



PROTOCOL 231

ANTICORRUPTION CODE OF CONDUCT

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1. Foreword

The Legislative Decree nr. 231 dated 8th June 2001, introduced a penalty system into our legislation that prefigures forms of administrative responsibility for bodies for crimes committed in their interest or to their advantage by senior staff or staff managed by others.

In these cases, CIN's responsibility is excluded if proof is provided of the adoption and effective implementation, prior to the crime being committed, of organisation, management and control models that can prevent offences of the kind which occurred. These models comprise operational or technological rules and measures (i.e. in Protocol) that must be observed by staff, as they aimed to prevent the carrying out of crimes, and a controls system aimed at verifying the efficacy of the model, its adequacy to company reality, effectiveness of the model itself, i.e. the actual observance by staff in charge of activities at risk of crime of protocols

A necessary element, where required by the law and jurisprudence, to guarantee the efficacy and effectiveness of organisation, management and control models, as per Legislative Decree 231/2991, is the definition of rule that indicate the conduct that the recipients must keep to third parties, public officials and non.

The goal of this Code of Conduct is the definition of rules of conduct that indicate the conduct that the recipients must keep towards directors, auditors, directors general, liquidators and persons responsible for drawing up accounts or taxation documents or staff from private companies, and also towards public officials and persons appointed to public service, so that any conduct suitable for committing crimes of corruptions as set out in Leg. Decree 231/2001 is prevented.

- Undue receipt of public funds, fraud against the state or a public body or to obtain public funding (article 24) and IT fraud against the state or a public body (article 24 bis)
- Concussion, undue incitement and corruption (article 25)
- Private corruption (article 25 ter)
- Incitement not to make declarations or make untruthful declarations to the judicial authorities (article 25-decies).

The herein Code of Conduct must be observed by all recipients.



2. Definitions

Term	Definition
Activities at risk of crime	The process, operation, deed or set of operations and deeds that may expose CIN to the risk of committing a crime.
CCNL	The National Collective Work Contract applicable to CIN employees.
Code of Ethics	The document, officially wanted and approved by CIN management as the performing of association policy that contains the general principles of conduct - i.e. recommendations, obligations and/or bans which the recipients must abide by and which, if violated, will produce a penalty.
Private corruption	Corruption means any operation that brings about the giving, promising and giving of money or other gifts to directors, general managers, executives in charge of drawing up accounts and corporate documents, auditors and liquidators, under the management and supervision of said subjects, so that they carry out or omit acts in violation of the obligations of their office or the obligations of loyalty, causing damage to the company Corruption also occurs if the indicated subjects, following a pledge or promise of money or other benefit, for himself or others, carry out or omit to carry out deeds in violation of the obligations arising from their position or obligations of loyalty, causing detriment to the body that they work for.
Leg. Dec 231/2001 or Decree	The Legislative Decree nr 231 dated 8 th June 2001, containing the "Rules for administrative responsibility of individuals, companies and associations also without legal status, pursuant to law nr. 300, dated 29 th September 2000, published in the Official Gazette nr 140 dated 19 th June 2001, and later amendments and integrations.
Recipients	All the individuals or legal entities that operate in CIN's interest or to its advantage.
Employees	All the individuals who have a subordinate employment contract with CIN.
Event	A work event, social event or mixture of the two types of event that a recipient takes part in. The three categories of vents are defined as follows: Work events are aimed at creating a network of acquaintances, to discuss professional and working matters and topics regarding company business are discussed, for example demonstrations, conferences, presentations, seminars, promotional activities, interventions, trade fairs for professional operators and/or sales of products and services and can include the administration of food and drink; social events are aimed at creating relationships and are focused on topics related to socialisation, such as meetings or sports events organised at company level, cultural, recreational events, or any event for interpersonal relations, which may include the administration of food and drinks and cannot last more than 24 hours; mixed events are aimed at both the creation of networks of acquaintances and the handling of professional and working matters and the construction of relationships, and may include the administration of food and drink.
Guidelines	Guidelines for the construction of organisation, management and control models as per Leg. Decree 231/2001, published by trade associations that have been



Term	Definition
	considered for the purpose of the Model's drafting and adoption.
Organisation, management and control model pursuant to Legislative Decree. 231/2001 or Model	The organisation, management and control model considered by the Statutory Bodies to be suitable for preventing crimes and therefore, adopted by the company, pursuant to articles 6 and 7 of the Legislative Decree, in order to prevent the committing of the crimes by top-level or subordinate staff, as described in this document and relative attachments.
Statutory Bodies	Assembly, Board, Executive Committee, General Chairman, General Secretary (or General Manager), Panel of Auditors, Panel of Arbitrators, Technical Bodies.
Supervisory Body or OdV	The body foreseen by article 6 of the Legislative Decree, with the task of supervising the function and observance of the organisation, management and control model, and also the updating of the same.
Staff	All the individuals who have an employment contract with the company, including temporary work contract, collaborators "work placements" and freelance professionals who have received an appointment from the company.
Senior Staff	The subjects as per article 5, paragraph 1, letter a) of the Decree, i.e. the subjects who hold roles of representation, administration or management of the company or one of its organisational units with financial and functional autonomy; in particular, the members of the Board of Directors, the Chairman, the Managing Director, the members of any Executive Committee, the Director General, any agents, and representatives.
Staff under other management	Subjects as per article 5, paragraph 1 letter b) of the Decree, i.e. all the staff who operate under the management or supervision of the Senior Staff.
Protocol	The organisational, physical and/or logical measure foreseen by the model in order to prevent committing of the crimes.
Crimes or the Crime	The set of crimes, or single crime, referred to by Leg Dec 231/2001 (as possibly amended and integrated in the future).
Gift	Any type of gift, product, gratuity or benefit (including anything that has a nominal value) that is given or received. Benefits with an economical value, entertainment expenses or events are not included in this definition. Gifts, products, gratuities or benefits of an amount under € 50.00 are considered to be gifts of modest value.
Disciplinary System	The set of penalties applied in the event of violation of the rules of procedure and conduct contained in the model.
Entertainment expenses	The set of courtesies adopted in the normal management of working activities and which may include food and drink.
Company or CIN	Compagnia Italiana di Navigazione S.p.A.
Benefits	Anything that has a value, any kind of benefit, including but not limited to money, loans, bonds, contractual rights or interests, real estate, personal assets, or other interests arising from a working relationship, gifts, entertainment, lunches, entertainment expenses, contributions or donations, travel and relative expenses,



Term	Definition
	discounts to below market value, reimbursements, rebates, privileged treatment in contracts, or privileged access to business opportunities, goods, services that have no reasonable commercial justification, or an improper incentive. The offer of a job is also included in the definition of "benefit".



3. Policy

CIN has a position of total transparency with regard to any form of official malpractice and corruption, also against staff of private companies. This position contributes to observing CIN's undertakings to which it is voluntarily bound, also via the formalisation of its own Code of Ethics.

All the staff, while carrying out its duties, must assume a position of total opposition to any form of official malpractice and corruption.

CIN and the recipients undertake to ensure that all the laws and regulations that aim to combat official malpractice and corruption, in any jurisdiction it operates in, are observed totally.

4. Application

All the recipients must operate in compliance with the herein procedure, if they act in the name of or on behalf of CIN.

5. Rules and principles of conduct

Below are the standards of conduct that must be observed by CIN and its staff, in order to ensure a "zero tolerance" approach to official malpractice and corruption.

5.1. Ban on official malpractice and corruption in all forms.

Any act of official malpractice and corruption is forbidden. The recipients must not:

- Directly or indirectly offer money or other benefits to directors, general managers, executives in charge of drawing up company accounts, auditors and liquidators or subject to the management or supervision of the above subjects, client companies or suppliers, or another body, in order to obtain an interest or advantage of any type, including the obtaining or maintaining of advantages in terms of business/deals for or on behalf of CIN; or
- Directly or indirectly request or accept money or other benefits from clients, suppliers, or another subject or search for an advantage of any kind in exchange.

Any conduct consisting for example of the following but not limited thereto, is also forbidden:

- Offering, suggesting, authorising the offer or payment of money or other benefit in order to induce or pay for official malpractice of a function or activity, public or private;



- Offering, suggesting, authorising the offer or payment of money or other benefit in order to induce or pay for official malpractice of a function or activity, public or private;
- Accept or urge for payment of money or other benefit in order to induce or pay for official malpractice of a function or activity, public or private;
- Use funds that is known or suspected to originate from a crime;
- Help or take part in the carrying out of any activity that constitutes a crime;
- Establish, define or maintain processes or procedures or schemes with the intent of making illegal payments;
- Start any activity with consumers, clients, suppliers, commercial partners and other third parties that may constitute a crime.

For example, the following activities may be considered corruption:

- The pledge of money or other benefits in order to obtain a job opportunity;
- Payment of money or other benefit to an employee of a legal entity in order to obtain confidential information; and
- Acceptance of excessive gifts from a service provider.

It is forbidden to circumvent the above instructions by resorting to different forms of help and contributions that, under the form of, for example, sponsorships, appointments, consultancies, advertising, pursue the same purposes that are forbidden above.

Each recipient that commits official malpractice (passive corruption) will be exposed to the same penalties as the person who takes the initiative to carry out active corruption. Acts of malpractice and corruption can expose staff to criminal responsibility and responsibilities relating to CIN pursuant to Leg. Decree 231/2001.

If an employee finds himself with a choice of being involved in an activity that gives rise to the committing of official malpractice and finalises a deal, by exploiting this activity, in CIN's interest or to its advantage, the employee must decide to renounce said activity.

5.2. Entertainment expenses

Entertainment expenses must have an appropriate commercial goal, must be pertinent with some form of working activity and must be managed by the company Areas/Departments/Offices. The organisation of an event that must be managed and recorded as part of the internal expenses processes do not come under the definition of entertainment expenses (lunches at the end or completion of an activity that can be considered as social events, see below, are exceptions).



5.3. Gifts, commercial entertainment and events

The recipients (or anyone on their behalf) must not:

- Give or receive any gift or
- Offer or accept to take part in commercial entertainment, events or other forms of hospitality that may:
 - Constitute a reason for undue influence or incentive, including, for example, the expectation of receiving a business advantage or obtaining thanks for an advantage already obtained, or which may be perceived as such;
 - Consist of gifts and/or participations in commercial events for friends or relatives of the recipients;
 - Violate laws or CIN regulations or procedures. All the principles regularly included in CIN procedures must be observed (see the CIN preventive procedures and protocols regarding relations with the PA, donations or other gifts, sponsorships, gratuitous loans).

When gifts are offered or received or work entertainment and events are organised /agreed to be taken part in, the following principles must also be observed:

- The underlying reason for the gift, work entertainment or event must be closely related to business (e.g.: Development of commercial relations or the promotion of CIN products and services);
- These must be modest and reasonable in value, appropriate in all circumstances and must not compromise CIN's integrity and reputation. Gifts, products, gratuities or benefits of an amount not exceeding €50 are considered to be a gift of modest value. In all cases, gifts must be of a symbolic value and not significant for the purpose of avoiding that they may be considered as being made to bring pressure or influence on the person. In this context, the timing of the gift, the fact that it was made transparently and the pre-chosen recipient all become important in this context.
- These must be consistent with the context of the business occasion and in agreement with the usual company practices. In other words, they must not be so extravagant and showy as to create the impression that there is an intention to force someone's decision in exchange for the gift.
- They must be transparent and openly discussed. In other words, if communicated to information companies, they must not cause embarrassment for the recipient or for CIN;
- They must be organised in time in an appropriate manner. In other words, they must not coincide with participation in a commercial offer, with the process of acquisition of a business potential, or with any decision-making moment regarding new business/transactions, and
- They must be consistent with all the requisites of this document and all the authorisations have been obtained (see below).



To avoid any doubt, the giving/receiving of gifts and the organisation/participation in commercial entertainment and events are forbidden if made directly (in first person) and indirectly (via third parties), except for express authorisation by the CEO.

Gifts and events must not be offered to directors, directors general, executives in charge of drafting corporate accounts documents, auditors and liquidators or subject to management or supervision by the stated subjects under any circumstances, without prior approval from the CEO, unless they are gifts of a modest value or are foreseen by commercial practice (for example, Christmas presents).

5.4. Use of Third Parties

Recipients must pay attention when selecting and/or operating with third parties (agencies, brokers etc). In fact, CIN can be held responsible for any acts of official malpractice and corruption committed by these third parties.

The use of third parties must be carefully evaluated to check that they are consistent with the following principles:

- The nature of the transaction and activities that are the subject of the relations with third parties must be consistent and compliant with applicable laws or regulations, in agreement with local practices; and
- Conditions of use of the stated third parties (in particular the payment allocation and modes) are clearly defined and ratified in written agreements that foresee the 231 and anticorruption clauses
- The payment proposal must be consistent with the services that are provided, both absolutely and in relation to the business value in question.

CIN prevents any recipient or third party from giving, promising to give, offering money or other benefits to directors, directors general, and executives in charge of drawing up accounts documents, auditors and liquidators or subject to the management or supervision of the above subjects, in the interest of or to the advantage of the same company.

No recipient must give or promise money or other benefits to a third party, knowing that part or all of the value will be transferred to one of the above-stated subjects, in violation of this procedure. The recipients must foresee that documentary proof (e.g. contracts, service agreements, financial documents, invoices etc) are recorded and saved, so they can justify payments to third parties.

In contracts with third parties, the contractual clauses 231 and anticorruption clauses must be entered by the CEO and anyone dealing with the purchases (as set out in the 231 contractual clauses protocol).



5.5. Charitable donations and Sponsorships

Charitable donations and sponsorships to association and other no-profit organisations are permitted in observance of the suitable preventive protocol.

However, charitable donations and sponsorships can configure as preparatory deeds to corruptions if granted unduly and without the respect of limits foreseen by procedures. Charitable donations and sponsorships of this type are forbidden. CIN only makes legal and ethical charitable donations and sponsorships

Charitable donations and sponsorships are subject to the requisites approved in the procedure "Money donations, gratuitous loan of goods, other benefits as set out in Model 231.

5.6. Funding of political parties

CIN maintains a neutral political position and refuses any funding to political parties with anything of value, also in the case when such action is authorised by local jurisdiction. CIN and the staff are not authorised to make political donations.

6. Roles and responsibilities

CIN's company bodies and staff must make sure they have read and observed the herein code of conduct, and each procedure consistent with these indications. Prevention, identification and information about official malpractice and other forms of corruption are the responsibility of all those who, employees or other recipients operate on behalf of CIN.

All recipients must avoid any activity that may suggest or lead to violating the herein procedure.

As soon as possible, the recipients must notify CIN's Supervisory Body of cases in which they believe or suspect that a violation of the herein code of conduct has occurred or will occur in the future.

CIN or any other recipient must not enact any forms of retaliation against anyone who have refused to commit acts or conduct in violation of the herein code of conduct.

Recipients can obtain clarification about any doubts about the applicability of the herein procedure or evaluation of conduct that may constitute official malpractice or corruption, contacting the CIN Supervisory Body.



Recipients must inform the Supervisory Body if they believe they have proposed a corruptive agreement, if they have been asked to do so, or if they suspect that it may happen in the future.

Recipients who refuse to accept or propose a corruptive agreement, or the ones who raise questions or refer to an illegal deed committed by another employee must not fear any repercussions.

CIN encourages transparency and will provide suitable support to anyone who raises any suspicions in good faith according to the herein code of conduct.

CIN must make sure that nobody suffers damaging treatment as a consequence of refusing to take part in a corruptive agreement or having referred a grounded suspicion of actual, potential or future corruption in good faith.

All the corporate bodies and staff must be aware of the undertaking by CIN towards fighting official malpractice and corruption. All recipients must therefore act in observance of the laws, regulations CIN's Code of Ethics and the herein procedure.

7. Information and awareness

CIN and the Staff Administration Department for it must:

- Guarantee knowledge by staff of the herein procedure via a suitable communication activity;
- Foresee obligatory training for all employees about the principles as set out in the herein code of conduct.

CIN, in its relations with third parties, where possible, will include specific contract clauses in the contracts, which inform about policies and procedures adopted by CIN, and also about the consequences that conduct that goes against these documents may have regarding said contracts.

8. Reports

Recipients must notify the Supervisory Body of all violations of the herein code of conduct.