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ORGANIZATION, MANAGEMENT AND CONTROL MODEL

SPECIAL PART

*pursuant to Legislative Decree 8 June 2001, n. 231
on the "Administrative Responsibility of Companies"*

Approved by the Sole Director on 14 July 2020

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DEFINITIONS

DECREE:

The Legislative Decree 8 June 2001, n. 231;

EMPLOYEES:

Unless otherwise specified, we mean persons who perform work for the Company, under the direction of the Company with a permanent or fixed-term contract. The definition therefore includes, by way of example but not limited to, managers, sector managers, employees and navigation personnel, whose employment relationships are governed by a National Collective Labor Agreement (CCNL), as well as temporary workers and trainees.

IT DOCUMENT

Any computer medium containing data or information with evidential value or programs specifically intended to re-elaborate them;

ADMINISTRATIVE OFFENSES:

According to Italian law, administrative offenses are understood to mean any violation of a legal rule for which an administrative penalty is envisaged. An example of an administrative offense is the one referred to in art. 187-quinquies of the Consolidated Law on Financial Intermediation Provisions (TUF) which punishes the entity with a pecuniary administrative sanction when this is committed in its interest or to its advantage by a person who holds the function of representation, administration, or management of the entity, or one of its organizational units, endowed with financial and functional autonomy, as well as by persons who exercise, even de facto, the management and control of the same or by persons subject to the management or supervision of one of the subjects referred to over it;

CONFINDUSTRIA GUIDELINES:

The Guidelines for the construction of organizational, management and control models pursuant to Legislative Decree 231/2001 approved by Confindustria on 7 March 2002 and subsequent amendments and additions;

ORGANIZATION AND MANAGEMENT MODEL OR MODEL:

This organization, management and control model as envisaged pursuant to Legislative Decree 231/2001;

SUPERVISORY BODY OR SB:

The Supervisory Body provided for by unilateral legal transaction, formalized before a notary, with which Elbana attributes powers of representation towards third parties; it differs from the "Delegation" which is an internal attribution of powers connected to the function, which for their exercise do not require a notarial power of attorney, incorporated in the corporate organizational communications system.

ATTORNEY:

OFFENSES:

the types of offenses provided for by Legislative Decree 231/01, also following subsequent amendments and additions;

SOCIETY:

ELBANA DI NAVIGAZIONE SPA

TOP MANAGERS:

Persons who perform functions of representation, administration or management of the company or one of its organizational and / or functional units, as well as persons who exercise, even de facto, the management or control of the company.

"SGI"

Integrated Management System for Quality, Environment and Health and Safety adopted by Elbana di Navigazione Spa

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Special Section "A" - Crimes in relations with the public administration

Introduction The concept of "corruption" referred to in Legislative Decree no. 231/2001 is restricted to "typical cases" (eg extortion, undue inducement to give or promise benefits and corruption, as well as corruption between private individuals, etc.), set out in the Decree itself, and limited to cases in which the Company obtains a benefit / advantage from the integration of the aforementioned types of offense, the latter being an essential prerequisite for ascertaining administrative liability of entities, companies and associations pursuant to Legislative Decree no. 231/2001. In the category of "corruption", pursuant to Law 190/2012, there are "not only the entire range of crimes against the public administration governed by Title II of Book II, but also the situations of" maladministration ", which include all cases of significant deviation, behaviors and decisions, from impartial care of the public interest, i.e. situations in which private interests improperly condition the action of administrations and entities, whether this conditioning has been successful, or if it remains at the level of attempt "; regardless of any advantage obtained by the Company as a result of the crime, since the same may have also suffered damage.

Special Part "A", therefore, illustrates the components of the Model adopted for the prevention of crimes in relations with the Public Administration, contemplated in Articles 24 and 25 of Legislative Decree 231/2001. Elbana di Navigazione, identifies the measures for the prevention of corruption crimes according to Law 190/2012.

For the purposes of a better understanding of the legislation on the administrative liability of entities, the crimes whose commission by persons attributable to the company can lead to the liability of the company itself are described below. In this case, it is a question of crimes in relations with the Public Administration, contemplated by articles 24 and 25 of Legislative Decree 231/2001, to which the cases of the attempt / art. 56 of the criminal code) and of participation of persons in the crime (art. 110 of the criminal code)

A.1 The type of crimes in relations with the Public Administration (articles 24 and 25 of the Decree)

With regard to this Special Section "A", a brief description of the offenses contemplated therein, indicated in Articles 24 and 25 of the Decree and divided between: potentially realizable offenses and offenses which, although they cannot be excluded tout court, have been considered remote in consideration of the activities carried out by the Company and in any case reasonably covered by compliance with ethical principles and rules behavioral rules set out in the Code of Ethics adopted by the Company. The identification of the areas of activity at risk of committing the envisaged offenses (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned offenses (Risk Assessment), were also carried out through interviews with the corporate subjects of each competent Function / Management,

The offenses that were considered potentially feasible are the following:

Embezzlement to the detriment of the State or the European Union (Article 316-bis of the Criminal Code)

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The offenses that were considered potentially feasible are the following:

Embezzlement to the detriment of the State or the European Union (Article 316-bis of the Criminal Code)

"Anyone, extraneous to the public administration, having obtained contributions, grants or loans from the State or other public body or from the European communities intended to favor initiatives aimed at the realization of works or the performance of activities of public interest, does not allocate them to the aforementioned purposes, is punished with imprisonment from six months to four years. "

This offense occurs in the event that, after receiving funding or contributions from the Italian State or the European Union, the sums obtained are not used for the purposes for which they were intended (the conduct, in fact, consists in having distracted, even partially, the sum obtained, without noting that the planned activity was carried out in any case). The crime is committed even if only a part of the funds received is diverted for other purposes, or even if the part used for the specific purpose has exhausted the work or initiative to which the entire sum was intended. Taking into account that the moment of the crime coincides with the execution phase.

Undue receipt of funds to the detriment of the State or the European Union (Article 316-ter of the Italian Criminal Code)

"Unless the fact constitutes the offense provided for by article 640-bis, whoever, by using or presenting false declarations or documents or certifying things that are not true, or by omitting due information, unduly obtains, for himself or for others, contributions, loans, soft loans or other disbursements of the same type, however denominated, granted or

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disbursed by the State, by other public bodies or by the European communities, is punished with imprisonment from six months to three years. When the unduly received sum is equal to or less than € 3,999.96, only the administrative sanction of payment of a sum of money from € 5,164 to € 25,822 is applied. However, this penalty cannot exceed three times the benefit achieved. "

This offense occurs in cases in which, through the use or presentation of false declarations or documents or through the omission of due information, contributions, loans are obtained without having the right to do so, for oneself or for others, subsidized loans or other disbursements of the same type granted or disbursed by the State, by other public bodies or by the European Union. In this case, contrary to what has been seen in relation to the previous point (art.316-bis), the use that is made of the disbursements is of no relevance, since the crime is committed when the loans are obtained, the consumptive moment it is therefore subsequent to disbursement. For example, it would fall into the present case if an employee, in order to obtain a loan from the company he depends on or from another associate,

It should be pointed out that this crime hypothesis constitutes a special hypothesis with respect to the broader case of aggravated fraud referred to in art. 640-bis of the Criminal Code. It will be a matter of undue receipt of funds to the detriment of the State, whenever the unlawful conduct is carried out with the specific procedures provided for by the law; instead, it will fall back to the hypothesis of aggravated fraud (more general and more serious case) if the deceptive tools used to obtain public funds are different from those considered in art. 316-ter and attributable to the notion of "tricks or deceptions" referred to in art. 640-bis.

The case in question is configured as a special hypothesis also in relation to the crime of fraud against the State (Article 640, paragraph 2, no. 1, of the criminal code) with respect to which the specializing element is no longer given by the type of artifice or deception, but rather by the type of profit obtained against the deceived public body. Profit which in the more general case just mentioned does not consist in obtaining a disbursement but in a generic profit of any other nature.

Fraud to the detriment of the State, another public body or the European Union (Article 640, paragraph 2, no. 1, of the criminal code)

"Anyone who, by artifice or deceit, by misleading someone, procures an unfair profit for himself or others with damage to others, is punished with imprisonment from six months to three years and a fine from € 51 to € 1,032. The penalty is imprisonment from one to five years and a fine from € 309 to € 1,549:

1. if the offense is committed to the detriment of the State or another public body or on the pretext of having someone exempt from military service. "

The case in point provides for a common crime that can be committed by anyone. The fact that it constitutes a crime consists in procuring an unjust profit for oneself or others to the detriment of another person (in this case the damage must be suffered by the State or another public body), inducing, by means of artifice or deception, some error. This offense can be committed, for example, in the event that, in the preparation of documents or data for participation in tender procedures, untrue information is provided to the Public Administration (for example supported by artificial documentation), in order to obtain the award of the race itself.

Aggravated fraud for obtaining public funds (Article 640-bis of the Italian Criminal Code)

"The penalty is imprisonment from one to six years and one proceeds ex officio if the fact referred to in article 640 concerns contributions, loans, soft loans or other disbursements of the same type, however denominated, granted or disbursed by the State, other public bodies or European communities. "

This offense occurs in the event that the fraud is carried out to unduly obtain public funds.

This case can occur in the event that tricks or deceptions are put in place, for example by communicating untrue data or by preparing false documentation, to obtain public funding.

It should be noted that the crime referred to in art. 640-bis assumes a general character, with respect to that envisaged and punished by art. 316-ter which instead assumes a subsidiary nature. Furthermore, the crime in question can easily concur with that referred to in art. 316-bis, as it can materialize conducts prodromal to the disbursement of the contribution distracted from the intended destination.

Computer fraud to the detriment of the State or other public body (Article 640-ter of the Criminal Code)

"Anyone who, in any way altering the functioning of an IT or telematic system or intervening without right in any way on data, information or programs contained in a computer or telematic system or pertinent to it, procures an unfair profit for himself or others with damage to others, is punished with imprisonment from six months to three years and with a fine from € 51 to € 1,032."

The case in question is aimed at repressing the hypothesis of illicit enrichment achieved by altering in any way the functioning of a computer or telematic system, an integrated conduct when an interference occurs with the regular performance of a data processing process in order to obtain a shift unjustified asset. Another way of carrying out the crime consists in the abusive intervention on data, programs or information contained in a computer or telematic system, an intervention through which the agent procures an unfair profit to himself or others to the detriment of others. It should

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be noted that the case in question is taken into consideration by the Decree only in the event that the fact is committed to the detriment of the State or other public body.

The crime of fraud has almost the same constituent elements of the fraud, except that the fraudulent activity does not involve a person, but a computer system through its manipulation; so that the case in point does not require that any error be made about the reality of the facts.

Extortion (Article 317 of the criminal code)

"The public official or the person in charge of a public service who, by abusing his quality or his powers, forces someone to give or promise unduly money or other benefits to him or to a third party is punished with imprisonment from six to twelve years."

This is a proper crime, that is, it can only be committed by an agent who qualifies as exercising a public function. To this it must be added that the abuse of its quality or powers is required as a constitutive element of the case in question. As far as quality is concerned, it is believed that the abuse relates to acts falling within the functional competence of the public official, it being sufficient that the objective quality validates or renders credible the existence of a specific competence which is instead of mere fact. On the other hand, with regard to the abuse of powers, the ability to exercise them legitimately is required upstream, as they fall within the limits of competence, and consists in the exercise of the power, of which the subject is invested, differently from the purpose for which the law gave it to him. Until 2012, the law in question contemplated two different types of extortion: by compulsion and by induction. Article. 1 of the 6 November 2012, n. 190 eliminated the reference to induction, which is now regulated separately in art. 319 quater. Here, therefore, only compulsory extortion is regulated, which occurs if the subject exercising a public function obliges someone with violence or threatens to carry out an action that otherwise he would not have carried out, thus placing him in a position of subjection. In these cases, the victim is not necessarily devoid of any power of self-determination (absolute compulsion), but a relative compulsion can also be recognized, that is, the victim may have a freedom of choice between the threatened evil and the negative consequences that he would suffer in the event of his refusal. The event of the crime is represented by the undue giving or promise of money or other benefits, both of which must be conditioned by the constraint of the taxable person or a third party, even unaware of this coercion, and undue, or not due in whole or in part by law or by custom. Both are then to be considered, alternatively, suitable to integrate the typical case. While there is no doubt about the concept of money, we discuss the concept of other utilities. According to the prevailing jurisprudence and part of the doctrine this would be identifiable only with the advantages that could derive from it for the assets or the person of the agent. Others believe, on the other hand, that the concept of utility should be understood in a broader sense, that is, therefore, including any form of advantage or pleasure, even the most reprehensible ones. In the event of a conviction for the crime in question, art. 32 quater or the application of the accessory penalty of inability to contract with the PA

Corruption for the exercise of the function or corruption for an act contrary to official duties (articles 318-319 of the criminal code)

"The public official who, for the exercise of his functions or powers, unduly receives, for himself or for a third party, money or other benefits, or accepts the promise, is punished with imprisonment from three to eight years."

"The public official, who, in order to omit or delay or for having omitted or delayed an act of his office, or to perform or for having performed an act contrary to his duties of office, receives, for himself or a third party, money or other usefulness, or accepts the promise, is punished with imprisonment from six to ten years";

This offense occurs in the event that a public official receives, for himself or for others, money or other benefits to perform, omit or delay acts of his office (determining an advantage in favor of the bidder). The activity of the public official can be expressed both in a due act (for example: speeding up a practice whose evasion is within his competence), and in an act contrary to his duties (for example: public official who accepts money to guarantee the award of a tender). The bestowal or promise does not require any particular form and must be determined or determinable. This crime hypothesis differs from extortion, as there is an agreement between the corrupt and the corrupter aimed at achieving a mutual advantage,

The offense does not occur if the conduct of the private individual remains unknown to the public official or to the person in charge of a public service. On the contrary, for the existence of the offense against the briber, if it is certain that the corrupt official is involved, it is irrelevant that the latter remains unknown or that he is or is not known and by name identified or designated by rank and duties.

The notion of a public official is that of Art. 357 cp

Aggravating circumstances (Article 319-bis of the Italian Criminal Code)

There is an aggravating circumstance:

"If the fact referred to in article 319 has as its object the granting of public employment or salaries or pensions or the stipulation of contracts in which the Administration to which the public official belongs is interested".

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The penalty is increased if the fact referred to in Article 319 of the Criminal Code has as its object the granting of public employment or salaries or pensions or the stipulation of contracts in which the administration to which the public official belongs is concerned, as well as the payment or refund of taxes.

Corruption in judicial acts (Article 319-ter of the Italian Penal Code)

"If the facts indicated in articles 318 and 319 are committed to favor or damage a party in a civil, criminal or administrative trial, the penalty of imprisonment from six to twelve years is applied".

This offense occurs in the event that the facts indicated in Articles 318 and 319 of the criminal code are committed to favor or damage a party in a civil, criminal or administrative trial.

The law does not distinguish, as possible perpetrators of the crime, between public officials of different kinds. This conduct is therefore conceivable, for example, in the event that Elbana di Navigazione is involved in a civil or criminal case and, in order to obtain an advantage for itself, bribes a public official in order to create an advantage in the proceedings. The offense of bribery in judicial acts can be committed against judges or members of the Arbitration Board competent to judge on disputes / arbitration in the interest of the Entity (including auxiliaries and official experts), and / or representatives of the Public Administration, when this is a party in the dispute, in order to illegally obtain favorable judicial and / or out-of-court decisions.

Undue inducement to give or promise benefits (319-quater of the criminal code)

"1. Unless the fact constitutes a more serious crime, the public official or the person in charge of a public service who, by abusing his quality or his powers, induces someone to give or promise unduly money or other benefits to him or to a third party with imprisonment from six years to ten years and six months. 2. In the cases provided for in the first paragraph, anyone who gives or promises money or other benefits is punished with imprisonment for up to three years."

This offense occurs, unless the fact constitutes a more serious offense, in the event that the public official or the person in charge of a public service, by abusing his quality or his powers, induces someone to give or promise unduly to him or to a third party, money or other benefits.

Bribery of a person in charge of a public service (Article 320 of the criminal code)

"The provisions of articles 318 and 319 apply even if the offense is committed by a person in charge of a public service".

The provisions referred to in Articles 318 and 319 of the criminal code also apply to the person in charge of a public service.

Penalties for the briber (Article 321 of the criminal code)

The penalties established in the first paragraph of article 318, in art. 319, in art. 319- bis, in article 319-ter and in art. 320 of the Criminal Code in relation to the aforementioned hypotheses of Articles 318 and 319 of the Criminal Code, also apply to anyone who gives or promises money or other benefits to a public official or person in charge of a public service.

Incitement to corruption (Article 322 of the criminal code)

"Anyone who offers or promises money or other benefits not due to a public official or to a person in charge of a public service who holds the quality of public employee, for the exercise of his functions or powers, is subject, if the offer or the promise is not accepted, to the penalty established in the first paragraph of article 318, reduced by one third. If the offer or promise is made to induce a public official or a person in charge of a public service to omit or delay an act of his office, or to do an act contrary to his duties, the guilty subject, if the offer or the promise is not accepted, to the penalty established in article 319, reduced by one third."

This offense is committed against anyone who offers or promises money or other benefits not due to a public official or person in charge of a public service who acts as a public employee to induce him to perform, omit or delay an act of his office, or to do an act contrary to his duties and such offer or promise is not accepted.

As for the consuming moment, it is a crime of mere conduct, which is committed, respectively, with the offer or promise of utility or with the solicitation of the promise or bestowal, which obviously must not be accepted. This situation, for example, can arise when the offer made to an official to secure the award of a tender, or an advantage that is economically assessable, also in terms of savings, which obviously results in the refusal of the official himself.

Trafficking of illicit influences (Article 346 bis of the Criminal Code)

"Anyone, apart from cases of participation in the crimes referred to in articles 318, 319, 319-ter and in the corruption crimes referred to in article 322-bis, exploiting or boasting existing or alleged relationships with a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, improperly causes to give or promise, to itself or to others, money or other benefits, as the price of its illicit mediation towards a public official or a person in charge of a public service or one of the other subjects referred to in article 322-bis, or to remunerate him in relation to the exercise of his functions or powers, is punished with imprisonment from one year to four years and six months. 2. The same penalty is applied to anyone who unduly gives or promises money or other benefits. 3. The penalty

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is increased if the person who unduly has money or other benefits given or promised to himself or to others holds the status of public official or person in charge of a public service. 4. The penalties are also increased if the facts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other subjects referred to in Article 322-bis in relation to performance of an act contrary to official duties or to the omission or delay of an act of his office. 5. If the facts are particularly tenuous, the penalty is reduced. " The penalties are also increased if the facts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other subjects referred to in Article 322-bis in relation to the fulfillment of an act contrary to official duties or to the omission or delay of an act of his office. 5. If the facts are particularly tenuous, the penalty is reduced. " The penalties are also increased if the facts are committed in relation to the exercise of judicial activities or to remunerate the public official or the person in charge of a public service or one of the other subjects referred to in Article 322-bis in relation to the fulfillment of an act contrary to official duties or to the omission or delay of an act of his office. 5. If the facts are particularly tenuous, the penalty is reduced. "

The offense in question occurs if it is committed by a person who is in any case linked to the company who has contributed, through his illicit act, to bringing an illicit advantage to the company itself or has implemented it in the interest of the latter. The illicit mediator between the company and the person with public authority can, indeed, be a private person incardinated with that company and, therefore, act in the interest of the company in which he is based, as well as its financier.

A.2 Areas at risk

The crimes considered above have as a prerequisite the establishment of relations with the Public Administration (understood in a broad sense and such as to also include the Public Administration of foreign States).

Taking into account the multiplicity of relationships that Elbana di Navigazione maintains with Public Administrations or with subjects that perform a public function or a public service, the processes considered more specifically at risk are confirmed as identified in the previous evaluation activity of the General Part.

The areas of activity considered more specifically at risk for the purposes of this Special Section "A" are:

Management of institutional "high profile" relationships with subjects belonging to the public administration

Management of "high profile" institutional relationships with Institutional Bodies and / or Territorial Bodies (eg Ministry of Infrastructure and Transport, Ministry of the Environment, Region, Province, Municipality) and other sector Bodies (eg ARPA - Regional Agency Environmental Protection, Port System Authority etc.).

○ Management of relations with public officials, by way of example, of the Guardia di Finanza and other public security authorities, the Revenue Agency, and the competent bodies in fiscal and tax matters, also on the occasion of audits, inspections and assessments (also in the case of or checks and verifications regarding compliance with the conditions and conditions provided for by current legislation, even in the case of facilitated hiring). In detail:

✓ Customs Agency and Ministry of Economic Development for the preparation and transmission of information aimed at obtaining the necessary authorizations for the export of goods, also on the occasion of inspections;

✓ Port System Authority for the transmission of information aimed at obtaining the necessary authorizations for the company's port activities;

✓ Revenue Agency for sending declarations and other mandatory obligations;

✓ INPS, INAIL, ASL, Provincial Labor Directorate, for the fulfillment of personnel management obligations (also in the case of hiring personnel belonging to protected categories) and health and safety in the workplace;

✓ Competent Chambers of Commerce (CCIAA) for corporate and accounting obligations;

✓ Guarantor Authority for the Protection of Personal Data, regarding the management of information relating to customers and staff;

✓ Fire Brigade to obtain certifications.

○ Coordination and supervision of the Company's legal representation activities carried out by appointed external lawyers, management of out- of-court activities and signing of judicial and extra-judicial settlements.

○ Management of relations with judges, with their technical consultants and with their auxiliaries, in the context of judicial proceedings (civil, criminal, administrative), with particular reference to the appointment of lawyers and technical and party consultants.

● Management of authorizations issued by PA and related supervisory activity. The process includes:

✓ the design of the service;

✓ the exercise of the power of representation and corporate signature;

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- ✓ the management of legal or legal obligations, connected to the core business, in the field of environmental protection, job protection, workplace safety, privacy, fiscal and tax obligations;
- ✓ the preparation and transmission of information and documentation to public bodies in relation to the above, also through forms of self- certification or with the mediation of consultants with specific skills;
- Management of relations with the competent public bodies for the fulfillment of the formalities necessary for the request for funding and preparation of the related documentation
 - Management of relations with officials of public funding, national and supranational bodies (eg. European Community, Ministries, Regions), for the achievement of subsidized and / or non-repayable loans (eg. Regional Operational Plans, investments) in the context of:
 - ✓ Presentation of the request;
 - ✓ Self-certification of the qualities required by the Calls;
 - ✓ Checks and checks on the correct use of the loan, compliance with the procedures envisaged for the implementation of the project and the truthfulness of what was declared during the reporting phase.
 - ✓ Preparation of the economic and technical documentation required by the call for applications necessary to obtain the loan.
 - ✓ Reporting to the supplying body / concessionaire regarding the use of the funds obtained.
 - ✓ Management and use of the obtained financing.
 - Management of contractual activities with the Public Administration, in procurement relationships, for any tenders launched by Elbana di Navigazione and for direct commercial relationships with the PA
 - Preparation of the documentation required by current legislation in the field of tenders;
 - Reporting to the Entity of the activity carried out as per contract.
 - Management of the security system pursuant to Legislative Decree 81/08 (consolidated text on security)
 - Management of relations with the supervisory authorities regarding the protection of health and safety at work, also during checks and inspections, on the occasion of, by way of example:
 - ✓ Fulfillments provided for by Legislative Decree 81/2008 - Consolidated Law on Safety in the Workplace
 - ✓ Relative inspections in the field of safety, health, hygiene in the workplace;
 - ✓ Obtaining the Fire Prevention Certificate;
 - ✓ Health authorization.
 - Management of the corporate ITC and management of the obligations relating to privacy to ensure lawful and legitimate processing of data and in compliance with the safety standards prescribed by law.
 - Preparation of the documentation required by current legislation in the field of IT security and the right to confidentiality;
 - Reporting to the Entity of the activity carried out in the event of control and accident.

From the examination of the possibility of integrating the corruption phenomenon pursuant to Law no. 190/2012, the staff of Elbana di Navigazione in command of the boats used for the activity carried out, who operate with the qualification of Captain, perform the role of Public Official, in the exercise of public functions of which the captain is invested (art. 292-bis of the naval code); these processes are therefore sensitive to the commission of the crimes in question if the active subject is a Public Official.

In addition to the aforementioned sensitive activities, the following are processes that are instrumental to the commission of crimes of a corrupt nature:

- Administrative management of personnel: the data contained in the personal data and in the salaries / payslips could be altered in order to set up hidden funds to be used for the finalization of corrupt practices, against subjects belonging to public bodies.
- Management of gifts and entertainment expenses. Usually the relationships with third parties (customers, suppliers, representatives of Public Administrations, etc.) do not provide for the enhancement of the corporate image by means of

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donations and offers, albeit of modest value. However, the process in question, by its nature, can abstractly and hypothetically constitute a counterpart for corrupt agreements.

- Management of donations and other donations: this process, by its nature, can also abstractly and hypothetically constitute a counterpart for corrupt agreements.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

A.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients of the Model are required to comply with for the correct application of the Model;
- Provide the Supervisory Body and the managers of the other corporate functions called to cooperate with it with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general internal control principles set out in the General Part (see Chapter 4), this Special Section provides for the express prohibition for the Recipients of the Model to:

- Engage in conduct such as to integrate the types of offenses considered above;
- Engage in conduct which, although they are such as not to constitute in themselves offenses falling within those considered above, may potentially become such;
- Establish any situation of conflict of interest with the Public Administration in relation to the provisions of the aforementioned offenses.

The objective of this Special Part is that all Recipients adopt rules of conduct that comply with the provisions of the same in order to prevent the occurrence of the crimes provided for in the Decree and in particular they are required to observe, in addition to the general control principles set out in the General Part (see Chapter 4), the following principles:

- Strict observance of all laws and regulations governing company activities, with particular reference to activities that involve contacts and relations with the Public Administration;
- Establishment and maintenance of any relationship with the Public Administration on the basis of criteria of maximum correctness and transparency;
- Establishment and maintenance of any relationship with third parties in all activities relating to the performance of a public function or a public service on the basis of criteria of correctness and transparency that guarantee the good performance of the function or service and the impartiality in carrying out the same.

Consequently, it is forbidden:

- Engage, collaborate with or cause the carrying out of behaviors such that, considered individually or collectively, they directly or indirectly integrate the offenses falling within those considered above (articles 24 and 25 of the Decree);
- Violating the rules contained in the procedures, in the Disciplinary Regulations and in general in the documentation adopted in implementation of the reference principles provided for in this Special Section;
- Violating the principles and rules set out in the Code of Ethics.
- Make, receive or solicit donations of money, gifts or other advantages, where they go beyond normal commercial practices and courtesy to public officials;
- Distribute gifts outside of the provisions of company practice (i.e., according to the provisions of the Code of Ethics, any form of gift offered or received, exceeding normal commercial or courtesy practices, or in any case aimed at acquiring favorable treatment of any business activity). In particular, any form of gift to Italian and foreign public officials (even in those countries where the giving of gifts is a widespread practice), or to their family members, which could influence the independence of judgment or induce to ensure any advantage for the company. The gifts allowed are always characterized by the smallness of their value or because they are aimed at promoting initiatives of an artistic nature (for example, the distribution of art books), or the brand image of the Company. The gifts offered - except those of modest value - must be adequately documented to allow the required checks;

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- Granting other advantages of any kind (promises of employment, etc.) in favor of representatives of the Public Administration that can determine the same consequences as provided for in the previous point;
- Perform services in favor of consultants, partners and suppliers that are not adequately justified in the context of the contractual relationship established or in relation to the type of assignment to be performed;
- Selecting and entrusting tasks, in violation of internal provisions, to consultants or third parties in order to obtain an undue advantage as consideration for an illicit mediation towards a public entity;
- Submit untruthful statements to national or EU public bodies in order to obtain public grants, contributions or subsidized loans;
- Allocate sums received from national or EU public bodies as grants, contributions or loans for purposes other than those for which they were intended;
- Receive or solicit donations of money, gifts, presents or advantages of any other nature, where they exceed normal commercial and courtesy practices; anyone who receives gifts or benefits of any other nature not included in the permitted cases, is required, according to the established procedures, to notify the SB;
- Alter the functioning of information and telematic systems or manipulate the data contained therein;
- Those who carry out a control and supervision function on the obligations connected with the performance of the aforementioned activities (payment of invoices, destination of loans obtained from the State or from EU bodies, etc.) must pay particular attention to the implementation of the obligations themselves and report immediately any irregular situations to the SB;
- Exploiting or boasting a relationship with a public entity or carrying out improper negotiation, for the undue obtaining of advantages by a third party as consideration for one's illicit mediation towards the public agent.
- In relations with interlocutors belonging to the Public Administration, it is forbidden to carry out unjustified entertainment expenses (travel reimbursement, stays, etc.);
- Furthermore, towards the Public Administration it is expressly forbidden to:
 - Exhibit incomplete documents and data and / or communicate false and altered data;
 - Subtract or omit the presentation of true documents;
 - Omit due information;
- During civil, criminal or administrative trials, it is forbidden to carry out (directly or indirectly) any activity that may favor or damage one of the parties involved;
- In particular, by way of example only and not exhaustive, it is forbidden to give, promise or give money or other benefits to judges, arbitrators, registry officials, experts, witnesses, etc., or to persons indicated by these subjects, as well as adopting behaviors - also through third parties (eg external professionals) - contrary to the law and to company controls, to unduly influence the decisions of the judicial body or the positions of the Public Administration, when this is a party in the dispute;
- It is also forbidden to unduly favor the interests of the Company by inducing with violence or threat, or, alternatively, with an offer of money or other benefits, not to make declarations or to make false declarations the person called to make declarations before the Judicial Authority that can be used in a criminal case;
- As part of the inspections carried out by the supervisory authorities at the Elbana headquarters, the presence of at least two persons belonging to the structure or to the navigation means concerned by the inspection must be ensured, except for particular situations for which it must be dated express and timely communication to the supervisory body.

Consequently, the Company complies with the following behavioral principles:

- ✓ principle of separation of roles and responsibilities;
- ✓ principle of attribution of proxies and signature powers in accordance with the Articles of Association and applicable legal provisions;
- ✓ principle of specific and clear indication of the delegated subjects, of the competences required of the recipients of the delegation and of the respective powers assigned;

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- ✓ principle according to which the proxies and powers of signature must be consistent with the organizational responsibilities assigned;
- ✓ principle of coherence of proxies towards the outside with the system of proxies;
- ✓ principle according to which delegated powers and signature powers must be adequately documented; the principle according to which proxies and signatory powers must be consistent with the organizational responsibilities assigned;
- ✓ principle of clear definition and knowledge of powers and responsibilities within the company organization;
- ✓ suitable mechanisms for advertising the powers of attorney to third parties;
- ✓ principle of compliance by the delegated party / attorney / instore with the legislation and regulations in force, as well as with any measures relating to sanctions or interdicted precautionary measures;
- ✓ identification of the subjective requirements of the delegates / attorneys / agents, the procedures for verifying the possession by the delegates / attorneys / agents of these requirements and the specific control procedures for the requirements themselves.

A.4 Supervisory function

For each area at risk, as identified in point A.2, the Sole Director or the Head of the sector of the company, or a Manager appointed by the latter, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the Referent and Head of the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

A.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control Tools, indicated in the General Part of the Organization, Management and Control Model below:

- Consultancy and Professional Assignments to third parties;
- Purchase of Goods and Services;
- Reimbursement of expenses, advances and entertainment expenses;
- Litigation management;
- Monetary and Financial Flows;
- Management of Donations, Sponsorships, Gifts and Gifts;
- Selection, hiring and management of employees;
- Relations with the Public Administration, with the Supervisory Authorities and the Public Safety Authorities.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 - Personnel management
- PO-01 Professional profiles, tasks and responsibilities
- PO-02- Relations with the public administration

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- PO-03 - Subsidized Loans
- PO-04 - Donations and sponsorships
- PO-05 - Preparation of the budget
- PO-06- Purchases of goods, services and consultancy
- PO-10 - Monetary and financial flows
- PO- Procurement

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Special section "B" - Corporate offenses

B.1 The types of corporate offenses (Article 25-ter of the Decree)

With regard to his Special Section "B", a brief description of the offenses contemplated therein and indicated in art. 25-ter of the Decree (hereinafter the "Corporate Offenses") and divided between: potentially realizable offenses and offenses which, although they cannot be excluded tout court, were considered remote in consideration of the activities carried out by the Company and in any case reasonably covered compliance with the ethical principles and rules of conduct set out in the Company's Code of Ethics. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, was also carried out through interviews with the company subjects of each competent Function / Management, However, a brief examination of the nature of these types of crime deserves preliminary.

In the category of "corruption" pursuant to Law 190/2012, they note "not only the entire range of crimes against the public administration governed by Title II of Book II, but also situations of " bad administration ", which include all the cases of significant deviation of behaviors and decisions, from the impartial care of the public interest, i.e. situations in which private interests improperly condition the action of administrations and entities, whether this conditioning has been successful, or in the event that remain at the level of attempt "and regardless of any advantage obtained by the Company as a result of the crime and even if the same company may have also suffered damage.

This part of the document therefore illustrates the components of the Model adopted for the prevention of corporate crimes, including crimes of a corrupt nature pursuant to art. 2635 of the Italian Civil Code and 2635-bis of the Italian Civil Code, referred to in Article 25-ter of Legislative Decree 231/2001.

The offenses that were considered potentially feasible are the following:

False corporate communications (Article 2621 of the Italian Civil Code)

"Outside the cases provided for by article 2622, the directors, general managers, managers responsible for preparing the corporate accounting documents, statutory auditors and liquidators, who, in order to obtain an unfair profit for themselves or others, in the financial statements, in the reports or in other corporate communications directed to shareholders or the public, as required by law, knowingly expose material facts that are not true or omit material facts whose disclosure is required by law on the economic, patrimonial or financial situation of the company or of the group to which it belongs, in a concretely suitable way to mislead others, are punished with imprisonment from one to five years. The same penalty is also applied if the falsehoods or omissions concern assets owned or administered by the company on behalf of third parties."

The offenses provided for by art. 2621 can only be committed by the directors, general managers, managers in charge of preparing the corporate accounting documents, statutory auditors or liquidators of the Entity. The punishment is also extended to the case in which the information relates to assets owned or administered by the company on behalf of third parties.

Minor events (Article 2621 bis of the Italian Civil Code)

"Unless they constitute a more serious offense, the penalty from six months to three years of imprisonment is applied if the facts referred to in Article 2621 are minor, taking into account the nature and size of the company and the methods or effects of conduct."

The material object of the offense is the financial statements, reports, corporate communications, provided for by law, addressed to the shareholders. With regard to the latter, the diction of the law manifests the will of the legislator to exclude from the case in point interorganic communications and communications with a single recipient, public or private. The former (inter-organizational communications) include all communications that occur between different company bodies, typically between the management body and the control body. Consider, for example, the falsehoods in the draft financial statements and in the directors' report to the Board of Statutory Auditors, pursuant to art. 2429 of the Italian Civil Code. In this case, such conduct may be relevant pursuant to and within the limits of the case of impeded control, pursuant to art. 2625 cc In relation to the latter, or among the communications with a single recipient, one thinks, for private subjects, of the false representation of the financial situation of the company, presented by the directors to credit institutions, in order to obtain financing. In this case, the conduct will find protection in the context of the crime of fraud pursuant to art. 640 of the Criminal Code With regard to public entities, on the other hand, it is only necessary to specify that, among these, the Tax Administration does not fall. In fact, there is an alternative between false corporate communications and fraudulent or unfaithful tax returns or VAT, which fall within the category of illegal tax crimes, pursuant to art. 25-quinquiesdecies. For the purposes of punishment, such falsehoods or omissions must be "concretely" capable of misleading others. The clarification of the requirement of

Prevention of control (Article 2625 of the Italian Civil Code)

"The directors who, by concealing documents or with other suitable devices, prevent or otherwise hinder the performance of the control activities legally attributed to the shareholders, or to other corporate bodies, are punished with a pecuniary

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administrative sanction of up to 10,329 euros. 3 If the conduct has caused damage to the shareholders, a term of imprisonment of up to one year is applied and a complaint is filed by the injured party. The penalty is doubled in the case of companies with securities listed on regulated markets in Italy or in other states of the European Union or disseminated to the public to a significant extent pursuant to article 116 of the consolidated act as per legislative decree 24 February 1998, n. 58."

This offense consists in preventing or hindering, by concealing documents or other suitable devices, the performance of the control activities legally attributed to the shareholders or other corporate bodies if such conduct has caused damage to the shareholders.

The offense can only be committed by the directors.

Also, in this case the difference between the contravention (and danger) hypothesis, which is consummated with the tout court implementation of the conduct, and the criminal hypothesis which is consummated with the further element of pecuniary damage to the recipients of the falsified communication applies. or reticent.

By express provision of art. 25ter of the Legislative Decree n. 231/2001, the company has administrative responsibility only in the event that one of the crimes referred to above is committed in the form of a crime and not a contravention, that is to say when the conduct is aggravated by damage - even non-pecuniary - to the shareholders.

Undue return of contributions (Article 2626 of the Italian Civil Code)

"Directors who, except in cases of legitimate reduction of share capital, return, even simulated, the contributions to the shareholders or release them from the obligation to make them, are punished with imprisonment for up to one year."

The offense referred to in art. 2626 of the civil code, occurs in the event that the directors, except in cases of legitimate reduction of the share capital, return, even simulated, the contributions to the shareholders or release them from the obligation to make them.

Given the presence, in the reformed penal system, of art. 2629 (referred to below), it must be concluded that the present case sees violations of the reduction procedures (art. 2445 of the Italian Civil Code) other than those set for the specific protection of creditors incriminated.

Illegal distribution of profits or reserves (Article 2627 of the Italian Civil Code)

"Unless the fact constitutes a more serious offense, the directors who distribute profits or advances on profits not actually earned or destined by law to reserves, or who distribute reserves, even if not constituted with profits, which cannot be distributed by law, are punished with imprisonment for up to one year. The return of profits or the replenishment of reserves before the deadline set for the approval of the financial statements extinguishes the offense. "

The offense referred to in art. 2627 of the civil code, occurs in the event that the directors distribute profits or advances on profits not actually earned or destined by law to reserves, or distribute reserves, even if not constituted with profits, which cannot by law be distributed. that the return of profits or the replenishment of reserves before the deadline set for the approval of the financial statements extinguishes the offense.

Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code)

"Directors who, in violation of the provisions of the law protecting creditors, carry out reductions in share capital or mergers with other companies or demergers, causing damage to creditors, are punished, upon complaint by the injured party, with imprisonment from six months to three years. Compensation for damage to creditors before judgment extinguishes the crime."

This offense consists in carrying out, in violation of the provisions of the law for the protection of creditors, reductions in share capital or mergers with other companies or divisions, such as to cause damage to creditors. to creditors before judgment extinguishes the offense.

Fictitious capital formation (Article 2632 of the Italian Civil Code)

"The directors and contributing shareholders who, even in part, fictitiously form or increase the share capital through the attribution of shares or quotas to an overall extent exceeding the amount of the share capital, reciprocal subscription of shares or quotas, significant overvaluation of the contributions of assets in nature or credits or the company's assets in the event of transformation, are punished with imprisonment for up to one year."

The offense referred to in art. 2632 of the Italian Civil Code, occurs in the event that the directors and conferring shareholders form or increase, even in part, the share capital by means of the attribution of shares or quotas to an overall extent greater than the amount of the share capital, reciprocal subscription of shares, significant overestimation of the contributions of assets in kind or credits or of the company's assets in the event of transformation.

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Obstacle to the exercise of the functions of the public supervisory authorities (Article 2638 of the Italian Civil Code)

The punishment is also extended to the case in which the information relates to assets owned or administered by the company on behalf of third parties. The directors, general managers, managers responsible for preparing corporate accounting documents, statutory auditors and liquidators of companies, or entities and other subjects subject to the law by the public supervisory authorities or subject to obligations in their comparisons, which, in any form, even by omitting the communications due to the aforementioned authorities, knowingly obstruct their functions. The penalty is doubled in the case of companies with securities listed on regulated markets in Italy or in other states of the European Union or disseminated to the public to a significant extent pursuant to article 116 of the consolidated act as per legislative decree 24 February 1998, n. 58.

The offense in question is committed in the event that, with the specific purpose of hindering the exercise of the functions of the public supervisory authorities, material facts that are not true, even if subject to the law, are exposed during communications due to them by virtue of the law. of evaluation, or conceal, totally or partially, by fraudulent means, facts that it was required to communicate, about the patrimonial, economic or financial situation of the company, even if the information concerns assets owned or administered by the company on behalf of third parties. The punishment is also extended to the case in which the information relates to assets owned or administered by the company on behalf of third parties.

Corruption between private individuals (2635 cc)

"1. Unless the fact constitutes a more serious offense, the directors, general managers, managers responsible for preparing corporate accounting documents, statutory auditors and liquidators, of companies or private entities that, even through third parties, solicit or receive, for themselves or for others, money or other benefits not owed, or accepting the promise, to perform or omit an act in violation of the obligations inherent in their office or the obligations of loyalty, are punished with imprisonment from one to three years. The same penalty is applied if the offense is committed by someone who exercises management functions other than those of the subjects referred to in the previous sentence in the organizational context of the company or private body. 2. The penalty of imprisonment of up to one year and six months is applied if the offense is committed by whoever is subject to the management or supervision of one of the subjects indicated in the first paragraph. 3. Whoever, even through an intermediary, offers, promises or gives money or other benefits not due to the persons indicated in the first and second paragraphs, is punished with the penalties provided for therein."

In this case subject to reform, the bribery agreement is reached by including in passive bribery also the solicitation of money or other benefits not owed by the "intraneous" subject, if it is followed by the conclusion of the bribery agreement by promise or bestowal of what is required; and also extending the case of active corruption to the offer of unpaid benefits by the outsider, if it is accepted by the "intraneous" subject. Furthermore, among the methods of conduct, both in the active and in the passive hypothesis, the commission of the same through a third party is envisaged. The new formulation also extends the number of active subjects by including among the perpetrators of the crime, in addition to those who hold top management or control positions, also those who carry out work activities with the exercise of managerial functions in companies or private entities. Finally, it is significant that in the new text of art. 2635 of the Italian Civil Code, the reference to the need that the conduct "causes harm to the company" disappears, with the consequent transformation of the case from a crime of damage to a crime of danger.

Incitement to corruption between private individuals (Article 2635 bis of the Italian Civil Code)

"Anyone who offers or promises money or other benefits not due to the directors, general managers, managers in charge of preparing corporate accounting documents, auditors and liquidators, companies or private entities, as well as to those who work in them with the exercise of managerial functions, in order to perform or omit an act in violation of the obligations inherent in his office or the obligations of loyalty, if the offer or promise is not accepted, he is subject to the penalty established in the first paragraph of the article 2635, reduced by one third."

The penalty referred to in the first paragraph applies to directors, general managers, managers responsible for preparing corporate accounting documents, auditors and liquidators, of companies or private entities, as well as to those who work in them with the exercise of managerial functions, which solicit for themselves or for others, including through a third party, a promise or donation of money or other benefits, to perform or to omit an act in violation of the obligations inherent in their office or the obligations of loyalty, if the solicitation is not accepted. A complaint is made by the injured party.

Unlawful influence on the shareholders' meeting (art. 2636 cc)

"Whoever, with simulated or fraudulent acts, determines the majority in the meeting, in order to procure an unfair profit for himself or others, is punished with imprisonment from six months to three years."

The offense is committed when the majority in the assembly is determined by simulated acts or by fraud (i.e. deception and misleading someone), with the aim of obtaining, for oneself or for others, an unjust profit. The crime can be committed by anyone.

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B.2 Areas at risk

In relation to the crimes and criminal conduct described above, the areas of activity considered more specifically at risk, for the purposes of this Special Part "B" of the Model, and the related "sensitive activities", are the following:

- Management of institutional "high profile" relationships with subjects belonging to the public administration
- Management of relations with public officials, by way of example, of the Guardia di Finanza and other public security authorities, the Revenue Agency, and the competent bodies in fiscal and tax matters, also on the occasion of audits, inspections and assessments (also in the case of or checks and verifications regarding compliance with the conditions and conditions provided for by current legislation, even in the case of facilitated hiring). In detail:
 - ✓ Customs Agency and Ministry of Economic Development for the preparation and transmission of information aimed at obtaining the necessary export authorizations, also on the occasion of inspections;
 - ✓ Port System Authority for the transmission of information aimed at obtaining the necessary authorizations for the company's port activities;
 - ✓ Revenue Agency for sending declarations and other mandatory obligations;
 - ✓ INPS, INAIL, ASL, Provincial Labor Directorate, for the fulfillment of personnel management obligations (also in the case of hiring personnel belonging to protected categories) and health and safety in the workplace;
 - ✓ Competent Chambers of Commerce (CCIAA) for corporate and accounting obligations;
 - ✓ Guarantor Authority for the Protection of Personal Data, regarding the management of information relating to customers and staff;
 - ✓ Fire Brigade to obtain certifications.
- Management of authorizations issued by PA and related supervisory activity. The process includes:
 - ✓ the design of the service;
 - ✓ the exercise of the power of representation and corporate signature;
 - ✓ the management of legal or legal obligations, connected to the core business, in the field of environmental protection, job protection, workplace safety, privacy, fiscal and tax obligations;
 - ✓ the preparation and transmission of information and documentation to public bodies in relation to the above, also through forms of self-certification or with the mediation of consultants with specific skills;
- Legal affairs and litigation management
- o Management of relations with third parties for the definition of pre-litigation situations or litigation undertaken against the Company.
- Personnel selection and hiring and administrative management
 - Management of personnel administration, with particular reference to the activities of:
 - Staff selection and hiring;
 - Employee registry management (modification of personal data, salary, CV, etc.);
 - Shifts management of navigation personnel;
 - Management of attendance, leave, holidays and overtime;
 - Payroll processing and related registration;
 - Evaluation of the necessary requirements for the required profiles;
 - Staff performance evaluation;
 - Travel authorization;
 - Verification of correspondence between final expenses and supporting documentation;

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- Reimbursement of expense reports.
- Management of analytical and general accounting and preparation of the financial statements
- General accounting management, with particular reference to the activities of:
 - Detection, classification and control of all management events with administrative and economic implications;
 - Correct maintenance of administrative relations with third parties (e.g. customers, suppliers) and related accounting management of debit / credit items;
 - Administrative and accounting management of assets;
 - Assessments of all other administrative events during the year (eg personnel costs, contractual penalties, loans and receivables and related interests, etc.);
 - Verification of data coming from the feeding information systems;
 - Capital operations and asset management.
- Custody and keeping of the Accounting and Social Books and management of relations with the Board of Statutory Auditors, the Independent Auditors and the Shareholders, in the exercise of the control powers conferred on them by law.
- Procurement of goods and services
 - Management of purchases of goods and services (also related to the purchase of boats and boats, machinery, plants, means necessary for logistics, etc.) with particular reference to the following activities:
 - Selection of the supplier;
 - Preparation of purchase requests;
 - Issuing of orders;
 - Internal permissions.
 - Management of monetary, financial and cash flows
 - Management of financial flows (active cycle and passive cycle), treasury and financial funding, with particular reference to the following activities:
 - Collection management;
 - Payment management;
 - Petty cash management;
 - Management of relations with banks and other financial intermediaries.
 - Research, negotiation and stipulation of transport contracts with private customers
 - Management of transport and logistics activities related to the operations of:
 - Negotiation and stipulation of contracts / confirmations with private customers;
 - Management of business intermediation relationship with shipping agencies or brokers;
 - Execution and management of transport and logistics contracts / confirmations;
 - Management of situations arising from the contract (contractual variations, delays / advances in delivery, penalties, etc.);
 - Management of the loading and unloading of the customer's goods.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

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B.3 Recipients of the Special Section: general principles of conduct and control

This Special Section provides for the express prohibition, for the Recipients, of:

- Engage, collaborate or cause the implementation of behaviors such that - considered individually or collectively - integrate, directly or indirectly, the types of offenses included among those considered above (Article 25-ter of Legislative Decree 231/2001);
- Violating the corporate principles and procedures set forth in this Special Section.

This Special Section consequently entails the obligation for the Recipients to comply, in addition to the general control principles set out in the General Part (see Chapter 4), the following principles of conduct:

1. Maintain a correct, transparent and collaborative behavior, in compliance with the law and company procedures, in all activities aimed at preparing the financial statements and other corporate communications, in order to provide the shareholder and third parties with truthful and correct information on economic, equity and financial situation of the company;
2. Strictly observe all the rules set by law to protect the integrity and effectiveness of the share capital, in order not to damage the guarantees of creditors and third parties in general;
3. Ensure the regular functioning of the company and of the corporate bodies, guaranteeing and facilitating all forms of internal control over the corporate management envisaged by law, as well as the free and correct formation of the shareholders' will;
4. Avoid carrying out simulated transactions or spreading false information about the company and its subsidiaries;
5. Establish relationships with private individuals in compliance with principles of transparency and fairness.
6. Make all communications required by law and regulations to the Supervisory Authorities promptly, correctly and in good faith, without creating any obstacles to the exercise of supervisory functions.

In the context of the aforementioned behaviors, it is forbidden, in particular, to: With reference to the previous point 1:

- To represent or transmit false, incomplete or, in any case, data that does not correspond to reality, on the economic, patrimonial and financial situation of the company for the elaboration and representation in financial statements, reports and prospectuses or other corporate communications;
- Omit data and information required by law on the economic, equity and financial situation of the company.

with reference to the previous point 2:

- Return contributions to shareholders or release them from the obligation to make them, except in cases of legitimate reduction of the share capital;
- To distribute profits or advances on profits not actually achieved or destined by law to reserve;
- Carry out reductions in share capital, mergers or demergers, in violation of the provisions of the law for the protection of creditors, causing damage to them;

- Proceed with the formation or fictitious increase of the share capital, assigning shares for a value lower than their par value;

with reference to the previous point 3:

- Engage in conduct that materially prevent, through the concealment of documents or the use of other fraudulent means, the carrying out of control activities by the shareholder, the Board of Statutory Auditors or the auditing company;

with reference to the previous point 4:

- Publish or disseminate false information, or engage in simulated transactions or other behaviors of a fraudulent or deceptive nature concerning the economic, financial, equity situation of the company or its subsidiaries;

with reference to the previous point 5:

- Give and / or promise to give to anyone sums of money, gifts and / or other benefits (promises of hiring, supplies, etc.) that can be interpreted as exceeding normal commercial or courtesy practices or in any case aimed at acquiring treatment of favor in the conduct of any activity connected to the Company. The gifts allowed are always characterized by the smallness of their value or because they are aimed at promoting environmental, artistic or humanitarian initiatives, or aimed at promoting the company activity through gadgets and products approved by Elbana. The gifts offered must be adequately documented to allow the required accounting checks;

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- Perform services and pay fees in favor of consultants, collaborators, and suppliers who are not adequately justified in the context of the contractual relationship established with them;
- Submit untruthful or incomplete or partial declarations to private organizations in order to obtain financing or benefits or any other result;
- Carry out the activities referred to in the previous points, using third parties: in this regard, not only illicit contributions made directly to / by subjects, or by their employees, but also illicit contributions made through persons acting on behalf of these subjects, both in Italy and abroad;
- Implement or facilitate operations in conflict of interest - actual or potential - with private individuals, as well as activities that may interfere with the ability to make decisions in the best interest of the Company and in full compliance with the rules of the Code of Ethics in an impartial manner;
- In formal and informal meetings and during the stages of the procedure, also by means of external lawyers and partisan experts, induce judges (including auxiliaries and court experts), as well as the counterparties in the dispute to favor Elbana's interests;
- In general, conducting conduct that is not permitted by law, by commercial use or by the ethical codes of the companies and entities with which one has relations.

with reference to the previous point 6:

- Failing to carry out, with due completeness, accuracy and timeliness, all the periodic reports required by the laws and applicable regulations to the Supervisory Authority, as well as the transmission of data and documents required by the regulations and / or specifically requested by the aforementioned authority;
- Expose in the aforementioned communications and transmissions facts that do not correspond to the truth, or hide relevant facts relating to the economic, equity or financial conditions of the company;
- Engage in any behavior that is an obstacle to the exercise of supervisory functions, including during inspections by public supervisory authorities (expressed opposition, spurious refusals, or even obstructive or non-cooperation behaviors, such as delays in communications or provision of documents).

B.4 Supervisory function

For each risk area, as identified in point B.2, the Sole Director or the Head of the sector of the company, or a Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The responsible:

- They become the referent and responsible subject for the activities at risk
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Manager can delegate the operational activities to referents indicated by him, notifying the SB.

B.5 The control system

For the categories of offenses analyzed in this special section, refer to the internal control system relating to the Specific Internal Control Principles indicated in the General Part of the Organization, Management and Control Model below:

- Consultancy and Professional Assignments to third parties;
- Purchase of Goods and Services;
- Monetary and Financial Flows;
- Management of Donations, Sponsorships, Gifts and Gifts;
- Selection, hiring and management of employees;
- Management of corporate obligations;
- Preparation of the statutory financial statements and management of relations with the Board of Statutory Auditors and Shareholders (Close the book);

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Service management.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 - Personnel management
- PO-01 Professional profiles, tasks and responsibilities
- PO-02- Relations with the public administration
- PO-03 - Subsidized Loans
- PO-04 - Donations and sponsorships
- PO-05 - Preparation of the budget
- PO-06- Purchases of goods, services and consultancy
- PO-10 - Monetary and financial flows
- PO- Procurement

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Special Section "C" - Crimes of receiving, laundering and use of money, goods or benefits of illicit origin as well as SELF-LAUNDERING

C.1 The types of crimes of receiving, laundering and use of money, goods or benefits of illicit origin as well as self-laundering (Article 25-octies of the Decree)

With regard to this Special Section "C", a brief description of the offenses contemplated therein and indicated in art. 25-octies of the Decree. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, was also carried out through interviews with the company subjects of each competent Function / Management, as such. the broadest and most profound knowledge of the operations of each individual sector of the company.

Receiving (Article 648 of the Criminal Code)

"Apart from the cases of participation in the crime, whoever, in order to procure a profit for himself or others, buys, receives or conceals money or things from any crime, or in any case interferes in making them buy, receive or conceal punished with imprisonment from two to eight years and with a fine ranging from € 516 to € 10,329. The penalty is imprisonment for up to six years and a fine of up to 516 euros, if the offense is particularly minor. The provisions of this article also apply when the perpetrator of the crime from which the money or things originated is not attributable or is not punishable or when there is no condition of admissibility relating to this crime".

Anyone who buys, receives or conceals money or things deriving from any crime in order to procure a profit for themselves or others, outside the cases of participation in the crime, commits the crime of receiving stolen goods.

The prerequisite of the crime is that another crime is preliminarily committed, (eg theft, robbery, etc.), in which however the fence has not participated in any of the forms in which the participation of persons in the crime can take place; the conduct of receiving stolen goods consists in purchasing, receiving or concealing money or things deriving from any crime, or in intervening to have them acquired, received or concealed; the purchase activity means the purchase and sale of goods deriving from a criminal activity; receiving means entering into possession for any reason other than the sale; to conceal means to hide the thing after having had it; the interference consists of a real mediation activity; the crime of receiving stolen goods is not a proper crime, thus the active subject of the receiving can be anyone, excluding the perpetrator or co-participant of the predicate crime and, of course, the victim of that previous crime; the psychological element of the crime consists of the conscience and willingness to commit the material fact, accompanied by the awareness of the origin of the thing from a crime and the aim of pursuing - for oneself or for third parties - a profit, which may not even be of an asset. By way of example, the subjects of the company who can commit the crime are the employees of Elbana, who omit the controls provided for by the company procedures regarding the reliability of the counterparties in the contracts for the purchase of goods, and knowingly purchase, in the interest of the company, goods or means (boats),

Money laundering (Article 648-bis of the Italian Criminal Code)

"Outside the cases of participation in the crime, anyone who replaces or transfers money, goods or other benefits deriving from a non-culpable crime, or carries out other operations in relation to them, in order to hinder the identification of their criminal origin, is punished with imprisonment from four to twelve years and with a fine from € 1,032 to € 15,493. The penalty is increased when the offense is committed in the exercise of a professional activity. The penalty is reduced if the money, goods or other benefits derive from a crime for which a prison sentence of less than a maximum of five years is established. The last paragraph of article 648 applies".

Apart from the cases of participation in the crime, anyone who replaces or transfers money, goods or other benefits deriving from a non-culpable crime or carries out other operations in relation to them commits the crime of money laundering, in order to hinder the criminal identification of their origin.

The offense is envisaged by the directive on anti-money laundering and the active subject of the offense can be anyone who did not participate in the predicate offense, in the main offense; predicate offense means any non-culpable offense (e.g. tax crimes (evasion), crimes against property (fraud as per 640 cp 1 and 2 co, etc.); the conduct of the money laundering offense is integrated through the methods of substitution and transfer of money or other benefits deriving from illegal activities, or with the completion of suitable operations to hinder their identification or origin; by "replacement" we mean replacing money, goods or other "dirty" utilities (they fall within the provision of the law also companies, securities, credit rights), i.e. with characteristics such as to trace their illicit origin, with money, goods and other "clean" utilities; the concept of "transfer" includes all those conducts that intermediaries, aware of the criminal origin of the goods, carry out to make identification more difficult; such conduct is essentially attributable to transport, or to the implementation of a form of cleaning up illicit capital through negotiation instruments or more generally through other legal forms, which for various reasons may occur in the activity carried out by Elbana; the residual conduct of "carrying out other operations" instead includes all the other operations aimed at cleaning up illicit capital; for the purpose of carrying out the crime of money laundering it is not necessary that the sums of money come directly from the crime, but mediated provenance is also sufficient, provided the agent is aware of this provenance; attention should be paid to the fact that the crime of money laundering arises in a specialty relationship with that of receiving stolen goods, as both require, on a subjective level, the

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awareness of the criminal origin (or acceptance of the reasonable risk) of the material object, but only the first also requires the will to conceal this origin.

Use of money, goods or benefits of illicit origin (Article 648-ter of the Criminal Code)

"Anyone who, apart from the cases of participation in the crime and the cases provided for by articles 648 and 648-bis of the Criminal Code, employs money, goods or other benefits deriving from a crime in economic or financial activities, is punished with imprisonment from four to twelve years and with a fine from € 1,032 to € 15,493. The penalty is increased when the offense is committed in the exercise of a professional activity. The penalty is reduced in the case referred to in the second paragraph of article 648. The last paragraph of article 648 is applied".

This rule also provides that, apart from the cases of participation in the crime and the cases provided for by articles 648 (receiving stolen goods) and 648-bis (money laundering), anyone who commits the crime of using money, goods or other benefits of illicit origin "employs money, goods or other benefits deriving from crime in economic or financial activities".

Self-laundering (Article 648 ter 1 criminal code)

"The penalty of imprisonment from two to eight years and a fine of between € 5,000 and € 25,000 is applied to anyone who, having committed or contributed to committing a crime without negligence, employs, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, money, goods or other benefits deriving from the commission of this crime, so as to concretely hinder the identification of their criminal origin. The penalty of imprisonment from one to four years and a fine of between € 2,500 and € 12,500 is applied if the money, goods or other benefits derive from the commission of a non-culpable crime punished with a prison term of less than five years. However, the penalties provided for in the first paragraph apply if the money, the goods or other benefits derive from a crime committed with the conditions or purposes referred to in article 7 of the decree-law of 13 May 1991, n. 152, converted, with modifications, by law 12 July 1991, n. 203, and subsequent amendments. Apart from the cases referred to in the preceding paragraphs, conducts for which money, goods or other utilities are destined for mere use or personal enjoyment are not punishable. The penalty is increased when the facts are committed in the exercise of a banking or financial activity or other professional activity. The penalty is reduced by up to half for those who have effectively worked to prevent the conduct from leading to further consequences or to ensure evidence of the crime and the identification of assets, money and other benefits deriving from the crime."

The offense consists in the fact of who, having committed directly or with others in committing a crime without negligence, employs, replaces, transfers, in economic, financial, entrepreneurial or speculative activities, the money, goods or other benefits deriving from the commission of this crime, so as to concretely hinder the identification of their criminal origin. In this sense, it will not be punishable in the event that the goods are intended for mere use or personal enjoyment.

Since this is an unprecedented criminal offense for the national legal system and as there are currently no jurisprudential precedents on the subject, this Special Section (starting from the analysis of the structure of the crime) was carried out taking into due consideration the most authoritative doctrinal guidelines, without neglecting some principles addressed by the Supreme Court with reference to the hypothesis of money laundering, whose structure has strong similarities with the new crime of self-laundering.

Self-laundering occurs as a proper crime, the perpetrator of which must necessarily be the one who participated in the commission of the non-culpable crime, from which the income subject to reinvestment derived.

The typical conduct of the offense follows three different factual models:

- a) replacement. On this point we refer to the jurisprudence on the subject of money laundering (Cass. Pen, section V, 5.2.2007, n.19288), according to which the replacement implies the delivery of an asset to the recycler in exchange for a different one, so that the offense integrated in this manner is committed only with the completion of the replacement and therefore with the return of the illicit capital laundered to the person who had "moved" them.
- b) transfer. On the subject of money laundering, the Criminal Cassation (sentence 11.6.2009 n. 47375) stated that the transfer of the proceeds of the crime to another patrimony must take place in the same quantitative and qualitative composition, otherwise there would be replacement. According to this guideline, the mere transfer of money of criminal origin from one to another current account differently registered and opened at a different credit institution would integrate the criminal case of "mediated" money laundering.
- c) use in economic or financial activities of money, goods or other utilities, deriving from the commission of the crime without negligence. The determination of the punishable conducts is limited to those behaviors which, although not necessarily artificial in themselves (integrating, that is, the artifices and deceptions, typical of the fraud), make it objectively difficult to identify the criminal origin of the asset. However, the particular structure of the crime of self-laundering makes the relationship between the crime itself and the Legislative Decree 231/01. If, in fact, art. 648 ter1 of the Criminal Code, from the criminal point of view, is applied to anyone who invests the proceeds deriving from the previous commission of any non-culpable crime, from the perspective of the entities, the inclusion of the crime in question in the list of predicate offenses referred to in Legislative Decree 231/2001, opens the way to a series of crimes, formally excluded by the same decree, focusing on the important issue of the all-encompassing nature of willful crimes within the predicate crimes. Starting, in fact, from the assumption that self-laundering occurs if the following three conditions exist simultaneously:

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- ✓ a provision consisting of money, goods or other utilities has been created or has contributed to creating - through a first non-culpable crime;
- ✓ the aforementioned funding is used, through further and autonomous behavior, in entrepreneurial, economic and financial activities;
- ✓ a concrete obstacle is created to the identification of the criminal provenance of the aforementioned provision; it follows that all non-culpable crimes, capable of generating profit, represent a potential danger for the entity, since their consummation constitutes the first step in committing the crime of self- laundering.

It seems more logical, waiting for there to be more jurisprudential rulings, to have to examine the case in the light of the intentional crimes that have been included in the preliminary mapping carried out by the entity.

C.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "C" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Management of relations with third parties with respect to the Company:
 - financial intermediaries and other entities carrying out financial activities;
 - professionals;
 - auditors;
 - "Other subjects" (with other subjects we mean operators in possession of licenses, authorizations and all that is necessary to carry out activities of: credit recovery; business mediation agencies and individual professional intermediaries for transport, custody and transport contracts of money, other operators in the transport or logistics sector)
- Management of analytical and general accounting and preparation of the financial statements
- Management of corporate taxation, with particular reference to the following activities:
 - ✓ Compilation, keeping and conservation of accounting records relevant for tax purposes and of other documents which must be kept, as well as of any financial situations when carrying out extraordinary transactions to be submitted for the approval of the Sole Director;
 - ✓ Preparation of tax returns;
 - ✓ Settlement of taxes.
- Procurement of goods and services
- Management of purchases of goods and services (also related to the purchase of boats and boats, machinery, plants, means necessary for logistics, etc.) with particular reference to the following activities:
 - Selection of the supplier;
 - Preparation of purchase requests;
 - Issuing of orders;
 - Internal permissions.
 - Management of monetary and financial flows
 - Management of financial flows (active cycle and passive cycle), treasury and financial funding, with particular reference to the following activities:
 - ✓ Collection management;
 - ✓ Payment management;
 - ✓ Petty cash management;
 - ✓ Management of relations with banks and other financial intermediaries.

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- Research, negotiation and stipulation of transport contracts with private customers
- Management of transport and logistics activities related to the operations of:
 - ✓ Negotiation and stipulation of contracts / confirmations with private customers;
 - ✓ Management of business intermediation relationship with shipping agencies or brokers;
 - ✓ Execution and management of transport and logistics contracts / confirmations;
 - ✓ Management of situations arising from the contract (contractual variations, delays / advances in delivery, penalties, etc.);
 - ✓ Management of the loading and unloading of the customer's goods

In general, the risk areas are limited to those areas of company activity exposed to the possibility of receiving money, goods, and other benefits from third parties, as well as to the management of financial resources. Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

C.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general control principles set out in the General Part (see Chapter 4), this Special Section provides for the express obligation of all Recipients to:

- Engage, collaborate with or cause the carrying out of behaviors such that, taken individually or collectively, they directly or indirectly integrate the types of offenses included among those considered above;
- Violating the principles and protocols existing in the company and / or envisaged in this Special Section;
- Not to receive payments from third parties through the use of anonymous tools, especially for carrying out transfer operations of significant amounts;
- Entertaining commercial relationships with subjects (physical or legal) against whom a final sentence has been pronounced for one or more offenses of participation in criminal organizations, fraud or money laundering.

It is also expressly forbidden to:

- Transfer for any reason, except through banks or electronic money institutions or Poste Italiane SpA, cash or bearer bank or postal savings books or bearer securities in euros or foreign currency, when the value of the transaction, even if divided, is on the whole equal to or greater than that envisaged by current legislation;
- Issue bank and postal checks for amounts equal to or greater than that provided for by current legislation which do not bear the indication of the name or company name of the beneficiary and the non-transferability clause;
- To endorse for collection bank and postal checks issued on the order of the drawer to subjects other than banks or Poste Italiane SpA;
- Make payments on foreign current accounts to individuals' resident in Italy or entities having their registered office in Italy;
- Make payments on current accounts of banks operating in countries included in the "tax haven" or "Black List" (tax havens) and in favor of offshore companies.

C.4 Supervisory function

For each area at risk, as identified in point C.2, the Sole Director or the Head of the sector of the company, or a Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

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The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

C.5 II control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools, indicated in the General Part of the Organization, Management and Control Model below:

- Consultancy and Professional Assignments to third parties;
- Purchase of Goods and Services;
- Monetary and Financial Flows;
- Management of Donations, Sponsorships, Gifts and Gifts;
- Selection, hiring and management of employees;
- Sales management.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 - Personnel management
- PO-01 Professional profiles, tasks and responsibilities
- PO-02- Relations with the public administration
- PO-03 - Subsidized Loans
- PO-04 - Donations and sponsorships
- PO-05 - Preparation of the budget
- PO-06- Purchases of goods, services and consultancy
- PO-10 - Monetary and financial flows
- PO-13 - Service Management
- PO- Procurement

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Special Section "D" - Computer crimes and illegal data processing

D.1 The types of cybercrime offenses (Article 24-bis of the decree)

With regard to this Special Section "D", a brief description of the offenses contemplated therein, indicated in art. 24-bis of the Decree, and divided between: potentially realizable offenses and offenses which, although they cannot be excluded tout court, have been considered remote in consideration of the activities carried out by the Company and in any case reasonably covered by compliance with ethical principles and rules of conduct set out in the Code of Ethics adopted by the Company. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the corporate subjects of each competent Function / Management,

The offenses that were considered potentially feasible are the following:

- **Falsehood in a public IT document or document with probative value (Article 491-bis of the Italian Criminal Code)**

"If any of the falsehoods provided for in this chapter concerns a public or private electronic document, the provisions of the same chapter concerning public acts and private deeds respectively apply".

To this end, an electronic document means any computer medium containing data or information having evidential effectiveness or programs specifically intended to process them. The law confers criminal value on the commission of crimes of forgery through the use of electronic documents. Article 491-bis of the Criminal Code (as introduced by Law No. 547/1993 and then amended by Law No. 48/2008) contains, in fact, a provision that extends the provisions on the subject of forgery in public deeds or private deeds to falsehoods concerning an IT document. The falsehoods in question also concern the documents drawn up, in the exercise of their functions, by employees of the State, or of another public body, in charge of a public service. In order to understand the perimeter of the crime of forgery in a public or private IT document with evidential value, it is necessary to define the "IT document". In this regard, it can be said that it is that document intended as a computer medium containing data or information with probative value or programs intended to process them, as a computer representation of legally relevant deeds, facts or data. This definition had already been accepted in the Digital Administration Code (Legislative Decree No. 82 of

7 March 2005), which regulates the use of information and communication technologies, both within the Public Administration and in relations between administration and private individuals (in some limited cases, the Code also regulates the use of the electronic document in documents between individuals).

- **Unauthorized access to an IT or telematic system (Article 615-ter of the Criminal Code)**

"Anyone who illegally enters a computer or telecommunication system protected by security measures or stays there against the express or tacit will of those who have the right to exclude it, is punished with imprisonment for up to three years.

The penalty is imprisonment from one to five years:

1. *If the fact is committed by a public official or by a person in charge of a public service, with abuse of powers, or with violation of the duties inherent to the function or service, or by whoever exercises the profession of private investigator illegally, or with abuse the quality of system operator;*
2. *If the perpetrator uses violence against things or people to commit the crime, or if he is clearly armed;*
3. *If the fact results in the destruction or damage of the system or the total or partial interruption of its operation, or the destruction or damage of the data, information or programs contained therein. If the facts referred to in the first and second paragraphs concern IT or telematic systems of military interest or relating to public order or public security or health or civil protection or in any case of public interest, the penalty is, respectively, imprisonment from one to five years and three to eight years. In the case provided for in the first paragraph, the crime is punishable upon complaint by the injured person; in other cases, we proceed ex officio. "*

Criminally sanctioned conduct is configured with the violation of the computer domicile and, therefore, with the introduction into a system consisting of a complex of equipment that uses information technology, without the need for the intrusion to be carried out in order to undermine the confidentiality of legitimate users. The law punishes not only those who illegally enter a computer or telecommunications system, but also those who remain there against the explicit or tacit will of those who have the right to exclude it, or once they have shown the will to exclude it. However, in order for the offense to be configured, the violated system must be provided with adequate protection from intrusions as in this way the owner of the system has expressed his will to prevent third parties from accessing the system.

- **Dissemination of equipment, devices or computer programs aimed at damaging or interrupting a computer or telematic system (Article 615-quinquies of the criminal code)**

Article. 615-quinquies of the Criminal Code, punishes "whoever, in order to illegally damage a computer or telematic system, the information, data or programs contained therein or pertinent to it or to favor the total or partial interruption

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or alteration of its functioning, procures, produces, reproduces, imports, disseminates, communicates, delivers or, in any case, makes available to other equipment, devices or computer programs".

The law penalizes all conduct that involves the diffusion of various types of information technology (equipment, devices or computer programs) aimed at forcibly accessing computer or telematic systems and damaging or interrupting their activity. The sanctioned conduct could be implemented, by way of example only: in the hypothesis in which a person in a top position and / or subject to the management of others within the Elbana, also in collaboration with third parties, in order to illegally damage a computer system or telematics, the information, data or programs contained therein or pertinent to it or to favor the total or partial interruption or alteration of its functioning, procure, produce, reproduce, import, disseminate, communicate, deliver, or, in any case,

- **Unauthorized possession and dissemination of access codes to IT or telematic systems (Article 615-
quater, Italian Criminal Code)**

"Anyone who, in order to obtain a profit for himself or others or to cause damage to others, illegally procures, reproduces, disseminates, communicates or delivers codes, keywords or other means suitable for access to an IT or telematic system, protected by security measures, or in any case provides indications or instructions suitable for the aforementioned purpose (2), is punished with imprisonment of up to one year and a fine of up to five thousand one hundred and sixty-four euros. The penalty is imprisonment from one to two years and a fine from five thousand one hundred and sixty-four euros to ten thousand three hundred twenty-nine euros if any of the circumstances referred to in numbers 1) and 2) of the fourth paragraph of article 617quater occur."

- **Illicit interception, impediment or interruption of computer or telematic communications (Article 617-
quater of the Italian Penal Code)**

Article. 617-quater of the Italian Criminal Code sanctions the behavior of "anyone who fraudulently intercepts communications relating to an IT or telematic system or between multiple systems, or prevents or interrupts them". Unless the fact constitutes a more serious crime, the same penalty applies to "anyone who discloses, through any means of information to the public, in whole or in part, the content of the communications referred to in the first paragraph."

The law penalizes all conduct that involves the use of means to circumvent the security mechanisms designed to prevent access by outsiders to communications. In particular, the first paragraph of art. 617-quarter punishes anyone who has fraudulently intercepted a communication destined to remain confidential; the second paragraph of the provision, on the other hand, tends to avoid that the communication itself, which becomes aware of the agent fraudulently or accidentally, is disclosed, in its entirety, as well as partially, to third parties by any means of information.

- **Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code)**

Article. 617-quinquies of the Italian Criminal Code punishes "anyone, outside the cases permitted by law, installs equipment designed to intercept, prevent or interrupt communications relating to an IT or telematic system or between multiple systems".

The law penalizes all conduct that involves the installation and use of equipment that is suitable for intercepting, preventing or interrupting computer and telematic communications between third parties. The sanctioned conduct could also be integrated with the use of equipment capable of copying the access codes of users of a computer system since the abusive copying of access codes falls within the notion of "intercept" referred to in the incriminating rule. Criminally sanctioned conduct could be implemented, by way of example only, in the event that a person in a top position and / or subject to the management of others within the Company, even in collaboration with third parties, outside the cases permitted by law, installs equipment able to intercept,

- **Damage to information, data and computer programs (Article 635-bis of the Criminal Code),**

punishes anyone "unless the fact constitutes a more serious offense, [...] destroys, damages, cancels, alters or suppresses information, data or other computer programs [...]".

Criminally sanctioned conduct could take place, by way of example only: in the event that a person in a top position and / or subject to the management of others within the Company, even in collaboration with third parties, destroys, deteriorates, cancels, alters or suppress information, data or computer programs of others.

- **Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635-ter of the Criminal Code)**

"Art. 635-ter of the Criminal Code punishes anyone "unless the fact constitutes a more serious crime, [...] commits an act aimed at destroying, deteriorating, canceling, altering or suppressing information, data or computer programs used by the State or by another public body or to them relevant, or in any case of public utility".

The criminal conduct in question differs from that provided for in art. 635-bis as to the characteristics of the information, data and damaged computer programs, being the same used by the State or by another public body or of public utility.

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- **Damage to IT or telematic systems (Article 635-quater of the Criminal Code).**

Article. 635-quater of the Criminal Code punishes anyone "unless the fact constitutes a more serious crime, [...] through the conduct referred to in Article 635-bis, or through the introduction or transmission of data, information or programs, destroys, damages, renders, in whole or in part, other people's computer or telematic systems useless or seriously hinders their functioning".

- **Damage to IT or telematic systems of public utility (Article 635-quinquies of the Italian Criminal Code)**

Article. 635-quinquies of the Italian Criminal Code punishes anyone who carries out the conduct prescribed by art. 635-quater in order to "destroy, damage, render, in whole or in part, unserviceable computer or telematic systems of public utility or to seriously hinder their functioning".

The criminal conduct in question differs from that provided for in art. 635-quater as to the characteristics of the computer or telematic systems, as they are of public utility.

- **Computer fraud by the electronic signature certifier (Article 640-quinquies of the Italian Criminal Code)**

The subject who provides electronic signature certification services, who, in order to procure an unfair profit for himself or others or to cause damage to others, violates the obligations established by law for the issue of a qualified certificate, is punished with imprisonment for up to 3 years and with a fine from 51 to 1,032 euros.

D.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "D" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Management of "high profile" institutional relationships with Institutional Bodies and / or Territorial Bodies (eg Ministry of Infrastructure and Transport, Ministry of the Environment, Region, Province, Municipality) and other sector Bodies (eg ARPA - Regional Agency Environmental Protection, Port System Authority etc.).

o Management of relations with public officials, by way of example, of the Guardia di Finanza and other public security authorities, the Revenue Agency, and the competent bodies in fiscal and tax matters, also on the occasion of audits, inspections and assessments (also in the case of or checks and verifications regarding compliance with the conditions and conditions provided for by current legislation, even in the case of facilitated hiring). In detail:

- ✓ Customs Agency and Ministry of Economic Development for the preparation and transmission of information aimed at obtaining the necessary export authorizations, also on the occasion of inspections;
 - ✓ Port System Authority for the transmission of information aimed at obtaining the necessary authorizations for the company's port activities;
 - ✓ Revenue Agency for sending declarations and other mandatory obligations;
 - ✓ INPS, INAIL, ASL, Provincial Labor Directorate, for the fulfillment of personnel management obligations (also in the case of hiring personnel belonging to protected categories) and health and safety in the workplace;
 - ✓ Competent Chambers of Commerce (CCIAA) for corporate and accounting obligations;
 - ✓ Guarantor Authority for the Protection of Personal Data, regarding the management of information relating to customers and staff;
 - ✓ Fire Brigade to obtain certifications.
- Coordination and supervision of the Company's legal representation activities carried out by appointed external lawyers, management of out-of-court activities and signing of judicial and extra-judicial settlements.
 - Management of relations with judges, with their technical consultants and with their auxiliaries, in the context of judicial proceedings (civil, criminal, administrative), with particular reference to the appointment of lawyers and technical and party consultants.
 - Management of authorizations issued by PA, also through IT methods and related supervisory activities. The process includes:
 - ✓ the design of the service;
 - ✓ the exercise of the power of representation and corporate signature;

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- ✓ the management of legal or legal obligations, connected to the core business, in the field of environmental protection, job protection, workplace safety, privacy, fiscal and tax obligations;
- ✓ the preparation and transmission of information and documentation to public bodies in relation to the above, also through forms of self- certification or with the mediation of consultants with specific skills;
- Management of analytical and general accounting and preparation of the financial statements
- Management of general accounting, with particular reference to the activities, also carried out through the use of management systems, of:
 - ✓ Detection, classification and control of all management events with administrative and economic implications;
 - ✓ Correct maintenance of administrative relations with third parties (e.g. customers, suppliers) and related accounting management of debit / credit items;
 - ✓ Administrative and accounting management of assets;
 - ✓ Assessments of all other administrative events during the year (eg personnel costs, contractual penalties, loans and receivables and related interests, etc.);
 - ✓ Verify data coming from the feeding information systems.
- IT Security Management
 - Management of the physical and logical security of company information systems (also protected by copyright). In particular:
 - ✓ Management of company servers and applications used by the Company;
 - ✓ Management of the telematic network;
 - ✓ Management of anti-intrusion tools;
 - ✓ Management of policies and operating instructions;
 - ✓ Maintenance of clients assigned to the Company's employees;
 - ✓ Management of authentication credentials and related profiles;
 - ✓ Software instrumentation management.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

D.3 Dredeemers of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section and has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general control principles set out in the General Part (see Chapter 4), this Special Part provides that the use of IT and network resources is carried out correctly, in compliance with the provisions of internal company procedures. and in compliance with the security measures adopted by the Company and provides for the express prohibition against all Recipients, of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Violating the corporate principles and procedures set out in this special section
- Unauthorized access to the information systems used by the Public Administration or to alter their operation in any way or to intervene in any way that does not have the right to data, information or programs contained in a computer

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or telematic system or relevant to this for obtain and / or modify information for the benefit of the company or third parties, or in any case in order to obtain an undue advantage for the company or third parties;

- Falsely form (both in material terms and in terms of content) corporate documents of external relevance;
- Use IT tools without express authorization;
- Manipulate, destroy, alter, damage information, data, computer programs of the Company or the Public Administration, to obtain advantages or favorable conditions for the company.

D.4 Presidium function

For each risk area, as identified in point D.2, the Company's Single Director, or the Head of the Company's Sector appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the Supervisory Body, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model;

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

D.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools, indicated in the General Part of the Organization, Management and Control Model below:

- Consultancy and professional assignments to third parties;
- Staff selection, hiring and management;
- Relations with the Public Administration, with the Supervisory Authorities and the Public Safety Authorities;
- Management, administration and maintenance of telematic equipment, systems, databases and applications.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 - Personnel management
- PO-02- Relations with the public administration
- PO-03 - Subsidized Loans

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- PO-05 - Preparation of the budget
- PO-06- Purchases of goods, services and consultancy
- PO-14 Privacy Procedure
- PO- Procurement
- PLT-09 Cyber Policy

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Special Section "E" - Induction not to make statements or to make false statements to the judicial authorities

E.1 The types of crimes of induction not to make statements or to make false statements to the judicial authority "(Article 25-decies of the decree)

With regard to this Special Section "E", the list of offenses contemplated therein, indicated in art. 25-decies of the Decree. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the corporate subjects of each competent Function / Management, as such. the broadest and most profound knowledge of the operations of each individual sector of the business.

• Instruction not to make statements or to make false statements to the judicial authority (Article 377-bis of the Criminal Code)

"Art. 377-bis of the Criminal Code punishes the fact of whoever induces (through violence or threats or with the offer or promise of money or other benefits) not to make statements or to make false statements the person called to make statements usable in criminal proceedings, when this subject has the right not to respond. "

The conduct of inducement not to make statements (that is, to exercise the right not to respond or to make false statements) must be carried out in a typical way (either by violence or threat, or by offering money or any other utility). The taxable person is necessarily a person to whom the law attributes the right not to answer: the suspect (or the accused) of a connected or connected crime (provided that they have not already assumed the office of witness), as well as to that restricted category of witnesses (the next of kin), to which art. 199 cpp confers the right to refrain from testifying. It is not easy to imagine a case that could determine the liability of the entity,

E.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Section "E" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Legal affairs and litigation management
- Management of relations with third parties for the definition of pre-litigation situations or litigation undertaken against the Company.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

E.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general control principles set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition on all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Provide, directly or indirectly, funds in favor of subjects who intend to commit crimes referred to in this Special Section;
- Perform services in favor of consultants, partners and suppliers that are not adequately justified in the context of the contractual relationship established or in relation to the type of assignment to be performed;
- Violating the control principles set forth in this Special Section;
- Contacting employees involved in criminal proceedings, in order to induce them to make statements aimed at avoiding any risk of company involvement.

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Furthermore, the Company should select the persons authorized to speak with employees involved in criminal proceedings, and any interviews that have taken place recorded.

E.4 Presidium function

For each risk area, as identified in point E.2, the Sole Director of the company, or a sector manager appointed by the latter, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

E.5 The control system

For the categories of offense analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools indicated in the General Part of the Organization, Management and Control Model below:

- Litigation management.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 Selection, Hiring and Management of Personnel
- PO-02- Relations with the public administration
- PO-06- Purchases of goods, services and consultancy

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Special Section "F" - Transnational crimes

F1. The types of transnational crimes

The law of 16 March 2006, n. 146, "Ratification and execution of the United Nations

Convention and Protocols against transnational organized crime, adopted by the General Assembly on November 15, 2000 and May 31, 2001", extended the administrative liability of entities to the offenses of so-called transnational organized crime.

The United Nations Convention against Transnational Organized Crime, ratified by Law no. 146 of March 16, 2006, aims to promote cooperation between States in order to prevent and combat transnational organized crime more effectively.

As part of the broader definition of transnational crime offenses and with reference to the predicate offenses of the administrative liability of the body pursuant to Legislative Decree no. 231/2001, are taken into consideration, pursuant to art. 10 of the law n. 146 of 2006, the criminal offenses concerning the crimes of association, the crimes of smuggling of migrants and obstruction of justice, provided that such criminal conducts have been committed, in the interest or to the advantage of the entity, by subjects who cover its internal a senior or subordinate role.

With the approval of the legislative decree n. 231/2007, the administrative liability of entities was extended to the offenses of receiving stolen goods, money laundering and use of capital of illicit origin regardless of whether or not the requirement of transnationality is present.

The law to combat transnational organized crime, with a general closing clause (art. 10, par. 10), establishes the applicability of all the provisions of Legislative Decree no. 231/2001 to the new administrative offenses attributable to the entity.

In order to qualify a criminal offense as a "transnational crime", it is necessary that an organized criminal group is involved and that the crime:

- Is committed in more than one state;
- That is, it is committed in one state, but a substantial part of its preparation, planning, direction or control takes place in another state;
- That is, it is committed in one state, but an organized criminal group involved in criminal activities in more than one state is involved;
- That is, it is committed in one state but has substantial effects in another state. A brief description of the offenses is provided below, divided between: potentially realizable offenses and offenses which, although they cannot be excluded tout court, have been considered remote in consideration of the activities carried out by Elbana and in any case reasonably covered by compliance the ethical principles and rules of conduct set out in the Code of Ethics adopted by the Company. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, was also carried out through interviews with the corporate subjects of each competent Function / Management, as such. the broadest and most profound knowledge of the operations of each individual sector of the business.

The offenses that were considered potentially feasible are the following:

- **Criminal association (Art. 416 of the criminal code)**

The offense occurs through the conduct of three or more people who join forces for the purpose of committing crimes.

"When three or more people join together for the purpose of committing crimes, those who promote or establish or organize the association are punished, for this only, with imprisonment from three to seven years. For the mere fact of participating in the association, the penalty is imprisonment from one to five years. The leaders are subject to the same penalty established for the promoters. If the associates run the campaigns or public roads into arms, imprisonment from five to fifteen years applies. The penalty is increased if the number of members is ten or more. If the association is aimed at committing any of the crimes referred to in articles 600, 601 and 602, imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. "

- **Mafia-type association (Art. 416-bis, Criminal Code)**

"Anyone who is part of a mafia-type association made up of three or more people. [...] If the economic activities of which the associates intend to assume or maintain control are financed in whole or in part with the price, the product, or the profit from crimes. "

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In the present crime, even in the situation in which it is committed abroad, various figures can be identified. The promoter is the one who initially stimulated the association; for breeder he who, together with the promoter, determines the birth of the association, while for organizer he who regulates its activity. As far as the participant is concerned, he is the one who makes his contribution permanently available. He is also permanently inserted in the associative structure, always remaining available. Therefore, the mere moral contribution to associative life is also relevant, resulting in a mere strengthening of intentions. Furthermore, no formal insertion act is required.

The offense therefore takes place even if the person acting in the name and on behalf of the entity does not have any material act attributable to the mafia-type association.

The offense in question is a permanent offense, which is committed when a partnership is born that is concretely suitable for disturbing public order, or when the organizational structure assumes the characteristics of danger described above.

Given the already strong anticipation of the criminal relevance, the attempt is not admissible (art. 56).

However, it is worth specifying how doctrine and jurisprudence have limited the crime of the mafia type to those conducts that follow the so-called "mafia method": which is concretized on the active side for the use by the associates of the intimidating force arising from the mafia association and, on the passive side, for the situation of subjugation and silence that this intimidating force determines in the community, so as to induce unwanted behaviors, even regardless of the use of real threats or violence, as long as it is functional to the associative activity.

- **Consolidated text of the provisions concerning immigration regulations and regulations on the condition of foreigners. (Article 12, paragraph 3, paragraph 3-bis, paragraph 3-ter and paragraph 5, Legislative Decree 286/98 as amended by Law no. 189/02)**

"Anyone, in order to gain even indirect profit, carries out acts aimed at procuring the entry of someone into the territory of the State in violation of the provisions of this consolidated act, or at procuring illegal entry into another State of which the person is not a citizen or does not have a permanent residence title, is punished ... The same penalty is applied when the offense is committed by three or more persons in competition with each other or using international transport services or forged or altered documents or in any case illegally obtained.

3- bis. *The penalties referred to in paragraph 3 are increased if: a) the fact concerns the illegal entry or stay in the territory of the State of five or more persons; b) to procure illegal entry or stay, the person has been exposed to danger for his life or safety; c) to procure illegal entry or stay, the person has been subjected to inhuman or degrading treatment".*

Crime takes the form of active conduct that violates the provisions regulating immigration matters. The transactional character is identified in the conducts that develop in foreign countries and make it possible to evade border controls, to introduce subjects without permits into the national territory. A further prerequisite, in order for it to be applied to the body, is that it can profit from the illegal entry into the territory. Elbana di Navigazione, for the activity it carries out, could obtain an illicit advantage from the introduction into the country of people through its own boats, located on international waters, which not only favor the hidden passage, but can exploit the workforce.

- **Personal Aiding (Article 378, Criminal Code)**

"Anyone who, after a crime has been committed for which the law establishes life imprisonment or imprisonment, and outside the cases of concurrence in the same, helps someone to evade the investigations of the Authority, or to evade the investigation of this, is punished ...

The provisions of this article also apply when the person helped is not responsible or it appears that he did not commit the crime. "

As for the previous offense, the transnational nature can be configured in the activities carried out by the company in places and territories which, by their nature, are to be considered international. The case in point is also configured with the omission, indirectly helping a person to escape from international authorities. Elbana di Navigazione could be involved in this crime if one of its employees, involved in crimes committed in international waters, is "helped" to escape international justice. While punishing post-delictum aid conduct, recent jurisprudence (with reference to permanent crimes) has established that the moment in which aiding and abetting is criminal is the one in which the predicate offense has reached a minimum threshold of criminal relevance (and therefore from the attempt) ,

F.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "F" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are all sensitive activities and areas as a crime transversal.

F.3 Dredeemers of the Special Section: general principles of control behavior

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

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- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Provide, directly or indirectly, funds in favor of subjects who intend to commit crimes referred to in this Special Section;
- Perform services in favor of consultants, partners and suppliers that are not adequately justified in the context of the contractual relationship established or in relation to the type of assignment to be performed;
- Violating the control principles set forth in this Special Section;
- Entertaining relationships, negotiating and / or stipulating and / or executing contracts or deeds with persons indicated in the Reference Lists or belonging to organizations present in the same;
- Granting benefits to persons indicated in the Reference Lists or belonging to organizations present in the same;
- Hire people indicated in the Reference Lists or belonging to organizations present in them.

F.4 Presidium function

For each area at risk, as identified in point F.2, the Sole Director of the company, or a sector manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notify the SB, with specific reporting lines any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model;

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

F.5 The control system

For the categories of offenses analyzed in this special section, reference should be made transversally to the internal control system relating to the general and specific principles referred to in the General Part of the Organization, Management and Control Model and to the entire procedural body of the Company in a transversal.

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Special Section "G" - Crimes of manslaughter and serious or very serious negligent injuries, committed in violation of accident prevention regulations and the protection of hygiene and health at work

G.1 The types of crimes committed in violation of accident prevention regulations and the protection of hygiene and health in the workplace (Article 25-septies of the Decree)

With regard to this Special Section "G", the list of offenses contemplated therein, indicated in art. 25-septies of the Decree. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the corporate subjects of each competent Function / Management, as such. the broadest and most profound knowledge of the operations of each individual sector of the business.

Article. 25 septies of Legislative Decree 231/2001 states:

"In relation to the crime referred to in article 589 of the criminal code, committed in violation of article 55, paragraph 2, of the legislative decree implementing the delegation referred to in law no. 123, regarding health and safety in the workplace, a pecuniary sanction equal to 1,000 shares is applied. In the event of a conviction for the crime referred to in the previous period, the disqualification sanctions referred to in Article 9, paragraph 2, are applied for a duration of not less than three months and not more than one year. 2. Without prejudice to the provisions of paragraph 1, in relation to the crime referred to in article 589 of the criminal code, committed in violation of the rules on the protection of health and safety at work, a pecuniary sanction of not less than 250 quotas is applied and not exceeding 500 shares. In the event of a conviction for the crime referred to in the previous period, the disqualification sanctions referred to in Article 9, paragraph 2, are applied for a duration of not less than three months and not more than one year. 3. In relation to the crime referred to in article 590, third paragraph, of the criminal code, committed in violation of the rules on the protection of health and safety at work, a pecuniary sanction not exceeding 250 quotas is applied. In the event of conviction for the crime referred to in the previous period, the disqualification sanctions referred to in Article 9, paragraph 2, for an installment not exceeding six months are applied. " committed in violation of the rules on the protection of health and safety in the workplace, a financial penalty not exceeding 250 quotas is applied. In the event of conviction for the crime referred to in the previous period, the disqualification sanctions referred to in Article 9, paragraph 2, for an installment not exceeding six months are applied. "

The offenses that were therefore considered potentially feasible are the following:

- **Manslaughter (Article 589 of the Penal Code)**

"Anyone who guilty causes the death of a person is punished with imprisonment from six months to five years. If the offense is committed in violation of the rules for the prevention of accidents at work, the penalty is imprisonment from two to seven years. If the offense is committed in the abusive exercise of a profession for which a special qualification of the State or of a medical art is required, the penalty is imprisonment from three to ten years. In the event of the death of more than one person, or the death of one or more persons and the injury of one or more persons, the penalty that should be inflicted for the most serious of the violations committed, increased up to triple, is applied, but the penalty cannot exceed the fifteen years. "

The offense occurs in the event that, by violating the rules on the protection of health and safety at work, provided for by Legislative Decree 81/2008, the death of a person is caused by fault.

- **Negligent personal injury (Article 590 of the Italian Criminal Code)**

"The offense occurs in the event that serious or very serious injuries are caused to a person by fault, following the violation of the rules for the prevention of accidents at work.

The injuries are considered serious in the event that: a) the fact derives from an illness that endangers the life of the injured person, or an illness or an inability to attend to ordinary occupations for more than forty days; b) the fact produces the permanent weakening of a sense or an organ (art. 583, paragraph 1, criminal code).

The injuries are considered very serious if the fact derives: a) a certainly or probably incurable disease; b) the loss of a sense; c) the loss of a limb or a mutilation that renders the limb unusable, or the loss of the use of an organ or the ability to procreate, or a permanent and serious difficulty speaking; d) deformation, or permanent scarring of the face (Article 583, paragraph 2, of the Italian Penal Code). "

For the purposes of integrating the aforementioned offenses, the subjective element of willful misconduct is not required, i.e. the conscience and the will to cause the harmful event, but the mere negligence, impudence or inexperience of the agent, or the non-compliance by the latter of laws, regulations, orders or disciplines (Article 43 of the Criminal Code).

In consideration of the fact that both cases pose as event crimes (death in homicide and illness in injuries), for the purposes of a dispute pursuant to Legislative Decree 231/2001, it is necessary that the same event occurs in the in the context of

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or by reason of a work activity, in the form of an accident or occupational disease. By accident we mean a traumatic event that occurred due to a "violent" cause and which involved inability to work; it is therefore characterized by the fact that the event of death or injury is the result of a determined and concentrated action over time, even if it is unpredictable, extraordinary or accidental, which took place in the performance of work tasks. Otherwise, occupational disease refers to a state of exposure of the worker - connected to work activity - to pathogens as a result of which a permanent alteration of the organism remains, resulting, in turn, a reduction in the ability to attend to ordinary occupations by the worker himself. Occupational disease does not necessarily occur in immediate chronological succession with the action of the pathogen, but, frequently, in delayed times since the harmful activity sometimes requires a prolonged time of action to produce its effects. Occupational diseases - such are, for example, the forms of cancer due to exposure to asbestos or hearing loss from noise - by their nature, they can give rise to a series of legally disputable situations due to the time lag (even considerable) between conduct and event. In fact, it may happen that the disease arises after some time from the cessation of the conduct or that the same worsens while the conduct continues.

The identification of the consummation moment of the crime (which, in the case of manslaughter, will be given by the death of the injured person) assumes a decisive role also with reference to the discipline referred to in Legislative Decree 231/2001. Elbana, could in fact be called to answer for conduct dating back to and even prior to the entry into force of the rule referred to in art. 25-septies when the event is - vice versa - subsequent. This would not only conflict with the principle of legality enshrined in art. 2 of the Decree, according to which the entity cannot be held responsible for a fact constituting a crime if its administrative responsibility is not expressly provided for by a law that entered into force before the commission of the fact, as indicated by the same principle of legality of the 'criminal law under art. 2 of the Criminal Code, but above all, places Elbana in the impossibility of defense because at the time of the reprehensible conduct the law did not even provide for the existence of the Organizational Model. Given the above, both the accident and the occupational disease, in order to be relevant for the purposes of the entity's liability, must result in the death or personal injury of the worker. The state of serious or very serious "personal injury" provided for by art. 590 paragraphs 2 and 3 of the Criminal Code, must be read in conjunction with Articles 582 and 583 of the Criminal Code. The concept of injury coincides with an appreciable disturbance of the organism due to anatomical or even functional modifications, which, due to their persistence over time, is distinguished as serious or very serious. In mind of the art. 583 paragraph 1 of the Criminal Code,

Hence the opportunity for Elbana to implement targeted actions aimed at guaranteeing the aforementioned integration (also in view of the subsequent possible verification by the Judge) and in particular the same must provide for:

- ✓ carry out an in-depth risk mapping and oriented according to the specificities of the activity carried out and taken into consideration;
- ✓ carry out a careful verification and possible integration of the internal prevention procedures pursuant to decree 231, in line with the specific nature of the risks of violation of the rules referred to in art. 25-f; to this end, it will be important to take into account and harmonize all the activities already carried out, including in terms of safety management, avoiding unnecessary and costly duplication;
- ✓ connect the various subjects involved, in the control system pursuant to decree

231 and the special regulations on safety and health in the workplace, with particular reference to the provision of an integrated control system concerning the Head of prevention and protection services (RSPP or other legally equivalent entity) qualifying as operational or first-degree technical control, and the Supervisory Body.

G.2 Areas at risk

In relation to the crimes and criminal conduct set out above, for the purposes of this Special Part "G" of the Model, the areas of activity deemed more specifically at risk and the related "sensitive activities" are:

- Management of the security system pursuant to Legislative Decree 81/08
- Execution and management of obligations regarding the protection of health and safety at work pursuant to Legislative Decree 81/2008 - Consolidated Law on Safety in the workplace and subsequent amendments and additions.
- Management of Function Delegations as required by Legislative Decree 81/2008.

However, it is worth considering that in company processes potentially at risk, the aforementioned crimes can be committed by:

- ✓ employer; meaning by this, as defined by Legislative Decree 81/2008, not only the holder of the employment relationship, but also the person who, in relation to the decision-making and spending powers conferred, is responsible for the type and structure of the organization within which the worker performs his activity or work unit;
- ✓ manager, that is the person who, by reason of the professional skills and hierarchical and functional powers appropriate to the nature and the assignment conferred, supervises the work activity and guarantees the implementation of the directives received, checking their correct execution by the workers and exercising a functional power of initiative;

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- ✓ responsible for the prevention and protection service, i.e. the person in possession of the skills and legal requirements designated by the employer, to whom he responds, to coordinate the risk prevention and protection service;
- ✓ employee in the prevention and protection service;
- ✓ competent doctor, who collaborates with the employer for the purposes of risk assessment and is responsible for carrying out health surveillance and carrying out the other tasks required by law;
- ✓ worker safety representative;
- ✓ workers, meaning by these all those who, regardless of the type of contract, carry out a work activity within the organization of the employer, with or without pay;
- ✓ third party suppliers of goods, services and works called to operate in the company offices and on the boats of Elbana.

However, all company areas, in addition to those relating to navigation, are potentially at risk of non-compliance with the dictates required by the legislation on safety at work.

G.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Violating the principles set forth in this special section;
- Use work tools without the express authorization of the DL or other person assigned to this delegate;
- Manipulating, destroying, altering, damaging the Company's instruments and systems, without having received adequate information and training as required by Legislative Decree 81/2008.

It should be noted that with regard to health and safety in the workplace, the Company has adopted an organizational structure that complies with that envisaged by the current prevention legislation, with a view to eliminating, or, where this is not possible, reducing - and therefore managing - occupational risks for workers; In addition, the duties and responsibilities regarding health and safety in the workplace were defined, starting from the Employer up to the individual Worker.

For the general principles of conduct, please refer, therefore, to the General Risk Assessment Document prepared pursuant to Legislative Decree 81/2008.

G.4 Supervisory function

With regard to this type of offense, with a view to providing an integrated control system, reference must be made to the Employer, the Head of Prevention and Protection Services (RSPP) as it can be qualified as a technical-operational control (or first degree), and to the Supervisory Body in charge of checking the efficiency and effectiveness of the relevant procedures pursuant to Legislative Decree no. 231/2001 (or second degree).

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;

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- Promptly notify the SB, with specific reporting lines, any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

G.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools, indicated in the General Part of the Organization, Management and Control Model.

In particular, a Safety Management System has been adopted, supervised by some procedures, and relative instructions, which are shown below:

- Hazard identification and risk assessment;
- Staff training and verification of the effectiveness of training;
- Identification of the figures in charge of security and emergencies;
- Communication and consultation of interested parties;
- Management analysis of injuries, accidents, near misses and dangerous behaviors;
- Adoption of individual and collective protection systems.

Also refer to the procedures adopted in the SMS management system:

- PO-00 - Personnel management
- PO-01 Professional profiles, tasks and responsibilities
- PO-02- Relations with the public administration
- PO-06- Purchases of goods, services and consultancy
- PO-08- SMS Manul
- PO-09- H&S Manual
- PO- Procurement
- PLT-02 Stop Work Policy
- PLT-04 Saefty Policy
- PLT -05 Health and Hygiene Policy

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Special Section "H" - Crimes in violation of copyright

H.1 Types of crimes in violation of copyright (art.25 novies introduced by law 99/09)

With regard to this Special Section "H", a brief description of the offenses contemplated therein, indicated in art. 25 novies of the Decree, and divided between: potentially realizable offenses and offenses which, although they cannot be excluded tout court, have been considered remote in consideration of the activities carried out by the Company and in any case reasonably covered by compliance with ethical principles and rules conduct set out in the Company's Code of Ethics. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, was also carried out through interviews with the company subjects of each competent Function / Management,

The offenses that were considered potentially feasible are the following:

- **Violation of copyright (Art. 171-bis L. 633/41)**

"1. Anyone who illegally duplicates, for profit, computer programs or for the same purposes imports, distributes, sells, holds for commercial or entrepreneurial purposes or rents programs contained in media not marked by the Italian Society of Authors and Publishers (SIAE), is subject to the penalty of imprisonment from six months to three years and a fine from € 2,582 to € 15,493. The same penalty applies if the fact concerns any means intended solely to allow or facilitate the arbitrary removal or functional avoidance of devices applied to protect a computer program. The penalty is not less than a minimum of two years of imprisonment and the fine of € 15,493 if the offense is of significant gravity.

2. Anyone, in order to make a profit, reproduces, transfers to another medium, distributes, communicates, presents or demonstrates in public the contents of a database in violation of the provisions of articles 64-quinquies and 64-sexies, or carries out the extraction or reuse of the data bank in violation of the provisions of articles 102-bis and 102-ter, or distributes, sells or leases a data bank, is subject to the penalty of imprisonment from six months to three years and a fine from € 2,582 to € 15,493. The penalty is not less than a minimum of two years of imprisonment and the fine of € 15,493 if the offense is of significant gravity."

The first paragraph of art. 171-bis, is aimed at criminalizing the so-called software, punishing the illegal duplication, for profit, of computer programs; but also the import, distribution, sale or possession for commercial or business purposes or leasing of programs contained in media not marked by the SIAE; the provision of means to remove or circumvent the protection devices of computer programs is also punished. The conduct may consist above all in the abusive duplication, as the criminal relevance of any software duplication conduct that occurs for profit is envisaged.

The reference to the abusiveness of reproduction indicates that, on a subjective level, the agent's willful misconduct must also include knowledge of the extra-criminal rules that regulate the matter.

The second part of the paragraph indicates the other conducts that can integrate the crime de quo: import, distribution, sale, possession for commercial or business purposes and rental of "pirated" programs. These are conducts characterized by intermediation between the producer of the abusive copy and the end user.

Finally, in the last part of the paragraph, the legislator intended to insert a provision aimed at anticipating the criminal protection of software, punishing conduct concerning any means intended solely to allow or facilitate the arbitrary removal or functional avoidance of devices applied to protection of a computer program.

On a subjective level, all conduct is characterized by the specific intent of profit. Paragraph 2 of art. 171-bis aims at the protection of databases; the conduct, in fact, takes the form of the reproduction, transfer to another support, distribution, communication, presentation or demonstration in public of the contents of a database; in the extraction or reuse of the database; in the distribution, sale or leasing of databases.

By databases we mean the collections of works, data or other independent elements, systematically or methodically arranged and individually accessible by electronic means or in any other way, with the exclusion of existing contents and rights.

- **Violation of copyright (Article 171-ter L. 633/41)**

"It is punishable, if the offense is committed for non-personal use, with ... anyone for profit:

a) illegally duplicates, reproduces, transmits or disseminates in public by any procedure, in whole or in part, an intellectual work intended for the television, cinema, sale or rental circuit, discs, tapes or similar media or any other medium containing phonograms or videograms of similar musical, cinematographic or audiovisual works or sequences of moving images;

b) illegally reproduces, transmits or disseminates in public, by any procedure, works or parts of literary, dramatic, scientific or didactic, musical or dramatic-musical works, or multimedia, even if inserted in collective or composite or benched works;

c) despite not having participated in duplication or reproduction, introduces into the territory of the State, holds for sale or distribution, or distributes, markets, leases or otherwise transfers for any reason, projects in public, broadcasts by

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means of television with any procedure, transmitted by radio, makes the abusive duplications or reproductions referred to in letters a) and b) heard in public;

d) holds for sale or distribution, markets, sells, rents, transfers for any reason, projects in public, broadcasts by radio or television by any procedure, video cassettes, music cassettes, any medium containing phonograms or video grams of musical works, cinematographic or audiovisual or sequences of moving images, or other media for which the affixing of the mark by the Italian Society of Authors and Publishers (SIAE), without the mark itself or with a counterfeit or altered mark, is required under this law;

e) in the absence of an agreement with an illegal distributor, retransmits or broadcasts an encrypted service received by any means by means of equipment or parts of equipment suitable for decoding conditional access broadcasts;

f) introduces into the territory of the State, holds for sale or distribution, distributes, sells, leases, transfers in any capacity, promotes commercially, installs special decoding devices or elements that allow access to an encrypted service without paying the dues.

f-bis) manufactures, imports, distributes, sells, rents, transfers for any reason, advertises for sale or rental, or holds for commercial purposes, equipment, products or components or provides services that have the main purpose or use commercial to circumvent effective technological measures referred to in art. 102- quater or are mainly designed, produced, adapted or implemented with the aim of making it possible or facilitating the avoidance of the aforementioned measures. Technological measures include those applied, or that remain, following the removal of the same measures as a result of the voluntary initiative of the right holders or agreements between the latter and the beneficiaries of exceptions, or following the execution of provisions of the administrative or judicial authority;

h) illegally removes or alters the electronic information referred to in article 102- quinquies, or distributes, imports for distribution purposes, disseminates by radio or television, communicates or makes available to the public works or other protected materials from which they have been removed or altered the electronic information itself.

[Co.2] Anyone who:

a) illegally reproduces, duplicates, transmits or disseminates, sells or otherwise places on the market, transfers in any capacity or illegally imports more than fifty copies or specimens of works protected by copyright and related rights;

a-bis) in violation of art. 16, for profit, communicates to the public by placing it in a system of telematic networks, through connections of any kind, an intellectual work protected by copyright, or part of it;

b) exercising in an entrepreneurial form the activities of reproduction, distribution, sale or marketing, importation of works protected by copyright and related rights, is guilty of the facts provided for in paragraph 1;

c) promotes or organizes the illegal activities referred to in paragraph 1. [co.3] The penalty is reduced if the fact is particularly minor. [paragraph 4] The sentence for one of the offenses provided for in paragraph 1 involves:

a) the application of the accessory penalties referred to in articles 30 and 32-bis of the criminal code;

b) there publication of the sentence in one or more newspapers, of which at least one has a national circulation, and in one or more specialized periodicals;

c) there suspension for a period of one year of the concession or authorization of radio and television broadcasting for the exercise of production or commercial activity. **[Co.5]** The amounts deriving from the application of the pecuniary sanctions provided for in the preceding paragraphs are paid to the National Insurance and Assistance Body for painters and sculptors, musicians, writers and dramatic authors. "

H.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Section "H" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- IT Security Management
- Management of the physical and logical security of company information systems (also protected by copyright). In particular:
 - ✓ Management of company servers and applications used by the Company;
 - ✓ Management of the telematic network;
 - ✓ Management of anti-intrusion tools;
 - ✓ Management of policies and operating instructions;
 - ✓ Maintenance of clients assigned to the Company's employees;

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- ✓ Management of authentication credentials and related profiles;
- ✓ Software instrumentation management.

Elbana di Navigazione, in its activities, could therefore run the risk of committing the crimes described above, every time an employee knowingly violates the legislation on copyright; making the company obtain an advantage, which can consist in saving on compulsory licenses, for the reproduction of intellectual works, such as individual software, used by Elbana.

Any additions to the aforementioned areas of activity at risk must be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

H.3 Recipients of the special section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above (Article 24 bis of Legislative Decree 231/2001);
- Violating the principles set out in this Special Section.

Furthermore, the Company, in order to avoid the occurrence of the offenses covered by this Special Section "H" and considered, potentially, applicable to the Company, has established the following control principles that the Recipients are required to comply with and which may, if appropriate, be implemented in specific company procedures:

- The unauthorized installation and use of file sharing systems must be prohibited;
- The installation of any type of unauthorized application software without a license for use must be prohibited;
- Control mechanisms, including automatic ones, must be set up for compliance with the above prohibitions.

H.4 Supervisory function

For each area at risk, as identified in point H.2, the Sole Director or a Sector Manager, appointed by the latter, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

H.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools, indicated in the General Part of the Organization, Management and Control Model below:

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- Purchase of Goods and Services;
- Management, administration and maintenance of telematic equipment, systems, databases and applications.
- Consultancy and professional assignments to third parties (ICT area)

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

- PO-00 - Personnel management
- PO-02- Relations with the public administration
- PO-03 - Subsidized Loans
- PO-05 - Preparation of the budget
- PO-06- Purchases of goods, services and consultancy
- PO-13- Management of Services and commercial offers
- PO-14 Privacy Procedure
- PLT-09 Cyber Policy

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Special Section "I" - Employment of illegally staying third-country nationals

I.1 The crime of "Employment of citizens of third countries whose stay is irregular" (Article 25-duodecies of the decree)

With regard to this Special Section "I", a brief description of the offense contemplated therein and indicated in art. 25-duodecies of the Decree. The identification of the areas of activity at risk of committing the envisaged offenses (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned offense, was also carried out through interviews with the corporate subjects of each competent Function / Management, as such. the broadest and most profound knowledge of the operations of each individual sector of the business.

On the basis of the interviews conducted, in this context the following crime is to be considered potentially feasible.

- **Employment of illegally staying third-country nationals (Article 22, paragraph 12 bis, Legislative Decree no. 286/1998)**

"The employer who employs foreign workers who have a residence permit provided for in this article, or whose permit has expired and whose renewal, revoked or canceled, has not been requested within the terms of the law, is punished with. [Co.12-bis] The penalties for the fact foreseen by paragraph 12 are increased ...:

a) if there are more workers employed than others;

b) if the workers employed are minors of non-working age;

c) if the employed workers are subjected to other particularly exploitative working conditions referred to in the third paragraph of article 603-bis of the criminal code.

Art. 603-bis of the Criminal Code, paragraph 3 (introduced by Law 148/2011).

They constitute a specific aggravating circumstance and involve an increase in the sentence ...:

1) the fact that the number of recruited workers exceeds three;

2) the fact that one or more of the subjects recruited are minors of non-working age;

3) having committed the deed by exposing the intermediary workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions. "

The offense occurs when the employer employs foreign workers without the residence permit provided for by art. 22 of Legislative Decree 286/98 or whose permit has expired and whose renewal, revoked or canceled within the terms of the law has not been requested.

- **Fixed-term and permanent subordinate employment (Art. 12, paragraph 2, 3, 3 bis, 3 ter of Legislative Decree n. 286/1998)**

"Anyone who promotes, directs, organizes, finances or carries out the transport of foreigners in the territory of the State or performs other acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a citizen or is not entitled of permanent residence, is punished

... In the event that: a) the fact concerns the illegal entry or stay in the territory of the State of five or more persons; b) the transported person has been exposed to danger for his life or safety in order to procure his illegal entry or stay; c) the transported person has been subjected to inhuman or degrading treatment in order to procure his entry or illegal stay; d) the fact is committed by three or more persons in competition with each other or using international transport services or documents that are counterfeit or altered or in any case illegally obtained; e) the perpetrators of the fact have the availability of weapons or explosive materials.

[Co. 3-bis]. If the facts referred to in paragraph 3 are committed using two or more of the hypotheses referred to in letters a), b), c), d) and e) of the same paragraph the penalty provided for therein is increased.

[Co.3-ter]. The prison sentence is increased ... if the facts referred to in paragraphs 1 and 3: a) are committed in order to recruit people for prostitution or in any case for sexual or labor exploitation or concern the entry of minors to be used in illegal activities aim to favor its exploitation; b) are committed in order to make a profit, even indirectly. "

In this case, on the other hand, the offense occurs if the entry of foreign citizens into the national territory is encouraged by any means and for which the entity can benefit from it. In its sea transport activities, Elbana di Navigazione could incur the crimes listed above, evading the normal immigration controls and transporting people on board its vehicles without a regular permit. The advantage could be the use of clandestine labor on board the vehicles.

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It should be noted that for the crime to exist, a concomitance of elements must also concur: the exploitation of irregular labor must exceed certain established limits, in terms of number of workers, age and working conditions, established in Legislative Decree 286/98, or in the following cases (alternative circumstances between them):

- use of more than three irregular workers;
- employment of minors of non-working age;
- exploitation of workers pursuant to art. 603 bis of the criminal code (ie having exposed workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions).

I.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "I" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Staff selection and hiring
- Management of personnel administration, with particular reference to the activities of:
 - ✓ Staff selection and hiring;
 - ✓ Employee registry management (modification of personal data, salary, etc.);
 - ✓ Management of the shifting of traveling personnel on board the vehicles;
 - ✓ Management of attendance, leave, holidays and overtime;
 - ✓ Payroll processing and related registration;
 - ✓ Staff performance evaluation;
 - ✓ Authorization of transfers for ground staff;
 - ✓ Verification of correspondence between final expenses and supporting documentation;
 - ✓ Reimbursement of expense reports.
- Management of purchases, with particular reference to employment contracts and procurement contracts, in the latter case the risk of committing the criminal offenses in question is also "significant" if the services provide for the use of:
 - ✓ huge manpower;
 - ✓ unskilled labor generally coming from countries outside the European Union. In this perspective, the activities that can be assessed as at risk are further restricted.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

I.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general control principles set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition on all Recipients of:

- Hiring foreign workers without a residence permit;
- Hire workers whose permit has expired - and for which renewal is not requested

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- revoked or canceled;

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Those who carry out a control and supervision function on obligations related to the performance of the aforementioned activities (recruitment of personnel and verification of the regularity of the documentation necessary for the employees' stay) must pay particular attention to the implementation of the obligations themselves and immediately report to the SB any irregular situations;
- Violating the control principles set forth in this Special Section.

I.4 Presidium function

For each risk area, as identified in point I.2, the Sole or Company Director, or a Sector Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

I.5 The control system

For the categories of offense analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools indicated in the General Part of the Organization, Management and Control Model below:

- Selection, hiring and management of employees.
- Purchase of goods and services, with reference to the supplies, under contract, of the on-board personnel recruitment service.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

PO-00 - Personnel management

PO-06- Purchases of goods, services and consultancy PLT-03- Social Responsibility Policy

PLT-10-Contractors or Shore Work Gangs Policy

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Special Section "L" - Crimes against the individual

L.1 The types of crimes against the individual (Article 25 quinquies of the decree)

With regard to this Special Section "L", a brief description of the only offense contemplated therein indicated in art. 25-quinquies of Legislative Decree 231/2001 and deemed potentially feasible, even if on a prudential basis, by the Company, due to the activities carried out and deemed "sensitive" pursuant to Legislative Decree 231/2001.

The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping or "Matrix of the Activities at risk-crime") and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with company subjects of each competent Management / Function, as such with the widest and most profound knowledge of the operations of each individual sector of the company.

On the basis of the interviews conducted, in this context the following crime is to be considered potentially feasible.

- **Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code)**

"Anyone who exercises powers over a person corresponding to those of the right of ownership or whoever reduces or maintains a person in a state of continuous subjection, forcing him to work or sexual performance or to begging or in any case to services that involve his exploitation, is punished ... Reduction or maintenance in a state of subjection takes place when the conduct is carried out by means of violence, threat, deception, abuse of authority or taking advantage of a situation of physical or mental inferiority or a situation of necessity, or by promising or giving sums of money or other advantages to those who have authority over the person ... "

The law aims to protect the Status Libertatis of each person and their dignity. Our legal system does not include slavery as a common practice, which is why the article refers to the state of subjugation of an individual to another. The offense does not occur due to the conditions in which the injured person is made to live but occurs at the time and place in which the situation of subjection or the state of continuous subjection is put in place, from which it is difficult to escape. Elbana di Navigazione, finds himself staff employed who are called for long periods of the year to travel on the company's vessels outside the routine control of the public authorities. It is therefore required that

- **Human trafficking (Article 601 of the Italian Criminal Code)**

"Anyone who commits is dealing with a person who is in the conditions referred to in art. 600 or, in order to commit the crimes referred to in the first paragraph of the same article, induces it by deception or compels it by violence, threat, abuse of authority or taking advantage of a situation of physical or mental inferiority or a situation of necessity, or by promising or giving sums of money or other advantages to the person who has authority over it, to enter or reside or leave the territory of the State or move within it is punished "

In order for the crime of trafficking in persons to be configured, the taxable person is not required to be already in a state of slavery or similar condition, as provided for by art. 600 of the Criminal Code, with the consequence that the crime is recognized even if a free person is led with deception in Italy, in order to place him in a state of slavery.

In order to put a further brake on the trafficking of persons by sea, the last two paragraphs have been inserted, which punish more severely, with a specific aggravating circumstance, the commander or the officer of the ship transporting the taxable persons referred to above in order to reduce them to slavery, and more lightly, compared to the basic penalty, the simple crew member who, without participating in the conduct referred to in the first two paragraphs, is in any case aware of the destination and purpose of the trip. Elbana di Navigazione, could incur in carrying out its activity the risk of committing this crime, through its Public Officials (Captains), in the exercise of their functions. A further and last necessary prerequisite is also that the company subsequently benefits from it,

Illicit intermediation and exploitation of labor (art. 603-bis of the criminal code)

"The offense punishes anyone:

- *It recruits labor in order to assign it to work for third parties in conditions of exploitation, taking advantage of the state of need of the workers;*
- *It uses, hires or employs labor, also through the intermediation activity referred to in number 1), subjecting workers to conditions of exploitation and taking advantage of their state of need. "*

The existence of one or more of the following conditions constitutes an index of exploitation:

1. The repeated payment of wages in a way that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at the national level, or in any case disproportionate to the quantity and quality of the work performed;
2. The repeated violation of the legislation relating to working hours, rest periods, weekly rest periods, compulsory leave, holidays;
3. The existence of violations of the rules on safety and hygiene in the workplace;

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4. The subjecting of the worker to working conditions, methods of surveillance or degrading housing situations.

They constitute a specific aggravating circumstance and lead to an increase in the penalty:

1. The fact that the number of recruited workers exceeds three;
2. The fact that one or more of the subjects recruited are minors of non-working age;
3. Having committed the deed by exposing exploited workers to situations of grave danger, having regard to the characteristics of the services to be performed and the working conditions.

L.2 Areas at risk

In relation to the crimes and criminal conduct set out above, for the purposes of this Special Section "L" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Staff selection and hiring
- Management of personnel administration, with particular reference to the activities of:
 - ✓ Staff selection and hiring;
 - ✓ Employee registry management (modification of personal data, salary, etc.);
 - ✓ Management of the shifting of traveling personnel on board the vehicles;
 - ✓ Management of attendance, leave, holidays and overtime;
 - ✓ Payroll processing and related registration;
 - ✓ Staff performance evaluation;
 - ✓ Authorization of transfers for ground staff;
 - ✓ Verification of correspondence between final expenses and supporting documentation;
 - ✓ Reimbursement of expense reports.
- Management of relations with public officials and with the competent bodies in the field of immigration, also on the occasion of checks, inspections and checks on vessels by means of the Public Authorities.

Any additions to the aforementioned areas of activity at risk may be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

L.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general control principles set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition on all Recipients of:

- Hiring foreign workers without a residence permit;
- Hire workers whose permit has expired - and for which renewal is not requested - revoked or canceled;
- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Those who carry out a control and supervision function on obligations related to the performance of the aforementioned activities (recruitment of personnel and verification of the regularity of the documentation necessary for the employees'

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stay) must pay particular attention to the implementation of the obligations themselves and immediately report to the SB any irregular situations;

- Violating the control principles set forth in this Special Section.

L.4 Presidium function

For each area at risk, as identified in point L.2, the Sole Director of the company, or a sector manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the risk areas under its responsibility, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

L.5 The control system

For the categories of offense analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools indicated in the General Part of the Organization, Management and Control Model below:

- Selection, hiring and management of employees.
- Purchase of goods and services, with reference to the supplies, under contract, of the on-board personnel recruitment service.

Refer also to the Procedural Body of the Company and in particular to the controls contained in the following procedures:

PO-00 - Personnel management

PO-06- Purchases of goods, services and consultancy PLT-03- Social Responsibility Policy

PLT-10-Contractors or Shore Work Gangs Policy

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Special Section "M" - Environmental Crimes

M.1 Types of environmental crimes (Article 25-undecies of the decree)

With regard to this Special Section "M", a brief description of the offenses contemplated therein and indicated in art. 25-undecies of the Decree. The identification of the areas of activity at risk of committing the envisaged crimes (so-called Mapping) and the considerations made on the possible feasibility of the aforementioned crimes, was also carried out through interviews with the corporate subjects of each competent Function / Management, as such, the broadest and most profound knowledge of the operations of each individual sector of the business.

Environmental crimes presupposed of responsibility pursuant to Legislative Decree 231/01, only some are conceived as crimes of damage or concrete danger; others accuse expressive conduct of a merely abstract danger. It follows that, in these cases, the judge is not required to concretely verify the existence of a danger, which is conceived as a prerequisite for mere illicit conduct. As the demonstration of an actual dangerousness of the conduct is not required, no contrary evidence is admitted regarding the non-existence of the danger. Such an approach, however, could arouse perplexity both with respect to the already mentioned European discipline, and with respect to the constitutional principle of offensiveness. The latter, in fact, tolerates the indictment of facts whose dangerousness is inherent in the conduct and does not require further concrete verifications, but with reference to intangible legal assets, which are well suited for the indictment of conduct that is reprehensible in itself with the unlawfulness on the economic and social level (for example the illegal possession and carrying of weapons). The environmental asset is characterized by an empirical substrate that allows to appreciate the actual existence of an injury in terms of danger or damage. Therefore, the legislator could not anticipate the threshold of the criminally relevant to the point of striking any mere violation of rules or administrative acts. Furthermore, various environmental crimes target purely formal violations. Consider, for example, some indictments contained in the Environmental Code: discharge of industrial waste water without or in violation of authorization or exceeding the table limits set by the legislator (art. 137); unauthorized management of waste (Article 256, paragraph 1, letter a), paragraph 3, first sentence, paragraph 5); violation of the communication obligations relating to the transport of waste (Article 258); illicit trafficking of waste (art. 259) or exceeding the limit values for the emission of polluting substances into the atmosphere (art. 279). Most of the crimes mentioned can also be punished by way of negligence. These are almost always fines, as can be deduced from the type of sanctions that can be imposed: arrest and fine, instead of imprisonment and fine, expressing the criminal nature of the offense, pursuant to article 17 of the criminal code. violation of the communication obligations relating to the transport of waste (Article 258); illicit trafficking of waste (art. 259) or exceeding the limit values for the emission of polluting substances into the atmosphere (art. 279). Most of the crimes mentioned can also be punished by way of negligence. These are almost always fines, as can be deduced from the type of sanctions that can be imposed: arrest and fine, instead of imprisonment and fine, expressing the criminal nature of the offense, pursuant to article 17 of the criminal code. violation of the communication obligations relating to the transport of waste (Article 258); illicit trafficking of waste (art. 259) or exceeding the limit values for the emission of polluting substances into the atmosphere (art. 279). Most of the crimes mentioned can also be punished by way of negligence. These are almost always fines, as can be deduced from the type of sanctions that can be imposed: arrest and fine, instead of imprisonment and fine, expressing the criminal nature of the offense, pursuant to article 17 of the criminal code.

The offenses that were considered potentially feasible are the following:

Unauthorized waste management activities (with reference to Article 256, paragraphs 1, 3, 5 of Legislative Decree 152/2006)

"1. Apart from the cases sanctioned pursuant to article 29-quattordecies, paragraph 1, whoever carries out a waste collection, transport, recovery, disposal, trade and brokerage activity in the absence of the required authorization, registration or communication referred to in articles 208, 209, 210, 211, 212, 214, 215 and 216 is punished5: a) with the penalty of imprisonment from three months to one year or with a fine of between 2,600 and 26,000 euros in the case of non-hazardous waste;

b) with the penalty of imprisonment from six months to two years and with a fine from € 2,600 to € 26,000 in the case of hazardous waste. 2. Omissis 3. Outside the cases sanctioned pursuant to article 29-quattordecies, paragraph 1, anyone who builds or manages an unauthorized landfill is punished with the penalty of arrest from six months to two years and with a fine of 2.600 euros to 26,000 euros. The penalty is imprisonment from one to three years and a fine of between 5,200 and 52,000 euros if the landfill is destined, even in part, to the disposal of hazardous waste. The conviction or the sentence issued pursuant to article 444 of the criminal procedure code results in the confiscation of the area on which the illegal landfill is carried out if owned by the perpetrator or participant in the crime, without prejudice to the obligations of reclamation or restoration of the state of the places. 6 5. Anyone who, in violation of the prohibition referred to in Article 187, carries out prohibited activities of mixing waste, is punished with the penalty referred to in paragraph 1, letter b). 6. Anyone who makes temporary storage at the place of production of hazardous medical waste, with violation of the provisions of article 227, paragraph 1, letter b), he is punished with the penalty of arrest from three months to one year or with the penalty of a fine of between two thousand six hundred and twenty six thousand euros. A pecuniary administrative sanction from two thousand six hundred euros to fifteen thousand five hundred euros is applied for quantities not exceeding two hundred liters or equivalent quantities. "

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This offense occurs if:

- Waste collection, transport, recovery, disposal, trade and brokerage is carried out in the absence of the required authorization, registration or communication referred to in articles 208, 209, 210, 211, 212, 214, 215 and 216 of the Environmental Code;
- A waste abandonment activity committed by owners of entities or companies is carried out;
- Establish or manage an unauthorized landfill;
- Unauthorized waste mixing activities are carried out.

With reference to waste management without the required authorizations, registrations or communications, the case is integrated through the following conducts:

- ✓ collection (operation of collection, sorting or grouping of waste for transport);
- ✓ disposal (operation aimed at definitively removing a substance or material from the economic and / or collection circuit);
- ✓ recovery (operations that use waste to generate secondary raw materials, fuels or products through chemical, mechanical, thermal or biological treatments).

The material element of the offense, which has a contravention nature, is identified by doctrine and jurisprudence, in the carrying out of the aforementioned conduct in the absence of the administrative provision which can be an authorization, registration or communication. To this end, it is possible to state that the submission of the application for the issuance of the administrative measure cannot be considered as a perfected authorization. Therefore, the offense is committed by anyone who carries out the aforementioned activities in the period of delay between the application and issue of the administrative provision, or whoever fails or delays in making the payment of the annual membership fees. The crime is of a common type and can also be committed by those who carry out a waste management activity in a secondary or consequential way to the exercise of a different primary activity. Given the type of activity carried out by Elbana di Navigazione, it is worth analyzing the case of abandonment of waste, which presupposes, for the subsequent configuration of the crimes, that the act is materially carried out by the company top management or by figures who have an importance to the inside (see Captains in their function of PU). The Jurisprudence, however, has identified the culpability also in the lack of supervision (fault in supervising) of the top management. for the subsequent configuration of the offenses, whether the act is materially carried out by the top management or by figures who have an internal importance (see Captains in their role as PU). The Jurisprudence, however, has identified the culpability also in the lack of supervision (fault in supervising) of the top management. for the subsequent configuration of the offenses, whether the act is materially carried out by the top management or by figures who have an internal role (see Captains in their function as PU). The Jurisprudence, however, has identified the culpability also in the lack of supervision (fault in supervising) of the top management.

Failure to reclaim sites in accordance with the project approved by the competent authority (Article 257 paragraphs 1 and 2 of Legislative Decree 152/2006)

"1. Unless the fact constitutes a more serious offense, anyone who causes pollution of the soil, subsoil, surface water or groundwater by exceeding the risk threshold concentrations is punished with imprisonment from six months to one year or with a fine from € 2,600 to € 26,000, if it does not carry out the remediation in accordance with the project approved by the competent authority in the context of the procedure referred to in articles 242 and following. In case of failure to make the communication referred to in article 242, the transgressor is punished with the penalty of arrest from three months to one year or with a fine of between € 1,000 and € 26,000.7 2.

This offense punishes anyone who has caused pollution of the soil, subsoil, surface water or groundwater by exceeding the risk threshold concentrations and fails to remediate in accordance with the project approved by the competent authority as part of the procedure referred to. to articles 242 and following.

Violation of the obligations of communication, keeping of mandatory registers and forms (Legislative Decree 152/2006, art. 258, paragraph 4, second sentence)

"Companies that collect and transport their non-hazardous waste referred to in Article 212, paragraph 8, which do not adhere, on a voluntary basis, to the waste traceability control system (SISTRI ABROGATO 2019) referred to in Article 188- bis, paragraph 2, letter a), and carry out the transport of waste without the form referred to in article 193 or indicate incomplete or inaccurate data in the form itself are punished with a pecuniary administrative sanction from one thousand six hundred euros to nine thousand three hundred euros. The penalty referred to in Article 483 of the Criminal Code is applied to anyone who, in preparing a waste analysis certificate, provides false information on the nature, composition and chemical-physical characteristics of the waste and to anyone who uses a false certificate during transport. "

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This offense occurs when, in preparing a waste analysis certificate, false information is provided on the nature, composition and chemical-physical characteristics of the waste or when a false certificate is used during transport.

Illicit trafficking of waste (Article 259, paragraph 1 of Legislative Decree 152/2006)

"1. Anyone who carries out a shipment of waste constituting illicit trafficking pursuant to Article 2 of Regulation (EEC) 1 February 1993, n. 259, or carries out a shipment of waste listed in Annex II of the aforementioned regulation in violation of article 1, paragraph 3, letters a), b), e) and d), of the regulation itself is punished with the penalty of one thousand five hundred and fifty euros to twenty-six thousand euros and with the arrest of up to two years. The penalty is increased in case of shipment of hazardous waste. "

Discharges of industrial wastewater containing dangerous substances, in the absence of authorization or after the same has been suspended or revoked and discharges to the ground, subsoil and groundwater (Article 137 paragraphs 2, 3, 5, 11, 13 of Legislative Decree 152/2006)

This offense occurs if there are discharges without the appropriate authorization and / or if the prescribed limits are exceeded.

Environmental pollution (Article 452 bis of the criminal code)

This offense occurs if the Company determines, with its work, a situation of significant and measurable compromise or deterioration of the environmental matrices by operating "illegally", therefore:

- In the absence of authorization,
- With an expired Authorization,
- With an Authorization that is not adequate for the activities carried out (including the case of activity in derogation exercised outside the requirements defined for the derogation);

or in situations formally compliant with the regulatory data but substantially abusive, such as:

- With Authorization obtained illegally or manifestly illegitimate (without prejudice to good faith),
- By circumventing the laws and regulations governing the matter,
- By repeatedly and systematically breaching the limits present in the Authorization which could lead to an abuse in the use of the legitimacy title.

Environmental disaster (art. 452 quater and art. 452 quinquies of the criminal code)

"Apart from the cases already punished by article 434, Criminal Code (malicious disaster), anyone who illegally causes an environmental disaster is punished. By environmental disaster we mean, alternatively: • an irreversible alteration of the equilibrium of an ecosystem, • an alteration of the equilibrium of an ecosystem whose elimination is particularly burdensome and achievable only with exceptional measures,

- *the offense to safety public due to the relevance of the fact for the extent of its impairment or its harmful effects or for the number of people offended or exposed to danger. The penalty is increased if the environmental disaster is committed in a protected natural area or subject to restrictions, or to the detriment of protected animal or plant species. The prescription pursuant to article 157, criminal code has doubled. The sentence is followed by the inability to contract with the PA. In the event of negligent conduct, the penalty is reduced from one third to two thirds. A further reduction of one third of the sentence can be granted if the culpable conduct results in a danger of environmental disaster.*

If any of the facts referred to in articles 452-bis and 452-quater is committed through negligence, the penalties provided for by the same articles are reduced from one third to two thirds.

If the danger of environmental pollution or environmental disaster derives from the commission of the facts referred to in the previous paragraph, the penalties are further reduced by one third. "

The offense could be committed if Elbana determines, with its work, given the nature of the goods transported (oil, chemicals), an environmental disaster understood as alternatively:

- Irreversible alteration of the balance of an ecosystem;
- Alteration of the equilibrium of an ecosystem whose elimination is particularly expensive and achievable only with exceptional measures;
- Offense to public safety due to the relevance of the fact for the extent of the impairment or its harmful effects or for the number of people offended or exposed to danger operating "illegally", therefore:

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1. In the absence of authorization,
 2. With an expired Authorization,
 3. With an Authorization that is not adequate for the activities carried out (including the case of activities in derogation exercising outside the requirements defined for the derogation);
- or in situations formally compliant with the regulatory data but substantially abusive, such as:
1. With Authorization obtained illegally or manifestly illegitimate (without prejudice to good faith),
 2. By circumventing the laws and regulations governing the matter,
 3. By repeatedly and systematically breaching the limits present in the Authorization which could lead to an abuse in the use of the legitimacy title.

• **Organized activities for the illegal trafficking of waste 452 quaterdecies of the Criminal Code**

"Anyone who transfers, receives, transports, exports, imports, or in any case illegally manages large quantities of waste, with multiple operations and through the setting up of organized vehicles and activities, is punished with imprisonment by one to six years. In the case of highly radioactive waste, the penalty of imprisonment from three to eight years applies.

The sentence is followed by the accessory penalties referred to in articles 28, 30, 32 bis and 32 ter, with the limitation referred to in article 33. The judge, with the sentence of conviction or with that issued pursuant to article 444 of the code of criminal procedure, orders the restoration of the state of the environment and may make the granting of the conditional suspension of the sentence subject to the elimination of the damage or danger to the environment. The confiscation of the things which served to commit the crime or which constitute the product or the profit of the crime is always ordered, unless they belong to persons unrelated to the crime. When this is not possible, the judge identifies goods of equivalent value which the convict has also indirectly or through third parties available and orders their confiscation. "

This article has been inserted by art. 3 of Legislative Decree 01/03/2018, n. 21 concerning "Provisions for implementing the principle of delegation of the reserve of the code in criminal matters pursuant to article 1, paragraph 85, letter q), of law no. 103 of 23 June 2017", with effect from 06/04/2018, effectively replacing art. 260 of the Italian Criminal Code, which was repealed by the same Legislative Decree 21/2018.

The law aims to protect not the environment, as a Constitutionally recognized and protected asset, but also public order, that is, the set of principles, of an ethical and moral nature, which distinguish our system, including precisely defense of the environment.

The purpose of this case is to constitute a real deterrent to illegal actions against the environment and to punish more severely the abusive management of waste, regardless of whether these are implemented in an associative form or not.

The jurisprudence of legitimacy has come to the rescue several times to the problem of classification of the case, analyzing in detail the individual characters listed by the law.

It is necessary, for configurative purposes, that the criminal conduct is aimed at obtaining unjust profits.

It is now consolidated in Law, that by unjust profit is meant not only the abusive exercise of waste management, but that the conduct, continuous and organized, is aimed at obtaining advantages that otherwise would not be due to the organization (Cass. Pen. N. 355569/2017).

This is the case of all those organizations that obtain the "unfair profit", through an evident cost saving, which can consist, for example, in the face of mandatory declarations and expenditure on environmental matters, in saving for false or non-existent declarations.

Also, all those conducts that reflect the will of the agent to replace, in a fraudulent way, the compulsory cataloging of waste under certain codes, or to avoid its tracking (CER), to avoid higher costs in economic terms.

Another distinctive character of the case in question is habituality, which materializes even if there is no constant activity focused solely on the traffic of waste. It is necessary that there are more conducts, which taken individually may not constitute a crime, but which are carried out in an organized form.

In order for an "Organization" to exist, Legitimacy Jurisprudence has repeatedly reiterated that it is not necessary for the agent to be predisposed solely to criminal activity, but it is enough that the activity is "organized" in an entrepreneurial way, with men, means and resources necessary to configure illegal conduct (Criminal Court n. 16056/2019). Recently reaffirmed also by the Jurisprudence of legitimacy, the realization, in the forms and with the purposes required by art. 452-quaterdecies of the Criminal Code, of one of the conducts indicated by this provision, therefore also the inclusion in the management cycle, in a stable form and making use of an organization, can be suitable to allow to consider the crime of organized activity for illicit trafficking configurable of waste (Cass. Pen. 43710/2019).

Elbana di Navigazione, in its activity of transporting goods by boats, has to manage the waste produced on board the ships, for which a management confirmation of the regulations in force is requested. The management, in an organized

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form, even of only one part of the waste cycle, which may well correspond to the storage and classification of waste on board, exposes the company to the risk of crime as described above.

- **Killing, destruction, capture, taking or possession of specimens of protected wild animal or plant species (Article 727-bis, criminal code) and damage to habitat (Article 733-bis, criminal code)**

"Unless the fact constitutes a more serious offense, anyone, outside the permitted cases, kills, captures or holds specimens belonging to a protected wild animal species is punished with ..., except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species. Anyone who, outside the permitted cases, destroys, takes or holds specimens belonging to a protected wild plant species is punished with ..., except in cases where the action concerns a negligible quantity of such specimens and has a negligible impact on the conservation status of the species."

"Anyone who, outside the permitted cases, destroys a habitat within a protected site or in any case deteriorates it, compromising its conservation status, is punished with ..."

The aforementioned regulations concern the protection of protected fauna and flora.

The conduct of detention of protected species or the capture of them (including the killing of protected animals or the destruction of protected plant species) are punished, at least if they do not concern a negligible quantity or the fact has a negligible impact on the state of conservation of the species.

For the second case it is necessary to analyze the habitat involved from time to time because: "habitat within a protected site" means any habitat of species for which an area is classified as a special protection area pursuant to Article 4, paragraphs 1 or 2, of Directive 2009/147 / EC, or any natural habitat or habitat of species for which a site is designated as a special conservation area pursuant to art. 4, paragraph 4, of Directive 92/43 / EC.

Elbana, in its activity, could run the risk of committing the aforementioned offenses, whenever the marine routes that it must travel, necessarily and according to well- defined routes, are not respected, compromising the fauna and flora of protected geographic areas.

- **Intentional pollution caused by ships (Legislative Decree 202/07 art. 8 c. 1 and c. 2 and art. 9, c. 1 and c. 2)**

"Unless the fact constitutes a more serious offense, the Captain of a ship, flying any flag, as well as the members of the crew, the owner and the shipowner, in the event that the violation occurred with their cooperation, that willfully violate the provisions of art. 4 are punished with imprisonment from six months to two years and with a fine of between € 10,000 and € 50,000. If the violation referred to in paragraph 1 causes permanent or, in any case, particularly serious damage to the quality of the water, to animal or vegetable species or parts of them, the arrest of one to three years and a fine of € 10,000 to 80,000 euros. Monetary sanction from one hundred and fifty to two hundred and fifty quotas (paragraph 1) and from two hundred to three hundred quotas (paragraph 2).

Unless the fact constitutes a more serious offense, the Captain of a ship, flying any flag, as well as the crew members, the owner and the shipowner, if the violation occurred with their cooperation, who violate due to the provisions of art. 4, are punished with a fine ranging from € 10,000 to € 30,000. If the violation referred to in paragraph 1 causes permanent or, in any case, particularly serious damage to the quality of the water, to animal or vegetable species or parts of them, the arrest from six months to two years and the fine from € 10,000 to € 30,000. Monetary penalty up to two hundred and fifty quotas (paragraph 1) and from one hundred and fifty to two hundred and fifty quotas (paragraph 2).

In implementation of Directive 2005/35 / EC relating to pollution caused by ships and consequent sanctions, the legislator has issued Legislative Decree 202/2007, which seeks to increase maritime safety and improve the protection of the marine environment from pollution from ships.

The aforementioned cases are the consequent application of sanctions to the predicate offense of spilling dangerous substances into the sea as indicated in art. 2 of Legislative Decree 202/2007. The activity of Elbana di Navigazione, given the products that are the object of its transport, is found to considerably increase the risk of committing the crime.

M.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "M" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Waste management
 - Management of relations with public entities (eg the Region, Ministry of the Environment and Land Protection) in the context of activities related to obtaining or renewing administrative measures such as authorizations, licenses and permits for waste management.
 - Management of waste collection, transport, recovery, disposal, trade and brokerage activities.

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- Management of communications and obligations, including telematic, to the Public Administration in the context of activities related to the management of waste transport.
- Management of water discharges and prevention of soil, subsoil, surface and underground water contamination
- Management of water discharges and monitoring of discharges.
- Management of underground tanks and reservoirs and emergency management.
- Management of atmospheric emissions
- Management of atmospheric emissions and monitoring of the same.
- Management of merchant vessels, for the transport of harmful substances.
- Management of permits for the transport and disposal of dangerous substances.
- Waste management on board.

Any additions to the aforementioned areas of activity at risk must be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

M.3 Recipients of the Special Section: general principles of conduct and control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Abandon or deposit waste in an uncontrolled way and introduce it, in solid or liquid state, in surface and underground waters;
- Confer waste management activities on subjects who do not have a specific authorization for their disposal and recovery;
- Mix different categories of hazardous waste (or hazardous waste with non- hazardous waste);
- Prevent the person in charge of control from accessing the settlements or vehicles;
- Discharge substances classified as dangerous at sea without the necessary authorizations;
- Navigate in waters and geographical areas identified as "protected", compromising marine flora and fauna;
- Violating the obligations of communication, keeping of mandatory registers and forms for waste management;
- Falsify or alter the waste analysis certificate.
- Classify waste with different codes in order to obtain cost savings.

M.4 Supervisory function

For each risk area, as identified in point M.2, the Sole Director or a Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;

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- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

M.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system relating to the Specific Internal Control tools, indicated in the General Part of the Organization, Management and Control Model below:

- Consultancy and Professional Assignments to Third Parties
- Purchase of goods and services
- Monetary and financial flows
- Selection, hiring and management of employees
- Relations with the Public Administration, with the Supervisory Authorities and the Public Safety Authorities
- Management of corporate obligations
- Fulfillments in the field of environmental protection

Specifically, a series of procedures and operating instructions have been adopted which we list

- PO-00 - Personnel management
- PO-01 Professional profiles, tasks and responsibilities
- PO-02- Relations with the public administration
- PO-06- Purchases of goods, services and consultancy
- PO-10 - Monetary and financial flows
- PO-12- Environmental Policy (Document on Elbana's environmental respect)
- PO Waste management on board and ashore
- ISO Environmental Management Manual
- PLT-07 Environmental Policy

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Special Section "N" - Tax Offenses

No. 1 The types of tax offenses (Article 25-quinquiesdecies, Legislative Decree No. 231/2001)

With regard to this Special Section "N", a brief description of the offenses contemplated therein, indicated in art. 25-quinquiesdecies of the Legislative Decree 231/2001 and deemed potentially feasible by the Company, due to the activities carried out and deemed "sensitive" pursuant to Legislative Decree 231/2001.

The identification of the areas of activity at risk of commission of the envisaged crimes (so-called Mapping or "Matrix of the Activities at risk-crime) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with corporate subjects of each competent Area / Office, as such equipped with the widest and most profound knowledge of the operations of each individual sector of the company activity.

The regulatory intervention, which introduced the tax cases within the Legislative Decree 231/2001, is grafted into the context of a constant extension of the administrative responsibility for a crime of the entity, also determined by a European intervention in this sense (the EU directive 17/1371) and by a political climate, in criminal matters, extremely rigorous towards the crimes of the so-called "great tax evaders".

The offenses that were therefore considered potentially feasible are the following:

- **Fraudulent declaration through the use of invoices or other documents for non-existent transactions (Article 2 and Article 2-bis of Legislative Decree No. 74/2000)**

"Anyone who, in order to evade value added taxes or income taxes, indicates fictitious passive elements in annual returns, using invoices or other documents for non-existent transactions."

- **Fraudulent declaration through other devices (Article 3 of Legislative Decree no. 74/2000)**

"Whoever, in order to evade income or value added taxes, by carrying out objectively or subjectively simulated transactions or by using false documents or other fraudulent means capable of hindering the assessment and misleading the financial administration, indicates in one of the declarations relating to said taxes assets for an amount lower than the actual amount or fictitious passive elements or credits and deemed fictitious. "

- **Issue of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree no. 74/2000)**

"Anyone who issues or issues invoices or other documents for non-existent transactions in order to allow third parties to evade income or value added taxes is punished with imprisonment from one year and six months to six years."

For the purposes of applying the provision provided for in paragraph 1, the issue or issue of several invoices or documents for non-existent transactions during the same tax period is considered as a single crime. "

- **Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000)**

"Unless the fact constitutes a more serious crime, anyone is punished with imprisonment from one year and six months to six years, in order to evade income or value added taxes, or to allow evasion to third parties, hidden or destroys all or part of the accounting records or documents which must be kept, so as not to allow the reconstruction of income or turnover. "

- **Fraudulent subtraction of the payment of taxes (Article 11 of Legislative Decree No. 74/2000)**

"Anyone who, in order to avoid the payment of income or value added taxes or of interest or administrative penalties relating to said taxes for a total amount exceeding fifty thousand euros, simulates or performs a crime is punished with imprisonment from six months to four years other fraudulent acts on one's own or on others' assets capable of rendering the compulsory collection procedure totally or partially ineffective. If the amount of taxes, penalties and interest exceeds two hundred thousand euros, imprisonment from one year to six years is applied."

Anyone who, in order to obtain for themselves or for others a partial payment of taxes and related accessories, indicates in the documentation submitted for the purposes of the tax settlement procedure active elements for an amount lower than that actual or fictitious passive elements for a total amount exceeding fifty thousand euros. If the amount referred to in the previous period is greater than two hundred thousand euros, imprisonment from one year to six years is applied."

The above cases refer entirely to evasive conduct and not to less serious evasive conduct, which the Company could carry out in order to avoid payment and / or payment of taxes or in order to obtain unjustified discounts from the tax authorities. Elbana di Navigazione, like any other company, is called upon to operate in compliance with tax obligations and the related obligations on the tax accounting records, which the Company is required to do.

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N.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "N" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are:

- Management of relations with competent public bodies for the fulfillment of the necessary tax obligations
 - Management of relations with officials of public bodies for the fulfillment of tax obligations:
 - ✓ Presentation of declarations;
 - ✓ Tax self-certification;
 - ✓ Checks and verifications in the company with the financial administration
 - ✓ Preparation of the economic and technical documentation required by the financial authorities
 - ✓ Reporting to the body in charge of carrying out investigations (Revenue Agency).
 - ✓ Management of tax disputes.
- Management of analytical and general accounting and preparation of the financial statements
 - General accounting management, with particular reference to the activities of:
 - Detection, classification and control of all management events with administrative and economic implications;
 - Correct maintenance of administrative relations with third parties (e.g. customers, suppliers) and related accounting management of debit / credit items;
 - Administrative and accounting management of assets;
 - Assessments of all other administrative events during the year (eg personnel costs, contractual penalties, loans and receivables and related interests, etc.);
 - Verification of data coming from the feeding information systems;
 - Capital operations and asset management.
 - Custody and keeping of the Accounting and Social Books and management of relations with the Board of Statutory Auditors, the Independent Auditors and the Shareholders, in the exercise of the control powers conferred on them by law.
- Procurement of goods and services
 - Management of purchases of goods and services (also related to the purchase of boats and boats, machinery, plants, means necessary for logistics, etc.) with particular reference to the following activities:
 - Selection of the supplier;
 - Preparation of purchase requests;
 - Issuing of orders;
 - Internal permissions.
 - Management of monetary, financial and cash flows
 - Management of financial flows (active cycle and passive cycle), treasury and financial funding, with particular reference to the following activities:
 - Collection management;
 - Payment management;
 - Petty cash management;
 - Management of relations with banks and other financial intermediaries.

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- Research, negotiation and stipulation of transport contracts with private customers
- Management of transport and logistics activities related to the operations of:
 - ✓ Negotiation and stipulation of contracts / confirmations with private customers;
 - ✓ Management of business intermediation relationship with shipping agencies or brokers;
 - ✓ Execution and management of transport and logistics contracts / confirmations;
 - ✓ Management of situations arising from the contract (contractual variations, delays / advances in delivery, penalties, etc.);
 - ✓ Management of the loading and unloading of the customer's goods.

Any additions to the aforementioned areas of activity at risk must be proposed by the SB in consideration of the occurrence of external factors (for example legislative: introduction of new categories of offenses) or internal factors (for example, organizational or business changes).

N.3 Recipients of the Special Section: principles of conduct and general control

This Special Section refers to all Recipients of the Model as defined in the General Section.

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Strict observance of all laws and regulations governing company activities, with particular reference to activities that involve contacts and relations with the Public Administration, especially with the Financial Administration;
- Establishment and maintenance of any relationship with the Public Administration on the basis of criteria of maximum correctness and transparency;
- Avoid carrying out simulated operations or spreading false news about the company in order to hide capital or evade the tax authorities;
- Establish relationships with private individuals in compliance with principles of transparency and fairness.
- To carry out promptly, correctly and in good faith all the communications required by law and regulations to the Administrative and Supervisory Authorities, without placing any obstacles in the way of the exercise of control, inspection, verification and supervision functions.

N.4 Presidium function

For each risk area, as identified in point N.2, the Sole Director or a Sector Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

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N.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system referred to in the Procedural Body of the Company and in particular to the controls contained in the following procedures:

PO-00 - Personnel management

PO-01 Professional profiles, tasks and responsibilities PO-02- Relations with the public administration

PO-03 - Subsidized Loans

PO-04 - Donations and sponsorships PO-05 - Preparation of the budget

PO-06- Purchases of goods, services and consultancy PO-10 - Monetary and financial flows

PO-13- Management of Services and commercial offers PO- Procurement

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Special Section "O" - The Offenses of Organized Crime

O.1 The types of organized crime offenses (Article 24-bis, Legislative Decree no. 231/2001)

With regard to this Special Section "O", a brief description of the offenses contemplated therein, indicated in art. 24 bis of Legislative Decree 231/2001 and deemed potentially feasible by the Company, due to the activities carried out and deemed "sensitive" pursuant to Legislative Decree 231/2001, even if these have already been partially dealt with in the Special Section "F" (Article 416 of the Italian Criminal Code and Article 416-bis of the Criminal Code).

The identification of the areas of activity at risk of commission of the envisaged crimes (so-called Mapping or "Matrix of the Activities at risk-crime) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with corporate subjects of each competent Area / Office, as such equipped with the widest and most profound knowledge of the operations of each individual sector of the company activity.

Article. 24 ter, with a not too linear formulation, referring generically to the crimes referred to in art. 416 of the Italian Criminal Code, considers as a "basic hypothesis" the commission, in an organized form, of any crime, with the exception of those, considered more serious, pursuant to art. 416 c. 6 of the Criminal Code, as well as the crimes provided for by 407 c. 2 lett. a) n. 5 of the Code of Criminal Procedure (crimes of illegal manufacture, introduction into the State, sale, transfer, possession and port in a public place or place open to the public of war or war-like weapons or parts thereof, explosives, clandestine weapons as well as more weapons common firearms excluding those provided for by article 2, third paragraph, of law no. 110 of 18 April 1975). The same article 24 ter also provides for some "aggravated hypotheses" of "crime / i-end" with respect to the basic hypothesis:

- recalling the art. 416 c. 6 of the Criminal Code, includes among these the commission in associated form of the crimes of:
 - ✓ Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code);
 - ✓ Human trafficking (Article 601 of the Italian Criminal Code);
 - ✓ Trafficking of organs taken from a living person (art. 601-bis of the criminal code);
 - ✓ Purchase and sale of slaves (art. 602);
 - ✓ Promotion, management, organization, financing of the transport, or the transport itself, of foreigners in the territory of the State in violation of the rules against illegal immigration, or performs other acts aimed at illegally procuring their entry into the territory of the State, or other State of which the person is not a citizen or has no permanent residence title, in the presence of two or more of the following conditions:
 - a) the fact concerns the illegal entry or stay in the territory of the State of five or more persons;
 - b) the transported person has been exposed to danger for his life or safety in order to procure his illegal entry or stay;
 - c) the person being transported has been subjected to inhuman or degrading treatment to procure their entry or illegal stay;
 - d) the fact is committed by three or more persons in competition with each other or using international transport services or documents that are counterfeit or altered or in any case illegally obtained;
 - e) the perpetrators of the fact have the availability of weapons or explosive materials.
- recalling articles 416 bis, 416 ter and 630 of the Italian Criminal Code, it refers to the commission in associated form of the crimes of:
 - ✓ Mafia-type associations, including foreign ones
 - ✓ Political-mafia electoral exchange
 - ✓ Kidnapping for the purpose of robbery or extortion.
- recalling the crimes referred to in art. 74 of Presidential Decree no. 309/1990 refers to:
 - ✓ Association aimed at the trafficking of narcotic or psychotropic substances.

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- Criminal association (Article 416 of the Italian Penal Code)**

"When three or more people join together for the purpose of committing more crimes, those who promote or establish or organize the association are punished, for this only, with imprisonment from three to seven years. For the mere fact of participating in the association, the penalty is imprisonment from one to five years. The leaders are subject to the same penalty established for the promoters. If the associates run the campaigns or public roads into arms, imprisonment from five to fifteen years applies. The penalty is increased if the number of members is ten or more. If the association is aimed at committing any of the crimes referred to in articles 600, 601, 601-bis and 602, as well as article 12, paragraph 3-bis, of the consolidated text of the provisions concerning the discipline of immigration and rules on condition of the foreigner, referred to in Legislative Decree 25 July 1998, n. 286, as well as articles 22, paragraphs 3 and 4, and 22-bis, paragraph 1, of the law of 1 April 1999, n. 91, imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. If the association is aimed at committing any of the crimes provided for in articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the fact is committed to the detriment of a minor years eighteen, 609-quater, 609-quinquies, 609-octies, when the offense is committed to the detriment of a child under the age of eighteen, and 609-undecies, imprisonment from four to eight years is applied in the cases provided for in the first paragraph and imprisonment from two to six years in the cases provided for in the second paragraph. " and 22-bis, paragraph 1, of the law of 1 April 1999, n. 91, imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. If the association is aimed at committing any of the crimes provided for in articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the fact is committed to the detriment of a minor years eighteen, 609-quater, 609-quinquies, 609-octies, when the offense is committed to the detriment of a child under the age of eighteen, and 609-undecies, imprisonment from four to eight years is applied in the cases provided for in the first paragraph and imprisonment from two to six years in the cases provided for in the second paragraph. " and 22-bis, paragraph 1, of the law of 1 April 1999, n. 91, imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. If the association is aimed at committing any of the crimes provided for in articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the fact is committed to the detriment of a minor years eighteen, 609-quater, 609-quinquies, 609-octies, when the offense is committed to the detriment of a child under the age of eighteen, and 609-undecies, imprisonment from four to eight years is applied in the cases provided for in the first paragraph and imprisonment from two to six years in the cases provided for in the second paragraph. " imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. If the association is aimed at committing any of the crimes provided for in articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the fact is committed to the detriment of a minor years eighteen, 609-quater, 609-quinquies, 609-octies, when the offense is committed to the detriment of a child under the age of eighteen, and 609-undecies, imprisonment from four to eight years is applied in the cases provided for in the first paragraph and imprisonment from two to six years in the cases provided for in the second paragraph. " imprisonment from five to fifteen years is applied in the cases provided for in the first paragraph and from four to nine years in the cases provided for in the second paragraph. If the association is aimed at committing any of the crimes provided for in articles 600-bis, 600-ter, 600-quater, 600-quater.1, 600-quinquies, 609-bis, when the fact is committed to the detriment of a minor years eighteen, 609-quater, 609-quinquies, 609-octies, when the offense is committed to the detriment of a child under the age of eighteen, and 609-undecies, imprisonment from four to eight years is applied in the cases provided for in the first paragraph and imprisonment from two to six years in the cases provided for in the second paragraph. "

This offense falls within the category of crimes against public order, which constitutes an interest of the State, harmed by the social alarm that derives from an association of this type.

The criminal association is characterized by 3 fundamental elements:

- ✓ the tendentially permanent associative bond,
- ✓ the indeterminacy of the criminal program,
- ✓ the existence of a de facto organizational structure, even minimal and rudimentary, but concretely suitable for the realization of the criminal objectives.

Therefore, the criminal agreement is aimed at a program comprising several crimes whose single commission does not eliminate the associative bond between the members, which, on the contrary, remains.

The aim of the association must be, even if not unique and prevalent, that of carrying out a criminal program, that is, the commission of one or more crimes. It should be remembered that if the association is aimed at committing one of the crimes provided for in articles 600 cp; 601 of the criminal code; 602; Art. 12, paragraphs 3, 3-bis, 3-ter and 5, of Legislative Decree no. 286 of 25 July 1998, the penalty was increased.

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- Mafia-type associations, including foreign ones Art. 416 bis of the Criminal Code**

"Anyone who is part of a mafia-type association made up of three or more people is punished with imprisonment from ten to fifteen years. Those who promote, direct or organize the association are punished, for this alone, with imprisonment from twelve to eighteen years. The association is of the mafia type when those who are part of it make use of the intimidation force of the associative bond and the condition of subjection and silence that derives from it to commit crimes, to acquire directly or indirectly the management or in any case the control for economic activities, concessions, authorizations, contracts and public services or to make unfair profits or advantages for oneself or for others, or in order to prevent or hinder the free exercise of voting or to procure votes for oneself or others during electoral consultations. If the association is armed, the penalty of imprisonment from twelve to twenty years in the cases provided for in the first paragraph and from fifteen to twenty-six years in the cases provided for in the second paragraph is applied. The association is considered armed when the participants have the availability, for the achievement of the purpose of the association, of weapons or explosive materials, even if hidden or kept in a place of storage. If the economic activities of which the associates intend to assume or maintain control are financed in whole or in part with the price, the product, or the profit of crimes, the penalties established in the preceding paragraphs are increased by one third to half. The confiscation of the things that served or were intended to commit the crime and of the things that are the price, the product, the profit or that constitute the employment. The provisions of this article also apply to the Camorra, the 'Ndrangheta and other associations, however locally called, including foreign ones, which, using the intimidating force of the associative bond, pursue purposes corresponding to those of mafia-type associations. " (See Part "F") The provisions of this article also apply to the Camorra, the 'Ndrangheta and other associations, however locally called, including foreign ones, which, using the intimidating force of the associative bond, pursue purposes corresponding to those of mafia-type associations. " (See Part "F") The provisions of this article also apply to the Camorra, the 'Ndrangheta and other associations, however locally called, including foreign ones, which, using the intimidating force of the associative bond, pursue purposes corresponding to those of mafia-type associations. " (See Part "F")

- Aggravating circumstances Art. 452 octies of the Criminal Code**

"When the association referred to in article 416 is directed, either exclusively or concurrently, for the purpose of committing one of the crimes set forth in this title, the penalties provided for in that article 416 are increased.

When the association referred to in article 416 bis is aimed at committing any of the crimes provided for in this title or at the acquisition of the management or in any case of control of economic activities, concessions, authorizations, contracts or public services on the subject environmental, the penalties provided for by the same article 416 bis have increased.

The penalties referred to in the first and second paragraphs are increased by one third to half if the association includes public officials or persons in charge of a public service who exercise functions or perform services in environmental matters. "

Through this provision, the legislator intended to punish more severely criminal associations aimed at profiting from illegal activities that cause a danger to the environment, such as the illegal disposal of waste.

Particularly interesting is, with reference to the activity carried out by Elbana di Navigazione, the third aggravating circumstance, which sees an increase in the penalty for all those subjects who in the illegal activity play the role of public officials or persons in charge of public service (pursuant to art. 357 and 358 of the criminal code). This is therefore the case of waste management activities on board boats, whose responsibility lies with the captains, who can be qualified as public officials.

- Political-mafia electoral exchange (art.416-ter)**

... anyone who obtains the promise of votes provided for in the third paragraph of article 416-bis of the Italian Criminal Code in exchange for the payment of money is punished

The article in question represents a hypothesis of a multiple offensive crime, given that the protected legal asset is, in addition to public order, the exercise of the right to vote, harmed by the undue influence of the mafia, and, more generally, the good performance and impartiality of the public administration.

The case in question represents a hypothesis of a fractional consummation offense, for which the offense is actually perfect and consummated already at the time of the promise, but the subsequent donations of money, not constituting post-facts criminally irrelevant, move forward the consummation of the offense, with various effects, such as the postponement of the limitation period of the offense or the possible sub-entry of competitors in the offense pursuant to art. 110.

The case in point can therefore arise whenever the top management of the company influences the political vote in favor of the mafia-style criminal association, obtaining a subsequent economic advantage in the territory.

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O.2 Areas at risk

In relation to the crimes and criminal conduct set out above, for the purposes of this Special Part "O" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are all sensitive activities and areas as a crime transversal.

O.3 Recipients of the Special Section: general principles of conduct and control

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Provide, directly or indirectly, funds in favor of subjects who intend to commit crimes referred to in this Special Section;
- Perform services in favor of consultants, partners and suppliers that are not adequately justified in the context of the contractual relationship established or in relation to the type of assignment to be performed;
- Violating the control principles set forth in this Special Section;
- Entertaining relationships, negotiating and / or stipulating and / or executing contracts or deeds with persons indicated in the Reference Lists or belonging to organizations present in the same;
- Granting benefits to persons indicated in the Reference Lists or belonging to organizations present in the same;
- Hire people indicated in the Reference Lists or belonging to organizations present in them.

O.4 Supervisory function

For each risk area, as identified in point O.2, the Sole Director or a Sector Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

O.5 The control system

For the categories of offenses analyzed in this special section, reference should be made transversally to the internal control system relating to the general and specific principles referred to in the General Part of the Organization, Management and Control Model and to the entire procedural body of the Company in a transversal.

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Special Section "P" - The Offenses of False Nummario

P.1 The types of crimes of False Nummario (Art. 25-bis, Legislative Decree No. 231/2001)

With regard to this Special Section "P", a brief description of the offenses contemplated therein, indicated in art. 24 bis of Legislative Decree 231/2001 and deemed potentially feasible by the Company, due to the activities carried out and deemed "sensitive" pursuant to Legislative Decree 231/2001, even if these have already been partially dealt with in the Special Section "F" (Article 416 of the Italian Criminal Code and Article 416-bis of the Criminal Code).

The identification of the areas of activity at risk of commission of the envisaged crimes (so-called Mapping or "Matrix of the Activities at risk-crime) and the considerations made on the possible feasibility of the aforementioned crimes, were also carried out through interviews with corporate subjects of each competent Area / Office, as such equipped with the widest and most profound knowledge of the operations of each individual sector of the company activity.

The offenses that were therefore considered potentially feasible are the following:

- **Falsification of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Criminal Code)**

"The provisions of articles 453, 455 and 457 also apply to the counterfeiting or alteration of revenue stamps and to the introduction into the territory of the State [4], or to the purchase, possession and circulation of counterfeit revenue stamps; but the penalties are reduced by a third.

For the purposes of criminal law, revenue stamps include stamps, revenue stamps, postage stamps and other values equivalent to these by special laws "

The juridical asset protected by the rules that punish the false nummario is public faith, endangered by behaviors that could undermine the generalized feeling of trust in the authenticity of the means of exchange used by the contemporary economy.

It should be noted that, given the dangerous nature of the crimes in question, the principle of offensiveness requires that various conduct not be considered criminally relevant, falling within the hypothesis of gross forgery, harmless falsehood and useless falsehood.

- **Use of counterfeit or altered revenue stamps / Art. 464 co 1 and co 2 cp)**

"Whoever, not being involved [110] in counterfeiting or altering, makes use of counterfeit or altered revenue stamps [459], is punished with imprisonment for up to three years and a fine of up to 516 euros. were received in good faith, the penalty established in article 457, reduced by one third, applies. "

The provision in question only punishes those who, not being involved in the case referred to in article 459, make use of counterfeit or altered stamps. This offense is punished by way of willful misconduct, which consists in the awareness of the falsity of the stamp value upon receipt.

Receipt in good faith is instead punished by the second paragraph, which punishes the subsequent use, obviously with the subsequent acquired awareness of the falsity of the stamp value.

In any case, the use of counterfeit stamps is punishable as an autonomous crime if the use is in accordance with the natural destination of the values. Therefore, the transfer of counterfeit values to others is not included, which instead gives rise to the more serious crime of putting into circulation pursuant to art. 459.

P.2 Areas at risk

In relation to the crimes and criminal conduct specified above, for the purposes of this Special Part "P" of the Model, the areas of activity considered more specifically at risk and the related "sensitive activities" are the following:

- Management of authorizations issued by PA and related supervisory activity. The process includes:
 - ✓ the preparation and transmission of information and documentation to public bodies in relation to the above, also through forms of self- certification or with the mediation of consultants with specific skills;
 - ✓ the preparation and transmission of documentation with the full fulfillment of the necessary tax obligations.
- Management of relations with the competent public bodies for the fulfillment of the obligations necessary for the request for the provision of public services, for which the payment of a tax charge is required
 - o Management of relations with officials of public bodies of any nature, service providers or willing to check and supervise tax compliance during:
 - ✓ Presentation of the request;

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- ✓ Checks and checks on the correct payment of tax charges;
- ✓ Preparation of the required economic and technical documentation with official state values
- ✓ Reporting and traceability of charges purchased or received.
- Management of analytical and general accounting and preparation of the financial statements
- General accounting management, with particular reference to the activities of:
 - Detection, classification and control of all management events with administrative and economic implications;
 - Correct maintenance of administrative relations with third parties (e.g. customers, suppliers) and related accounting management of debit / credit items;
 - Correct keeping of the registers indicating the state values purchased and used for periodic tax obligations;
 - Custody and keeping of the Accounting and Social Books and management of relations with the Board of Statutory Auditors, the Independent Auditors and the Shareholders, in the exercise of the control powers conferred on them by law.
 - Procurement of goods and services
 - Management of purchases of stamps:
 - Selection of the supplier;
 - Preparation of requests and purchase registration;
 - Management of monetary, financial and cash flows
 - Management of financial flows (active cycle and passive cycle), treasury and financial funding, with particular reference to the following activities:
 - Collection management;
 - Payment management;
 - Petty cash management;

P.3 Recipients of the Special Section: general principles of conduct and control

In particular, this Special Section has the function of:

- Provide a list of the principles of conduct which the Recipients are required to comply with for the correct application of the Model;
- Provide the Supervisory Body, and the heads of the other corporate functions called to cooperate with it, with the operational tools to carry out the required control, monitoring and verification activities.

Without prejudice to compliance with the general principles of control set out in the General Part (see Chapter 4), this Special Part provides for the express prohibition against all Recipients of:

- Engage, collaborate with or cause the carrying out of behaviors such that - considered individually or collectively - directly or indirectly integrate the types of offenses included among those considered above;
- Violating the control principles set forth in this Special Section;
- Strict observance of all laws and regulations governing company activities, with particular reference to activities that involve contacts and relations with the Public Administration, especially with the Financial Administration;
- Establishment and maintenance of any relationship with the Public Administration on the basis of criteria of maximum correctness and transparency;
- Avoid carrying out simulated operations or spreading false news about the company in order to hide capital or evade the tax authorities;
- Establish relationships with private individuals in compliance with principles of transparency and fairness.

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P.4 Presidio function

For each area at risk, as identified in point P.2, the Sole Director or a Sector Manager appointed by him, appoints one or more internal subjects ("Supervisory Function").

The Presidium Function:

- He becomes the referent and responsible party for the activities at risk;
- It guarantees, within the area at risk for which it is responsible, compliance with the reference principles of the Model and the correct implementation of the system of controls identified;
- Collaborates with the SB in carrying out any activity necessary for the purpose of carrying out the supervisory and control functions;
- Promptly notifies the SB, with specific reporting lines, of any behavior found that is not in line with the rules of conduct adopted in compliance with the principles of the Model.

Each Presidium Function can delegate the operational activities to referents indicated by it, notifying the SB.

P.5 The control system

For the categories of offenses analyzed in this special section, reference should be made to the internal control system referred to in the Procedural Body of the Company and in particular to the controls contained in the following procedures:

PO-00 - Personnel management

PO-01 Professional profiles, tasks and responsibilities PO-02- Relations with the public administration

PO-05 - Preparation of the budget

PO-06- Purchases of goods, services and consultancy PO-10 - Monetary and financial flows

PO-13- Management of Services and commercial offers

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Attachment A - List of offenses currently included in Legislative Decree 231/2001

1. Undue receipt of funds, fraud to the detriment of the State or a public body or for the achievement of public funds and IT fraud to the detriment of the State or a public body (Art. 24, Legislative Decree no. 231/2001) [article modified by Law 161/2017]

Embezzlement to the detriment of the State (Article 316-bis of the Criminal Code) Undue receipt of funds to the detriment of the State (Article 316-ter of the Criminal Code) [amended by Law no. 3/2019]

Fraud to the detriment of the State or other public body or of the European Communities (Article 640, paragraph 2, 1, of the Italian Penal Code)

Aggravated fraud for obtaining public funds (Article 640-bis of the Italian Criminal Code)

Computer fraud to the detriment of the State or other public body (Article 640-ter of the Criminal Code)

2. Computer crimes and unlawful data processing (Art. 24-bis, Legislative Decree no. 231/2001) [article added by Law no. 48/2008; amended by Legislative Decree no. 7 and 8/2016 and by Legislative Decree no. 105/2019]

IT documents (Article 491-bis of the Italian Criminal Code)

Unauthorized access to an IT or telematic system (Article 615-ter of the Criminal Code)

Unauthorized possession and dissemination of access codes to IT or telematic systems (Article 615-quater of the Criminal Code)

Dissemination of programs aimed at damaging or interrupting a computer system (Article 615-quinquies of the Italian Criminal Code)

Illicit interception, impediment or interruption of computer or telematic communications (Article 617-quater of the Italian Criminal Code)

Installation of equipment designed to intercept, prevent or interrupt computer or telematic communications (Article 617-quinquies of the Criminal Code)

Damage to information, data and computer programs (Article 635-bis of the Criminal Code)

Damage to information, data and computer programs used by the State or by another public body or in any case of public utility (Article 635-ter of the Criminal Code) Damage to IT or telematic systems (Article 635-quater of the Criminal Code)

Damage to IT or telematic systems of public utility (Article 635-quinquies of the Italian Criminal Code)

Computer fraud by the electronic signature certifier (Article 640-quinquies of the Italian Criminal Code)

Violation of the rules on the perimeter of national cyber security (Article 1, paragraph 11, Legislative Decree 21 September 2019, n.105)

3. Organized crime offenses (Article 24-ter, Legislative Decree no. 231/2001) [article added by Law no. 94/2009 and amended by Law 69/2015]

Criminal association (Article 416 of the criminal code)

Mafia-type association, including foreign ones (art. 416-bis of the Criminal Code) [article modified by Law no. 69/2015]

Political-mafia electoral exchange (art. 416-ter criminal code) [thus replaced by art. 1, paragraph 1, Law 17 April 2014, n. 62, with effect from 18 April 2014, pursuant to the provisions of art. 2, paragraph 1 of the same Law 62/2014)

Kidnapping for the purpose of extortion (Article 630 of the Criminal Code)

Association aimed at the illicit trafficking of narcotic or psychotropic substances (art. 74 DPR 9 October 1990, n. 309) [paragraph 7-bis added by Legislative Decree no. 202/2016]

All crimes if committed making use of the conditions provided for by art. 416-bis of the Criminal Code to facilitate the activities of the associations provided for in the same article (Law 203/91)

Illegal manufacture, introduction into the State, sale, transfer, possession and carrying in a public place or place open to the public of war or war-type weapons or parts thereof, explosives, clandestine weapons as well as more common firearms

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excluding those provided for by article 2, third paragraph, of law no. 110 (Article 407, paragraph 2, letter a), number 5), cpp)

4. Extortion, undue inducement to give or promise other benefits and corruption (Article 25, Legislative Decree no. 231/2001) [amended by Law no. 190/2012 and by Law 3/2019]

Extortion (Article 317 of the Italian Criminal Code) [article modified by Law no. 69/2015]

Corruption for the exercise of the function (Article 318 of the Italian Criminal Code) [amended by Law no. 190/2012, L. n. 69/2015 and Law no. 3/2019]

Corruption for an act contrary to official duties (art. 319 of the criminal code) [article modified by Law no. 69/2015]

Aggravating circumstances (Article 319-bis of the Italian Criminal Code)

Corruption in judicial acts (art. 319-ter of the criminal code) [article modified by Law no. 69/2015]

Undue inducement to give or promise benefits (art. 319-quater) [article added by Law no. 190/2012 and amended by Law no. 69/2015]

Bribery of a person in charge of a public service (Article 320 of the criminal code) Penalties for the briber (Article 321 of the criminal code)

Incitement to corruption (Article 322 of the criminal code)

Embezzlement, extortion, undue inducement to give or promise benefits, corruption and incitement to corruption of members of international courts or bodies of the European Communities or of international parliamentary assemblies or international organizations and officials of the European Communities and foreign states (art. 322- bis of the Criminal Code) [modified by Law no. 190/2012 and by Law no. 3/2019] Trafficking of illicit influences (Article 346-bis of the Criminal Code) [amended by Law 3/2019]

5. Counterfeiting of coins, public credit cards, revenue stamps and identification instruments or signs (Article 25-bis, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 350/2001, converted with amendments by Law no. 409/2001; modified by Law no. 99/2009; amended by Legislative Decree 125/2016]

Counterfeiting of money, spending and introduction into the State, after agreement, of counterfeit money (Article 453 of the Criminal Code)

Alteration of money (art. 454 of the criminal code)

Spending and introduction into the State, without agreement, of counterfeit money (Article 455 of the Criminal Code)

Spending of counterfeit money received in good faith (Article 457 of the Criminal Code)

Falsification of revenue stamps, introduction into the State, purchase, possession or putting into circulation of counterfeit revenue stamps (Article 459 of the Criminal Code)

Counterfeiting of watermarked paper used for the manufacture of public credit cards or revenue stamps (Article 460 of the Criminal Code)

Manufacture or possession of watermarks or instruments intended for the counterfeiting of money, revenue stamps or watermarked paper (Article 461 of the Criminal Code)

Use of counterfeit or altered revenue stamps (Article 464 of the Criminal Code) Counterfeiting, alteration or use of trademarks or distinctive signs or of patents, models and designs (Article 473 of the Italian Criminal Code)

Introduction into the State and trading of products with false signs (Article 474 of the Italian Criminal Code)

6. Crimes against industry and trade (Art. 25-bis.1, Legislative Decree no. 231/2001) [article added by Law no. 99/2009]

Disturbed freedom of industry or commerce (Article 513 of the Italian Criminal Code) Unlawful competition with threats or violence "(Article 513-bis of the Criminal Code) Fraud against national industries (Article 514 of the criminal code)

Fraud in the exercise of commerce (Article 515 of the Italian Penal Code)

Sale of non-genuine food substances as genuine (Article 516 of the Criminal Code) Sale of industrial products with misleading signs (Article 517 of the Criminal Code) Manufacture and trade of goods made by usurping industrial property rights (Article 517-ter of the Criminal Code)

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Counterfeiting of geographical indications or designations of origin of agri-food products (Article 517-quater of the Criminal Code)

7. Corporate offenses (Article 25-ter, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 61/2002, amended by Law no. 190/2012, by Law 69/2015 and by Legislative Decree no. 38/2017]

False corporate communications (art. 2621 of the civil code) [article modified by Law no. 69/2015]

Minor events (Article 2621-bis of the Italian Civil Code)

False corporate communications from listed companies (Article 2622 of the Italian Civil Code) [article amended by Law no. 69/2015]

Prevented control (Article 2625, paragraph 2, of the Italian Civil Code) Undue return of contributions (Article 2626 of the Italian Civil Code)

Illegal distribution of profits and reserves (Article 2627 of the Italian Civil Code) Unlawful operations on shares or quotas of the company or of the parent company (Article 2628 of the Italian Civil Code)

Transactions to the detriment of creditors (Article 2629 of the Italian Civil Code) Failure to communicate the conflict of interest (art. 2629-bis of the Italian Civil Code) [added by law no. 262/2005]

Fictitious capital formation (Article 2632 of the Italian Civil Code)

Undue distribution of company assets by liquidators (Article 2633 of the Italian Civil Code)

Corruption between private individuals (art. 2635 of the civil code) [added by law no. 190/2012; amended by Legislative Decree no. 38/2017 and by Law no. 3/2019] Incitement to corruption among private individuals (art. 2635-bis of the Italian Civil Code) [added by Legislative Decree no. 38/2017 and amended by Law no. 3/2019] Unlawful influence on the shareholders' meeting (art. 2636 cc)

Stock manipulation (Article 2637 of the Italian Civil Code)

Obstacle to the exercise of the functions of public supervisory authorities (Article 2638, paragraphs 1 and 2, of the Italian Civil Code)

8. Crimes with the purpose of terrorism or subversion of the democratic order provided for by the criminal code and special laws (Art. 25-quater, Legislative Decree no. 231/2001) [article added by Law no. 7/2003] Subversive associations (Article 270 of the criminal code)

Associations for purposes of terrorism, including international ones or subversion of the democratic order (Article 270 bis of the Italian Criminal Code)

Assistance to associates (Article 270 ter of the criminal code)

Recruitment for terrorist purposes, including international ones (Article 270 quater of the Italian Criminal Code)

Training in terrorist activities, including international ones (Article 270 quinquies of the Italian Criminal Code)

Financing of conducts for terrorism purposes (Law n. 153/2016, art. 270 quinquies 1 of the Italian Criminal Code)

Theft of assets or money subject to seizure (Article 270 quinquies.2 of the Criminal Code)

Conduct for the purpose of terrorism (Article 270 sexies of the Italian Penal Code) Attack for terrorist or subversion purposes (Article 280 of the Criminal Code)

Act of terrorism with deadly or explosive devices (Article 280 bis of the Criminal Code) Acts of nuclear terrorism (Article 280 ter of the Criminal Code)

Kidnapping for the purpose of terrorism or subversion (Article 289 bis of the Criminal Code)

Seizure for coercion (Article 289-ter of the Italian Criminal Code) [introduced by Legislative Decree 21/2018]

Incitement to commit any of the crimes envisaged by the first and second Chapters (Article 302 of the Criminal Code)

Political conspiracy by agreement (Article 304 of the criminal code) Political conspiracy by association (art. 305 of the criminal code)

Armed gang: training and participation (Article 306 of the criminal code) Assistance to participants in conspiracy or armed gang (Article 307 of the criminal code)

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Possession, hijacking and destruction of an airplane (Law n. 342/1976, art. 1) Damage to ground installations (Law n. 342/1976, art. 2)

Sanctions (Law no. 422/1989, art. 3)

Active repentance (Legislative Decree no. 625/1979, art. 5) New York Convention of 9 December 1999 (art.2)

9. Practices of mutilation of female genital organs (Art. 25-quater.1, Legislative Decree no. 231/2001) [article added by Law no. 7/2006]

Female genital mutilation practices (Article 583-bis of the Criminal Code)

10. Crimes against the individual (Art. 25-quinquies, Legislative Decree no. 231/2001) [article added by Law no. 228/2003; modified by Law no. 199/2016]

Reduction or maintenance in slavery or servitude (Article 600 of the Criminal Code) Child prostitution (Article 600-bis of the Italian Penal Code)

Child pornography (Article 600-ter of the Italian Criminal Code) Possession of pornographic material (Article 600-quater)

Virtual pornography (art. 600-quater.1 criminal code) [added by art. 10, L. 6 February 2006 n. 38]

Tourist initiatives aimed at the exploitation of child prostitution (Article 600-quinquies of the Criminal Code)

Human trafficking (Article 601 of the Italian Criminal Code) [amended by Legislative Decree 21/2018]

Purchase and sale of slaves (art. 602 of the criminal code)

Illicit intermediation and exploitation of labor (art. 603-bis of the criminal code) Solicitation of minors (art. 609-undecies of the criminal code)

11. Crimes of market abuse (Article 25-sexies, Legislative Decree no. 231/2001) [article added by Law no. 62/2005] Market manipulation (Article 185 of Legislative Decree No. 58/1998) [amended by Legislative Decree 107/2018]

Abuse of privileged information (Article 184 of Legislative Decree No. 58/1998)

12. Other offenses relating to market abuse (Article 187-quinquies TUF) [article amended by Legislative Decree no. 107/2018]

Prohibition of abuse of privileged information and unlawful communication of privileged information (Article 14 of EU Reg. No. 596/2014)

Prohibition of market manipulation (Article 15 of EU Regulation no. 596/2014)

13. Crimes of manslaughter and serious or very serious negligent injuries, committed in violation of accident prevention regulations and the protection of hygiene and health in the workplace (Article 25-septies, Legislative Decree No. 231/2001) [added article from Law no. 123/2007; amended L. n. 3/2018]

Manslaughter (Article 589 of the Penal Code)

Negligent personal injury (Article 590 of the Italian Criminal Code)

14. Receiving, laundering and use of money, goods or benefits of illicit origin, as well as self-laundering (Art. 25-octies, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 231/2007; modified by Law no. 186/2014]

Money laundering (Article 648-bis of the Italian Criminal Code) Receiving (Article 648 of the Criminal Code)

Use of money, goods or benefits of illicit origin (Article 648-ter of the Criminal Code) Self-laundering (Article 648-ter.1 of the Criminal Code)

15. Crimes relating to copyright infringement (Article 25-novies, Legislative Decree no. 231/2001) [article added by Law no. 99/2009]

Making available to the public, in a system of telematic networks, through connections of any kind, of a protected intellectual work, or part of it (Article 171, Law 633/1941 paragraph 1 letter a) BIS)

Offenses referred to in the previous point committed on the works of others not intended for publication if their honor or reputation is offended (Article 171, Law 633/1941 paragraph 3)

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Unauthorized duplication, for profit, of computer programs; import, distribution, sale or possession for commercial or business purposes or leasing of programs contained in media not marked by the SIAE; provision of means to remove or circumvent the protection devices of computer programs (Article 171-bis of Law 633/1941 paragraph 1)

Reproduction, transfer to another medium, distribution, communication, presentation or demonstration in public of the contents of a database; extraction or reuse of the database; distribution, sale or leasing of databases (Article 171-bis of Law 633/1941 paragraph 2)

Unauthorized duplication, reproduction, transmission or dissemination in public by any procedure, in whole or in part, of intellectual works intended for the television or cinema circuit, for the sale or rental of records, tapes or similar supports or any other medium containing phonograms or videograms of similar musical, cinematographic or audiovisual works or sequences of moving images; literary, dramatic, scientific or didactic, musical or musical dramatic, multimedia works, even if inserted in collective or composite works or databases; unauthorized reproduction, duplication, transmission or dissemination, sale or trade, transfer for any reason or illegal import of over fifty copies or specimens of works protected by copyright and related rights; Failure to notify the SIAE of the identification data of the supports not subject to the marking or false declaration (Article 171-septies of Law 633/1941)

Fraudulent production, sale, import, promotion, installation, modification, use for public and private use of equipment or parts of equipment suitable for the decoding of conditional access audiovisual transmissions carried out over the air, via satellite, via cable, in both analogue and digital form (Article 171-octies of Law 633/1941).

16. Inducement not to make statements or to make false statements to the judicial authority (Article 25-decies, Legislative Decree no. 231/2001) [article added by Law no. 116/2009]

Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the criminal code).

17. Environmental crimes (Article 25-undecies, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 121/2011, amended by Law no. 68/2015, amended by Legislative Decree no. 21/2018]

Environmental pollution (Article 452-bis of the Criminal Code) Environmental disaster (Article 452-quater of the Italian Criminal Code)

Negligent crimes against the environment (Article 452-quinquies of the Italian Criminal Code)

Traffic and abandonment of highly radioactive material (Article 452-sexies of the Italian Criminal Code)

Aggravating circumstances (Article 452-octies of the Italian Penal Code)

Killing, destruction, capture, taking, possession of specimens of protected wild animal or plant species (Article 727-bis of the Criminal Code)

Destruction or deterioration of habitats within a protected site (Article 733-bis of the Criminal Code)

Import, export, possession, use for profit, purchase, sale, display or possession for sale or for commercial purposes of protected species (Law n.150 / 1992, art. 1, art. 2, art. 3- bis and art. 6)

Industrial waste water discharges containing dangerous substances; discharges to the soil, subsoil and groundwater; discharge into sea waters by ships or aircraft (Legislative Decree 152/2006, art. 137)

Unauthorized waste management activities (Legislative Decree 152/2006, art. 256) Pollution of the soil, subsoil, surface water or groundwater (Legislative Decree No. 152/2006, art. 257)

Illegal waste trafficking (Legislative Decree 152/2006, art. 259)

Violation of the obligations of communication, keeping of mandatory registers and forms (Legislative Decree n.152 / 2006, art. 258)

Activities organized for the illegal trafficking of waste (Article 452-quaterdecies of the Italian Criminal Code) [introduced by Legislative Decree no. 21/2018]

False indications on the nature, composition and chemical-physical characteristics of the waste in the preparation of a waste analysis certificate; inclusion in SISTRI of a false waste analysis certificate; omission or fraudulent alteration of the paper copy of the SISTRI form - waste handling area (Legislative Decree n.152 / 2006, art.260-bis) Sanctions (Legislative Decree no. 152/2006, art. 279)

Intentional pollution caused by ships (Legislative Decree no.202 / 2007, art.8) Negligent pollution caused by ships (Legislative Decree no.202 / 2007, art.9) Termination and reduction of the use of harmful substances (Law n. 549/1993 art. 3)

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18. Employment of third-country nationals whose stay is irregular (Article 25-duodecies, Legislative Decree no. 231/2001) [article added by Legislative Decree no. 109/2012, amended by Law no. 161]

Provisions against illegal immigration (Article 12, paragraph 3, 3 bis, 3 ter and paragraph 5, Legislative Decree no. 286/1998)

Employment of third-country nationals whose stay is irregular (Article 22, paragraph 12 bis, Legislative Decree No. 286/1998)

19. Racism and xenophobia (Art. 25-terdecies, Legislative Decree no. 231/2001) [article added by Law no. 167, amended by Legislative Decree no. 21/2018]

Propaganda and incitement to crime for reasons of racial, ethnic and religious discrimination (art. 604-bis of the criminal code) [added by Legislative Decree no. 21/2018]

20. Fraud in sports competitions, illegal gambling or betting and gambling carried out by means of prohibited devices (Article 25-quaterdecies, Legislative Decree no. 231/2001) [article added by Law no. 39/2019]

Fraud in sports competitions (Article 1, Law no. 401/1989)

Abusive exercise of gambling or betting activities (Article 4, Law no. 401/1989)

21. Tax Offenses (Article 25-quinquedecies, Legislative Decree no. 231/2001) [article added by Law no. 157/2019]

Fraudulent declaration through the use of invoices or other documents for non-existent operations (Article 2 of Legislative Decree no. 74/2000)

Fraudulent declaration through other devices (Article 3 of Legislative Decree no. 74/2000)

Issue of invoices or other documents for non-existent transactions (Article 8 of Legislative Decree no. 74/2000)

Concealment or destruction of accounting documents (Article 10 of Legislative Decree No. 74/2000)

Fraudulent subtraction of the payment of taxes (Article 11 of Legislative Decree No. 74/2000)

22. Liability of entities for administrative offenses resulting from a crime (Article 12, Law no. 9/2013) [They constitute a prerequisite for entities operating in the virgin olive oil supply chain]

Adulteration and counterfeiting of food substances (Article 440 of the criminal code) Trade in counterfeit or adulterated food substances (Article 442 of the Criminal Code) Trade in harmful food substances (Article 444 of the Criminal Code)

Counterfeiting, alteration or use of distinctive signs of intellectual property or industrial products (Article 473 of the Criminal Code)

Introduction into the State and trading of products with false signs (Article 474 of the Italian Criminal Code)

Fraud in the exercise of commerce (Article 515 of the Italian Penal Code)

Sale of non-genuine food substances as genuine (Article 516 of the Criminal Code) Sale of industrial products with misleading signs (Article 517 of the Criminal Code) Counterfeiting of geographical indications denominations of origin of agri-food products (Article 517-quater of the Criminal Code)

23. Transnational offenses (Law no. 146/2006) [The following offenses are a prerequisite for the administrative liability of entities if they are committed transnationally]

Provisions against illegal immigration (Article 12, paragraphs 3, 3-bis, 3-ter and 5, of the consolidated text referred to in Legislative Decree no. 286 of 25 July 1998) Association aimed at the illicit trafficking of narcotic or psychotropic substances (art.74 of the consolidated act as per DPR 9 October 1990, n.309)

Criminal association aimed at smuggling foreign manufactured tobaccos (Article 291- quater of the consolidated act as per Presidential Decree of 23 January 1973, no. 43) Inducement not to make statements or to make false statements to the judicial authority (Article 377-bis of the Criminal Code)

Personal aiding and abetting (Article 378 of the Criminal Code) Criminal association (Article 416 of the criminal code)

Mafia-type association (Article 416-bis of the Italian Criminal Code)

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Annex B - Articles of the Criminal Code referred to in Article 4 of Legislative Decree 231/2001

Art. 7 "Offenses committed abroad"

Unconditional punishment for the citizen or the foreigner who commits abroad:

- a) crimes against the personality of the State;
- b) crimes of counterfeiting the state seal and use of such a counterfeit seal;
- c) crimes of counterfeiting in currency having legal tender in the territory of the State or in revenue stamps or in Italian public credit cards;
- d) crimes committed by public officials in the service of the State, abusing powers or violating the duties inherent in their function;
- e) any other offense for which specific provisions of law or international conventions establish the applicability of Italian criminal law.

Art. 8 "Political crime committed abroad"

Punishment for the citizen or the foreigner who commits a political crime abroad (i.e. a crime that offends a political interest of the State, or a political right of the citizen or a common crime determined in whole or in part by political reasons), on request of the Minister of Justice or a complaint by the injured person if it is a crime that can be prosecuted on a complaint by a party.

Art. 9 "Common crime of citizens abroad"

Punishment for the citizen who, apart from the cases indicated above, commits an offense abroad for which the Italian law establishes life imprisonment or imprisonment of no less than three years, if he is in the territory of the State. In the case of a crime for which a penalty restricting personal freedom of lesser duration has been established, the guilty party is punished at the request of the Minister of Justice or at the request or complaint of the injured person.

In both cases, if it is a crime committed to the detriment of the European Communities, a foreign state or a foreigner, the guilty party is punished at the request of the Minister of Justice if the extradition has not been granted or if it has not been accepted. by the Government of the State in which he committed the crime.

Art. 10 "Common crime of foreigners abroad"

Punishment for the foreigner who, apart from the cases indicated above, commits an offense abroad for which the Italian law establishes life imprisonment or imprisonment of no less than one year: a) if he is in the territory of the State and there is b) the request of the Minister of Justice or c) application or complaint of the injured person.

If the crime is committed to the detriment of the European Communities, a foreign state or a foreigner, the guilty party is punished at the request of the Minister of Justice if: a) he is in the territory of the State, b) it is a crime for which he is the penalty of life imprisonment or imprisonment of not less than three years has been established, c) extradition has not been granted or if it has not been accepted by the Government of the State in which he committed the crime or by that of the State to which it belongs.

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