circumstances in which they may occur as well as the consequent damage (to staff and to the organisation), adequate training reduces the risk that unlawful action may be carried out unwittingly.

The specific issues to be addressed and the methods of providing anti-corruption training are specified in detail and available for consultation in the ACMS Manual.

15.2 *Information and Awareness*

Since ENAV is of the position that correct information is crucial to promoting and strengthening the anti-corruption system, the Group has made the documentation on the anti-corruption system available to all personnel and *stakeholders* in general, including the Policy for prevention of corruption, these Guidelines, the Code of Ethics, the Whistleblowing Regulation, and other information on the filing of reports.

Further recognising the importance of raising awareness among business associates that collaborate in the pursuit of corporate objectives in various capacities, agreements between ENAV and business associates provide for the undertaking by the latter to (i) comply with the provisions of the aforementioned documents; and (ii) comply with the Anti-Corruption Law by adopting control measures and initiatives aimed at preventing and combating corruption, including the provision of training activities for its personnel on issues relating to anti-corruption.

Furthermore, ENAV delivers the Code of Ethics, the 231 Model, the Policy for prevention of corruption and these Guidelines directly to business associates and to new employees

Finally, ENAV publishes a "*Consolidated non-financial statement*" on the company intranet and on its institutional website. This document, which addresses issues affecting the welfare of personnel and of all individuals (e.g. environmental, social issues), also includes active and passive bribery as a particularly relevant welfare issue. The document includes the risk of active and passive bribery as one of the principal non-financial risks and lists the areas most exposed to that risk.

The elements of communication are indicated in the QMS Manual, which may be consulted for further detail.

16. REPORTING

In order to properly supervise and monitor the *performance* of the Anti-Corruption System and the implementation of related controls, the Company has adopted and implemented a number of information flows which vary according to the needs of the unit receiving the flows. These include:

- a periodic declaration to confirm compliance with the Policy for prevention of corruption;
- a statement about the absence of internal and external conflicts of interest;
- a report on gifts given or received;
- reports of the hospitality offered to third parties with a list of names;
- reports of the rewards with the relative economic consistency compared to the levels held
- reports of inspections received;
- information on regulatory, organisational and/or business changes, granting of new powers, development of new markets;
- reports relating to communications of exceptions to the rules provided for by the procedural framework;
- hiring reports;
- disciplinary action reports;
- reports of active orders with the related purchase contracts instrumental to the execution of the active order.

17. RED FLAGS

The Company has also identified red flags or "alarm bells", which may recommend that a specific verification or a timely monitoring of the activity be performed due to the associated risk of corruption.

Any person who, in carrying out their business activities, becomes aware of potential *red flags* must immediately notify their hierarchical manager who promptly informs the Anti-bribery Compliance Function so that it can evaluate the corrective actions and mitigation measures to be implemented in order to prevent and counter the risk.

Red flags may include, by way of non-limiting example and in consideration of the risk of the process/activity involved:

1. inadequate due diligence:
 - having contracted or performed business for a politically exposed business associate;
 - having awarded contracts or having carried out activities for a business associate included in the blacklists or watchlists issued by public authorities (e.g. disqualification lists);

- having awarded contracts or having carried out activities without having requested the documentation certifying the registration in the registers kept by public entities of the individual countries.
2. due diligence "anomaly reports";
 3. inadequate separation of powers and responsibilities in relevant processes;
 4. inadequate traceability of documentation relating to a process;
 5. absence or inadequacy of procedures on processes at risk of corruption;
 6. lack of qualified personnel or personnel without the necessary skills to correctly manage the relevant process;
 7. inadequate training or significant deviations from training plans;
 8. excessive complexity in the activities constituting the process;
 9. absence of computerisation of at-risk processes;
 10. excessive lead times for key processes;
 11. high number of disputes;
 12. excessive discretion in decision making;
 13. high number of requests for access to documents;
 14. high number of appeals;
 15. failure to comply with payment times with significant deviations from contractual conditions (passive cycle).

18. CONTINUOUS IMPROVEMENT

In carrying out its activities, the ENAV Group guarantees the continuous improvement of the Anti-Corruption System.

The Anti-bribery Compliance Function, with the support of the competent corporate departments, periodically identifies the objectives for improving the Anti-Corruption System.

For each objective identified, the improvement programme defines: (i) the reference year; (ii) the source of the target; (iii) the function responsible for the implementation of the objective; (v) the description and the activities to be carried out in relation to the objective.

Monitoring of progress of improvement programmes is carried out by the Anti-bribery Compliance Function.

19. PENALTIES

ENAV makes every reasonable effort to prevent any conduct that violates the Anti-Corruption Laws, the Code of Ethics and/or these Guidelines and to stop and penalise any contrary conduct by its staff and by its suppliers or customers.

Addressees who violate the Anti-Corruption Laws, the Code of Ethics, or the provisions of these Guidelines are subject to the provisions set out in the disciplinary system adopted by the Company for this purpose.

Specifically, the Company, in compliance with the principles set out in the recent legislation on reporting (Italian Law 179/2017), has provided in the 231 Model for the imposition of disciplinary penalties if its employees (senior management and/or subordinates):

- violate the Anti-Corruption Laws;
- engage in activities in breach of the Code of Ethics;
- engage in conduct such as to fraudulently circumvent the 231 Model and these Guidelines;
- make, with willful misconduct or gross negligence, reports that turn out to be unfounded;
- adopt discriminatory measures against a whistleblower;
- do not observe the general principles of protection with particular reference to the respect of the confidentiality of the identity of a reporting party.

Based on the position of the person committing the violation and pursuant to Article 36 – Disciplinary measures of the NCBA, the following penalties may be imposed:

- for employees, the penalties that may be imposed are those of the current National Collective Bargaining Agreement (relating to non-executive personnel of ENAV) and specifically: (i) written warning; (ii) fine; (iii) suspension from service and remuneration; (iv) dismissal with notice; (v) dismissal without notice;
- for executive personnel, the penalties that may be imposed are: (i) written warning; (ii) total or partial revocation of proxies or powers of attorney; and (iii) dismissal with notice; and (iv) dismissal without notice;

For the modalities of each penalty, please refer to the NCBA.

For the Directors, in the event of violation of the rules that identify offences against the public administration, public faith, property, public order, public economy or in tax matters, the forfeiture of office.

Personnel shall not be dismissed, demoted, suspended, threatened, harassed, or discriminated against in any way in their terms and conditions of employment for refusing to carry out an unlawful act, even if such refusal has given rise to the loss of business or another detrimental consequence for *corporate operations*.

It should be recalled that any unlawful corrupt conduct may also have legal consequences for the managers of the perpetrator of such conduct if those responsible have violated their supervisory duties, have acted with gross negligence, or have not performed adequate due diligence.

Any third party that violates the Anti-Corruption Laws or the provisions of these Guidelines is subject to the remedies provided for in the agreements, including the suspension of the performance of the agreement and, until termination of the agreement, to prohibition from commercial relationships with Group Companies, without prejudice to the possibility of reporting such conduct to the competent authorities and the adoption of any other legal measure appropriate for the better protection of the interests of the same.