



**S.A.C.B.O. SpA**  
**ORGANIZATIONAL, MANAGEMENT  
AND CONTROL MODEL**

pursuant to Leg. Decree no. 231 of 8 June 2001

**GENERAL PART**

Revision no. 15 dated 26 October 2021

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**DOCUMENT STATUS**

Document	Version	Prepared by	SB/BoD Approval Date
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231	<b>Basic Edition</b>	Approved	Approved by 231/01 Work Group Approved by the BoD on 21/07/2003
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v2	<b>General review</b>		Approved by 231/01 Work Group Approved by the BoD on 30/01/2006
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v3	<b>Adjustment</b> for suppression of Top Management		Approved by 231/01 Work Group Approved by the BoD on 10/10/2006
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v4	<b>Adjustment</b> for appointment of the collegiate Supervisory Body		Approved by 231/01 Work Group Approved by the BoD on 21/05/2007
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v5	<b>Adjustment</b> of transnational crimes, money laundering and use of money, goods and utilities of illegal origin, manslaughter and culpable serious or grievous bodily harm in relation to occupational Health and Safety issues, computer crimes and unlawful data processing.  Indication of cases of incompatibility and dismissal of Supervisory Body members. Highlighted the need for training differentiation according to company roles covered by the recipients in sensitive areas.	LEG/IAU	Approved by the Supervisory Body on 13/10/2008  Approved by the BoD on 10/12/2008
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v6	<b>General review</b> of the entire document, in particular: <ul style="list-style-type: none"> <li>• V.6 management control system;</li> <li>• V.7 Selection, training and dissemination of knowledge of the model</li> </ul> <b>New offences</b> and crime types introduced in August 09: <ul style="list-style-type: none"> <li>• Organized crime;</li> <li>• Counterfeiting, altering or use or distinctive signs and trademarks;</li> <li>• Crimes against industry and commerce;</li> <li>• Inducement not to make or to make false statements to judicial authorities.</li> </ul>	LEG/IAU	Approved by the Supervisory Body on 14/12/2009  Approved by the BoD on 17/12/2009

Document	Version	Prepared by	SB/BoD Approval Date
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v7	Adjustment of environmental crimes; Hiring of General Manager; Supervisory Body reports to the Board every six months rather than quarterly	LEG/IAU	Approved by the Supervisory Body on 15/12/2011 Approved by the BoD on 16/12/2011
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v8	<b>Review</b> due to new SB setup	LEG/IAU	Approved by the SB in March 2012 Approved by the BoD on 22/03/2012
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v9	<b>Adjustment</b> for the crime of employment of foreign national without a residence permit, or expired or revoked visa	LEG/IAU	Approved by the SB on 2 October 2012 Approved by the BoD on 18/10/2012
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v10	<b>Adjustment of offences on:</b> Improper inducement to give or promise benefits Corruption among individuals	LEG/IAU	Approved by the SB on 21/02/2013 Approved by the BoD on 24/04/2013
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v11	Revision and integration of the list of crimes and offences included in the Model. <b>Offence update 231/01:</b> Amendment to art. 25-octies I paragraph 1 of Legislative Decree 231/01, pursuant to Law no. 186 of 15 December 2014 - "Regulations on the voluntary disclosure and return of capital held abroad and strengthening of the fight against tax fraud. Provisions on self-laundering" with the introduction of the new offence of "Self-money laundering"- Article 648-ter.1 of the Italian Code of Criminal Procedure; The amendment of paragraph 1 of Articles 648-bis of the Italian Code of Criminal Procedure "Money-laundering" and art. 648-ter of the Italian Code of Criminal Procedure. "Use of money, goods or benefits of illicit origin" by the aforementioned Law no. 186 of 15 December 2014, already included in the catalogue of crimes and offences envisaged by Legislative Decree no. 231/01 (art. 25-octies), through the raising of the minimum values (from Euro 1,032 to Euro 5,000) and maximum values (from Euro 15,493 to Euro 25,000) of fines therein;	LEG/IAU	Approved by 231/01 Work Group Approved by the BoD on 10/10/2016

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	<p>The amendment to art. 25-undecies - Offences against the environment, under Law no. 68/2015 in force as of 29.05.2015, through the introduction of the following new types of offences: "Environmental Pollution " - art. 452- bis of the Italian Code of Criminal Procedure; "Environmental Disaster" - art. 452-quater of the Italian Code of Criminal Procedure; "Intentional crimes against the environment" - art. 452-quinquies of the Italian Code of Criminal Procedure; " Traffic and abandoning of highly radioactive substances" - art. 452-sexies of the Italian Code of Criminal Procedure; "Aggravating circumstances " - art. 452-octies of the Italian Code of Criminal Procedure;</p> <p>The amendment to art. 25-ter "Corporate offences" under Law no. 69/2015 in force as of 14.06.2015, through the introduction/ amendment to the following types of offences: "False corporate reporting" - reformulated art. 2621 of the Italian Civil Code; "Facts of minor concern - newly introduced art. 2621-bis of the Italian Civil Code; "Impunity for facts of particular minor concern - newly introduced art. 2621- ter of the Italian Civil Code; "False corporate reporting by listed companies" - reformulated art. 2622 of the Italian Civil Code;</p> <p>The amendment to art. 317 of the Italian Code of Criminal Procedure "Extortion" already included under Art. 25 of Legislative Decree 231/1 "Extortion, improper inducement to give or promise benefits and corruption".</p>		
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v12	<p><b>Revision and integration of the list of offences included in the Model.</b></p> <p><u>Abrogated: Article 24-bis</u> Falsity in private agreements (Article 485 of the Italian Code of Criminal Procedure); Falsity in signed blank sheets of paper. Private deed. (Article 486 Italian Code of Criminal Procedure); abrogated articles under Leg. Decree no. 7/2016</p> <p><u>Revised:</u> Article 25-ter Corruption among individuals Article 25-quinquies Failure to report conflict of interest (Interest</p>	LEG/IAU	<p>Approved by the SB on 17.01.2018</p> <p>Approved by the BoD on 21.02.2018</p>

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	<p>of the Directors) Inducement to corruption among private entities</p> <p><u>Additions:</u></p> <p>Article 24-ter Trafficking in human organs from live human beings</p> <p>Article 25-ter Illegal intermediation and exploitation of labour</p> <p>Article 25-duodecies Employment of foreign workers illegally staying in Italy.</p> <p>Provisions against illegal immigration (Article 12 of Legislative decree no. 286 of 25 July 1998);</p> <p>Art. 25-terdecies Racism and xenophobia</p>		
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v13	<p><b>Revision and integration</b> of the list of offenses introduced by Legislative Decree 231/01</p> <p><u>Article 25 Reformed with the introduction of paragraph 1:</u> Trafficking in illicit influences (Art. 346 bis of the Italian Criminal Code)</p> <p><u>Article 25 quaterdecies</u> Fraud in sporting events (Article 1 of the law of 13 December 1989, no. 401)</p> <p>Abusive exercise of gambling or betting activities (Article 1 of the law of 13 December 1989, no. 401)</p> <p><u>Article 25 quinquiesdecies</u> Urgent provisions on tax matters and for non-postponable needs (Law Decree 26 October 2019, n.124)</p> <p>In relation to the commission of the crime of fraudulent declaration through the use of invoices or other documents for non-existent operations provided for in Article 2 of Legislative Decree 10 March 2000, n. 74.</p> <p><b>Anti-corruption model</b></p> <p>Integration of the MOGC with the Corporate Anti-corruption Model, inspired by Law 190/12 and by the ANAC directive No. 1134 of 8 November 2017 for what concerns</p>	<p>LEG/IAU</p> <p>IAU / ANTI - CORRUPTION OFFICER</p>	<p>Approved by the SB on 09.10.2019</p> <p>Approved by the BoD on 29.10.2019</p>

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	private companies with public participation. The section dedicated to the prevention of corruption recalls elements of Governance already in place (chapter of the MOGC dedicated to the prevention of corruption included in the Group Code of Ethics - chapter 5) or introduced ad hoc, such as the Group Anti-corruption Policy and Procedure, in addition to the implementation of the regulatory provisions of Law 179/2017, which introduced the obligation, for companies with a MOGC, to introduce special communication channels ("whistleblowing channels"), which allow to report presumed crimes or irregularities that have become known in the workplace.		
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v14	<p><b>Revision and integration of the list of offences present in the model, following the transposition of the PIF Directive, which requires EU states to strengthen the sanctioning and repressive measures against behaviors harmful to the financial interests of the Community, including through the introduction of liability for legal persons who have benefited from such behavior.</b></p> <p><b>Art. 25- quinquiesdecies</b></p> <ul style="list-style-type: none"> <li>• Fraudulent declaration through the use of invoices or other documents for non-existent operations (Article 2 of Legislative Decree 10 March 2000, n. 74)</li> <li>• Fraudulent declaration through other instruments (Article 3 of Legislative Decree 10 March 2000, no. 74)</li> <li>• Issuing of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree 10 March 2000, no. 74)</li> <li>• Concealment or destruction of accounting documents (Article 10 of Legislative Decree 10 March 2000, no. 74)</li> <li>• Fraudulent subtraction to pay taxes (Article 11 of Legislative Decree 10 March 2000, no. 74)</li> <li>• Unfaithful declaration (Article 4 Legislative Decree 10 March 2000, n.74 - introduced by Legislative Decree n.75 / 2020)</li> <li>• Omitted declaration (Article 5 Legislative Decree 10 March 2000, n.74 - introduced by Legislative Decree n.75 / 2020)</li> <li>• Undue compensation (Article 10-quater Legislative Decree 10 March 2000, n.74 -</li> </ul>	LEG/IAU	<p>Approved by the SB on 19.03.2021</p> <p>Approved by the BoD on 14.05.2021</p>



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	introduced by Legislative Decree n.75 / 2020)		
Organizational, Management and Control Model under Leg. Decree 8 June 2001, no. 231 v15	<p><b>Revision and integration of the list of offences present in the model</b></p> <p><b>Art. 25- sexiesdecies</b></p> <ul style="list-style-type: none"> <li>• Contraband in the movement of goods across land borders and customs areas (art. 282 of DPR 43/1973)</li> <li>• Contraband in the movement of goods across border lakes (art. 283 of DPR 43/1973)</li> <li>• Contraband in the maritime movement of goods (art. 284 of DPR 43/1973)</li> <li>• Contraband in the movement of goods by air (art. 285 of DPR 43/1973)</li> <li>• Contraband in non-customs areas (art. 286 of DPR 43/1973)</li> <li>• Contraband for improper use of imported goods with customs facilitations (art. 287 of DPR 43/1973)</li> <li>• Contraband in customs warehouses (art. 288 of DPR 43/1973)</li> <li>• Contraband in cabotage and circulation (art. 289 of DPR 43/1973)</li> <li>• Contraband in the export of goods admitted to restitution of rights (art. 290 of DPR 43/1973)</li> <li>• Contraband in temporary import or export (art. 291 of DPR 43/1973)</li> <li>• Contraband of foreign manufactured tobaccos (art. 291-bis of DPR 43/1973)</li> <li>• Aggravating circumstances of the crime of foreign manufactured tobaccos' contraband (art. 291-ter of DPR 43/1973)</li> <li>• Criminal association for the contraband of foreign manufactured tobaccos (art. 291-quater of DPR 43/1973)</li> <li>• Other cases of contraband (art. 292 of DPR 43/1973)</li> <li>• Aggravating circumstances of contraband (art. 295 of DPR 43/1973)</li> </ul>	LEG/IAU	<p>Approved by the SB on 22.10.2021</p> <p>Approved by the BoD on 26.10.2021</p>



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## **I. LEGISLATIVE DECREE NO. 231/2001**

Legislative Decree no. 231/2001 (hereinafter, the “Decree”) was issued on 8 June 2001 implementing the delegation provided in article 11 of Law no. 300 of 29 September 2000 and came into force the following 4 July, with the scope of aligning national legislation with the international conventions on the liability of legal persons that Italy adhered to, these are, specifically, the Brussels Convention on the protection of the European Community financial interests of 26 July 1995, the Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union, signed in Brussels on 26 May 1997, and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions of 17 December 1997.

With this Decree, providing the administrative liability of legal persons, companies and associations, including those without legal personality, a formally administrative responsibility regime was introduced for the first time into the Italian legal order (though actually of a criminal nature from many viewpoints, as per the authoritative statements pronounced by the Court of Cassation) and applying to Entities (i.e. companies, associations without legal personality, with the exception of the State, regional or local authorities, other non-economic public bodies, as well as other Entities that carry out constitutional functions) for a series of offences committed in the interest or to the advantage of the entity, by natural persons holding representation, administration or management positions in the Entity or in a financially and functionally autonomous organizational unit belonging to the Entity; and by natural persons who exercise, also de facto, the management and control of the Entity, or by natural persons subject to the management or supervision of one of the above-mentioned persons.

This responsibility is additional to the responsibility of the natural person who actually committed the crime.

The **sanctions** envisaged by the Decree and applicable to the company as a result of the commission (even attempted) of the offences provided by the Decree itself are:

- **Pecuniary sanction** (Article 10) is applied for shares in a number not less than one hundred or more than one thousand due to the seriousness of the fact and the degree of responsibility of the Entity in addition to the reparatory or reorganization conduct after the commission of the offence; the amount of a share ranges from a minimum of Euro 258 to a maximum of Euro 1,549 according to the economic and entity situation of the Company (and seizure as a precautionary measure), which can be increased up to three times when the company is liable in relation to a number of crimes committed with a single act or omission that is committed while carrying out its business activity (art. 21);
- **Disqualification penalties** (Art. 13) of no less than 3 months and not exceeding 2 years, which, in turn, may consist in:
  - Disqualification from exercising business activities;
  - Suspension or revocation of authorizations, licenses or permits, related to the committing of the crime; prohibition to contract with the Public Administration; the exclusion from grants, loans, contributions or subsidies and the possible revocation of those already granted; the prohibition to promote goods and services; final disqualification from exercising the business activities (Art. 16) may be ordered if the body obtains significant profits from the offence and if the body has already been sentenced, at least three times in the last seven years, to temporary disqualification from carrying on the activity;

- **Confiscation (and seizure as cautionary measures)** (Art. 19) against the Body whereby the proceeds and profits of the offence are always confiscated from the body, except for a portion which may be returned to an injured party. When it is not possible to effect confiscation, sums of money, assets or other valuable interests equivalent to the proceeds or the profits of the offence may be confiscated;
- **Publication of the sentence** (Art. 18) in case of application of a disqualification sanction.

The list of offences that can give rise to corporate responsibility and the application of the above indicated sanctions is provided in Section III of Chapter 1 of the Decree, under the title “Administrative responsibility for offences envisaged by the Criminal Code” (so-called “presumed crimes”). At the time of its introduction, Legislative Decree no. 231/2001 only included crimes against the Public Administration or against the patrimony of the Public Administration; however, over the years the administrative responsibility of the Entity has been extended to other types of crimes, listed in **Annex 1 “List of Offences pursuant to Legislative Decree no. 231/2001”**.

#### **The conditions for exemption of responsibility**

Legislative Decree 231/01, introducing the above-mentioned regime of responsibilities of the Corporate Bodies, provides **the subjective criteria of connection of the crime to the corporate body itself**, configuring them in terms of “*guilt*.” More specifically, in the discipline in question, the “*reprimand*” issued to the corporate body in relation to the commission of crimes was linked to an “*organization offence*”, identified with the failure (or non-compliance) to adopt organizational models suitable to prevent the commission of crimes by individuals operating in the name or on behalf of the body.

This approach has been translated by the legislator in anticipation of certain conditions in the presence of which the body is **exempt from responsibility**, and which are differentiated depending on whether the offence was committed by “subordinates” or “top managers.”

Making reference to the crimes committed by subjects in a “top management” position, art. 6 paragraph 1 of the Decree defines an inversion of the burden of proof, establishing that, in such cases, the body is not liable if it proves that:

- a. the executive management body has adopted and effectively implemented organizational and management models which aim to prevent the crime in question, before the offence was committed;
- b. the task of monitoring the effectiveness of and the compliance with models, as well as ensuring relative updating has been appointed by the company to ensure that the models are implemented and complied with, in collaboration with the corporate Internal Auditing division;
- c. the persons who committed the intentional offence acted fraudulently evading the aforementioned organizational and management models, i.e. only through the intentional act, for example through artifices or deception, of the set of preventive measures drawn up by the body; or, the perpetrators of the crime committed it despite their strict compliance of the supervisory obligations envisaged by the Decree on the part of the Supervisory Body;
- d. there has been no omission or insufficient oversight on the part of the organization referred to in subparagraph b.

The mere adoption of the Model by the Entity is not a sufficient measure to determine the exemption of the responsibility of the Entity as the Model must be effective and efficient.

As for the efficacy of art. 6 paragraph 2 of the Decree therefore provides the essential characteristics that the above mentioned “**Organizational, Management and Control Model**” (hereinafter the “Model” and/or “O.M.C.M.”) must have so as to achieve the objective of minimizing the risk of crimes being committed within the company.

To such purposes, the Model must, in particular:

- Identify *“the activities which may give rise to the offences listed”*;
- Provide for *“specific direct protocols and schedule training and implementation of decisions by the body regarding offences to be prevented”*;
- Identify *“financial management procedures suitable for preventing the offences must be identified”*;
- Impose *“information obligations on the supervisory body appointed to monitor the adequacy and compliance with the models”*.

The characteristic of the efficiency of the model is, however, linked to its effective implementation which, pursuant to article 7, paragraph 4, requires:

- *A regular audit and, where appropriate, amendments to same when significant breaches of rules are discovered or otherwise when changes are made to the organization or the activity (updating of the model);*
- *Introduce “a new disciplinary system to punish any failure to comply with the measures set out in the model”.*

On 29 December 2017 new provisions came into force as envisaged by Law no. 179 of 30 November 2017 - *“Provisions for the protection of those reporting crimes or irregularities they became aware of within the context of a public or private employment relationship”* with which an information system (so-called whistleblowing) has been introduced to allow reports to be submitted by persons in top management positions and those subject to the supervision of the same, which is able to guarantee the confidentiality of the reporting party and contains the prohibition of acts of retaliation or discriminatory measures against the reporting party.

S.A.C.B.O. S.p.A. (hereinafter, “SACBO” or the “Company”) has felt the need to adopt all necessary and appropriate measures aimed at adapting its internal organizational structure to the provisions of the Decree, drawing up the Organizational, Management and Control Model pursuant to art. 6 of the same Decree, of which this document provides a summary of its contents.

## **II. REALIZATION AND ADOPTION OF THE ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL UNDER LEGISLATIVE DECREE NO. 231/01**

Following the entry into force of the new regulation, SACBO launched an internal project aimed to adopt an Organizational, Management and Control Model for the Company and to ensure compliance with the requirements of the Decree.

The project in question, approved on 21 October 2002 by resolution of the Board of Directors, was completed and approved on 21 July 2003.

The primary objective of the project was to put in place a risk prevention and management system in accordance with the provisions of the Decree and suitable to prevent and reduce to the extent possible, the risk of committing crimes at a corporate level, and consequently to avoid the application of the sanctions provided for in the Decree. For these purposes, the activity was consistently inspired, not only by the same regulations of the Decree, but also by the instructions contained in the "Guidelines for the preparation of the organizational, management and control Model" drawn up by Confindustria and approved in the final version by the Council Directors of the Confederation in February 2002, and subsequently integrated in May 2004, March 2008 and March 2014. This also consistent with the requirements expressed by *Assaeroporti* - Association of Italian Airport Managers (the association SACBO is a member of), and a formal deed dated 6 March 2003 endorsing the full transposition of the Confindustria guidelines within the company.

In realizing the project, SACBO has taken steps to create a work team composed of all the company managers, as well as external resources, from both the aviation and management consulting sectors.

The project was logically divided into two segments:

- The first, which has as a specific objective of the formalization of the Model, as required by Article 6.1, paragraph (a) of the Decree. To this purpose the company established a mapping of business areas at risk of crime, to assess the degree of adequacy of existing protocols to prevent and reduce this risk and, based on the above, to focus on the identification and implementation of the improvement measures deemed necessary;
- The second, aimed at establishing the Supervisory Body, pursuant to Article 6.1, paragraph (b) of the Decree.

To these purposes, once the organizational requirements necessary to ensure the proper functioning of this Body (autonomy, independence, professionalism and continuity of action) had been identified, the first step included the identification of the internal figure that best complied with the same, the formalization of relative assigning of responsibilities, and therefore the definition of the modus operandi to be adopted by the same (for further details, see chapter VI).

### **III. MAPPING OF BUSINESS AREAS AT RISK**

Consistent with the provisions of article 6.2, paragraph (a) of the Decree, SACBO drew up a mapping of the business areas at risk of commission of criminal offences (so-called "Sensitive Activities").

The objective of this phase was the analysis of the corporate setup, to check where (in which corporate areas/departments) according to the modality and presumed level of risk, the acts can be committed which refer to the criminal offences envisaged by the Decree.

The result of this verification used to draw up a list of activities that, solely on the basis of their specific content, are more exposed to the potential risk of the offences covered by the Decree.

Internal controls were put into place with a subsequent and specific analysis, which estimated for individual assets if the level of internal controls were adequate to the corresponding level of risk, as identified in the previous phase, and where applicable, which corrective actions were to be put in place to ensure the prevention of illegal conduct.

The individual offences envisaged by the Decree were contemplated when processing the mapping.

Each offence was linked to the corporate processes where, in theory, commission of such acts could take place.

To ensure this activity was drawn up with the appropriate level of detail and the correct adjustment to the business situation of SACBO, each Director sought to involve the Managers in his area in the identification of sensitive activities, who – after a presentation of the content and scope of the new legislation - were asked to indicate in detail which activities, including those of their respective competence, are considered potentially exposed to the risk of commission of criminal illegal acts.

The mapping of the Sensitive Activities thus obtained is naturally to be interpreted as an evolving complex, as it is impossible to rule out any further extensions of the area of application of the Decree, as well as organizational changes within SACBO, the occurrence of which may lead to a variation of the areas potentially exposed to the risk of committing the crime.

#### **IV. STRUCTURE, AMENDMENTS AND ADDRESSEES OF THE MODEL**

After a brief introduction to the essential contents of the Decree (v. Sub § I), this document describes the activities carried out for the preparation of the Model (see. §§ II and III), and illustrates the elements comprising the same (see § V).

The Organizational, Management and Control model envisaged by Legislative Decree 231/2001, generally consists of:

- This General Section;
- A Special Section describing the types of crimes and offences envisaged by the Decree that could be committed within the scope of SACBO's Sensitive Activities and the related Mapping of processes at risk.

##### **1. The Special descriptive Section and the Mapping of processes at risk**

The objective of the "Descriptive Special Section" and the "Mapping of processes at risk" is that all Recipients, as identified in the "General Section", adopt rules of conduct that comply with the provisions therein, in order to prevent the occurrence of the offences which require the application of the sanctions provided for in Legislative Decree no. 231/01.

In particular, the purpose of the "Descriptive Special Section" and the "Mapping of processes at risk" is to:

- Define the "types of offences" envisaged by L.D. 231/01;
- Indicate the "sensitive activities" deemed most significantly subject to potential crime risks;
- To recall the "general principles of conduct" which the recipients of the Model must comply with in order to prevent the cited offences and crimes from occurring;
- Draw up "specific procedural principles" adopted and put in place as prevention measures (protocols);
- To provide the Supervisory Body with the tools required to exercise control, monitoring and verification activities, including information flows among competent corporate functions.

In relation to each type of offence contemplated in the "Descriptive Special Section" and in the "Mapping of processes at risk", the Recipients are required not to:

- Behave in an evasive manner in relation to the envisaged controls;
- Behave in a manner which, although it does not in itself constitute an offence pursuant to those mentioned above, it may potentially become so.

##### **2. The modifications introduced to the Model**

The Organizational, Management and Control model envisaged by Legislative Decree 231/2001 was adopted by resolution of the Board of Directors on 21.07.2003 and subsequently amended by resolutions of the Board of Directors of 30.01.2006, 10.10.2006, 21.05.2007, 10.12.2008, 17.12.2009, 16.12.2011, 22.03.2012, 18.10.2012, 24.04.2013, 14.12.2015, 21.02.2018, 29.10.2019, 14.05.2021 and 26.10.2021 (as indicated in the Document Status).

Any change or substantial modification to this Model must be approved by the SACBO Board of Directors.

Based on the company's organizational system and the existing powers, the competent corporate functions shall define and update the individual components of the Model.



### **Creation of the MOGC 231 special section dedicated to the prevention of corruption**

In carrying out its business, SACBO SpA is inspired by principles of ethics and integrity, by performing its business activities on a best-efforts basis, with utmost honesty, collaboration, loyalty and professional accuracy; in compliance with laws, guidelines and anti-corruption standards, and in line with the strategic significance of the business sector and the legal and social environment in which it operates.

Entry into force of Law no. 190 of 06/11/2012 "Regulations for the prevention and curbing of commission of crimes relating to the corruption and illegality within the Public Administration" the so-called Anti-corruption law introduced to the Italian Civil Code with a new text under art. 2635 (Corruption between private individuals) and contextually added to the list of offences.

The Model was adjusted by introducing information flows addressed to the SB aimed at monitoring all financial flows typically linked to corruption related actions.

The new ANAC Guidelines no. 1134 approved on 21.11.2017 transposing the new regulations regarding the prevention of corruption and transparency (Leg. Decree 33/2013 and Legislative Decree no. 97 of 25 May 2016 - *Reorganization of the discipline concerning the civic access right and the obligations of publicity, transparency and dissemination of information by public administrations*) by companies and private law entities controlled, wholly or partially, by public administrations and public economic bodies, confirm that the Companies in which the Administrations hold shareholdings, such as SACBO, are excluded from the scope of the anti-corruption measures.

Moreover, ANAC considers it desirable for the participating Administration bodies to promote measures to prevent corruption by implementing an Organizational, Management and Control Model integrated preferably with a dedicated section, with organizational and management measures suitable to prevent, in the activities that are carried out, further corruptions to the detriment of the Company and the public administration, in accordance with the principles set forth in the anti-corruption law.

### **Anti-corruption Officer**

SACBO, as a Company with non-controlling public shareholdings, whilst not required to appoint the Anti-Corruption and Transparency Officer, deems it appropriate to introduce within the organization the "Anti-Corruption and Transparency Officer" as the subject who has to ensure the functioning of the prevention system, attributing to this role the following functions:

- Verify the effectiveness, adequacy and implementation of the Anti-corruption Model;
- Revise the Anti-corruption Procedure in the event of changes in the organization or the detection of significant violations, with consequent changes and / or implementations of the prevention protocols;
- Collaborate with the Internal Auditing function and with the Supervisory Body for the application aspects of the MOGC 231 special anti-corruption section and with the Ethics Committee for the relevant impact aspects;
- Draw up reports on the functioning of the Anti-corruption Model to the SACBO top management;

### **The Anti-corruption Model**

In order to best pursue the general objectives to which it is inspired on the issue of corruption prevention and to comply with the recommendations of ANAC (National Anti-Corruption Authority) in resolution No. 1134 of 8 November 2017, SACBO has voluntarily adopted an Anti-corruption Model, strengthening its prevention and governance system, creating a "Special Section" inside the Management Organization and Control Model (MOGC), pursuant to Legislative Decree 231/2001.

This initiative was taken in the belief that such a Model, effectively implemented and monitored, could constitute a valid instrument for raising awareness of employees and external collaborators belonging to the organization, reducing the possibility of the occurrence of corrupt behaviors.

The Anti-Corruption Model is currently composed of the following elements:

- a. The Group Code of Ethics
- b. The Anticorruption Policy of the Group
- c. The Anticorruption Procedure of SACBO
- d. Whistleblowing Procedure of the Group
- e. Risk analysis and identification of specific prevention protocols on corruption prevention
- f. Training, information, awareness and empowerment of internal collaborators and all third parties having relations with the Companies of the Group

a. The Group Code of Ethics

The Code of Ethics includes a chapter (n° 5) dedicated to the Anti-corruption Law, which consists of two paragraphs:

- 5.1 - Relations with State, Public Administrations, Supervisory Authorities and private individuals
- 5.2 - Corporate Activities and Related Offenses

b. Anticorruption Policy of the Group

The Anticorruption Policy is a Group document, approved by the Board of Directors of SACBO SpA in July 2018 and by the Board of Directors of BGYIS in October 2018.

The Companies of the Group, committed to preventing the occurrence of offences in the performance of its activities, countering any possible onset, collect, in a comprehensive framework, the rules for preventing and combating corruption, by drawing up a dedicated Anti-Corruption Model to raise awareness of the prevention of corruption and by committing itself to carrying out the Model efficiently and to update it continuously.

Subjects who act in the name of and on behalf of the Companies of the Group should be aware of incurring in offences punishable in criminal, administrative, and disciplinary terms, in case of corruptive behaviors and breach of the anti-corruptive Laws, with requirements, for all the business partners, to comply with the applicable laws through the use of contractual clauses entitling the Companies to the termination of the contract, without prejudice to any further compensation, if the third party is involved in breaches and offenses pursuant to Legislative Decree 231/01.

c. The Anticorruption Procedure of SACBO

The Anti-corruption Procedure is the founding document of the Anti-corruption Model. It regulates all the elements that constitutes the Model itself, defining its purposes, actions and control tools.

The procedure, if effectively implemented and monitored, constitutes a valid instrument for raising awareness of employees and external collaborators belonging to the organization, reducing the possibility of the occurrence of corrupt behaviors. For the purposes of the Procedure, the concept of corruption has a broad meaning that includes both crimes against the Public Administration, and crimes relating to corruption and instigation against other private entities (also without legal personality) covered by the Catalog of Offenses provided by the Legislative Decree 231/01; as well as all the cases envisaged by Law 190/2012, which include situations of abuse of the power / function entrusted to a person, according to the role he exercises in charge of public service, in order to obtain private advantages and, as a consequence, a disadvantage for SACBO.

*d. Whistleblowing Procedure of the Group*

Law no. 179 of 30 November 2017 - "Provisions for the protection of those reporting crimes or irregularities they became aware of within the context of a public or private employment relationship" introduced the concept of reporting illegal conduct within the context of the private sector, by modifying art. 6 of Legislative Decree 231/01 and providing for the establishment of special reporting channels through which employees can report, without fear of acts of retaliation or discrimination, any wrongdoings and violations committed within the company and within the scope of one's relative employment relationship.

The Companies of the Group, in complying with the provisions of the law, have put in place two speak up channels, one based on IT methods (IT platform) and one using paper-based methods (post office box) and have also issued a whistleblowing procedure with the aim of providing the whistleblower with clear operational information about the object, contents, recipients and methods of whistleblowing, as well as the measure to protect the whistleblower's identity.

*e. Risk analysis and identification of specific prevention protocols on corruption prevention*

In order to create the "Special Anti-Corruption Section" within the MOG 231, SACBO has carried out an analysis of the corporate context and has mapped the corporate areas exposed to the risk of committing a crime by the identification of the so-called "Sensitive activities", to verify where (in which processes, in which business areas / sectors of activity and in which organizational roles), how and with which presumed degree of risk, facts attributable to the types of corruption offenses can be committed. The result of this analysis is represented by a list of "sensitive areas" subjected to specific analysis to assess whether the level of the existing prevention protocols is adequate for the corresponding level of residual risk.

In the event that the evaluation is deficient, SACBO identifies which implementations and corrections must be put in place to ensure the prevention of illegal conduct related to corrupt behaviors. The main corruption control and prevention measures are listed below:

- Internal Auditing activities and controls;
- Disciplinary system pursuant to Legislative Decree 231/01;
- Conflict of Interest Prevention;
- Segregation of duties;
- Training;
- Transparency measures;
- Reporting offenses through the Whistleblowing channels.

*f. Training of internal collaborators and information, awareness and empowerment of all third parties having relations with the Companies of the Group*

Training on the Anti-Corruption Model is carried out in favor of all employees, in line with their company role and the level of potential risk to which the role is exposed. The internal collaborators of the Companies of the Group will be trained through an e-learning course that contemplates all the essential elements of the Anti-corruption Model. The organizational roles with the greatest exposure to corruption risk, will also be involved in awareness-raising training initiatives.

All third parties having relations with the Companies of the SACBO Group are informed and made aware of the issue and the existence of an Anti-Corruption Model to be followed, through the inclusion of *ad hoc* contractual clauses, also indicating the whistleblowing channels for the possible reporting of illegal facts.

### 3. Addresses of the Model

The discipline presented herein is applicable to all company stakeholders involved, de facto or otherwise, in the SACBO activities at risk according to Leg. Decree 231/01, in detail:

- The members of the Board of Directors, Supervisory Body, Board of Statutory Auditors, Group Ethics Committee, entities operating for the appointed audit firm;
- SACBO directors and employees;
- All third parties who directly or indirectly, permanently or temporarily, carry out work activities with SACBO (project collaborators, interns, etc.)

External collaborators, suppliers, consultants, and any commercial partners of SACBO are required to comply with the provisions of Legislative Decree 231/01 and the ethical principles adopted and disclosed in the **Group Code of Ethics (Annex no. 2)** also with the signing of specific contractual clauses, which allow the company, in the event of non-compliance, to unilaterally terminate the stipulated contracts and claim compensation for any damages suffered.

The Model is shared with the Management of the relative “risk areas”, who undertake to inform their collaborators of the purposes and objectives of the same.

SACBO undertakes to facilitate and promote knowledge of the Model by its recipients, their constructive contribution to its contents, and to put in place every possible means to ensure the full and effective implementation of the same.

Any behaviour contrary to the letter and spirit of this document shall be punished in compliance with the provisions of the Disciplinary Regulation 231/01.

### 4. Interaction of the Organisational, Management and Control Model between the SB and the organisational set-up

The Mapping technical tool is used to identify the sensitive processes with respect to the list of offences, with the relative prevention protocols, which make it possible to contain the exposure to the risk of the commission of potential crimes by the organisational structure.

On a regular basis, the internal SB member formally communicates to each manager of the individual company departments involved in “sensitive” processes, pursuant to Legislative Decree 231/01 (so-called 231 key roles) the risk/offence sheets to the extent of their duties, to acquire formal acceptance of the same or integration proposals relating to the applied prevention protocols or changes to the perimeter of sensitive activities.

## **V. THE CONSTITUTIVE ELEMENTS (SO-CALLED PROTOCOLS) OF THE ORGANISATIONAL, MANAGEMENT AND CONTROL MODEL ADOPTED BY SACBO**

### **Introduction**

In accordance with the spirit of the Law, SACBO considers its “Organizational Management and Control Model” as a set of protocols which, when implemented and put in place are “focused on planning the training and implementation of the decisions of the entity regarding the offences to be prevented”.

In defining these protocols, SACBO has fully endorsed and adopted the information provided on this subject by the Guidelines issued by Confindustria. According to this approach, the components of the Organisational Management and Control Model, implemented at a corporate level to guarantee the effectiveness of the Model itself, are:

1. The Group's Code of Ethics;
2. The corporate hierarchical organisational structure;
3. Corporate policies and procedures;
4. The system of proxies and powers of attorney adopted for the exercising of assigned powers;
5. The management control system;
6. Information to and training of personnel;
7. Information and collaboration with partners and external consultants;
8. The Internal Auditing function;
9. The Disciplinary System.

In the following paragraphs the characteristics and purposes of such protocols we will be set out in detail.

### **1. The Group's Code of Ethics**

SACBO is firmly committed to promoting high levels of quality - in the ethical sense - concerning the management of its activities, as it is convinced that acting properly is in its interests and, in any case, a moral duty.

With this purpose in mind, SACBO took steps, prior to the entry into force of the Decree, to draw up and publish its own Code of Ethics, formally approved by the Board of Directors on 22 March 2001, which illustrates the main strategies and rules of conduct adopted by the company so as to run its business activities in a manner that is correct from an ethical as well as legal viewpoint.

The text of the Code of Ethics was subsequently verified based on the amendments made to the Decree, with the specific intention of strengthening the company's commitment and awareness of its resources pursuant to the complete compliance with the principles contained in the Decree. On 10 December 2008 the Board of Directors adopted a new version of the Code of Ethics aimed at better emphasising the commitment of SACBO in accordance with Legislative Decree 231/01 and Legislative Decree 81/08 on Occupational health and safety issues. On 18 September 2014 the Board of Directors approved the text of the new Code of Ethics, maintaining the structure but extending the provisions, particularly in terms of environmental protection and anti-corruption legislation.

Following the spin-off of the handling activity business branch in accordance with L.D. 18/99 and the incorporation of BGY International Services Srl - 100% owned by Sacbo the Board of Directors meeting on 21.02.2018 has adopted a Group Code of Ethics.

In particular, the main contents of the Group Code of Ethics are:

- Moral values inspiring the Group's business activities;
- Work conduct;
- Business conduct;
- Conflicts of interest policy;
- Corporate measures applicable in cases of non-compliance with the rules;
- Anti-corruption legislation;
- Environmental protection and policy
- Penalties;
- Intercompany Relations.

The Group Code of Ethics is binding on all Group employees, along with all its customers and suppliers, which are obliged to acknowledge the contents and to comply with the regulations therein.

In order to ensure timely dissemination of the contents of the Code, SACBO has decided to:

- Upload it to the corporate website (also in English) to make it accessible to all third-parties;
- E-learning training for all employees.

Compliance of third parties (non-employees) with the Group Code of Ethics and the principles contained therein is ensured by the inclusion of specific clauses in contracts regulating the partnership or other form of relationship established with SACBO.

The SACBO Board of Directors has set up the "Ethics Committee", members of which are indicated in the Group Code of Ethics, the purpose of which being to ensure the observance and compliance with the same, and provide their relative interpretation.

The Group Code of Ethics addressees can contact the Ethics Committee using one of the two channels implemented: an IT platform, reachable by the link <https://milanbergamoairport.segnalazioni.net> or sending a paper report to the post office box no. 2 at the post office located in Orio al Serio.

More specifically, the corporate activities assigned to the Group Ethics Committee are to:

- Distribute the Code to Group employees, customers, suppliers, and in general to all interested parties with the utmost diligence and incisiveness;
- Manage, implement, examine and verify the regulatory framework on which the Code is based in order to adapt it to any evolutions of the laws in force;
- Provide operational support for the interpretation, implementation and evaluation of the Code, as an on-going reference tool for the proper conduct to adopt during the course of its business activities;
- Check, monitor and evaluate the cases of breach of the Group Code of Ethics, ensuring, in the case of infringements, the adoption of appropriate measures, in cooperation with the competent corporate functions of the respective Group enterprises, in accordance with the laws, regulations and national collective bargaining agreement in force;
- Protect and assist employees who report conduct that fails to conform with the Code, protecting them against pressure, interference, intimidation and retaliation;
- Report any abnormal situations to the competent corporate functions in order to take the necessary corrective measures;
- Draw up an annual report to be presented to the Board of Directors on the aspects covered by the Group Code of Ethics, illustrating the plans and initiatives undertaken to achieve its institutional goals.



## 2. The corporate hierarchical organizational structure

SACBO has a hierarchical organizational structure which allows the clear definition of:

- Assigning of responsibilities;
- Content of the individual positions (Job Descriptions), referring to department or unit managers;
- Dependence and reporting lines.

To such purposes, all business information is kept systematically ordered and represented in organisational charts updated to the latest allocations of functions and organisational changes.

The organisational charts define the various areas of business activities of the individual functions, the names of those in charge of each area and their hierarchical reporting lines.

Defining the organisational structure and hierarchical reporting lines maintenance, guarantees the maintaining of a system that, in addition to ensuring the efficiency and control over the activities and the heads of those at the various levels of responsibility, provides adequate distinction of functions.

The guiding principle of the organisational structure provides, in fact, that, invariably, the same process/ activity is guaranteed a collaborative contribution by different functions and/or hierarchical levels, so as to ensure the constant possibility to conduct cross-checks on relative operations.

To complete the organisational charts, and the precise aim of clearly defining the contents of the different functions, the organisational chart is accompanied by job descriptions - for managers of all business functions - in which the duties and responsibilities of the individual positions are specified.

In order to facilitate a clear assignment and knowledge of the responsibility levels, for its key processes (e.g. administration) SACBO also relies on the use of IT systems whose logic incorporates the division of the role and responsibilities envisaged by the organisational structure. These IT systems have specific direct access architectures configured to ensure that certain activities can only be carried out by resources specifically authorised to perform the same.

## 3. Corporate policies and procedures

SACBO pursues the aim of providing all its employees with a clear reference framework on the conduct to uphold in performing their work activities and the constraints to be observed.

Functionally to this purpose, the company ensures the processing of internal procedures, bearing in mind the need to ensure:

- Licit and ethical conduct;
- Compliance of the activities to the institutional objectives of the company;
- Compliance of the activities to the institutional framework in place;
- Clarity on the contents of the business and the related assigning of responsibilities;
- Adequate segregation of responsibilities, so that there is always, in fact, a cross-check of a plurality of subjects on each activity;
- Adequate controls during the different phases of activity, aimed at ensuring consistency between the actual act performed and that required by the internal rules;
- Traceability of activities, so adequate historical and supporting documentation remain for every job performed.



In this respect, particular attention was dedicated to the appropriate formalizing of procedures for the entire procurement process (Passive Cycle) which, for its typical content, is among those at highest risk pursuant to the Decree.

- More specifically, the procedural flow has been designed so as to guarantee, as the main moments of internal control: the compliance of individual purchase transactions with the forecasts of the economic budget or in any case authorized;
- The distinct organizational separation between the functions requesting the purchase, the function responsible for selecting the supplier and the function authorized to effect payments;
- The inability to effect payments until the default authorization procedure has been properly completed.

In order to ensure the maintenance and continuous improvement of its procedural system, SACBO has also formalized internal responsibilities regarding the processing and updating of the procedural framework. In particular, the corporate “function charts” require that the individual function heads shall ensure the processing and updating - as well as the internal distribution - of the operating instructions relating to the processes of their respective competence.

In many cases, the appropriate formalizing of procedures for the activities is also guaranteed by the logic of the IT systems used in the company, which incorporate the process flows and the relative assigning of responsibilities, compliance with which is mandatory in such cases.

In fact, each of these systems, though with different levels of detail, contains:

- Process flows that oblige users to follow the sequence of procedural steps required by the internal regulation;
- User security profiles, to access and use the system, allowing users to only perform the individual activities assigned to the designated resources.

#### **4. The proxy and power of attorney system adopted for the exercising of assigned powers**

In order to ensure the effective performance of its operating activities, SACBO has assigned authorization powers to certain individuals (so-called proxies conferring the power to internally authorize spending initiatives), as well as proxies to perform the delegated powers (hereinafter the proxy).

In particular, SACBO, consistently with the redefinition of the organizational structure related to corporate events, has put in place an update and improvement of the proxy and power of attorney system, jointly pursuing the objectives bringing it into line with the organizational philosophies and strengthen its efficacy in terms of internal control. In addition to being fully compliant with the legal requirements applicable to the statutory regulations in force, the system strengthens the overall efficacy of the internal control tools adopted by SACBO, containing constraints which are:

- Qualitative  
Each subject recipient of proxies or powers of attorney currently has the opportunity to exercise the same exclusively in the functional areas of individual competence;
- Quantitative  
These specify the maximum amounts within which proxies and powers of attorney may be exercised, with a definition of these thresholds differentiated for the individual functions/departments, according to specific business requirements. On exceeded these thresholds, the signing/approval power is assigned to top senior management depending on the amounts and types of expenditure.

In order to maximize the possibility of coordination and control, the proxies and signing powers have been granted to senior management and corporate management.

## 5. Management control system

SACBO pursues to ensure the on-going compliance of the activities carried out by the entire organizational structure with the strategic goals of the company.

The Management Control System pursues this goal by acting simultaneously on the following activities:

- Planning and finalizing of the budget;
- Gathering of year-to-date figures;
- Analysis of any deviances from the forecasts in the budget.

### Planning and budgeting phase

This is the phase in which SACBO provides a clear, systematic and precise definition of all the resources available to individual business functions and the perimeter within which such resources can be used.

During the realization of this phase, SACBO paid great attention to creating a *modus operandi* that ensures concurrence of all business functions in the definition of available resources and spending areas. It consists of a procedural flow of communications initially by the Planning and Control Unit to the Aviation Commercial Management, which will then follow on, based on the traffic data collected from the entire organizational structure.

The collected data are used as the first step in the processing of a draft of the annual budget. The above draft, already shared with senior management and with the Chair / CEO, is presented in fine detail in succession, to the Board of Directors for approval. An economic report is submitted to the Board of Directors together with an analysis of any deviances from the budget and any adjustments made thereto.

### Year-to-date reporting phase

This is the phase in which SACBO monitors the economic performance of the company, noting any deviations from the budget and analyses relative causes, in addition to reporting the results of the evaluations to the appropriate hierarchical levels for the necessary adjustment measures.

In particular, during the periodic processing of the income statement (quarterly or year-end) or upon specific request of the Planning and Management Control function, it shall communicate all information concerning possible economic variances detected therein to the person in charge of the corporate area involved and, with an appropriate level of synthesis, to the company's top management (Chair, General Manager, Executive Committee – if appointed - and Board of Directors).

This activity, in addition to being a managerial tool, ensures the correspondence of actual activities compared to those planned and approved at the beginning of the year. The Management Control area also conducts other controls on operating procedures outside the jurisdiction of the Planning and Management Control function and put into place by the other company functions (e.g.: authorizations for the launching of initiatives, authorizations for payment in respect of the passive cycle procedure and existing proxies, verification of compliance with the proxy and signing powers by the Internal Auditing team, feedback and balancing of accounts by the Administration and Finance area, etc.) inherent to the individual business processes.

From the above it is possible to state that:

- The current Management Control system is structured to provide sufficient guarantees concerning the systematic nature of the controls applied and the achievement of business objectives;
- The cascade process as structured today, starting from the corporate multi- year investment plan to add the details on the individual functions/departments to the budget, is able to minimize the risk of initiatives that are not in line with the overall objectives of the company;
- The presence of centralized functions, supporting individual departments/ functions during the processing and control phases of the plan and the budget, ensures the homogeneity of approach and the uniqueness of the “vocabulary” among the various organizational entities of SACBO;
- The systematic recording of any change in the year-to-date data compared to the budget, and the presence of formalized reporting flows on such phenomena at hierarchical levels, is able to verify consistency of year-to-date behaviors with those planned and approved at the beginning of the year.

## 6. Information to and training of personnel

SACBO's aims to ensure proper and complete knowledge to its resources (already hired or to be hired in the future), concerning the contents of the Model and, more generally, of the values and code of ethics which are to act as an inspiration to all company personnel, along with the *modus operandi* applicable to the specific activities to be carried out. The company is convinced that training on corporate ethics (intending the set of activities that, over time, develop and adapt the ability to recognize, analyze and solve ethical problems at an organizational level implementing economic, philosophical and juridical concepts) represents an essential factor for communicating and sharing ideas concerning the requirements and principles of the Model, as well as to facilitate the introduction of the various instruments of social and ethical corporate accountability in all areas where the same are not yet present.

In this perspective, some time ago SACBO adopted an organizational system on personnel communication and training that includes:

- A diffused responsibility, assigned to individual corporate departments/ functions, to ensure the proper circulation of relevant information and the provision of the training required within such areas;
- A diffused responsibility assigned to the HR manager with the task of ensuring training interventions of both a general and specific nature and interest on subjects relating to corporate and criminal liability of the departments, according to the position held within the company.

A specific activity appointed to the Supervisory Body is that of boosting awareness and sense of responsibility, implementing information and training methods, throughout the entire organizational structure on the contents of Decree 231/01, on the relative corporate impacts, as well as the related code of conduct and behavior referring to sensitive roles.

More specifically, the contents and the modalities of the personnel training plan pursuant to the requirements of the Decree are illustrated below.

### **6.1 Initial communication**

The adoption of the Model is made known to all SACBO employees, including senior management and function heads with the distribution of a “Circular Letter on Decree 231” as part of the documents included in the “starter kit” distributed by Human Resources to all new employees.

The document illustrates, by way of example, some of the offences and crimes contemplated by the catalogue 231/01.

This Model is published and can be freely consulted on the Corporate website (<http://www.milanbergamoairport.it>)

Each new director or statutory auditor at the time they are appointed, are required to sign the declaration of knowledge of the contents and compliance with the principles of the Model (declaration which is filed and retained by the Supervisory Body).

### **6.2 Employee communication and training plan**

SACBO employees benefit from a communication and training plan which is adapted to suit the different job descriptions within the company; it foresees a different level of detail and different implementation methods in relation to the various degree of risk of committing the potential offence in relation to the organizational role or other responsibilities assigned regarding Sensitive Activities.

In particular, this employee communication and training plan is structured to respond to the demands on two different levels: management personnel and other staff who play a sensitive role in the application of the decree:

- i. For newly hired staff, specific information contained in the “starter kit” attached to the letter of employment and, if the job role is identified as sensitive for the purposes of the decree, a seminar which aims to provide the necessary awareness and knowledge based on the legal framework of the Decree, and to the principles and contents of the Model;
- ii. A meeting organized by the SB, for all positions and roles classified as “sensitive” for the purposes of the decree, aimed at providing the necessary updates on the implementation of the Model, on any critical issues that may have emerged, on the work envisaged by the SB, and any interventions to be put in place by the same.

## **7. Information and collaboration with partners and external consultants**

SACBO promotes the knowledge of and compliance with the Model also among its commercial and financial partners, independent consultants, co-workers in general, customers and suppliers and, more generally all those engaging in business dealings with the Company. To this purpose, SACBO foresees to include in each contract a precise and specific clause which expressly provides for the commitment of the third party to comply with the reference principles of the Model, and the possible termination of the relationship (in addition to compensation for further damages) in the event of conduct by the third party which is contrary to the code of conduct required by this Model and can result in the risk of committing an offence sanctioned by the Decree;

## 8. The Internal Auditing function

Internal Auditing is the function that guarantees, through periodic audits, to management and employees the consistency of management and operational behavior with respect to the regulations and procedures defined, in addition to the correct and transparent implementation of the same with a view to protecting corporate interests. The Internal Auditing function shall support the SB in its activities related to the verification of the Organizational Management and Control Model, and the regulatory compliance and efficacy of the implementation of the prevention protocols in relation to the risk of the crimes being committed, in addition to the identification of new activities and sensitive roles based on the organizational changes within the company. The Internal Auditing Department reports directly to the Chair, in accordance to the international internal control standards.

## 9. The Disciplinary System

### 9.1. General principles

SACBO fully acknowledges that the qualifying and essential aspect of drawing up the Model is the development of an adequate Disciplinary System capable of addressing the violations of the code of conduct and the internal protocols implemented to prevent the **offences envisaged by the Decree** from being committed (**Annex 3**).

Article 6, paragraph 2, letter e) and article 7, paragraph 4, letter b) of Legislative Decree 231/2001 establish the need for a “disciplinary system to inflict sanctions on those who fail to comply with the measures indicated in the O.M.C.M.”.

The disciplinary system, as an integral part of the Organisational Management and Control Model (O.M.C.M.) revised by S.A.C.B.O. SpA., by resolution of the Board of Directors on 21.02.2018, is applied in compliance with current regulations, firstly with those envisaged by collective bargaining, as it cannot be considered a substitute, but rather complementary to the legal or regulatory provisions in force.

It has in fact been drawn up according to the provisions set forth in articles 2104, 2105, 2106, 2118 and 2119 of the Italian Civil Code, Law no. 300/1970 (the so-called (Workers Statute), of Law 604/1966 (Individual dismissal regulations and subsequent amendments) and the current national Collective Bargaining Agreement for air transport sectors - general section and specific Airport Management Company section and the Disciplinary System.

The Disciplinary System is modulated according to the category of classification of the Recipients, and the possible autonomous or para-subordinate nature of the relationship between the Recipients themselves and the Company. The Disciplinary System integrates, for what is not specifically envisaged and limited to the cases contemplated herein, the Collective Bargaining Agreement for the air transport sector - general section and specific Airport Management Company section with regard to work relations with internal collaborators.

The provisions contained in the attached Disciplinary System do not preclude the right to exercise all rights, including those of disputing or objecting against the disciplinary measure recognised by law or the System, as well as collective bargaining and/or company rules and regulations.

The System targets individuals within the Company, with particular reference to those who actually exercise management or control duties, therefore the members of the administrative and control bodies.

Pursuant to the combined requirement of arts. 6 par. 2 letter e) and art. 7 par. 4 letter b) of Legislative Decree no. 231 of 2001, the punishment envisaged by Disciplinary System only apply to disciplinary offences related to the breach of the O.M.C.M. and/or the Group Code of Ethics, an integral part of the same within the limits and according to what established therein.

## **VI. SUPERVISORY BODY UNDER ART. 6 OF THE DECREE IN ITS CONSTITUENT PROFILES: RESPONSIBILITY, FUNCTIONS AND INFORMATION FLOWS**

### **1. General principles. Identification of the Supervisory Body**

According to what envisaged by art. 6 par. 1 letter (b) of the Decree, the entity can be deemed exempt from responsibilities envisaged therein if it has formed a Supervisory Body within the company which is granted independent monitoring and surveillance powers, has been appointed to supervise the functioning of and compliance with the Model and perform all relative updates.

Even in the absence of any further indication on the part of the legislator, on the basis of the Confindustria Guidelines it was still possible to identify which is, pursuant to the various forms it embodies with the company organization, the body inside the company that holds the requisites needed to perform the functions of the Supervisory Body provided by the Decree.

It is broadly agreed that the supervisory tasks on the Model should be entrusted to an "internal" body within the company's operating structure, among those that constitute the typical structure of joint stock companies, which is characterized by the requirements of:

- **Autonomy and independence:** such requirements of autonomy and independence are essential for the SB not to be directly involved in the management activities subject to its control (hence with no operational duties) and in a position of impartiality with respect to those whose activities it is called upon to supervise, and only reports directly to senior management in carrying out its duties;
- **Professional conduct:** the SB must internally possess the technical- professional skills required to adequately carry out the functions it is called upon to perform, and in addition to its independence, ensure its impartiality of judgement;
- **High continuity of action:** the SB must constantly operate in order to monitor the application of the Model, having the necessary powers of investigation.

The SB must be appointed with a Board of Director decision. The formal statement of appointment must obligatorily indicate:

- The subject/subjects called upon to become a member of the Supervisory Body and their responsibilities;
- The term of office, if there is a term, and in any case the terms of revocation.
- Revocation, as in the case of the appointment, must be approved by the Board of Directors, which also approves the relative remuneration;
- The main tasks assigned to the SB within the scope of performing the control activities over the efficacy and efficiency of the organizational Model (the indication of the tasks of a general nature, as it is the Body itself that is assigned to the formulation of the internal regulations applicable to its activities - scheduling of inspections, establishing criteria and procedures of analysis, regulation of information flows, etc.);
- The powers which the Body must necessarily be appointed to ensure a timely and efficient supervision on the functioning and compliance with the organizational model;
- The timing and addressees of the reporting activities conducted by the Supervisory Body.

The members of the SB must have and maintain the required qualities, professionalism, competence, relevant experience and must not be in a position of conflict or of economic interest in relation to the assigned duties.

SACBO, in compliance with the above, and given the current structure of the Company passed a Board of Director resolution on 21 July 2003 creating, within its organizational structure, a Supervisory Body (hereinafter



“SB”), appointed the specific responsibility of monitoring the functioning and compliance with the Model, and conduct all updates as required. During the meeting it was decided to appoint the duties and responsibilities of the SB to a non-executive director acting as the Body’s Chairman, as the preferred organizational option, although it was possible to appoint an external component. The SB shall act independently and is not placed in a position subordinate to the corporate bodies. Despite the on-going dialogue with the various business functions, the SB operates independently and free from any outside influence.

With the above indicated resolution, integrated by a subsequent resolution of 30.01.2006, the SACBO Board of Directors also resolved to specify the responsibilities and duties of the SB.

Subsequently, also taking into account the first indications of a jurisprudence nature in this regard, in addition to the evolution of the regulation and its increasing complexity (in terms of expansion of the offences to determine the “administrative” responsibility of the entity), the procedure highlighted the need to grant more autonomy to the SB from top management and, at the same time, to ensure diversified competence to this body. In this perspective we have witnessed the emergence of a preference trend towards the solution that provides a collegiate supervisory body with a “mixed” composition, i.e. composed of both the internal figures of the entity, and also independent external components, selected from professionals with specific expertise in legal and/or economic and/or corporate management and internal control.

In view of the above, the SACBO Board of Directors, resolved on 21 May 2007 to change the structure of the Supervisory Body from a single monocratic body to a three-member collegial body, reconfirming responsibilities and tasks previously assigned to the SB, as indicated below. The members of the Supervisory Body therefore consist of:

- A non-executive director, member of the Board of Directors acting as Chairman;
- Two members selected from SACBO function managers or independent consultants.

Although this SB has a “mixed” composition inspired unanimously on the guidelines of the trade associations, including Confindustria of which Sacbo is a member, a more rigorous and restrictive doctrinal approach was recently adopted which states that the Supervisory Body consisting of “outsiders” only would strengthen the autonomy and independence of the SB itself.

With a view to enabling the SB to achieve an appreciable balance between the knowledge of the Company and the independence of the Structure with reinforced autonomy and independence, the Board of Directors met on 22 March 2012 to approve a new “mixed” SB as follows:

- The majority of the SB members are independent individuals;
- The Chairman is not included on the corporate organizational chart;
- The subjects within the Company have no operational functions.

The members of the SB must be qualified experts in the legal, tax and accounting, organisational and internal control activities, having adequate professional experience along with the requisites of independence, continuity of action, autonomy, morality and ethics.

The change in the structure of the Supervisory Body - from a monocratic body to a collegiate body - was made on the assumption, now widely shared, that this approach is the most appropriate to achieve all regulatory requirements, and in particular:



- Autonomy and independence: ensured by the presence of independent members and an internal member, according to the relative organisational position and the responsibilities assigned being exclusively non-operational, such as to guarantee the necessary and constant connection with the company's day-to-day situation and the evolution of the same;
- Professional conduct: in activities consistent with the typical functions of the body in question and related to the putting in place, evaluation and control of organised models and internal control systems;
- Continuity of action, even with an internal structure dedicated exclusively and full-time to supervisory activities on the organisational model with no operational tasks assigned that can lead it to take decisions with economic and financial effects.

Below is a list of those who cannot be appointed members of the SACBO internal Supervisory Body and, if appointed, disqualified from office, more specifically:

- Those who incur the causes of ineligibility and disqualification provided for by art. 2382 of the Italian Civil Code. (incapacitation, disqualification, bankruptcy, interdiction - even temporarily - from public office, incapacity to exercise executive functions);
- The spouse, relatives and in-laws up to the fourth degree, of the company's executive directors, executive directors, the spouses, relatives and in-laws up to the fourth degree of directors of subsidiaries, companies or entities that control it and those subject to common control;
- Those who have been subjected to preventive measures enforced by judicial authorities;
- Those who have been convicted - also with a pending sentence - and have accepted a plea bargain under art. 444 of the Italian Code of Criminal Procedure for any of the offences envisaged by legislative decree 231/2001.

## 2. Functions and responsibilities of the SB

The functions assigned to the SACBO SB consist of:

- Ensuring control over the Model, constantly checking:
  - the adequacy of the Model, that is, its actual effectiveness in terms of capacity, in relation to the corporate structure, to prevent the occurrence of illegal conduct for the purposes of the Decree, and to report any such occurrences;
  - the effectiveness of the Model, i.e. the actual compliance with the requirements of the Model by the addressees in relation to the different types of offences and crimes contemplated by the Decree;
- To evaluate - in collaboration with the corporate functions involved each time the need to propose to the Board of Directors any updates to the Model, according to any developments and/or changes in the organizational structure and/or operational business and legislation;
- Supervise the updating of the mapping of Sensitive Activities deemed to be at risk of the crimes and offences envisaged by the Decree and the related business processes and structures, and to propose the integration of such Sensitive Activities on the basis of the checks carried out; in the case of significant procedural and/or organizational changes, it shall provide support to the functions affected by the changes, so as to ensure compliance of the solutions adopted with the applicable regulatory provisions;
- Monitor the proxy and power of attorney system so as to guarantee the efficacy of the Model.

At an operational level, the powers assigned to the SACBO SB are the following:

- a. To draw up and implement as necessary, an annual general audit schedule to verify the actual application of the control procedures for Sensitive Activities and their efficacy, it being understood that the primary responsibility for the control of activities, including the sensitive kind, remains assigned to the operating management, given that, in general, the task of defining and activating the various corporate protocols, to ensure continuous compliance in everyday operations and to ensure the continuous updating remains in any case - each for his own area - the primary assignment of the various function heads/management;
- b. To collect, process and store the relevant information according to the functioning and compliance with the Model, as well as the documentation of which the Model itself consists, including - inter alia - the mapping of Sensitive Activities, relative updates, reports on the supervisory activity; to analyze, record and archive all reports from SACBO internal/external corporate departments/on any situations that may expose the company to the risk of crime, stating the reasons for which the same are eventually deemed insignificant;
- c. To coordinate with other business functions, also during specific meetings, to ensure best possible monitoring of the Sensitive Activities. To this purpose, the individual corporate functions are required to ensure that the SB receives constant information on the evolution of the Sensitive Activities, and that the SB has unimpeded access, with no need for further authorization, to all documentation and sources of information necessary to allow it to conduct the controls and internal investigations, where it is understood that the documents and information acquired in carrying out their functions shall be kept confidential, whilst also ensuring compliance with current regulations regarding privacy;
- d. On the basis of the programmatic plan sub (a), to conduct internal investigations aimed at controlling the adequacy of the Model, in a preventive manner, by means of the activation of the ordinary corporate control procedures and by conducting routine or random periodical inspections on specific transactions carried out in respect of Sensitive Activities; following on from the same, by conducting internal audits to ascertain any alleged breaches of the provisions of the Model and the reporting to the company bodies as seen in Annex no. 3 Disciplinary System, with regard to the disciplinary procedures and the enforcing of sanctions;
- e. To define, in coordination with the Human Resources Management, the contents of training and/or communication interventions aimed at disseminating throughout the Company the knowledge of the relevant aspects pursuant to the Decree, and collaborate with the functions responsible for providing the training/ communication services in order to organize relative interventions;
- f. In case of inspections, investigations, requests for information by the competent authorities, where aimed at verifying compliance of the Model with the provisions of the Decree, to directly interact and engage in a relationship with those in charge of such inspections, providing them with all useful information support.

In order to allow the effective and independent performance of the above-mentioned tasks as assigned to the SB:

- The SACBO Board of Directors annually allocate suitable amounts of economic resources to draw up the corporate budget procedures, which the SB can access as required to perform its duties correctly;
- the SB is allowed to make use - under its direct supervision and responsibility of all the Company's structures, including independent consultants.

It is important to highlight that senior management (Board of Directors), even after establishing the SB, maintains all the privileges and responsibilities envisaged by the Civil Code to which those concerning the adoption and effectiveness of the Model as well as the establishment of the SB are added (art. 6 par. 1, letters (a) and (b)).

Given the considerable professional affinity and the tasks conferred upon it by law, the Board of Statutory Auditors will be one of the "institutional" interlocutors of the SB. As the Auditors are vested with the responsibility of evaluating the adequacy of the internal control systems, they must always be informed if any offences are committed, along with any shortcomings of the Model.

To this end, the Board of Statutory Auditors meets the SB at least once a year.

Similarly, the SB, along with the Board of Statutory Auditors, meets the Independent Auditor appointed to conduct certification of the financial statements.

### **3. Information flows**

#### **3.1 Reporting to corporate bodies**

In order to ensure an adequate flow of information and the necessary coordination with the corporate bodies and the Ethics Committee, the SB shall report:

- When deemed necessary, based on concrete circumstances, directly to the Chair of the Board of Directors;
- At least on an annual basis to the Board of Directors.

To this end the SB shall prepare an annual written report on the activities and the implementation and effectiveness of the Model, highlighting any specific situations relevant to the actual implementation of the same, and proposing any amendments and updates to the Model that may be appropriate and/or necessary due to the evolution of the regulation and/ or the corporate structure of the Company.

The SB may, in any case, be convened at any time by the aforementioned corporate bodies and the Ethics Committee, and may in turn submit such requests for urgent reasons, in order to report on the functioning of the Model or on specific situations.

Copies of the minutes of the routine meetings attended by the SB are sent to the Chair and the CEO; while the original is filed and kept by the internal member of the SB.

#### **3.2 Information flows to the Supervisory Body (Annex 4)**

##### **3.2.1 Reports from within the company or from third parties**

At a global corporate level, the SB must be informed and made aware, in addition to the documentation required by this Model, of any other information and/or circumstance from employees, corporate bodies and third parties, pertaining to the implementation of the Model in Sensitive Activities and/or events that could determine the responsibility of the Company pursuant to the Decree.

The following provisions of a general nature are applicable:

- It is the duty of all employees and third parties to send to the SB any information they have on any breach or alleged breach committed pursuant to the Decree;
- Employees with managerial functions and the managers of individual business units are obliged to report any breaches committed by employees and third parties to the SB;
- The Ethics Committee shall report any information of any kind, relating to the implementation of the Model in Sensitive Activities to the SB and, in particular, shall report all possible situations involving the breach or alleged breach of the Model or in any case any conduct which is not in line with the rules of conduct set forth in the Model and the Code of Ethics;
- Individuals who send such warnings in good faith are guaranteed exemption from any form of reprisal, discrimination or penalization and the confidentiality of the individual in question is assured, without in any way affecting any legal obligations or the protection of the rights of the company or persons accused wrongly or in bad faith.

As far as the methods to be used when preparing such reports is concerned, according to art. 6 par. 2-bis:

- Reports of unlawful conduct or breach of the Entity's organizational and management model, of which they have become aware due to the functions performed, shall be submitted in writing, also anonymously, provided they are substantiated, relevant pursuant to this decree and based on precise, concordant and sufficiently documented facts;
- The SB shall evaluate the reports received, and any consequent action/ measure at its reasonable discretion and under its responsibility, possibly interviewing the reporting party and/or the person responsible for the alleged breach, motivating in writing any decisions not to proceed with an internal investigation. In order to facilitate the flow of reports and information to the SB, a dedicated information channel has been envisaged (and duly brought to the attention of employees and third parties) to guarantee the confidentiality of the identity of the reporting party within the scope of the report management activities.

In relation to the above, there are two different channels that can be used to send reports:

- Paper reports, can be sent to:  
**SACBO Group**  
**Orio al Serio Post office - Box n. 2**  
**24050 Orio al Serio (BG)**
- Reports with IT channel:  
**Platform accessible at the link <https://milanbergamoairport.segnalazioni.net/>**

### 3.2.2 Reporting obligations in respect of official deed

In addition to the warnings mentioned in the previous paragraph, all addressees of the Model are obliged to send to the SB any information regarding:

- Measures and/or information from the judicial authorities or any other authority according to which it may be inferred that investigations are in course on known or unknown parties, concerning the crimes and offences envisaged by the Decree;

- Requests for legal assistance made by members of the corporate bodies, by executives and/or by employees in relation to the start of judicial proceedings for any of the crimes provided for in the Decree;
- Reports prepared by the heads of other corporate functions within the scope of their control activities, which highlight facts, actions, events or omissions of a critical level relating to compliance with the provisions of the Decree;
- News on the actual implementation, at all corporate levels, of the Organizational Model with special attention to any disciplinary action taken and any sanctions imposed on employees, or the dismissal without further action of such reports, providing reasons for the same, if the same are linked to the commission of the offences envisaged by the Decree or breach of the rules of conduct envisaged by the Model.

The proxy and powers of attorney system adopted by SACBO along with any amendments, and must be informed of any proposals to amend/supplement existing company procedures and the proposed introduction of new procedures.

**ANNEXES:**

- List of Offences under Legislative Decree no. 231/2001 (Annex 1)
- The Group's Code of Ethics (Annex 2)
- The Disciplinary System (Annex 3)
- Information flows to the Supervisory Body (Annex 4)



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