

MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF PISAMOVER S.P.A., PURSUANT TO LEGISLATIVE DECREE NO. 231/01

General Part

Revision History

Rev. N°	App. Date	Description of the Revision	Prepared and Checked		Approved	
			Function	Initials	Function	Initials
4	25.07.17	Updating following organizational modifications of Pisamover	----	----	BoD	----
3	08.05.17	Updating for types of crime established by Law 199/2016 as amended, ex Law 38/2017	----	----	BoD	----
2	19.12.16	Reception of the new composition of the Supervisory Body	----	----	BoD	----
1	28.04.16	General revision of Model 231 and of the Ethical Code, following legislative and organizational modifications of Pisamover	----	----	BoD	----
0	09.05.14	First adoption of Model 231 and of the Ethical Code	----	----	BoD	----

INDEX

Foreword	4
1. – The organizational structure of Pisamover S.p.A. and the Organization, Management and Control Model pursuant to Legislative Decree 231/01	4
A – Legislative Decree no. 231 of June 8, 2001.....	7
1. – The administrative liability of Entities having legal personality.....	7
2. – The Predicate Offenses.....	8
3. – Offenses committed abroad	9
4. – The attempted crime.....	10
5. – The penalties.....	10
6. – Attempted crimes	12
7. – Exempting conducts	13
8. – The Guidelines of the Trade Associations.....	14
B – The Pisamover Model pursuant to Legislative Decree 231/01.....	15
1. - Adoption of the Model by Pisamover.....	15
3. – The notion of acceptable risk	16
4. – Confindustria, ANCE, and ASSTRA Guidelines	16
5. – The recipients of the Model	18
6. – The procedure of design and adoption of the Model 231	18
7. – Purpose and structure of Pisamover Model 231	20
7.1. – Structure of the Model	21
8. – The components of the Model in relation to willful offenses.....	23
8.1. – The Ethical Code of Pisamover S.p.A.....	23
8.2. – Organizational System	23
8.3. – The procedural system.....	24
8.4. - The financial resources management system.....	24
8.5. – Outsourced processes and monitoring of contracted activities	25
8.6. – Authorization and signature powers	26
8.7. - Communication and training	28
9. The elements of the Model in relation to minor offenses for the protection of the Occupational Health and Safety and of the Environment.....	29
9.1 Code of behavior.....	29
9.2 Organizational system.....	29
9.3 Communication and training.....	30
9.4 Operational management	31
C – The Model 231 Supervisory Body	32
1. - Identification of Pisamover Model 231 Supervisory Body.....	32
2. – Composition and appointment of the Supervisory Body	33
3. – Cases of ineligibility and dismissal.....	34
4 – The duties of the Supervisory Body.....	35
4.1. - Implementation of the Model	37
4.2. – Compliance with the Model.....	37
4.3. – Suitability and updating of the Model.....	38
5. – Resources of the Supervisory Body	38
6 – The Supervisory Body information flows	38
6.1. – Obligation to inform the Supervisory Body	38

6.2. – Reporting.....	41
6.3. – Obligation to inform of the Supervisory Body	42
D – The Disciplinary System	44
1. – The Disciplinary System pursuant to articles 6 and 7 of the Decree	44
1.1. – General principles.....	44
1.2. – Definition of “Infringement” for the operational purposes of this Disciplinary System.....	44
1.3. – Recipients.....	45
1.4. – General criteria of application of the penalties.....	45
2. – First Section – Executives, Employees and Workers	46
2.1. – Scope of application	46
2.2. - Penalties.....	47
2.3. – Contract clauses for staff outsourced to the Company	50
2.4. – Verification of the infringements and power of application of the penalties	50
3. – Second Section – Executives	50
3.1. – Scope of application.....	50
3.2. – Penalties	51
3.3. – Contract clauses for staff outsourced to the Company	52
3.4. – Verification of the infringements and power of application of the penalties	52
4. - Third Section – Senior Executives	52
4.1. – Scope of application	52
4.2. – Penalties	53
4.3. – Senior Executives, pursuant to Legislative Decree no. 81/08 and penalties	53
4.4. - Coexistence of more relations relevant to the same subject	54
5. – Fourth Section – Third parties.....	54
5.1. – Scope of application and penalty application procedures.....	54
6. – Fifth Section – Auditors and members of the Supervisory Body.....	54
6.1. – Scope of application and penalty application procedures.....	54
7. - Communication of the Disciplinary System	55
E – Consortiums	56

Foreword

Pisamover S.p.A. (hereinafter, also called “Pisamover” or the “Company”) is the concessionary company that has performed, following a public tender, the design and the execution of the APM-type (“Automated People Mover”) link service between the Galileo Galilei Airport and the Pisa Centrale railway station.

The company, with registered office in Rome, Via Salaria 1039, was founded on December 20, 2012, pursuant to articles 2325 et seq. and art. 156 of the Code of Public Contracts, taking over, based on its origin, in the ATI, for the assignment of the concession relevant to the final and executive, construction and management of the link system “People Mover”.

The agreement for the assignment of the works was signed on October 31, 2012 between the City of Pisa, Pisamo Azienda per la Mobilità and the ATI companies (Leitner S.p.A., Inso S.p.A., Società Italiana per le Condotte d’Acqua S.p.A. and Agudio S.p.A.).

Pisamover ha assigned to Leitner S.p.A. the construction design of the technological works with a deed dated April 24, 2015, while CLIA S.c.a.r.l. was entrusted with the coordination of the design activities and of the activities relevant to the Work and Tests Management, as well as all the works of construction and execution of the *People Mover* with an “EPC” contract.

On March 16, 2017, Pisamover Gestioni S.c.a.r.l. signed the contract for the management and maintenance of the *People Mover*. The system has been working since March 18, 2017.

1. – The organizational structure of Pisamover S.p.A. and the Organization, Management and Control Model pursuant to Legislative Decree 231/01

The current *Corporate Governance* model of Pisamover is the ordinary or traditional one, formed by the Board of Directors (hereinafter also called “BoD”) and the Board of Auditors. Therefore, the organizational structure is formed by Corporate Bodies, namely the Board of Directors, with a Chairman (which is entrusted with the management of the Company by the decision of November 8, 2016) and the Board of Auditors. The Company balance sheet is subject to statutory audit.

For the execution of the administrative and *facility* activities (e.g. IT infrastructure), Pisamover signed a dedicated service contract with Società Italiana per le Condotte d’Acqua S.p.A.

With regard to the management and maintenance of the Pisa People Mover link system, signed a dedicated service contract with Pisamover Gestioni S.c.a.r.l.

Moreover, Pisamover, since it does not directly employ any staff, signed a dedicated service contract with Inso S.p.A., by virtue of which, Inso S.p.A. provides to Pisamover its own personnel for the execution of specific activities.

With the decision by the Board of Directors dated 09/05/14, the Company adopted a valid Organization, Management and Control Model (hereinafter also called the “Model” or “Model 231”) pursuant to Legislative Decree 8 June 2001, no. 231, implementing Law no. 300 of September 29, 2000 (hereinafter also called “Legislative Decree 231/01” or the “Decree”). Concurrently, the Supervisory Body was established (hereinafter also called the “Body” or “SB”), which is entrusted with the tasks as per art. 6, paragraph 1, letter b) and d) of the Decree.

On 28/04/16, the Board of Directors approved the updating of Model 231, following the *gap analysis* on 19/04/16. In mapping the risk areas, the updating considered self-laundering crimes (Law 186/2014), the provisions relevant to crimes against the P.A. (amendments and integrations the crimes of bribery, unlawful solicitation to give or promise utilities, and corruption, organized crime and corporate offenses: Law 69/2015). The updating also considered the results of inspections carried out by the Supervisory Body (on the assignments by tender, negotiated proceedings and procurement), as well as the analysis of the Anticorruption Plans 2014 and 2015 adopted by the City of Pisa.

The General Part of the Model was adjusted to the collective composition of the Supervisory Body by the decision of the Board of Directors on 19/12/2016.

The Model updating was approved by the decision of the Board of Directors on May 8, 2017. The updating takes into account the regulatory amendments relevant to the Law 68/2015 (amendments to environmental crimes); Law 199/2016 (“Instructions relevant to the Fight against the phenomena of undeclared employment”); Law 38/2017 (review of art. 2635 of the Civil Code, “Corruption between Private Subjects” and introduction of art. 2635 bis of the Civil Code).

The updating of 25.07.2017 has taken into account the organizational changes in Pisamover.

This Model (and its appendixes) contains the provisions that all those acting in the name and on behalf of the Company must follow (directors, control bodies and collaborators: “Recipients of the Model”).

In the agreements with its suppliers, Pisamover requires their compliance with its Ethical Code and the adopted Model, committing to favor the knowledge and respect of the provisions therein contained through dedicated control protocols.

The Special Part of the Model concretely and consistently governs the conduct of the Recipients of the Model, through the identification of a structured set of behavioral rules and direct control

elements aimed at preventing crimes from being committed, a prerequisite pursuant to Legislative Decree 231/01.

A – Legislative Decree no. 231 of June 8, 2001

1. – The administrative liability of Entities having legal personality

Legislative Decree 231/01 introduced in Italy the “*Regulations on the administrative liability of legal persons, companies and associations, also without legal personality*” that is part of a wide legislative process of fight against corruption and adjusts the relevant Italian regulations on the liability of legal persons to some International Compacts previously signed by Italy.

Therefore, Legislative Decree 231/01 establishes an administrative liability regime (basically comparable to the criminal liability) for legal persons (for the sake of brevity, hereinafter called the “**Entity**” or “**Entities**”), which is added to the liability of the natural person (better identified later in this document), material perpetrator of the crime, and that aims at involving, in its punishment, the Entities in which interest or advantage, such crime was committed. Such administrative liability stands only for crimes that are listed in said Decree.

More precisely, pursuant to art. 5 of the Decree, the Entity is administratively liable for some crimes committed, according to the Italian law, in its interest or to its benefit:

- i. By persons holding positions of representation, administration or management of the company or of one of its organizational units that is financially and operatively independent, as well as by persons who manage and control the company, also de facto¹ (the so-called Senior Executives), or
- ii. By persons subject to the management or supervision of one of the subjects as per letter (i) (the so-called Staff Working under the Instructions of Superiors).

Therefore, the company administrative liability charged to legal persons adds to the criminal liability of the individual who has materially committed the crime.

To this end, it is worth pointing out that it is not necessary that the Working Staff have an employment relationship with the Entity, since in such notion we must also include “*those providers of work that, although they are not “employees” of the entity, have with it a relationship such as to consider essential an obligation of supervision by the top management of said entity: think, for instance, of agents, partners in joint-ventures, the so-called freelancers in general, distributors, suppliers, consultants, collaborators*”.

Indeed, according to the prevailing doctrine, those situations when a specific activity is assigned to outsourced collaborators who must carry it out under the management or control of Senior Executives are relevant for the purposes of the Entity administrative liability.

¹ The so-called de facto manager or the so-called sovereign partner.
 MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF PISAMOVER S.P.A., PURSUANT TO LEGISLATIVE DECREE NO. 231/01
 GENERAL PART

The Entity does not respond (art. 5, paragraph 2, of the Decree) if the aforesaid subjects acted in their exclusive interest or in that of third parties. In any case, their behavior must be referred to that “organic” relationship by which the actions of an individual can be imputed to the Entity.

2. – The Predicate Offenses

The Decree recalls the following types of offense (for the sake of brevity, hereinafter called “**Predicate Offenses**”):

- (i) Offenses against the Public Administration, pursuant to art. 24 and 25 of Legislative Decree 231/01. Art. 25 has been later supplemented and amended by Law no. 190, of November 6, 2012, and by Law no. 69 of May 27, 2015;
- (ii) Cybercrimes and illicit data processing, introduced by art. 7 of Law no. 48 of March 18, 2008, which introduced in Legislative Decree 231/01 the art. 24-bis;
- (iii) Organized crime offenses, introduced by art. 2, paragraph 29, of Law no. 94 of July 15 2009, which introduced in Legislative Decree 231/01 the art. 24-ter, later supplemented by Law no. 172 of October 1, 2012, and amended by Law no. 69 of May 27, 2015, and finally by Law no. 236 of December 11, 2016;
- (iv) Forgery of currency, credit cards, stamps and identification instruments or marks, introduced by art. 6 of Law no. 406 of November 23, 2001, which introduced in Legislative Decree 231/01 the art. 25-bis, later supplemented by art. 15, paragraph 7, letter a), of Law no. 99 of July 23, 2009;
- (v) Offenses against the industry and the commerce, introduced by art. 15, paragraph 7, letter b), of Law no. 99 of July 23, 2009, which introduced in Legislative Decree 231/01 the art. 25-bis.1;
- (vi) Corporate offenses, introduced by Legislative Decree no. 61 of April 11, 2002, which introduced in Legislative Decree 231/01 the art. 25-ter, later supplemented by Law no. 190 of November 6, 2012 (the so-called anti-corruption law), which introduced in the list of the Predicate Offenses also the corruption between private subjects, pursuant to art. 2635, paragraph 3, of the Civil Code and by Law no. 69 of May 27, 2015;
- (vii) Terrorist offenses or crimes aiming at subverting the democratic order, introduced by Law no. 7 of January 14, 2003, which introduced in Legislative Decree 231/01 the art. 25- quater;
- (viii) The practices of mutilation of female genitalia, introduced by Law no. 7 of January 9, 2006, which introduced in Legislative Decree 231/01 the art. 25-quater.1, later supplemented by Law no. 172 of October 1, 2012;

- (ix) Offenses against the person, introduced by Law no. 228 of August 11, 2003, which introduced in Legislative Decree 231/01 the art. 25-quinquies, introduced by Law no. 172 of October 1, 2012, and lastly by Law no. 199 of October 29, 2016;
- (x) Market abuse offenses, provided for by Law no. 62 of April 18, 2005, which introduced in Legislative Decree 231/01 the art. 25-sexies and, within the TUF, the art. 187-quinquies “Liability of the Entity”;
- (xi) Manslaughter or grievous or very grievous bodily harm, committed in infringement of the rules on the protection of the occupational health and safety, introduced by Law no. 123 of August 3, 2007, which introduced in Legislative Decree 231/01 the art. 25-septies;
- (xii) Handling of stolen goods, money laundering and use of cash, assets or benefits of unlawful origin, as well as self-laundering, introduced by Legislative Decree no. 231 of November 21, 2007, which introduced in Legislative Decree 231/01 the art. 25-octies, later supplemented by Law no. 186 of December 15, 2014;
- (xiii) Copyright infringement offenses, introduced by art. 15, paragraph 7, letter c), of Law no. 99 of July 23, 2009, which introduced in Legislative Decree 231/01 the art. 25-novies;
- (xiv) Solicitation not to make statements or to make false declarations to the judicial authority, introduced by art. 4 of Law no. 116 of August 3, 2009, which introduced in Legislative Decree 231/01 the art. 25-decies;
- (xv) Environmental offenses, introduced by Legislative Decree no. 121 of July 7, 2011, which introduced in Legislative Decree 231/01 the art. 25-undecies, later amended by Law no. 68 of May 22, 2015;
- (xvi) Transnational offenses, introduced by Law no. 146 of March 16, 2006, “Law for the ratification and execution of the Agreement and Protocols of the United Nations against transnational organized crime”;
- (xvii) Employment of foreign citizens who do not have a regular residence permit, introduced by Legislative Decree no. 109 of July 16, 2012, relevant to the “Implementation of the Directive 2009/52/CE that introduces minimum rules regarding sanctions, and to the provisions against employers that hire foreign citizens without a regular residence permit”, which introduced in Legislative Decree 231/01 the art. 25-duodecies.

3. – Offenses committed abroad

Moreover, Art. 4 of the Decree establishes that the aforesaid administrative liability can also be applied where the offenses as per the Decree are committed abroad (the provisions of this article are considered applicable when the Entity has relationships or carries out part of its activity abroad).

However, the Entity liability is subject to the existence of the conditions applicable from time to time to the offenses described in the Decree, established by article 7 (Offenses committed abroad), 8 (Political crime committed abroad), 9 (Common offense committed by an Italian citizen abroad), and 10 (Common committed by a foreign citizen abroad) of the Criminal Code.

For punishability purposes, it is necessary that the Entity has its HQ in the territory of the Italian State; that, for the same offense, the foreign State does not proceed against the Entity; and also that the perpetrator be functionally connected to the Entity, pursuant to art. 5, paragraph 1, of the Decree (Liability of the Entity).

It is understood that the Entity is abstractly punishable, pursuant to the Decree, only when one of the offenses identified in the Decree is committed according to the Italian law, as best explained in *Appendix 1 – Types of offense relevant for the purposes of Legislative Decree 231/01*.

4. – The attempted crime

The Entity administrative liability can also be applied to attempts to commit a crime included in the Decree by the so-called Senior Executives and by the Staff working under their supervision, in the interest or to the benefit of the Entity. In other words, the administrative liability can also be applied where the Senior Executives, or their subordinates perform acts that are unmistakably aimed at committing a crime, but the latter is not committed because “the action is not performed, i.e. the event does not occur”.

Therefore, such hypothesis applies where there is the intention to commit a crime, the acts that are unmistakably aimed at, and suited for committing such crime, but the latter is not committed.

The liability is excluded when the Entity voluntarily prevents the offense from being committed or the event from occurring.

5. – The penalties

Legislative Decree 231/01 establishes the following typologies of penalties applicable to the Entities concerned with the regulation:

- a) Administrative fines;
- b) Bans;
- c) Forfeiture of the crime price or profit;
- d) Publication of the judgment.

a) The administrative fee, governed by art. 10 et seq. of the Decree represents the “basic” penalty to apply; the fee is paid by the Entity with its assets or the common fund.

The Lawmaker has adopted an innovative criterion to determine the penalty, attributing to the Judge the obligation to proceed with two different and consecutive assessments. This requires a greater adjustment of the penalty to the seriousness of the offense and to the financial conditions of the Entity.

The first assessment requires the Judge to determine the number of the quotas (in any case, not lower than one hundred or higher than one thousand), taking into account:

- The seriousness of the offense;
- The degree of liability the Entity;
- The activity carried out to remove or mitigate the consequences of the offense and prevent further unlawful acts from being committed.

In the second assessment, the Judge determines, within the minimum and maximum values predetermined in relation to the sanctioned unlawful acts, the value of each quota, from a minimum of Euro 258.00 to a maximum of Euro 1,549.00.

b) The bans, more penalizing and damaging for a company, are established by the Decree and apply only to offenses for which they are expressly provided for (in particular, they are not applicable to corporate offenses):

- Interdiction from exercising the corporate activity;
- Suspension or revocation of those authorizations, licenses or concessions, functional to commit the unlawful act;
- Prohibition to make contracts with the Public Administration, except for the attainment of a public utility;
- Ban from reliefs, financing, contributions and grants, and/or revocation of those already granted;
- Prohibition to advertise goods or services.

In order to apply such bans, the existence of at least one of the following conditions is necessary, pursuant to art. 13 of Legislative Decree 231/01, namely:

- *“the entity has gained from the offense a significant profit and the offense was committed by senior executives, or by staff under their management when, in this case, the crime committed was determined or facilitated by serious organizational defaults”*; or
- *“in the case of reiteration of the unlawful acts”*.

Moreover, bans can also be requested by the Public Prosecutor and applied to the Entity by the Judge as a precautionary measure, when:

- there are serious clues that make believe the existence of the Entity liability for an unlawful administrative act resulting from a crime;
- there are well founded and specific elements that make believe the existence of a concrete possibility of unlawful acts being committed, similar to that under investigation;
- the Entity has made a significant profit.

In any case, bans are not applied when the offense has been committed mainly in the interest of the perpetrator or of third parties, and the Entity has received a minimum benefit or nothing at all, or the caused pecuniary damage is extremely small.

The Lawmaker has specified that the ban from activity has a residual nature compared to other bans.

c) Pursuant to art. 19 of Legislative Decree 231/01, a criminal conviction always includes the **confiscation** – also by way of equivalent measures – of the price (money or other economic benefit given or promised to persuade or cause another subject to commit the crime) or of the profit (the immediate economic benefit) obtained from the crime, except for the part that can be returned to the damaged party and notwithstanding the rights acquired by third parties in good faith.

d) When a ban is applied, the Judge may order the **publication of the criminal conviction** on one or more newspapers, abridged or unabridged, as well as its bill-posting in the town where the Entity has its HQ.

6. – Attempted crimes

In the cases of perpetration, in the forms of an attempt, of the Predicate Offenses established by the Decree, the pecuniary penalties (in terms of amount) and the bans (in terms of time) are reduced by one third or by a half, while the application of penalties to the cases when the Entity voluntarily prevents the event from occurring or the action from being performed (art. 26 of the Decree) is excluded.

7. – Exempting conducts

Articles 6 and 7 of Legislative Decree 231/01 set specific forms of exemption from administrative liability for the Entity, for offenses committed in its interest or to its benefit by both Senior Executives and Staff Working under their control.

In particular, in the case of offenses committed by Senior Executives, art. 6 of the Decree establishes the exemption if the Entity proves that:

- a) the governing body has adopted and efficiently implemented, before the crime was committed, a suited organizational and management model to prevent any offenses similar to that committed;
- b) the task to monitor the operation and conformity of the Model has been assigned to a Body the Entity entrusted with independent powers of initiative and control;
- c) the persons who committed the crime acted by fraudulently eluding the Model;
- d) there was no lack or absence of surveillance by the Supervisory Body.

With regard to the Working Staff, art. 7 of the Decree establishes the exemption from liability in the case where the Entity has adopted and efficiently implemented, before the crime was committed, a Model suited to prevent any offenses similar to that committed.

However, the Entity exemption from liability is not determined by simply adopting the Model, but by its effective implementation, obtained both through the implementation of all the protocols and checks necessary to limit the risk of a crime being committed, which the Entity intends to forestall both through periodical inspections and possible modifications of the Model, where significant infringements of the provisions are detected or there are changes to the corporate organization or activities.

In particular, with reference to the Model characteristics, art. 6, paragraph 2, of the Decree expressly sets the following stages preparatory to a correct implementation of the Model:

- a) identification of the activities where there is a possibility that offenses are committed;
- b) provision of specific protocols aimed at planning the taking and implementation of the Entity decisions regarding the crimes to prevent;
- c) identification of the procedures for the management of the financial resources necessary to prevent such offenses from being committed;
- d) introduction of the Supervisory Body obligation to inform;
- e) introduction of a Disciplinary System suited to sanction the failure to comply with the measures described in the Model.

8. – The Guidelines of the Trade Associations

Upon express direction of the appointed Lawmaker, Models can be adopted based on behavioral codes prepared by trade associations, which have been communicated to the Ministry of Justice that, jointly with the competent Ministries, may make remarks, within 30 days, on the suitability of such models in preventing crimes.

The preparation of this Model is inspired by the Guidelines for the construction of Models of Organization, Management and Control, pursuant to Legislative Decree 231/01, approved by Confindustria on March 7, 2002, and subsequently updated in March 2014; by the instructions of the “Code of Behavior” and of the “Model of Organization, Management and Control” as amended – including the relevant Manual – adopted by the ANCE – Associazione Nazionale Costruttori Edili², approved on March 31, 2003; and by the “ASSTRA Code of Behavior and Guidelines for the preparation of organizational and management models, pursuant to Legislative Decree 231/01”, approved by the Ministry of Justice in 2004 and amended in 2013.

² National Builders Association

B – The Pisamover Model pursuant to Legislative Decree 231/01**1. - Adoption of the Model by Pisamover**

The Model can be defined as an organic set of principles, rules, provisions, organizational charts and responsibilities, functional for the implementation and diligent management of a system of control and surveillance of risky activities, with reference to the offenses set by the Decree.

The Model adopted by Pisamover has the following purposes:

- strengthen the *Corporate Governance* system;
- protect the company's reputation and value, also intended as an asset of all the stakeholders in the company, including its employees, creditors and the Public Administration;
- create a new ethical and control culture;
- manage the company with the criteria of legality, propriety and professional ethics;
- implement a structured and organic prevention and control system aimed at removing or reducing the risk of a crime from being committed, pursuant to Legislative Decree 231/01, also as an attempt, connected to the corporate activity, with special regard to the removal or reduction of any illicit behavior;
- instill in all those operating in the name and on behalf of Pisamover in "risky processes", the awareness that, should they violate the provisions of the Model, they might incur in an unlawful act with the ensuing punishment of the perpetrator, but also of Pisamover, with administrative and criminal penalties;
- inform all those who operate, for any reason, in the name, on behalf or in the interest of Pisamover, that the infringement of the provisions contained in the Model entails the application of dedicated penalties;
- reaffirm that Pisamover does not tolerate unlawful behaviors and fights against any corrupt practice, not finding, in any way, the pursued purpose or the wrong conviction to act in the interest or to the benefit of the Company, since such behaviors are in any case contrary to the ethical principles that the Company intends to follow, hence against its own interest;
- condemn the infringements of the Model by applying disciplinary and/or contractual penalties.

Therefore, Pisamover has deemed appropriate to adopt organizational and management tools aimed at preventing, as much as possible, and possibly promptly remove the risk that the offenses established by the Decree are committed, according to the Italian law.

To this end, Pisamover has adopted a Model 231 and has entrusted the Model implementation and control to a Body within the Company, created for the purpose and holding the necessary autonomy, independence and professionalism.

So, by adopting the Model 231, the Company has supplemented its rules and organizational provisions, according to Legislative Decree 231/01.

The Pisamover Model 231 is formed by a General Part and a Special Part:

- The **General Part** identifies the goals pursued by Pisamover in adopting Model 231, its recipients, the adopted procedure, the functional connection with the Ethical Code, the duties and the structure of the Supervisory Body – entrusted to monitor the operation and conformity of the models –, the Body obligations to inform, and the Disciplinary System. The General Part of the Model also contains the list of the types of crime set by Legislative Decree 231/01 (see *Appendix 1 – Crime typologies relevant for the purposes of Legislative Decree 231/01*);
- The **Special Part** identifies the risky activities, the possible ways to commit the crimes described in the Decree, the functions and the corporate bodies at risk of committing a crime, as well as the checks aimed at preventing crimes from being committed;
- **Ethical Code:** a document that sets the corporate ethical principles and the rules of conduct aimed at preventing, according to the Italian law, the crimes described in Legislative Decree 231/01, as well as any behaviors in contrast with the values that the Company intends to promote.

3. – The notion of acceptable risk

In preparing a Model, we cannot disregard the notion of acceptable risk. It is indeed essential to establish, in order to comply with the provisions introduced by Legislative Decree 231/01, a threshold that allows limiting the quantity and quality of the prevention tools to adopt in order to prevent a crime from being committed. With a specific reference to the penalty system introduced by the Decree, the acceptability threshold is represented by the effective implementation of an adequate system of prevention, such as it cannot be eluded if not intentionally, or, for the purposes of the Entity exemption from administrative liability, the persons who have committed the crime acted by deceitfully eluding the Model and the checks adopted by the Company.

4. – Confindustria, ANCE, and ASSTRA Guidelines

By virtue of the provisions of art. 6, paragraph 3, of the Decree, Pisamover has defined its own Model consistent with the instructions of the “Guidelines for the construction of models of

organization, management and control, pursuant to Legislative Decree 231/01” approved by Confindustria on March 7, 2002, as amended.

For anything that is not included in the Confindustria Guidelines on the specific risks of the building sector, we have taken into account the instructions of the “Code of Behavior” and of the “Model of Organization, Management and Control” – including the relevant Manual – adopted by the ANCE – Associazione Nazionale Costruttori Edili³, approved on March 31, 2003, as amended, as well as the “ASSTRA Code of Behavior and Guidelines for the design of organizational and management models, pursuant to Legislative Decree 231/01”, approved by the Ministry of Justice in 2004 and amended in 2013.

In particular, the operational steps identified by Confindustria for the implementation of a Model 231 are the following:

- Stocktake of the corporate activity sectors where offenses can be committed and analysis of the potential risks in the design and adjustment of a control system able to prevent risks through the adoption of dedicated protocols. Such system shall be
 - a) structured in the following components: (i) Ethical Code; (ii) organizational system; (iii) manual and IT procedures; (iv) authorization and signing powers; (v) control and management systems; (vi) communication to and training of the personnel;
 - b) inspired by the following principles: (i) verifiability; traceability; coherence and consistency of each operation; (ii) application of the principle of separation of the duties; (iii) record of the checks; (iv) provision of an adequate penalty system for the infringement of the Ethical Code rules and of the procedures set by the Model; (v) provision of a Supervisory Body holding autonomy, independence, professionalism and continuity of action; (vi) provision of procedures for the management of financial resources; (vii) provision of information flows to and from the Supervisory Body.

As for the identification of activities at risk of crimes typical of the building sector, the ANCE identifies six specific areas: (i) private works; (ii) public and social housing; (iii) public contracts; (iv) relations with the Public Administration; (v) corporate communications and controls; (vi) relations with partners, creditors and third parties; and then gives instructions on the structuring of the main corporate processes.

Finally, for the construction of the Model, the ASSTRA guidelines identify a procedure that can be summarized in the following steps.

- Implementation of a “*Risk Management*” system as a set of actions adopted by the company to reduce, contain and control the risk, which aims at:

³ Builders National Associations

- a) identifying and assessing in a timely manner the potential risks for each business activity;
 - b) determining a risk level that is “acceptable” by the organization;
 - c) implementing risk mitigation activities;
 - d) carrying out continuous monitoring activities;
 - e) introducing a system of uninterrupted information on the results of the *risk management* activity.
- Identification of the activities in which scope offenses may be committed.
 - Provision of specific protocols aimed at preventing offenses.
 - Identification of procedures for the management of the financial resources.
 - Provision of obligation to inform for the verification activities.
 - Preparation of a Disciplinary System.
 - Constitution of a body entrusted with the monitoring of the Model compliance with, and adjustment to the Entity.

5. – The recipients of the Model

The rules contained in the Model apply to, within their respective powers: a) the corporate bodies; b) those who carry out, also de facto, duties of (i) representation, (ii) administration, (iii) management, or (iv) management and control of the Company or of one of its organizational units that is financially and operationally independent (senior executives); c) those who are subject to the direction and surveillance of senior executives.

Therefore, these are rules that can be applied – within their respective powers and, obviously, according to a principle of relevance and selective application, depending on the risk areas involved from time to time, and on the corporate activities, functions and members concerned from time with the specific risks – to the Shareholders’ Meeting, the Board of Directors, the Board of Auditors and the employees of the Company, as well as to those who, although they are not part of the Company, operate on its mandate or cooperate with it.

We have also adopted negotiating instruments aimed at causing other subjects (suppliers, consultants, partners, auditors, etc.), which are not part of the Company, but have relations with it, to comply within such scope with the principles of the Decree and of the Corporate Model.

6. – The procedure of design and adoption of the Model 231

Pisamover has designed its own Model 231, in conformity with the instruction of Legislative Decree 231/01 and also in consideration of the interpretation provided by the Confindustria Guidelines regarding the dimensional threshold of a company that wants to adopt its own Model 231.

MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF PISAMOVER S.P.A., PURSUANT TO LEGISLATIVE DECREE NO. 231/01

GENERAL PART

Indeed, the Confindustria Guidelines point out that small businesses – whose definition herein must be searched rather than in quantitative parameters, in the essentiality of the internal hierarchical and functional structure – are characterized by a structure less articulated than that of other realities, as well as by lesser resources to assign to the design of a Model and to the relevant controls.

The project for the preparation and adoption of a Model 231 started by Pisamover is structured in 5 stages briefly described hereinafter:

- *Stage 1:* Analysis of the organizational structure and of the activities managed by Pisamover, taking also into account the main basic documentation (the Corporate Bylaws and Memorandum of Association; the current service contract with Società Italiana per Condotte d'Acqua SpA; the current service contract with Pisamover Gestioni S.c.a.r.l.; the current service contract with Inso S.p.A.; the Pisamover Regulations; the Agreement for the assignment of the concession contract whose subject is the final and executive design, construction and management of a Link System called "Pisa Mover", between the Galileo Galilei Airport and the Pisa Centrale railway station, of park'n'ride car parks and connection viability).
- *Stage 2:* Mapping of the processes at risk of crime, namely of the corporate processes and activities that could potentially generate the perpetration of the offenses set by the Decree.
- *Stage 3:* All activities identified as potentially at risk of crime have been analyzed in order to evaluate the presence of appropriate process controls able to mitigate the detected risks (the so-called *Gap Analysis*).
- *Stage 4:* Comparative analysis of the existing controls protecting the activities at risk of crime and the general control standards. From the results of the *Gap Analysis* we have prepared an Implementation Plan.
- *Stage 5:* Definition of the Model 231 structured in all of its components and operational rules, adjusted to the reality of the company.

The adoption of the Model is assigned by the Decree to the competence of the governing body (in particular to the Board of Directors), which is also entrusted with the task to supplement and update the Model.

Then, the Company, also due to the introduction of further types of crime in the list of Legislative Decree 231/01, has updated and supplemented its Model, taking into account:

- *the corporate organizational changes;*
- *the evolution of the law and of the doctrine;*
- *the approach of the Italian companies to the Models;*
- *the results of the surveillance activities;*

- *the evolution of the regulatory framework.*

In fact, the Model is not conceived as a static document, but, on the contrary, is thought in the view of a constant updating according to the adjustment requirements that arise in time.

The Model is subject to constant updating and upgrading; it has been approved by a decision of the Board of Directors on May 09, 2014.

Pisamover, within a notion of constant updating and upgrading of its Model and consistent with the recommendations of the Supervisory Body, has deemed appropriate to start a Project aimed at reflecting the organizational changes made since the date of the last updating of the Model, made on May 8, 2017.

During the updating process, Pisamover has verified the alignment of the Model with the latest laws on the matter and assimilates the most credited regulatory guidelines, taking also into account the best application practices available.

7. – Purpose and structure of Pisamover Model 231

The purpose of the Model adopted by the Company pursuant to the Decree is to equip the Company with a set of internal rules, suited to prevent, according to the Italian law, the perpetration of the offenses set by the Decree, in its interest or to its benefit, by people who fulfill duties of representation, administration or management of the Company or of one of its organizational units that is financially and operatively independent, or who exercise, also de facto, its management and control, or by persons subject to the management or surveillance of the senior management. The purpose is to allow the Company to legitimately benefit from the special form of exemption from the administrative liability established by the aforesaid Decree as a consequence of the aforesaid crimes being committed.

Therefore, the Pisamover Model, of which the Ethical Code is an integral part, consists of a structured and organic system of internal, procedural, control and penalty mechanisms, suited to prevent or reduce the possibility of the perpetration of the offenses set by the Decree and aimed to corporate bodies, senior executives and subordinates. Hence, the Model adopted is uniform from a subjective point of view, which means that it is applicable to both categories of subjects⁴.

Therefore, the system of rules is structured not in function of the single corporate figures involved (creating two different models), but in function of the different areas of corporate activities at risk of

⁴ If, indeed, the regulatory paradigm (see articles 6 e 7, Law Decree 231/01) requires the design and adoption of two different models of organization, management and control, one for the senior executives, and the other for the subordinates, it is also true that (i) the nature of the crimes does not always allow distinguishing between criminal conducts whose implementation appears different, depending on whether they are performed by senior executives or by subordinates; (ii) the decisional processes within the company are usually uniform and, however, hierarchically and operationally structured in a way that makes the belonging of the figures involved, to one or the other category basically irrelevant.

perpetration of the offenses set by the Decree; and this, logically and coherently, also with reference to the Model Supervisory Body. Such choice, compatible with the law requirements, translates into an improved overall efficiency of the system of internal rules as well as, with reference to the Subordinates, into the adoption of mechanisms stricter than those requested by the law.

In particular, to pursue the described purposes, the Company, also in consideration of the provisions of art. 6, paragraph 2, of the Decree, has adopted a Model aimed at:

- reaffirming and clarifying principles and rules, also of corporate ethics, which everyone must follow in the execution of corporate activities in order to prevent the occurrence even only of chances to commit the offenses set by the Decree;
- making the concerned subjects interested in such principles;
- causing in all those who work in the so-called activities “at risk”, also through specific information and training campaigns, a greater awareness about the possibility to be considered personally liable from a criminal point of view and make the Company incur in administrative liability, in the case of infringement of the rules established in the Model;
- providing transparency and verifiability to the decisional and implementing processes, so as to make it impossible for anybody to elude the system, unless they do it maliciously;
- implementing specific processes for a proper management of the financial resources, which in most cases provide the necessary support for committing a crime;
- introducing, with a binding efficacy, internal control mechanisms such as to limit as much as possible the chances to make inappropriate or arbitrary decisions, allowing the Company to constantly carry out an actual monitoring activity;
- introducing a Disciplinary System to sanction the non-compliance with the rules contained in the Model;
- assigning to an internal supervisory Body the task to check and ensure the effective and correct operation of the Model and promote, where necessary, its updating and any application of penalties;
- introducing a contractual policy in the relations with suppliers, consultants, subcontractors and other contractual parties, aimed at ensuring, within such relations, conducts consistent with the purposes of the Decree in question.

7.1. – Structure of the Model

Therefore, the Model represents a very important organizational tool within the Pisamover corporate organization and is structured in a set of elements, supported by various sources (statutory, shareholders’ meetings, board decisions and self-regulating provisions).

It consists of the Ethical Code and of the General and Special Parts of the Model.

The Corporate Ethical Code, adopted concurrently with the approval of the General Part and of the Special Part, is available for all of the Model recipients.

The Model General Part is formed by various elements.

Chapters A and B describe – in order to make transparent the goals pursued by the Company and the function of the Model – the legal premises and the activities carried out for the design and adoption of the Model.

Therefore, the regulatory sources of the Model can be considered an integral part of such Chapters, namely:

- the statutory provisions founding the Model and, in particular, duties and liabilities of the concerned corporate bodies;
- the decisions and the other documents adopted by the corporate bodies by virtue of such statutory provisions.

Chapter C of the General Part contains the set of rules relevant to the structure and the duties of the Model Supervisory Body, as per art. 6, paragraph 1, letter b), of Legislative Decree 231/01, including the duties connecting to the corporate bodies.

This Chapter also contains a set of rules aiming at ensuring the implementation, effectiveness, compliance with and suitability of the Model, thus relevant both to the corporate information and training activities and to the information flow to and fro the Supervisory Body.

In this case too, we can consider as an integral part of such element of the Model, the statutory provisions regarding the Supervisory Body, the decisions adopted by the administrative body on the subject, as well as the regulations and decisions of organizational and programmatic nature adopted by the Body in the execution of its duties.

Chapter D contains the Disciplinary System, namely the disciplinary and contractual penalties established for the cases of non-compliance with the corporate organization and behavioral rules for employees, managers, administrators and collaborators of the Company, formally adopted by the latter for the aforesaid purpose.

We can consider as an integral part of such element of the Model, the decisions adopted by the administrative body and those of organizational and programmatic nature adopted within such scopes by the Supervisory Body in the execution of its duties.

Finally, Chapter E contains the organizational and programmatic rules relevant to the Limited Liability Consortium and to the project companies that have relations with the Company.

The Special Part is also structured in various elements. The first, as requested by art. 6, paragraph 2, letter a), of Legislative Decree 231/01, is represented by the corporate processes and activities at risk of perpetration of the offenses set by the Decree, with special attention to the possible way of implementation of the unlawful conducts and to the corporate areas specifically concerned with such conducts.

The second, instead, is represented by the general rules of behavior and by the existing checks aiming at mitigating the risks of the offenses set by Legislative Decree 231/01 from being committed (the so-called protocols).

8. – The components of the Model in relation to willful offenses

8.1. – The Ethical Code of Pisamover S.p.A

The adoption of the Ethical Code one of the premises for the effective operation of the Model established by Pisamover.

Pisamover has deemed it appropriate to adopt and implement its own Ethical Code, aimed at stating the criteria to follow in the execution of one's activity. The Company, its employees, and all those who act in the name and on behalf of the Company, in pursuing their goals are inspired by the values of transparency, propriety and morality.

In any case, the aforesaid Ethical Code must be read and applied, also for disciplinary purposes, together with this Model, of which it is an integral part.

The infringements of the Ethical Code in relation to the issues relevant to the Model can be directly reported to the Supervisory Body and may lead to disciplinary or contractual penalties, according to the position of the subject that commits the infringement.

8.2. – Organizational System

The Company has adopted specific organization charts, continually updated, following changes in the organization or new positions.

The Company has appointed a group of subjects to manage each of the main corporate activities, specifically:

- Chief Operating Officer;
- Technical/Commercial Support;
- Car Park Manager;
- Public Relations Manager;
- Corporate Quality Monitoring Center;

- Data Protection Manager.

These functions are held by staff of the Company Inso S.p.A., based on a service contract entered upon by the parties.

8.3. – The procedural system

In compliance with the Guidelines set by Confindustria, Pisamover has structured a system of procedures aimed at regulating the execution of the corporate activities, also establishing the checks to run in order to ensure their propriety and effectiveness.

To this end, the Company adopts, as a preventive control tool in the single processes at risk of crime, the separation of the tasks among those who perform crucial stages or activities of a process, making sure that the corporate procedures and/or the operational methods are periodically updated and take continually into account the changes or novelties made to the corporate processes and the organizational system.

Specifically, this tool identifies the roles and responsibilities of the subjects involved in the life cycle of such activities (preparation, updating, validation, approval, communication, implementation and monitoring).

In such context, therefore, the compliance with the following principles is ensured in the execution of the activities:

- ensure the participation of several subjects, so as to reach an adequate separation of the tasks by comparing the functions;
- adopt the measures aimed at ensuring that each operation, transaction, and action is verifiable, documented, consistent and coherent;
- provide for the adoption of measures aimed at documenting the checks carried out on the operations and/or actions performed.

8.4. - The financial resources management system

Art. 6, paragraph 2 letter c, of the Decree, requires that the Models include procedures for the management of financial resources suited to prevent a crime from being committed. The reason for such provision stays in the fact that many types of crime important to the regulations in question, can be committed using the corporate financial resources.

The Pisamover process of management of the financial resources is based on the following control principles:

- separation of the roles in the key stages of the process;

- traceability of the documents and of the authorization levels to associate to every single operation;
- monitoring of the proper execution of the various stages of the process;
- request for a payment instruction specifically formalized;
- authorization by the competent function;
- verification of the correspondence between the goods received and the goods ordered;
- verification of the payment;
- check of the invoice;
- recording in the accounting books;
- reports on the checks carried out.

8.5. – Outsourced processes and monitoring of contracted activities

Pisamover is a *Project Financing* company and, as such, has no operational staff. Therefore, in the execution of its activities, Pisamover has decided to assign to third parties the execution of processes and activities, with such parties into specific service contracts.

Therefore, Pisamover has formally defined the criteria for the selection of the subjects that will be entrusted with the outsourcing of functions/operating activities, management powers of attorney, as well as the methods by which Pisamover grants such assignments and checks their proper execution.

In such cases, Pisamover evaluates the appropriateness of the activities outsourced to third parties, in terms of risk-crime prevention.

Therefore, to monitor the outsourced processes and activities, Pisamover establishes the following:

- The outsourced activities are carried out in compliance with the contractor's protocols, following a verification by Pisamover of their consistency with the behavioral principles listed in Pisamover Model 231;
- The Pisamover BoD Chairman – or his representative – verifies the *outsourcers'* compliance with the provisions set forth in the respective contracts, with special regard to the control principles outlined in the Special Part of the Model for each of the outsourced processes;
- The Company will carry out periodical inspections of the outsourced activities by scheduling audits carried out also by independent third parties;
- The Supervisory Body verifies the consistency of the outsourced activities with the Model 231.

In particular, Pisamover has assigned:

- to Società Italiana per Condotte d'Acqua S.p.A. a portion of the activities in following areas:
 - management of the purchase of goods and services;
 - management of professional and advisory services;
 - management of the concession;
 - design, execution and maintenance of the works;
 - treasury and finances;
 - administration and balance sheet;
 - management of donations and sponsorships;
 - management of gratuities to third parties and representation expenditures;
 - management of the relations with private third parties;
 - management of the legal affairs;
 - management of the information systems.
- to INSO S.p.A., the execution of the following activities:
 - Operational Management;
 - Technical and Commercial Support Management;
 - Public Relations Desk Management;
 - Corporate Quality Monitoring Center;
 - Data Protection Management.
- to Pisamover Gestioni S.c.a.r.l., part of the following activities:
 - management of the concession;
 - services connected to the concession:
 - design, execution and maintenance of the works;
 - stock management.

8.6. – Authorization and signature powers

The Pisamover current power of attorney and representation system was structured according to the law provisions and the Guidelines issued by Confindustria.

The latter, on one hand, identify in the Board of Directors of the Company the body empowered to formally confer and approve powers of attorney and representations, and, on the other hand, demand that such powers are assigned consistent with the attributed organizational and management responsibilities, providing for, when requested, a punctual indication of the expense approval thresholds.

The powers so conferred are periodically updated to reflect organizational changes made to the corporate structure.

Pisamover has also established a dedicated information flow for all corporate functions and subjects, involved for any reason, including the Supervisory Body and the Board of Auditors, in order to ensure the timely notification of the powers assigned/entrusted and/or the relevant changes.

Moreover, among the various powers conferred to such subjects of the corporate governance body, we point out, for the purposes of this document, the power to confer, on their turn, part of their powers to employees of the Company and even to third parties for specific activities or sets of activities, in compliance with the formal and substantial requirements necessary for the issuing of the powers of attorney.

The autonomy level, the representation power and the expense limits, assigned to the various holders of powers of attorney and representations within the Company are always identified and established in strict consistency with the hierarchical position of the concerned person. In this way, the decisions and the competencies that are most important for the Company or that require a greater financial effort from the company, are always reserved only to the executives of the single corporate functions, or to directors with power of attorney.

Each of these documents of power of attorney or conferment of signature powers provides the following indications:

- 1) delegating subject and source of his/her power of delegation or proxy;
- 2) delegated subject, with explicit reference to the function attributed to him/her and to the connection between the conferred representations and the powers of attorney and the organizational position held by the delegated subject;
- 3) subject, consisting in the list of the typologies of activities and actions for which the power of attorney/representation is conferred. Such activities and actions are always functional and/or strictly related to the competencies and duties of the delegated subject;
- 4) value limits within which the representative is authorized to exercise the power conferred, if necessary for the type of activity carried out (e.g. purchase of materials, etc.). Such value limit is determined in function of the role and position held by the representative within the corporate organization.

The representation and power of signature system is governed and periodically monitored in its whole and, where necessary, updated to reflect the changes made to the corporate structure, so as to correspond to and be consistent with the corporate hierarchical-functional organization as much as possible.

Single updating, immediately following the change of function/role/task of each subject, or periodical updating that involve the whole system are provided for.

8.7. - Communication and training

The Model takes into account the specific business reality of Pisamover and represents a valid tool of awareness-raising and information for both the Senior Executives and the Working Staff (for the sake of brevity, hereinafter called, the “**Recipients**”).

All this is done so that the Recipients, in the execution of their activities, follow proper and transparent behaviors, consistent with the ethical-social values that inspire the Company in pursue of its corporate purpose, and, in any case, such as to prevent the risk of perpetration of the offenses set by the Decree.

In any case, the competent corporate functions ensure the adoption in the corporate procedures of the principles and behavioral rules contained in the Model and in the Ethical Code.

The purpose of Pisamover is to ensure that the Recipients have a proper knowledge of the content of the Decree and of the resulting obligations.

The main execution procedures of the training/information activities, necessary also to make the Recipients comply with the provisions contained in the Decree, abide by the specific information at the time of the employment and the other activities considered necessary in order to ensure a proper application of the provisions set by the Decree. In particular, they provide for:

- an initial communication: the adoption of this Model is notified to all the corporate resources;
- a specific training activity: training is mandatory and it is developed through IT tools and procedures (updating e-mails, online classes, self-assessment tools), as well as periodical meetings and training and updating seminars in the class. Such activity differs, in contents and provision procedures, according to the position of the Recipients, the degree of risk of the area where they operate, the fact that they have or not functions of representation in the Company.

Pisamover will also provide the Model to the people who entertain with the Company a relation of collaboration with no subordination restriction, consultancy relations and other relations that imply a professional performance, not subordinated, both continuative and occasional (including those subjects who work for suppliers and partners, also in the form of a temporary group of companies and joint ventures) (for the sake of brevity, hereinafter called the “**Third parties**”).

In particular, the corporate functions involved from time to time, provide to the Third parties in general and to the service companies with which they get in contact, adequate information on the adoption of the Model by Pisamover, pursuant to the Decree. The Company also invites the Third Parties to read the content of the Model and the Principles of the Ethical Code, available on the corporate website.

The respective contract texts contain specific clauses aimed at informing the Third Parties about the adoption of the Model by Pisamover, which they declare they have read and understood the consequences resulting from the non-compliance with the instructions contained in the General Part of the Model and the Principles of the Ethical Code; they also pledge not to commit any of the Predicate Offenses.

9. The elements of the Model in relation to minor offenses for the protection of the Occupational Health and Safety and of the Environment

9.1 Code of behavior

Pisamover intends to protect the environment, prevent pollution and promote and efficient use of energy, materials and water. The company pursues the goal to reduce as much as possible the environmental impact through programs focused on continuous improvement.

When it is financially reasonable to contribute to limit global warming, the Company privileges energy sources that respect the climate and tries to reduce as much as possible the emissions of substances that influence the climate, resorting to solutions efficient from an energy point of view.

The Company has also started a process aimed at obtaining the ISO 14001 certification (Environmental Management Systems) to constantly reduce its impact on the environment and the climate.

9.2 Organizational system

The corporate functions are structured in a way that provides the adequate technical competencies and the powers necessary to assess, manage and control the risks for the health and safety of the workers (article 30, paragraph 3, Legislative Decree no. 81 of April 9, 2008).

The following subjects work within such organizational structure:

- The employer, which is the subject holder of the employment contract with the worker or, in any case, the subject that, according to the type and structure of the organization within which the worker carries out his/her activity, is responsible for the organization or

production unit, since he/she exercises the decisional and expense powers (article 2, Legislative Decree no. 81 of April 9, 2008);

- The executives that, thanks to their professional competencies and hierarchical and functional powers suited to the nature of the conferred assignment, implement the employer's instructions, organizing and monitoring the work (article 2, Legislative Decree no. 81 of April 9, 2008);
- The workers recorded in Pisamover payroll, whatever the type and/or duration of the contract. This definition also includes contractors, coordinated and continuative collaborators, temporary workers and all those that within the Company carry out works or services under the direct supervision of a Pisamover employee;
- Subjects from outside the Company that carry out important health and safety activities, namely: a) subjects assigned to a job by virtue of a service, work or supply contract; b) manufacturers and suppliers; c) the designers of workstations and systems; d) the installers and assemblers of systems, work equipment or other technical means.

The staff of Pisamover is requested to take on a personal responsibility towards the environment, climate and energy, always taking into account such principles in its work. The staff has the duty to understand and comply with the environmental protection procedures applicable to its work in Pisamover.

Any environmental problem, real or potential, relevant to the corporate activity must be immediately reported to the Employer.

9.3 Communication and training

The Company ensures the internal circulation of the information, also in relation to any updating of the law provisions. The circulation of information takes on a relevant value in favoring the involvement of all the concerned subjects as well as their adequate awareness and commitment at all levels, and is based on the cooperation of all the involved subjects on the environment, health and safety at work, inside and/or outside the Company.

In the execution of their work, the Pisamover staff shall comply with the applicable laws, regulations, sector codes, and international requirements, as well as with the supplemental internal guidelines, always taking into account the health and safety criteria.

Pisamover offers to its staff and customers a healthy and safe work environment, in conformity with the applicable laws and international standards. The company defines specific health and safety goals and instructs its staff about them.

A healthy and safe work environment is characterized by the prevention and management of physical and psychological damage. It is based on cooperation, respect, trust and personal and organizational competencies, in order to prevent and reduce the stress that may be caused by the work.

With the implementation of an OHS (Occupational Health and Safety) management system, pursuant to the applicable laws and international standards, the company pays a constant attention, especially on health and safety within Pisamover, making continuous improvements to the system.

The results of regular inspections of the work environment and of the staff involvement are used to define activities able to improve health, safety and the staff involvement.

9.4 Operational management

Pisamover has assigned to Pisamover Gestioni S.c.a.r.l. part of the activities relevant to the management of the environmental issues through a contract.

With reference to the issues relevant to occupational health and safety, Pisamover is the Principal and has assigned the Link service management to Pisamover Gestioni S.c.a.r.l.

Pisamover has also prepared a DUVRI⁵, in order to ensure compliance with work and safety standards in the case of an assignment of the works within the perimeter under the jurisdiction of the Pisamover Company, describing the duties and responsibilities in order to comply with the provisions of article 26, paragraph 3 of Legislative Decree 81/08.

Finally, the document identifies the main interference risk factors in the various work stages.

⁵ Single Document on the Assessment of Risk from Interference
*MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL OF PISAMOVER S.P.A., PURSUANT TO LEGISLATIVE DECREE
NO. 231/01
GENERAL PART*

C – The Model 231 Supervisory Body**1. - Identification of Pisamover Model 231 Supervisory Body**

Articles 5 and 6 of the Decree reestablish the exemption of the Company from administrative liability for offenses committed in its interest or to its benefit:

- By Senior Executives, when: (i) the Company has adopted and effectively implemented, prior to the offense being committed, a proper Model 231; (ii) the task to monitor the operation and conformity of the Model and look after its updating has been assigned to a Body of the Company holding independent powers of initiative and control; (iii) there has been no lack of, or poor surveillance on the compliance with the rules of the aforesaid model 231; (iv) the offense has been committed by maliciously eluding such rules;
- By the Working Staff directed by the Senior Management; in this case, the exemption depends only on the adoption and effective implementation, prior to the offense being committed, of a Model 231 suited to prevent offenses of the type of that committed, and having the simpler characteristics identified in art. 7 of the Decree.

Therefore, in both cases, the duties of implementation and surveillance of the operation and conformity of the Model are essential.

Only for offenses committed by Senior Executives, the Decree expressly requires that such duties be assigned to a “*Body of the Entity*”, “*holding independent powers of initiative and control*” and recipient of adequate information flows from the corporate bodies and functions. Moreover, it is proper to believe that such Body, for a regular execution of its duties, must not be invested of incompatible corporate functions and be, however, functionally independent of the controlled subjects.

Consistent with the unity of the Model and for efficiency reasons under the aspect of the execution of its implementation and monitoring duties, Pisamover has identified a Supervisory Body within the Company, assigned to the execution of the aforesaid duties with reference both to Senior Executives and the Working Staff under their management.

Obviously, the operational mechanisms of such Body are different for each of the two categories of subjects. Similar duties are attributed to such Body with reference to the Ethical Code, also an element of the Model.

Such options (uniqueness of the Body and its provision within the Company) are consistent with the instructions contained in Confindustria Guidelines.

Still consistent with the options set in Confindustria Guidelines, Pisamover has opted for the adoption of a collegial Supervisory Body.

Prior to appointing the members of the Body, Pisamover has checked that they have nor they had, in recent times, relations of financial nature or other economic relations such as to compromise their independence of judgment, with Pisamover or with the companies that control it or are subject to joint control.

In particular, with reference to the Body, Pisamover has deemed appropriate:

- to set specific requirements of honorability, professionalism and independence for the members of the aforesaid Body;
- to establish that the revocation of the members may be applied only for just cause, following the shareholders' meeting authorization, as a corrective mechanism of the dependence on the corporate bodies;
- to ensure to such Body operational independence and autonomy, even if connected to the functions of the corporate bodies and structure, based also on dedicated statutory provisions;
- to provide such Body with adequate information, inspection and reporting powers, as well as, based on a dedicated budget forecast, the necessary financial funds;
- to ensure to such Body the support of an adequate staff and the possibility to use external and independent advisors.

2. – Composition and appointment of the Supervisory Body

To implement the provisions of the Decree, Pisamover has established, within the corporate organization, the Supervisory Body as per articles. 6 and 7 of Legislative Decree 231/01; this Body also performs duties of surveillance of the compliance with and the implementation of the Corporate Ethical Code.

The BoD appoints a body formed by three members coming from outside and having competencies and experience on subjects relevant to the tasks assigned to the SB and in the legal field.

Moreover, according to the provisions of Legislative Decree 231/01 (articles 6 and 7), as well as to the instructions contained in Confindustria Guidelines, the SB characteristics, such as to ensure an actual and effective implementation of the Model, must be:

- a) autonomy and independence;
- b) professionalism;
- c) continuity of action.

The appointment of the SB members is effective after the acceptance, notified in writing, by the concerned subjects.

The SB chair is exclusively reserved, upon appointment by the Board of Directors, for a member outside the Company.

Such composition guarantees the independence of the control initiative from any form of interference and/or conditioning by any member of the organization, ensuring at the same time sufficient continuity of action and, overall, enables to satisfy the requisite of professionalism in relation to the different categories of Predicate Offenses, according to the recommendations of Confindustria Guidelines.

The aforesaid requisites of honorability and professionalism must be adequately proven prior to the completion of the appointment; the concerned subjects must also issue to the Company a statement confirming the existence of the aforesaid requirements and of the requirement of independence.

The Supervisory Body members remain in charge three years and can be reconfirmed.

The Board of Directors determines, at the time of the appointment, the retribution due to the Supervisory Body for the entire duration of the office.

Such retribution, established by the Board of Directors, is intangible and unchangeable after the appointment of external members, and can be adjusted only upon expiry of the three-year term.

The internal members' retribution is instead included in the annual salary that they are paid as employees of the Company.

The assignment can be revoked by the Board of Directors only for just cause.

In any case of termination of the office, the member shall be promptly replaced, in conformity with the previous provisions.

The Supervisory Body adopts an internal set of rules for its operation, with special regard to the scheduling of the activities, the relations with the corporate bodies, the preparation and sending of periodical reports to the latter.

3. – Cases of ineligibility and dismissal

The following reasons determine the ineligibility and/or dismissal of the Supervisory Body member:

- a) conflicts of interest with the Company, even potential, that compromise his/her independence;

- b) interdiction, partial interdiction, final criminal conviction for one of the offenses set by the Decree or, however, a punishment that entails the interdiction, even temporary, from public offices or the prohibition to hold management positions;
- c) (unless otherwise decided by the Board of Directors) a public employment contract with central or local administrations in the three years prior to his/her appointment as a member of the Supervisory Body;
- d) the existence of family relations, marriage, or affinities within the fourth degree of relationship with members of the Company's Board of Directors or Board of Auditors, as well as with members of the controlling Company or external auditors;
- e) the existence of financial relations between the member and the Company such as to compromise the member's independence.

If in the course of the assignment a cause for revocation should arise, the member of the Supervisory Body must immediately inform the Board of Directors.

4 – The duties of the Supervisory Body

The Supervisory Body is attributed the duties identified in the General and Special Parts of the Model and, in any case, any other function reserved by the law.

Specifically, the Supervisory Body is entrusted with independent powers of initiative and control on the implementation, compliance, suitability and updating of the Model, in conformity with the following provisions.

The Supervisory Body also performs the duties reserved to it by the Ethical Code, coordinating them with the other duties relevant to the Model. Within the exercise of the duties required by the Ethical Code, the Model provisions apply, since they are compatible.

The Board of Directors guarantees to the Supervisory Body, based on an annual budget established by the Board according to the requirements notified by the Body, adequate financial funds, as well as the possibility, for the latter, to use employees or auxiliaries of the Company for the execution of its duties, in a continuative way and in full autonomy.

Upon a justified request by the Supervisory Body, which refers to one or more matters relevant to its duties, the competent body can summon the Board of Directors.

Upon a justified request by the Supervisory Body, which refers to one or more matters relevant to its duties and on which the competent authorities are the Board of Auditors and the Shareholders' Meeting, the competent body can summon such corporate bodies.

In exercising its **duties**, the Supervisory Body:

- coordinates with corporate bodies. It may also attend the meetings of the corporate bodies relevant to issues regarding the Model; it meets at least once every second month or upon written request, sent also via e-mail by one of its members; it can also be summoned by the Board of Directors and/or the Managing Director; the meeting is called via a notice that contains the date, the venue and the time of the meeting and the relevant agenda, sent in writing to all the members of the Body – also via e-mail – at least three days prior to the date set for the meeting, or, in case of urgency, at least one day prior to such date;
- it can use the support of external advisors, respecting the confidentiality of the Company and of its activities;
- it can request and access information, deeds and documents relevant to the staff and the activities of the Company in processes at risk of perpetration of the offenses set by the mentioned Decree, with the procedures set in the Model and with no need for previous authorization;
- it can carry out inspections, checks and verifications on the staff and on the corporate activities in processes at risk of perpetration of the offenses set by the mentioned Decree, with the procedures set in the Model;
- it can examine and make copies of the corporate books, as well as request information to the corporate bodies;
- it looks after the management of the documentation relevant to the execution of its duties via a dedicated databank and by defining specific procedures, also via IT.

The Supervisory Body members are required to keep the strictest confidentiality on the execution of their duties and on the information they might acquire.

Outside the cases where this is requested by a judicial or administrative Authority, the Supervisory Body discloses the contents of the Model to subjects other than its recipients, following the authorization of the Board of Directors.

A condition to exempt the Company from the administrative liability as per the Decree is that the Company has:

- a) effectively implemented the organization, management and control Model suited to prevent the perpetration of the aforesaid offenses;
- b) assigned the monitoring of the operation and conformity of the Model and its updating to a Corporate Body holding independent initiative and control powers.

Therefore, in order for the Model to be truly effective, it is necessary that:

- a) it is implemented through a constant regulatory activity;

- b) an adequate Disciplinary System consistent with the CCNL of the sector is established;
- c) the Supervisory Body is entrusted with the task to carry out with continuity an activity of surveillance and feedback on:
 - the compliance by the individual recipients with the provisions and procedures forming the Model, as well as, more generally, the consistency between the actual behaviors and the Model;
 - the suitability of the Model, namely, its ability to prevent the perpetration of offenses through verification activities;
 - the convenience to make changes and updating to the Model.

In regard, in particular, to the implementation, compliance, suitability and updating of the Model 231, the Supervisory Body, notwithstanding what has been generally said in the previous paragraph, is entrusted with the duties identified in the following paragraphs.

4.1. - Implementation of the Model

The Supervisory Body is entrusted with all-encompassing powers of initiative and surveillance on the effective implementation of the Model.

In particular, the Supervisory Body:

- a) can make proposals for the adoption of instructions for the implementation of the checks set in the Special Part of the Model as well as notes, clarifications, recommendations regarding the implementation of the Model;
- b) manages the promotion and dissemination of the Model within the company through the promotion and monitoring of specific initiatives aiming at ensuring the knowledge and understanding of the Model;
- c) answers to the requests for information and explanations made by the recipients of the Model;
- d) looks after, in close cooperation with the Board of Directors and according to the organizational structure of Pisamover, the information to the staff, through periodical courses and updating. In the information activity, the Supervisory Body pays special attention to new employees, changes of duties and to the corporate rules, should this be necessary.

4.2. – Compliance with the Model

The Supervisory Body is entrusted with the task to monitor, in conformity with the following provisions, the compliance with the Model provisions by the individual recipients.

In particular, the Supervisory Body, in conformity to the Model provisions:

- a) takes the most appropriate initiatives in order to verify any infringements of, or attempts to violate the Model provisions, making periodical inspections aimed at single actions and/or operations;
- b) promotes the execution of control activities on the compliance with the Model provisions;
- c) performs the duties reserved for it within the Disciplinary System.

The Supervisory Body has no duties, neither is it entrusted with decisional or opposing powers on the execution of the respective activities by the recipients of the Model.

4.3. – Suitability and updating of the Model

The Supervisory Body is given all-encompassing powers of initiative and surveillance on the suitability of the Model and on its updating.

In particular, the Supervisory Body:

- a) periodically checks that the various elements of the Model are suited to and consistent with the actual corporate reality;
- b) prepares, based on periodical inspections, proposals of updating and revision of the Model, addressing them to the Board of Directors;
- c) reports to the Board of Auditors about the initiatives taken by the Body itself and by the Board of Directors, relevant to the suitability and updating of the Model.

The Board of Directors, also by proxy, promotes and, as far as it is concerned and based on the reports from the Supervisory Body, makes the amendments and supplements to the Model useful or necessary in order to adjust it to the provisions of Legislative Decree 231/01.

5. – Resources of the Supervisory Body

The Board of Directors guarantees to the Supervisory Body, based on an annual budget defined by the Board for the Body requirements, adequate financial funds, as well as the possibility, for the latter, to use employees or auxiliaries of the Company in the execution of its duties, in a continuative way and in full autonomy.

6 – The Supervisory Body information flows

6.1. – Obligation to inform the Supervisory Body

Art. 6, paragraph 2, letter (d), of the Decree identifies, among the “requirements that a suited Model must respond to”, the express provision by the latter of the “obligation to inform the Body assigned to monitor the operation and conformity” of the Model.

The obligation of structured information flows is seen as a tool for the Supervisory Body to:

- a) put it in the condition to actually monitor the efficacy and effectiveness of the Model;
- b) ascertain in retrospect the causes that made possible or contributed to the occurrence of the offenses set by Legislative Decree 231/01;
- c) improve its inspection scheduling.

Members of the corporate bodies, executives, employees, as well as collaborators of the Company and, however, all subjects bound to comply with the Model shall also comply with such obligation to inform.

Said subjects must promptly report to the Supervisory Body what the latter specifically requests.

In particular, in exercising its duties, the Supervisory Body can, also generally, request the executives, employees and collaborators to provide, even periodically, information and documents, setting the relevant procedures.

Similarly, the Board of Directors and the Board of Auditors, upon reasonable request of the Supervisory Body, provide the latter with information, deeds and documents relevant to the execution of their respective duties, as long as they regard the duties of the Body.

The Board of Directors, in any case, provides the Supervisory Body with the adopted representation and proxy system as amended.

The subjects required to respect the Model, in addition to the instructions of the Supervisory Body, must immediately report in writing to the latter

- any information that may be relevant to infringements of the Model, including, by way of a non-exhaustive example,
 - provisions and/or news coming from police bodies or any other authority, relevant to investigations on alleged infringements of Legislative Decree 231/01 in which Pisamover, its employees or members of its corporate bodies are involved;
 - reports prepared by managers of other bodies (e.g., Board of Auditors), organizational units and corporate functions within the scope of their control activity and from which facts, acts, events or omissions may result, critical in respect to the Decree conformity;
 - requests for legal assistance lodged by employees in the event of the start of legal proceedings against them in relation to the offenses as per the Decree, notwithstanding the express prohibition of the judicial authority;
 - news relevant to disciplinary proceedings, as well as to any imposed penalties or requests for dismissal of such proceedings with the relevant motivations, should they be related to offenses or infringements of the behavioral or procedural rules of the Model;

- any existence of situations of conflict of interest between one of the Recipients of the Model and the Company;
 - any omission or forgery in the accounting books or in the filing of the documents supporting the bookkeeping;
 - any significant deviations from the budget or expense anomalies found during the drafting of the final balance;
 - enquiry commissions or internal reports/communications proving the liability for the offenses set by Legislative Decree 231/01;
 - the results of the monitoring and control already made in the period of reference, on the jobs acquired from public bodies or subjects who have duties of public interest;
 - any accidents in the workplace, or the measures taken by the Judicial Authority or by other Authorities regarding safety and health in the workplace, also in the form of measures adopted pursuant to Legislative Decree no. 758 of 1994, evidencing infringements of the health and safety standards in the workplace;
 - any measures taken by the Judicial Authority or by other Authorities regarding the environment, evidencing an actual or potential infringement of the environmental standards and/or of the authorizations that govern the corporate activity;
 - the start of inspection procedures, verifications and/or audits by the Public Administration;
 - infringements or alleged infringements of the Model provisions;
 - conducts that make reasonably assume the perpetration or the attempt to commit the offenses as per the Decree, in the interest or to the benefit of the Company;
 - any other circumstance relevant to the corporate activity that exposes the Company to a concrete risk of perpetration or attempt to commit one of the offenses set by the Decree, in the interest or to the benefit of the Company;
- any information regarding the corporate Company that may become significant for the execution by the SB of the tasks assigned to it, such as, by way of a non-exhaustive example:
- organizational and procedural changes;
 - any variations or flaws detected in the corporate or organizational structure;
 - the updating of the system of representations and powers;
 - the periodical updating on the progress of the training activities, pursuant to Legislative Decree 231/01;
 - the decisions relevant to the request for, issuing and use of public financing;
 - changes in the Areas at Risk of Offense;
 - copies of the minutes of the meetings of the Board of Directors, of the 'Shareholders' Meeting and of the Board of Auditors;

- copies of the periodical reports on occupational health and safety;
- any communications by the auditing firm relevant to aspects that might indicate faults in the internal control system, reprehensible actions, remarks on the corporate balance sheet;
- any exceptions regarding the reports prepared for the inspections carried out;
- the statement of truth and completeness of the information contained in the corporate communications;
- the results of the checks and monitoring of environmental compliance carried out by the Company;
- any reports relevant to safety and environmental inspection carried out by Public Bodies and/or Regulatory Authorities and any other important document regarding the safety and the environment;
- the procedures implemented to protect health and safety in the workplace, any changes to Pisamover organizational structure and protocols on the subject, as well as the documents relevant for the occupational health and safety management system.

If any criticality is detected during the inspections/verifications or in the relations with the Public Administration, a copy of the report (or a specific information note) shall be sent by the person authorized to manage the relations with the Public Administration, with the information on the activity carried out and the indication of all the subjects that have participated in or attended the aforesaid activities.

6.2. – Reporting

The Supervisory Body collects and evaluates all the aforesaid reports, as well as those coming from third parties that have a relation with the Company.

Based on the reports received, the Supervisory Body evaluates the measures to take in its discretion.

In line with art. 6, paragraph 2, letter d), of Legislative Decree 231/01, the reports must be sent in writing – also via e-mail – and addressed to the Supervisory Body.

Every communication or report is stored by the Supervisory Body in a dedicated data bank, which can be accessed only by the Body.

The Body acts so as to protect the reporting people from any type of retaliation, discrimination or penalization, notwithstanding the law obligations and the protection of the rights of the Company and of third parties, ensuring the anonymity of the reporting person and the confidentiality of the reported facts, and hearing the latter, if deemed appropriate.

In the case of groundless and malicious reports, the subject responsible may be subject to the penalties set by the Disciplinary System of Model 231.

All the information flows to the Supervisory Body must be sent only to the following e-mail address:

SBpisamover@pisa-mover.com

6.3. – Obligation to inform of the Supervisory Body

The Supervisory Body reports to the Chairman of the Board of Directors, on an ongoing basis, on the exercise of its duties, with the procedures set by the Model.

The Supervisory Body reports on the implementation of the Model and on the occurrence of any criticality.

In particular, the Supervisory Body:

- a) reports in writing to the Board of Directors and to the Board of Auditors, at least every six months or upon explicit request, about (i) the suitability, updating and implementation of the Model (ii) the Plan of the Activities for the next period; (iii) the exercise of its duties towards executives, employees and collaborators of the Company and, in particular, on their compliance with the Model. Moreover, in order to update the Company about its surveillance activities, it directly reports (at least every six months) to the Chairman of the Board of Directors;
- b) if requested, it reports to the Board of Auditors about the aforesaid issues, including the compliance with the Model by the members of the Board of Directors.

The Supervisory Body may meet with the aforesaid bodies to report on the operation of the Model or on specific situations. The meetings with the corporate bodies to which the Supervisory Body reports must be formally recorded. A copy of such minutes shall be kept by the Supervisory Body and by the corporate bodies involved from time to time, respectively.

Notwithstanding all of the above, the Supervisory Body may also, weighing the individual circumstances:

- (i) communicate the results of its checks to the function and/or process managers, if the activities show aspects that can be improved. In this case, it is necessary that the Supervisory Body obtains from the process managers an action plan and schedule for the implementation of the activity improvement, as well as the result of such implementation;
- (ii) report behaviors/actions non-complying with the Model to the Board of Directors and the Board of Auditors in order to:
 - a) acquire from the Board of Directors all the elements necessary to send communications to the functions in charge of the assessment and application of disciplinary penalties;

- b) give instructions for the removal of flaws in order to prevent their repetition.

Finally, the Supervisory Body has the obligation to immediately inform the Board of Auditors, when the infringement concerns a member of the Board of Directors.

D – The Disciplinary System**1. – The Disciplinary System pursuant to articles 6 and 7 of the Decree****1.1. – General principles**

Pursuant to articles 6, paragraph 2, letter (e), and 7, paragraph 4, letter (b), of the Decree, the effective implementation of Model 231 in its whole, requires the Company to adopt a Disciplinary System suited to repress the non-compliance with the rules contained in the Model and in the Ethical Code.

Therefore, the purpose of this system is to sanction the non-compliance with the rules contained in the Ethical Code and the procedures and provisions contained in the Model adopted by the Company, in conformity with the applicable CCNL for metal workers; it constitutes an integral part of the Model and, pursuant to art. 2106 of the Civil Code, supplements, for all and any matters and limited to the typologies herein considered, the aforesaid CCNL, notwithstanding its application to the hypotheses therein outlined.

The imposition of disciplinary penalties for infringement of the rules contained in the Ethical Code and of the procedures and/or provisions contained in the Model excludes any opening and result of criminal proceedings for the perpetration of one of the offenses set by the Decree as amended.

In order to assess the effectiveness and suitability of the Model in preventing the offenses set by Legislative Decree 231/01, the Model identifies penalties and behaviors that may favor the perpetration of offenses.

Penalties are applied in relation to the different degree of danger that certain behaviors may have with respect to the perpetration of the offenses.

1.2. – Definition of “Infringement” for the operational purposes of this Disciplinary System

By way of a general example, an “**Infringement**” of the Model, of the Ethical Code and of the relevant procedures is represented by:

- the implementation of actions or behaviors that do not conform to the law and to the provisions contained in the Model, in the Ethical Code and in the relevant procedures, which entail a situation of mere risk of committing one of the offenses set by Legislative Decree 231/01;
- the omission of actions or behaviors requested by the Model, the Ethical Code and the relevant procedures, which entail a situation of mere risk of committing one of the offenses, set by Legislative Decree 231/01.

1.3. – Recipients

This Disciplinary System is divided into Sections, according to the function performed and the employment contract category of the recipients, pursuant to art. 2095 of the Civil Code, as well as the autonomous or parasubordinate nature of the contract between the recipients and the Company and is addressed to, according to their respective competencies:

- a) the members of the Board of Directors;
- b) the members of the Board of Auditors, as the corporate supervisory body;
- c) the persons who have duties of representation, administration or management of the Company, and to the recipients who exercise proxy powers;
- d) persons under the management or surveillance of one of the aforesaid subjects (the so-called Working Staff), as well as the persons as per Section IV (the so-called External Collaborators).

1.4. – General criteria of application of the penalties

1. In the single cases, the type and extent of the specific penalties shall be applied according to the import of the infringements and, however, based on the following general criteria:

- a) subjective element of the conduct (malice or fault, the latter due to carelessness, negligence or malpractice, also in consideration of the degree of predictability of the event);
- b) perpetration of another infringement in the previous two years (recurrent);
- c) relevance of the infringed obligations;
- d) seriousness of the danger caused;
- e) extent of the damage caused to the Company by the application of the penalties set by the Decree as amended;
- f) level of hierarchical and/or technical liability;
- g) presence of aggravating or alleviating factors, with special regard to the previous work performance and disciplinary record of the last two years;
- h) sharing of liability with other workers that have contributed to the perpetration of the infringement;
- i) any cooperation of the concerned subject, following the infringement notification.

2. If several infringements are made with one action only, which are punished with different penalties, the harshest penalty applies.

3. A bad record in the last two years automatically calls for the application of the harshest penalty within the concerned typology.

4. The principles of timeliness and immediacy impose the application of the disciplinary penalty, regardless of the result of any criminal proceedings.

5. In any case, the disciplinary penalties to subordinated workers shall be applied in compliance with article 7 of the Law 300/70 (hereinafter, for brevity, the “Statute of the Workers”) and any other law and contract provision on the subject.

2. – First Section – Executives, Employees and Workers

2.1. – Scope of application

In consideration of the coming into force of art. 25 undecies of Legislative Decree no. 231/2001, introduced by art. 2 of Legislative Decree no. 121 of July 7, 2011, implementing the directive 2008/99/CE of November 19, 2008, which has introduced the so-called environmental offenses, and of art. 25 septies of Legislative Decree 231/2001 (indexed as “manslaughter or grievous or very grievous bodily harm, with infringement of the standards on the protection of the occupational health and safety”, and introduced by art. 9 of Law no. 123 of August 3, 2007, and later replaced by art. 300 of Legislative Decree no. 81 of April 9, 2008), the application of this Disciplinary System is also extended to the category of the workers, although, in regard to the latter offenses, limited to behaviors relevant to the protection of the occupational health and safety.

Therefore, pursuant to the combined provisions of articles 5, letter b), and 7 of the Decree, notwithstanding the preventive notification and the procedure set by art. 7 of Law no. 300 of May 20, 1970 (the so-called Statute of the Workers), the penalties set in this Section apply to executives, employees and workers (the latter within the aforesaid limits for the offenses as per art. 25 - septies) employed by the Company or outsourced from third parties (including controlled, affiliated and/or subsidiary companies) who commit disciplinary infringements resulting from:

- a) failure to comply with the procedures and/or provisions of the Model aimed at ensuring the execution of the activity in conformity with the Law, and timely discover and remove risky situations, pursuant to the Decree;
- b) violation and/or circumvention of the internal control systems, committed by stealing, destroying or forging the procedure documentation, or by preventing the assigned inspectors, included the Supervisory Body, from checking or viewing information and documents;
- c) non-compliance with the rules contained in the Ethical Code;
- d) non-compliance with the obligation to inform the Supervisory Body and/or the direct superior;
- e) failure to monitor, as “hierarchical responsible”, the compliance with the procedures and provisions of the Model by one’s subordinates, functional to the verification of their conduct in areas at risk of offense and, however, in the execution of activities relevant to operating processes at risk of offense;

- f) failure to communicate, as “functional manager”, to one’s superior and/or to the Supervisory Body the non-compliance with the procedures and provisions of the Model by subjects assigned to functions;
- g) non-compliance with the behavioral obligations relevant to occupational health and safety, as governed by the law (art. 20 of Legislative Decree no. 81 of April 9, 2008), regulations and/or other corporate provisions;
- h) infringement or omission, due to serious negligence, malpractice or carelessness, of any instruction aimed at preventing pollution or damage to the environment.

2.2. - Penalties

Failure to comply with the procedures and provisions contained in this Section, paragraph 2.1, letters a) to h), according to the seriousness of the infringement, is subject to the following disciplinary provisions:

- a) a verbal warning;
- b) a written warning;
- c) a fine not exceeding the amount of three hours of wages, as established by the CCNL of the metal workers;
- d) lay-off from work and pay up to max. 3 days;
- e) discharge with notice;
- f) discharge without notice.

If the aforesaid employees hold the powers to represent the Company outside, the application of a penalty harsher than a fine shall also entail the automatic revocation of such powers.

2.2.a) Verbal warning

A verbal warning shall be issued in the following cases:

- a) Wrongful infringement of the procedures and provisions identified in this Section, paragraph 2.1, letters a) to f), and/or procedural mistakes due to negligence of the worker and with external repercussions;
- b) A bad record of infringements of the procedures and provisions as per previous point a) in the past two years, without external repercussions.

2.2.b) Written warning

A written warning is issued in the case of a bad record of wrongful infringements of the procedures and provisions identified in this Section, paragraph 2.1, letters a) to f), and/or procedural mistakes due to negligence of the worker and with external repercussions.

2.2.c) *Fine*

In addition to the cases of a bad infringement record that might call for the application of a written warning, a fine may be applied to the cases where, for the level of hierarchical or technical liability, or in the presence of aggravating circumstances, the wrongful and/or negligent behavior can jeopardize, even potentially, the effectiveness of the Model; the following are just some non-exhaustive examples:

- 1) non-compliance with an obligation to inform the Supervisory Body and/or the direct hierarchical or functional superior;
- 2) repeated non-compliance with the obligations set by the procedures and provisions of the Model, in the cases where they regarded, or they still do regard, relations and/or proceedings where one of the parties is the Public Administration.

2.2.d.) *Lay-off from work and pay*

The lay-off from work and pay up to a max. of 3 days applies to the cases of serious infringement of the procedures and/or provisions identified in this Section, paragraph 2.1, letters a) to h), such as to expose the Company to the risk of penalties and liabilities, in addition to the cases of repeated perpetration of infringements that require the application of a fine.

By way of a non-exhaustive example, the lay-off from work and pay applies to the cases of:

- 1) non-compliance with the provisions relevant to the powers of signature and with the system of the powers of attorney attributed for deeds and documents relevant to the relations with the Public Administration and/or the corporate bodies' activities;
- 2) failure of the hierarchical and/or functional superiors to monitor the compliance with the procedures and provisions of the Model by their subordinates, functional to the verification of their conduct in areas at risk of offense and, however, in the execution of activities relevant to operating processes at risk of offense;
- 3) unsupported reports of infringements of the Model and of the Ethical Code, made with malice;
- 4) non-compliance with the provisions on occupational health and safety protection, by the employer, the executives and the persons in charge of personal protection, or inappropriate use of protection equipment, or, again, failure to attend the training programs organized by the employer;
- 5) non-compliance with the authorization provisions relevant to the environment and the provisions and procedures contained in the corporate environmental management system, which did not cause situations of environmental danger, even only potential, damage or pollution.

2.2.e) Discharge with notice

The discharge with notice applies to cases of repeated serious infringement of the procedures and/or provisions identified in this Section, paragraph 2.1, letters a) to h), with external repercussions on the execution of activities in the areas at risk of offense identified in the Special Part of the Model.

2.2.f) Discharge without notice

The discharge without notice applies to non-compliances so serious to prevent the continuation, not even temporary, of the employment contract (the so-called just cause), such as, by way of a non-exhaustive example:

- 1) infringement of rules, procedures and/or provisions of the Model, including the Ethical Code, with external repercussions, and/or malicious circumvention performed through a behavior unmistakably aimed at committing a crime included in the Decree, regardless of its completion, such as to destroy the relationship of trust with the employer;
- 2) violation and/or circumvention of the internal control systems, committed by stealing, destroying or forging the procedure documentation, or by preventing the assigned inspectors, included the Supervisory Body, from checking or viewing information and documents, so as to hinder their transparency and verifiability;
- 3) non-compliance of provisions on occupational health and safety protection by the employer, the executives and the persons in charge of the collective protection, or unauthorized removal or modification of safety, signaling or control equipment, or execution on one's own initiative, of hazardous operations or maneuvers that can jeopardize one's own safety as well as that of other workers, or, again, failure to report to the employer, the executives, or the relevant manager, any condition of imminent and serious danger;
- 4) behavior not conforming to the procedures and/or provisions of the Model, unmistakably aimed at committing an environmental crime sanctioned by art. 25 undecies of Legislative Decree no. 231/2001 and that causes situations of environmental danger, also potential, damage or pollution, and the concrete application, also precautionary, of the relevant penalties to the Company;
- 5) infringement or omission, also due to negligence, malpractice or carelessness, of the procedures for the management of environmental emergencies.

If the worker has incurred in one of the non-compliances as per this paragraph 2.2.f), the Company may decide to apply a precautionary suspension with immediate effect for 10 days at the most.

If the Company decides to proceed with a discharge, such discharge shall be effective from the day when the precautionary suspension started.

2.3. – Contract clauses for staff outsourced to the Company

The relations with executives, employees and workers outsourced to the Company are supplemented according to the following provisions:

“Mr./Mrs. declares that he/she acknowledges the provisions of the Ethical Code and of the Model of organization, management and control adopted by Pisamover SpA, pursuant to Legislative Decree 231/01, which were delivered to him/her, including the reference corporate procedures sent via intranet, and pledges to respect them.

Therefore, Mr./Mrs. is aware that the non-compliance with the provisions contained in Chapter FD, First Section, paragraph 2.1, letters a) to h) of the aforesaid Model, will be reported in writing by Pisamover S.p.A. to the home company, for the exercise of its disciplinary power, notwithstanding that Pisamover S.p.A. will be, in any case, entitled to request and obtain the immediate termination of the outsourced assignment”.

2.4. – Verification of the infringements and power of application of the penalties

The power (i) to verify the infringements committed by executives, employees and workers, also outsourced, and (ii) apply the penalties only to the staff hired and not outsourced, shall be exercised by the Board of Directors, in compliance with the law and Collective Contract provisions and with the instructions of the Model and of the Ethical Code, and by previously informing the Supervisory Body.

The Supervisory Body assists the Board of Directors in the execution of the respective verification and penalty application duties; moreover, it reports to the Board the infringements committed by executives and employees that it has learned through the exercise of the conferred inspection and control powers.

3. – Second Section – Executives

3.1. – Scope of application

Pursuant to the combined provisions of articles 5, letters b) and 7, of the Decree, and, limited to such standards, in compliance with the procedure set by art. 7 of Law no. 300 of May 20, 1970, the penalties identified in this Section apply to executives, outsourced from third parties (including controlled, affiliated and/or subsidiary companies) who commit disciplinary infringements resulting from:

- a) failure to comply with the procedures and/or provisions of the Model aimed at ensuring the execution of the activity in conformity with the Law, and timely discover and remove risky situations, pursuant to Decree 231/01;

- b) violation and/or circumvention of the internal control systems, committed by stealing, destroying or forging the procedure documentation, or by preventing the assigned inspectors, included the Supervisory Body, from checking or viewing information and documents;
- c) non-compliance with the rules contained in the Ethical Code;
- d) non-compliance with the obligation to inform the Supervisory Body and/or the direct hierarchical or fictional superior;
- e) failure to supervise, check and monitor, as “hierarchical person in charge”, the compliance with the procedures and provisions of the Model by one’s subordinates, functional to the verification of their conduct in areas at risk;
- f) failure to communicate, as “functional manager”, to one’s superior and/or to the Supervisory Body the non-compliance with the procedures and provisions of the Model by subjects assigned to functions;
- g) infringement of the standards on occupational health and safety protection, according to the law (Legislative Decree no. 81 of April 9, 2008), regulations and/or other corporate provisions and/or failure to monitor the compliance with the aforesaid standards, regulations and/or other corporate provisions;
- h) infringement or omission, due to serious negligence, malpractice or carelessness, of any instruction aimed at preventing any pollution or environmental damage;
- i) behavior non-conforming to the procedures and/or provisions of the Model, unmistakably aimed at committing an environmental crime sanctioned by art. 25 undecies of Legislative Decree 231/01 and that causes situations of environmental danger, also potential, damage or pollution, and the concrete application, also precautionary, of the relevant penalties to the Company;
- j) infringement or omission, also due to negligence, malpractice or carelessness, of the management procedures for environmental emergencies.

3.2. – Penalties

Failure to comply with the procedures and provisions contained in this Section, paragraph 3.1, letters a) to j), according to the seriousness of the infringement and in consideration of the peculiar trustworthy nature of the working relationship, may justify the discharge with notice (the so-called justifiability) and, in the worst cases, the discharge without notice (the so-called just cause) of the executives, to apply pursuant to the provisions of Law and of the relevant Collective Contract.

If the executive holds the power to represent the Company to the outside, the application of the disciplinary discharge penalty shall also entail the revocation of such power.

3.3. – Contract clauses for staff outsourced to the Company

The relations with the executives outsourced to the Company are supplemented according to the following provisions:

“Mr./Mrs. declares that he/she acknowledges the provisions of the Ethical Code and of the Model of organization, management and control adopted by Pisamover SpA, pursuant to Legislative Decree 231/01, which were delivered to him/her, including the reference corporate procedures sent via intranet, and pledges to respect them.

Therefore, Mr./Mrs. is aware that the non-compliance with the provisions contained in Chapter D, Second Section, paragraph 3.1, letters a) to j), of the aforesaid Model, will be reported in writing by Pisamover S.p.A. to the home company, for the exercise of its disciplinary power, notwithstanding that Pisamover S.p.A. will be, in any case, entitled to request and obtain the immediate termination of the outsourced assignment”.

3.4. – Verification of the infringements and power of application of the penalties

The power (i) to verify the infringements committed by executives, also outsourced, and (ii) apply the penalties only to the staff hired and not outsourced, shall be exercised by the Board of Directors, in compliance with the law and Collective Contract provisions and with the instructions of the Model and of the Ethical Code, and by previously informing the Supervisory Body.

The Supervisory Body assists the Directors recipients of the aforesaid proxy powers, as well as the Chairman and Deputy Chairman of the Board of Directors in the execution of the respective verification and penalty application duties; moreover, the Supervisory Body reports to the Board the infringements committed by executives that it has learned through the exercise of the conferred inspection and control powers.

4. - Third Section – Senior Executives

4.1. – Scope of application

For the purposes of the Decree, in the current organization of the Company, the “Senior Executives” are the members of the Board of Directors.

Pursuant to the combined provisions of articles 5, letter a), and 6 of the Decree, the penalties set in this Section apply to “Senior Executives” in the following cases:

- a) failure to comply with the procedures and/or provisions of the Model relevant to the taking and implementation of the corporate decisions and of the rules contained in the Ethical Code, including the non-compliance with the provisions relevant to the powers of signature

- and the proxy system, and the infringement of the measures relevant to the management of the financial resources;
- b) violation and/or circumvention of the internal control systems, committed by stealing, destroying or forging the procedure documentation, or by preventing the assigned inspectors, included the Supervisory Body, from checking or viewing information and documents;
 - c) infringement of the obligations to inform the Supervisory Body and/or corporate bodies, set in the Model; non-compliance, in the exercise of the hierarchical powers and within the limits of the proxy system, with the obligations of monitoring and surveillance of the behavior of the direct subordinates, meaning by that only those who, under the direct and immediate control of a senior executive, work in areas at risk of offense.

4.2. – Penalties

According to the seriousness of the infringement committed by one of the Senior Executives, the Board of Auditors, after listening to the opinion of the Supervisory Body, shall take the most appropriate measures, including the assumption of operations included in the proxy powers, the modification or revocation of such powers, and the summoning of the Shareholders' Meeting to decide about the application of the provisions of art. 2383 and 2393 of the Civil Code to the more serious cases.

4.3. – Senior Executives, pursuant to Legislative Decree no. 81/08 and penalties

For the sole purposes of the provisions of Legislative Decree no. 81/08 on occupational health and safety protection, Senior Executives are considered those who takes the office of the “employer”, as defined by art. 2, letter b) of the aforesaid Legislative Decree no. 81/08.

If such subjects commit any infringements of the occupational health and safety protection standards, regulations and/or other corporate provisions already in force, as well as those that shall be defined definite in conformity with art. 30 of Legislative Decree no. 81/08, or fail to monitor the compliance with the aforesaid standards, regulations and/or other corporate provisions already in force, as well as those that shall be defined definite in conformity with art. 30 of Legislative Decree no. 81/08, the penalties established in the first and second section shall apply, based on the procedures therein set and on the subject qualification, according to the degree and proportion requested by the current law and contractual provisions.

The same penalties shall apply, based on the same criteria, to any infringement by the employer of the obligations of surveillance and control, or to the failure to fulfill the obligations to inform the third parties working in production units for which the employer is liable.

4.4. - Coexistence of more relations relevant to the same subject

If the senior executive has a professional consultancy contract with the Company, in the case of infringements committed in his/her quality of Senior Executive, he/she shall be subject to the penalties of this Section, notwithstanding the applicability of the various disciplinary actions based on the employment work contract with the Company and in compliance with the applicable law procedures.

In the case where the infringement of the procedures and/or provisions set in the Model is committed by the Senior Executive within the scope of his/her corporate duties, the application of the discharge penalty shall entail, following the necessary decisions, the revocation of the proxy powers and the termination of the office.

5. – Fourth Section – Third parties**5.1. – Scope of application and penalty application procedures**

In the case of Infringement of the Model by Third parties, the Company, according to the seriousness of the infringement (i) shall call the concerned subjects to the rigorous compliance with the provisions therein required; or (ii) shall be entitled, in function of the various typologies of contract, to terminate the contract for just cause, namely for non-compliance of the aforesaid subjects.

To this end, Pisamover has entered dedicated clauses in their contracts, which require (a) the notification to third parties of the adoption of the Model and of the Ethical Code by Pisamover, which they declare they have seen, committing to comply with their content and to avoid behaviors that might cause an infringement of the Law and/or the Model, or the perpetration of any of the Predicate Offenses; (b) the Company's right to terminate the contract (with or without the application of penalties) for non-compliance with such obligations.

6. – Fifth Section – Auditors and members of the Supervisory Body**6.1. – Scope of application and penalty application procedures**

The members of the Board of Auditors and of the Supervisory Body are subject to the disciplinary system set by this Model.

If the infringements are committed by a member of the Board of Auditors, the relevant report shall be addressed to the Shareholders' Meeting and the Board of Directors, so that they might take the

appropriate measures, based on the verifications carried out and on the current standards, after listening to the opinion of the Supervisory Body.

The provisions to apply to the members of the Supervisory Body, due to behaviors held in violation of the rules of the Model and of the Ethical Code, as well as negligent behaviors that have caused failure to check the implementation, compliance and updating of the Model, shall be decided by the whole Board of Directors, after listening to the opinion of the Board of Auditors.

7. - Communication of the Disciplinary System

Pisamover provides for the dissemination of the Disciplinary System by posting it in public places and through other systems.

E – Consortiums

The Company requires from the consortiums to which it has entrusted the People Mover management – carrying out and promoting through its duties all the actions and decisions necessary or useful for the purpose – the adoption of a Model that is (i) conforming to the Decree, (ii) consistent with the instructions of the concerned Category Associations and with any directives of the controlling company, and (iii) that provides for the establishment of an independent and separate Supervisory Body.