

# ASPI Group Anti-Bribery Guideline



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To staff, corporate bodies and Group counterparts.

Autostrade per l'Italia Group understands that corruption is a global and cross-cutting issue that we must need to face together to ensure a fair and sustainable future and address long-term challenges.

Therefore, we renew our commitment to counter the manifestation of corrupt conduct also through the implementation of principles, rules of conduct and innovative solutions, in accordance with best standards and best practices.

It is our responsibility and that of all those who work and collaborate with the Group to observe the requirements of this Guideline, thereby contributing to the pursuit of the "**Zero Corruption**" objective. This contributes to critically establishing and developing a healthy and responsible work environment based on a culture of respect for the corporate values of Safety, Innovation, Transparency, Excellence and Accountability.

We thank you for your cooperation and commitment to achieving our Group's goals.

Elisabetta Oliveri - Chairwoman

Roberto Tomasi - Chief Executive Officer

## 1 PURPOSE

The purpose of this Guideline is to provide Recipients with control/guidance principles and rules of conduct to be followed in order to prevent and counteract the occurrence of corrupt phenomena and, more generally, conduct contrary to the values on which the actions of Autostrade per l'Italia S.p.A. Group (hereinafter also "the Group") are based, aware of the negative effects that corruption, as a global and transversal *issue*, is capable of causing to future generations, depriving them of key resources such as safety and safety standards, environmental rights, education, social wellness and healthcare.

## 2 SCOPE

What is described within the scope of this Guideline applies to ASPI and the Subsidiaries, directly or indirectly, operating at the national and/or international level, which transpose the contents represented in this document and adopt them, adapting them where necessary, to the peculiarities of their own business, corporate governance and organizational structure and taking into account the regulatory framework applicable to them (e.g. specific reference regulations).

This document is the reference framework in the area of anti-bribery for the Group Companies, which adopt it according to the specific structuring of their Internal Control System.

More generally, this document applies to the members of the corporate bodies of administration and control, to all Group personnel, to Third Parties (such as, for example, suppliers, sub-suppliers, sub-concessionaires, consultants, representatives, business partners, etc.) and to all those who collaborate or operate, in the name of or on behalf of and/or in the interest of the Group itself, nationally and/or internationally.

## 3 HOW IS CORRUPTION PERPETRATED

Corruption is the conduct<sup>1</sup> of any person who, directly or indirectly (including through an intermediary) perform activities on behalf of or in the interest of the Company, offers, promises, grants, requests, solicits, induces, instigates, or receives undue benefits and/or compensation in order to obtain or maintain an undue personal advantage and/or the Company's and/or third parties.

In general, any act that could unduly influence relations between the Group and third parties, whether public or private, is prohibited (so-called *wrong doing*).

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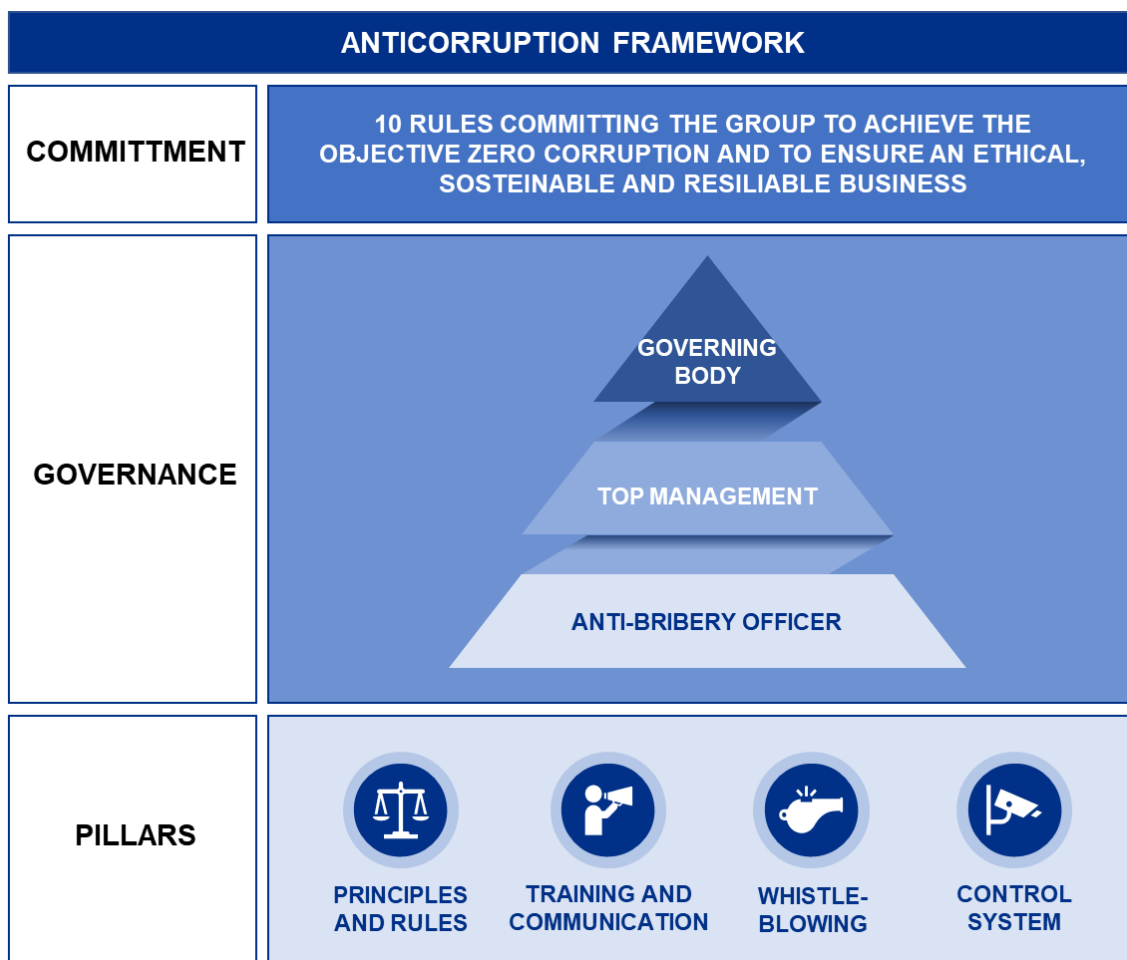
<sup>1</sup> Sanctioned according to the Anticorruption regulations in force in the countries where the Group operates.

## 4 ANTICORRUPTION FRAMEWORK

This Guideline is positioned as part of the initiatives to strengthen the Internal Control System, aimed at the effective and efficient identification, measurement, management and continuous monitoring of risks in corruption, and with the aim of contributing to the sustainable success of the Company.

The Anti-Bribery Guideline is an integral part of the Group's Anti Bribery Management System (so-called System), included within the Integrated Management System<sup>2</sup> defined by the Company and based on the founding principles of Ethics, Integrity, Inclusiveness and Sustainability.

In this context, the fight against corruption is represented by this framework:



<sup>2</sup> For ASPI Integrated Management System for Quality, Road Safety, Environmental Protection, Occupational Safety and Health, Gender Equality and Inclusion, Anti-Bribery Management, Information Security, Personal Data Protection and Cloud, Business Continuity and Energy.

## 4.1 Statement of Commitments in the Fight Against Corruption

In carrying out its activities, the Group is inspired by the *Sustainable Development Goals* (SDGs) defined by the United Nations 2030 Agenda<sup>3</sup>. As part of this, the Group is committed to achieving the "**Zero Corruption**" goal through the 10 rules outlined below:



**ZÈRO/ CORRUPTION**

# MANIFESTO

*Corruption is a global and cross-cutting issue that we need to face to ensure a fair and sustainable future to next generation*

- 1 ZERØ CORRUPTION TARGET**  
 > Breaking biases that corruption cannot be eliminated.
- 2 LEAD BY EXAMPLE**  
 > Developing a business integrity culture at all company levels through the commitment and example of Top Management.
- 3 HUMAN RIGHTS & ANTI-CORRUPTION**  
 > Spreading the idea that corruption is a crime that undermines human rights and contributes to inequality.
- 4 STIMULATE RESPONSIBLE CONDUCT**  
 > Establishing a relationship of trust at all levels to encourage responsible behaviour, overcoming resistance and barriers to change.
- 5 ZERØ TOLLERANCE**  
 > defining and disseminating clear rules and sanctions for the prevention of corruption, without tolerating exceptions.
- 6 PROTECTING BRAVE VOICES**  
 > Defending and supporting whistleblowers, alerters and reported persons, ensuring a psychologically safe environment.
- 7 ADVANCED TRAINING**  
 > Developing training and awareness-raising courses for all personnel and critical third parties.
- 8 COMMUNICATION AS A VALUE**  
 > Ensuring the dissemination of principles, values, and rules through innovative and unconventional communication, aligning the perception of the consequences with reality.
- 9 TECH FOR TRUST AND TRANSPARENCY**  
 > Using technological and innovative solutions to increase our compliance capacity.
- 10 TRANSLATE OUR COMMITMENT INTO OUTCOMES**  
 > Translating commitments into tangible actions to boost our race to zero.

<sup>3</sup> <https://unric.org/it/agenda-2030/>

## 4.2 Governance

The Group's Anti-Bribery Management System is directed, coordinated and implemented as follows:

- **Governing Body:** the Board of Directors acts as the Governing Body with the duties of, among others, approving the bribery prevention policy, receiving and reviewing information regarding the content of the Anti-Bribery Management System;
- **Top Management:** the CEO holds the role of Top Management and his responsibilities include ensuring that the System, policies and objectives of anti-bribery are implemented and reviewed, ascertaining the integration of System requirements into processes, and promoting the appropriate anti-bribery culture by encouraging the use of whistleblowing channels;
- **Anti-Bribery Officer:** each Group Company appoints an Anti-Bribery Officer (hereinafter also RAC) who, among others, is responsible for overseeing the implementation and improvement of the Anti-Bribery System and Guideline, ensuring that the System complies with the requirements of UNI ISO 37001:2016, and ensuring the continuous monitoring of bribery risk.

## 4.3 Pillars

Corruption in the Group is countered through:

- **Principles and Rules:** the Group is committed to establishing and disseminating clear control/guidance principles and rules of conduct that, combined with the sanction system based on the "Zero Tolerance" policy, make the consequences of violations proximate, certain and impartial;
- **Training and Communication:** the Group is committed to providing training to all personnel, and where appropriate to critical Third Parties, providing specific and targeted courses for those figures considered particularly exposed to bribery risks, in order to raise awareness of all Recipients on the issues of anti-bribery and the culture of integrity. The Group uses communication campaigns aimed at aligning the perception of the consequences of violations with reality, making the effects of *wrong doing* close and certain. In addition, the Group is committed to using innovative communication channels in order to make the dissemination of values, principles and rules, effective, immediate and pervasive;
- **Whistleblowing:** the Group has implemented a reporting system based on the "*Speak-up Culture*," equipped with multiple reporting channels, which guarantees protection and confidentiality to the reporter and the reported, in accordance with the relevant regulations in force<sup>4</sup>, creating a secure and transparent environment and providing for appropriate information flows to the Administrative and Control Bodies of each Company;
- **Control System:** the Group is committed to implementing a Control System based on corruption risk assessment and the use of digital and innovative solutions. These tools are enabling factors

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<sup>4</sup> Legislative Decree 24/2023. In this regard, please refer to the "*ASPI Group Reporting Management Guideline*" and the Company's website in the dedicated section.

that support the improvement of processes and controls through the analysis and sharing of data and information.

#### 4.3.1 Principles and Rules

The Group does not tolerate corruption in any form, as stipulated in Principle Ten of the Global Compact<sup>5</sup>, in compliance with national/international regulations and in application of the provisions of the Code of Ethics.

The Group, to pursue its values, adopts and requires compliance by Recipients with the control/guidance principles and rules of conduct set to guard against the risk of corruption.

Violation of the control/guidance principles and rules of conduct set out in this Guideline, in addition to constituting a violation of the Code of Ethics, may expose ASPI and its Subsidiaries to the risk of sanctions under Legislative Decree 231/2001, as well as serious reputational damage.

In application of the "**Zero Tolerance**" policy, the Group does not allow exceptions to the requirements and prohibitions set forth in this Guideline<sup>6</sup>. The belief that one is acting for the benefit of the Group can in no way justify the adoption of behavior that is contrary to the principles and rules described below.

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<sup>5</sup> "Businesses pledge to fight corruption in all its forms, including extortion and bribery."

<sup>6</sup> Taking into account, for Subsidiaries, the principle of *Comply or Explain*.



#### 4.3.1.1 Principles of Control/General Address

In the performance of all activities falling within the area of applicability of this Guideline, the principles set forth in the Code of Ethics and the Group Integrated Management Systems Policy must be observed, with particular reference to good faith, fairness and integrity.

In addition, for the purpose of compliance with this Guideline, the Group adopts, implements and requires compliance by all Recipients with the following general principles:

<p><b>Prohibition of unlawful conduct</b></p>	<p>The following conduct is considered prohibited:</p> <ul style="list-style-type: none"> <li>(i) any form of circumvention or avoidance of the prohibitions referred to in the Guideline, including but not limited to: <ul style="list-style-type: none"> <li>a) a particular conduct referred to in the Guideline is also prohibited if the perpetrator uses funds or means that are personal or provided by a third party outside the Group;</li> <li>b) a gift of money or other benefit recalled in the Guideline is prohibited even if the beneficiary is not the person directly involved in the company's activities - Public Official, supplier, partner, etc. - but a family member, front man, intermediary, creditor, debtor, etc;</li> <li>c) the prohibition against giving or receiving gifts that are not of modest value prohibits, even the same Recipient, from giving/accepting - to/from the same person - a significant plurality of gifts each of modest value, within a reasonably appreciable time frame.</li> </ul> </li> <li>(ii) any other conduct, although not expressly prohibited by the Guideline, that has the same purpose as one or more of the conducts referred to in the prohibitions mentioned in the Guideline.</li> </ul>
<p><b>Segregation of responsibilities</b></p>	<p>All activities must be managed in accordance with the principle of segregation of responsibilities. The person responsible for the execution of an activity must always be a person other than the person who controls that activity (and/or the person who, where applicable, authorizes it), requiring for this purpose that operational activities and control functions be adequately segregated.</p> <p>Those involved in the process are required to promptly report any situation of non-compliance with the principle itself.</p>

<p><b>Signatory Powers</b></p>	<p>Signatory powers must be adequately formalized, clearly defined and assigned in close connection with the requirements for the expenditure of the corporate signature, consistent with the specific organizational and managerial responsibilities of the proxy. Their concrete exercise must comply with both the limits defined by value or subject matter, as well as the corporate guidelines and body of regulations (<i>Guideline Signing Powers and Representation through Group Power of Attorney</i>), as well as applicable regulations.</p> <p>It is the primary responsibility of the corporate structures that, to the extent of their respective responsibilities, have instructed the signed deed and/or have proposed the deed for signature by the attorney to ensure the legitimacy of the deed and that it complies with this Guideline, in addition to any other applicable regulatory and procedural provisions.</p>
<p><b>Responsibility</b></p>	<p>Recipients must act with diligence and integrity in fulfilling their duties and responsibilities in accordance with the provisions of the corporate body of regulations, contractual provisions, and in compliance with the law.</p>
<p><b>Confidentiality</b></p>	<p>Recipients must respect the confidentiality of company information to which they have access by reason of the employment and/or business relationship and even after the termination of the same in accordance with the provisions of the body of company regulations, contractual provisions and in compliance with the law.</p>
<p><b>Impartiality and absence of Conflicts of Interest</b></p>	<p>Recipients of the Guideline must operate professionally, transparently, impartially and in compliance with the Anti-Bribery Regulations<sup>7</sup> and must promptly report any situation from which a potential conflict of interest may arise.</p> <p>Disclosures regarding the existence of a possible conflict of interest must be made by following the guidance provided by company regulations (<i>Code of Ethics and Group Conflict of Interest Management Procedure</i>).</p>
<p><b>Speak-up culture</b></p>	<p>The Group is committed to spreading a climate of trust, responsibility and transparency to stimulate a "<i>speak-up culture</i>" as much as possible, encouraging ethical and virtuous behavior.</p>
<p><b>Traceability and Archiving</b></p>	<p>All activities performed and related controls carried out must be documented, tracked and verifiable after the fact.</p> <p>Documentation produced must be archived and remain easily retrievable consistent with applicable regulations.</p>

<sup>7</sup> See paragraph No. 7, "*Acronyms and Definitions*," for further discussion.

#### 4.3.1.2 Rules of Conduct related to specific activities

The following are the behaviors to be followed within the 10 areas most sensitive to corruption risk for the Group identified by special *Risk Assessment*:

- |   |   |    |   |
|---|---|----|---|
| 1 | Relations with the Public Administration and Corporate Lobbying | 6  | Donations and Sponsorships                                    |
| 2 | Relations with political and trade union organizations          | 7  | Awarding of works and supplies of goods and services          |
| 3 | Facilitation payments and extortion payments                    | 8  | Awarding of consultancy, specialist and professional mandates |
| 4 | Shares Acquisition in other companies and Joint Ventures (M&A)  | 9  | Staff selection, recruitment and management                   |
| 5 | Gifts and Entertainment Expenses                                | 10 | Accounting records  |

In relation to the Group's current or potential business and in any case for each area of activity of interest to the Group, Recipients must comply with the provisions of the Code of Ethics, the Regulatory Corpus and the protocols defined for compliance with the Anti-Bribery Regulations, as well as the following rules of conduct.

## 1. Relations with the Public Administration and Corporate Lobbying

The Group's relations with representatives of the Public Administration (P.A.), understood in all its possible articulations, must be inspired by strict compliance with the Anti-Bribery Regulations, the Group's Code of Ethics and the Organization, Management and Control Model pursuant to Legislative Decree no. 231/2001 and cannot in any way compromise the Group's integrity and reputation.

The assumption of commitments and the management of relations of any kind with representatives of the P.A. and/or Bodies of public importance are reserved exclusively for the company figures and structures appointed and authorized for this purpose.

In such relations, each Company must not improperly influence the decisions or actions of the Institution concerned, even by using the mediation of third parties (real or vaunted).

In line with the principle of information transparency:

- transparent and lawful channels of accreditation must be used, as well as forms of communication such that the interlocutor can easily and immediately identify both the business organization and the interest being represented;
- the corporate interest represented in an ongoing decision-making process is also supported through the submission of proposals, suggestions, studies, research and analysis suitable for highlighting its relevance and highlighting the impacts of the decision;
- the information used is transferred only after its full completeness and reliability has been verified by the relevant corporate structures.

With reference to relations with regulatory, supervisory and control bodies<sup>8</sup>, the Group undertakes to strictly observe the rules dictated by them for compliance with the regulations in the areas under its jurisdiction. Employees of the Group will comply with any request of these bodies in their inspection functions, cooperating in the relevant activities.

Regarding any corporate lobbying initiatives (including third parties), these must:

- be marked by legitimacy, fairness and transparency of information. The Group's representatives undertake to enroll in the registers of interest representatives, where applicable. In addition, ASPI is registered in the European Transparency Register;
- comply with corporate strategic direction and be clearly linked to the pursuit of corporate objectives;
- be conducted without giving rise to suspicion of corruption, conflict of interest or other irregularities, in compliance with applicable laws and the principles enshrined in the Code of Ethics and this Guideline as well as, more generally, the principle of Responsible Lobbying.

## 2. Relations with political and trade union organizations

The Group does not make contributions of any kind, directly or indirectly, to political parties, movements, committees and political and labor organizations, nor to their representatives or candidates, either in Italy or abroad, subject to what is established and permitted by applicable regulations.

## 3. Facilitation payments and extortion payments

The Group expressly prohibits, both in Italy and abroad, all so-called facilitation payments, i.e., any type of payment or gift of other utility made directly or indirectly to Public Officials or Persons in Charge of a Public Service, or private persons, whether individuals or economic entities, whether Italian or foreign, for the

<sup>8</sup> Examples include but are not limited to ART, Ministries, ANSFISA, AGCM, ANAC, etc.

purpose of expediting, facilitating or simply ensuring the performance of a routine activity or an activity that is in any case lawful and legitimate within the scope of the duties of such persons. In certain situations, Group Personnel could be forced to pay money to third parties, public or private, through violence or serious and imminent threat to physical safety and personal security (so-called extortion payments). Such payments, which are permitted for the sole purpose of avoiding personal injury, must be:

- promptly identified and appropriately documented. In particular, the Personnel involved shall transmit a detailed account of the incident via the platform to the Reporting Management Body, which shall liaise with the RAC of the Company to which they belong, and if necessary with other relevant structures, to define any action to be taken;
- duly recorded in the accounts;
- where appropriate or where required by law, reported to the appropriate authorities.

#### 4. Share Acquisition in other companies and joint ventures (M&A)

As part of M&A initiatives of Group Companies, including but not limited to acquisitions and disposals of shareholdings, companies or business units, as well as in the case of participation in consortia and joint ventures, an adequate and reasonable verification of counterparties must be conducted through the performance of specific due diligence activities by the "Process Owner" structure, within the scope of which the reputational and integrity aspects falling within the competence of the Business Integrity structure must also be analyzed<sup>9</sup>

The execution of the transaction should be preceded by a review of the outcomes of the aforementioned due diligence. Where "red flags" have been identified, necessary corrective, contractual or operational actions should be considered.

In its preliminary assessments, the Group Company concerned also considers whether any anti-bribery policies and procedures already exist and are applied within the counterparty's organization.

If the target of the M&A initiative becomes part of the Group, it will have to adopt this Guideline (or its own code in any case conforming in content to the Guideline, where the adoption of its own code should be necessary due to the specificities of the reference context). In the case of transactions involving the presence in the share capital of the target (which becomes part of the Group) of other shareholders, this requirement should be included, to the maximum extent possible, in the provisions of any shareholders' agreement.

#### 5. Gifts and Entertainment Expenses

Giveaways, gifts and other entertainment expenses are permitted as a common practice of professional and business courtesy, subject to the prohibition against offering or accepting sums of money.

To this end, gifts, gratuities and any other benefits or utilities that Recipients offer to (or accept from) public or private parties must, depend on the circumstances:

- (a) prove appropriate, reasonable, and bona fide;
- (b) be such that they do not (i) compromise the integrity and reputation of either party to the relationship, nor (ii) create the impression in the beneficiary or an impartial third party that they are aimed at acquiring, retaining, or rewarding undue advantages or exerting unlawful or improper influence on the activities or decisions of the beneficiary;

<sup>9</sup> Responsibility given to the Internal Control System (ICS) Manager for Subsidiaries.

- (c) follow the Anti-Bribery Regulations and company procedures and protocols.

Subject to adherence to the above principles and unless the Parent Company has adopted more stringent criteria:

- recipients may offer or accept gifts, presents or any other benefits or utilities if of modest value, meaning an indicative value not exceeding the threshold of 150 euros (to be understood as the cumulative threshold of several gifts received by the same recipient in a calendar year, even in the form of a discount). For any doubts, and in possible cases of exceeding this threshold, it is necessary to acquire in advance the opinion of the RAC of the Company to which it belongs.
- entertainment expenses (transportation, overnight stays, meals, participation in events, etc.) are allowed for business purposes, promotion of Group activities, participation in or organization of events, and development of business relationships and partnerships within the limits and according to the criteria stipulated in corporate regulations.

Between Group employees in a reciprocal relationship of hierarchical superordination, gifts or gratuities are not allowed outside of custom and in any case exceeding the modest value as understood above.

## 6. Donations and Sponsorships

Donations and sponsorships shall be regulated according to corporate discretion and in compliance with common business practices.

Among the aspects to be considered when choosing proposals to join, the Group Company concerned must analyze any possible personal and corporate conflicts of interest.

According to criteria of reasonableness and proportionality with respect to the size of the economic commitment envisaged for the Group, the "*process owner*" corporate structure must ascertain in advance the nature and relevance of the initiative, while the Business Integrity structure<sup>10</sup> the identity and reputational profile of the recipients of the sponsorship or contribution (promoters, organizers, etc.). On the basis of the findings, the "*process owner*" structure proceeds to the finalization of the initiative and the subsequent checks on the concrete performance of the initiative and, in particular, on the consistency with the program proposed to the Group Company concerned.

## 7. Awarding of works and supplies of goods and services

The Group's selection of suppliers must be carried out in compliance with the criteria of transparency, traceability, publicity, free competition, non-discrimination, equal treatment and rotation, as described in the Group's Code of Ethics and corporate documentation.

In particular, the following basic obligations are ensured:

- scrupulously observe current regulations in the countries in which the Group operates that have the minimum requirements found within the Anti-Bribery Guideline;
- adopt objective and transparent evaluation criteria in the selection of possible supplier companies;
- use qualified suppliers in the Roll, in line with the provisions and regulations of the Corporate Regulatory System;

<sup>10</sup> Responsibility given to the Internal Control System (ICS) Manager for Subsidiaries.

- provide adequate justification where the use of non-registry-qualified suppliers is used and encourage their registration;
- observe and comply, in supply relationships, with applicable legal provisions and contractually stipulated conditions;
- be guided by the principles of fairness and good faith in correspondence and dialogue with suppliers, in line with the strictest business practices.

The need to pursue the maximum competitive advantage for the Group must ensure in all cases the adoption by its suppliers of operational solutions in line with current regulations and, more generally, with the principles regarding the protection of the person, the health and safety of workers, the environment and the prevention of corruption.

#### 8. Awarding of consultancy, specialist and professional mandates

Professional to be appointed shall be selected in compliance with the criteria of professionalism, transparency, impartiality, cost-effectiveness and effectiveness. Company procedures implement the above criteria, regulating the relevant processes.

In particular, the following basic modalities are ensured:

- selection must be made in compliance with the criteria of transparency, non-discrimination, publicity, free competition, traceability, equal treatment and rotation on the basis of objective criteria related to the competitiveness and quality of the services required;
- where in relation to the subject matter of the assignment the prevalence of *intuitu personae* is justified as a criterion for selection, upon justification of the need for the assignment, the professional will be selected from those in the appropriate register whose registration ensures the presence of the requirements of honorability, standing, reputation, reliability, organizational profile, technical and professional qualifications and qualifications, registration in the Professional Register or List if provided, necessary for the performance of the assignment;
- in other cases, always subject to justification of the need for the assignment and following as far as possible criteria of rotation, the choice of the professional will be made through competitive comparison among several candidates with suitable characteristics for the performance of the activity to be entrusted. The corporate structures in charge shall ensure that the professional to be hired has the requirements and skills set forth in the previous point;
- in all cases, the relevant corporate structures must ascertain that there is no incompatibility or conflict of interest for the professional, and they must also verify that the country in which the professional resides (or the entity has its headquarters) is not on the list of countries with preferential tax regimes, if that country is different from the country in which the services are to be performed.

Contracts and/or agreements entered with the selected professionals must indicate with comprehensiveness, clarity and adequate detail the services required and the criteria for the accrual of the agreed fees, consistent with the nature of the services themselves.

Finally, the corporate structure "process owner" has obligation to control the effectiveness of the services rendered by Third Parties in execution of the contracts entered with the Group Company, taking care of the archiving and availability of the documentation produced.



## 9. Staff selection, recruitment and management

The selection, recruitment and management of Group Staff are guided by the principles of fairness, impartiality, competence, professionalism and equal opportunity.<sup>11</sup>

The Group hires resources whose profiles effectively meet the company's needs, making (as for the management and development of the career path of resources already on its staff) choices exclusively based on criteria of professionalism and competence, banishing all forms of favoritism. Personnel search, selection and recruitment activities are carried out in full compliance with the principles of publicity, transparency and impartiality, professionalism and skills of the worker.

In addition, already at the time of selection, candidates must declare, in compliance with applicable regulations, and assuming all responsibility for the truthfulness of the statements, the possible existence of additional situations and circumstances relevant to the possible inclusion (such as, for example, situations of conflict of interest - actual or potential, kinship relations with persons belonging to/executing the P.A., incompatibility *ex lege*, anti-pantouflage declaration).

The HR structure of each Group Company, where present, is responsible for ensuring that the processes of selection and recruitment, as well as management of staff resources, comply with the above principles and criteria without exception.

## 10. Accounting records

Every operation or transaction of the Group must be properly recorded in the corporate accounting system in accordance with the criteria specified by law, applicable accounting standards or rules and regulations. The accounting record of every operation or transaction must be authorized, verifiable, legitimate, consistent and congruous.

In order for accounting to meet the requirements of truthfulness, completeness and transparency, for each transaction, Group Companies must keep on file, as required by laws and regulations, adequate and complete supporting documentation of the activity performed, so as to enable:

- accurate accounting record;
- immediate determination of the characteristics and rationale behind the transaction itself;
- easy formal chronological reconstruction of the operation;
- verification of the decision-making, authorization and implementation process, as well as the identification of various levels of responsibility.

Each employee is, therefore, required to cooperate, to the extent of his or her competence, to ensure that every fact relating to the management of the Group is correctly and promptly recorded in the accounts.

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<sup>11</sup> For more detail see the ASPI Group's Gender Equality & Inclusion Guideline.



### 4.3.2 Training and Communication

The Anti-Bribery Guideline is made available on the intranet and the corporate website.

In addition, ASPI has equipped itself with a special Anti-Bribery Portal, which is available on the company intranet, for the purpose of elevating personnel's knowledge of the Anti-Bribery Management System and relevant regulations.

#### 4.3.2.1 Training

The Group promotes the knowledge and dissemination of the Guideline and Anti-Bribery Regulations to all Staff and specific Third Parties, where appropriate, through training courses.

For the Group's staff, there are basic online training courses and specific courses that take into consideration the role held by the trained staff and the degree of exposure to bribery risk related to their activities.

Training activities ensure that Recipients know:

- Integrated Management System Policy, this Guideline, Governance and the pillars of the Anti-Bribery Management System;
- corruption risks to which the Company and Recipients, in the performance of their duties, may be subject;
- preventive actions to be taken to mitigate corrupt risk;
- procedures for making reports regarding suspected malpractices related to corrupt events.

Targeted *onboarding* sessions are planned for Third Parties with the aim of disseminating the values, principles and rules of conduct by which the Group is guided in its ongoing efforts to fight corruption.

Participation in anti-bribery training is mandatory. The Human Capital and Organization Department or the relevant structure of the individual Group Company monitors that the planned training is enjoyed. The RAC of each Company is informed about the training activities planned and delivered.

#### 4.3.2.2 Communication

The Group is committed to disseminating the contents of the Guideline and Anti-Bribery Regulations to all Recipients, through dedicated communications, *onboarding* sessions for appropriately selected Third Parties, awareness-raising meetings in the territory and events open to all Company Personnel, which include the involvement of Top Management (*setting the tone-from-the-top*) and the intervention of figures from important corporate entities (so-called Integrity Days).

In addition, the Group promotes communication campaigns to align the perception of the consequences of violations of principles and rules with reality, making the effects of *wrong doing* close and certain for all Recipients.

ASPI and the Subsidiaries, the latter at the outcome of the "comply or explain," make this Guideline, together with "information brochures" on values, principles and rules, available on its website to share with third parties who have or intend to have relations with the Company the commitment to preventing and combating corruption.

### 4.3.3 Whistleblowing Reports

In compliance with Legislative Decree No. 24/2023 (the so-called Decree), ASPI and the Subsidiaries have established a reporting management system<sup>12</sup>, entrusting the management of internal reporting channels to collegial Management Bodies.

These Bodies, composed of specifically trained personnel and possessing the autonomy requirements provided for in the Decree, are responsible for receiving and examining reports received from company personnel and/or third parties, even in an anonymous format, of suspicious behavior, violations of internal<sup>13</sup> and external regulations, unlawful conduct and irregularities about the conduct of company activities by promoting a system of management of reports based on the "Speak-up Culture."

The whistleblowing management system is characterized by the availability of a dedicated IT platform (so-called Whistleblowing Platform) that ensures the segregation, security and protection of data and the confidentiality of the identity of the whistleblower, the content of the report and the related documentation, through an advanced system of encryption of information in line with the provisions of the relevant regulations. This platform allows reports to be made both in written form and through a voicemail box, and access to it is allowed to all Whistleblowers (Employees, third parties, etc.) from the websites and corporate intranets of ASPI Group Companies.

In addition, the Reporting Management Body is available to meet with the reporter to collect the report, verbalizing what has been reported, if the reporter makes a request through the platform itself. In such a case, the minutes of the meeting should be signed by the reporter and duly filed.

**Safeguards and Protective Measures** - The Group Companies guarantee confidentiality on the existence and content of the report, the identity of the Reporting, Reported and additional persons involved in the report, as well as the protections of the same in compliance with the provisions of the law, committing to create a safe and transparent environment. All Companies of the ASPI Group guarantee, to the extent of their powers, protection so that the person making the report is not subject, even indirectly, to any form of retaliation, discrimination or penalization as a result of the report, regardless of whether or not the report turns out to be well-founded and except in the case of a report made with malice or serious misconduct or of the additional cases provided for in Article 16, co. 3, of Legislative Decree no. 24/2023. ASPI Group Companies also ensure, where required, the adoption of support measures.

**Information Flows** - In cases of receipt of a report regarding violations of this Guideline, anti-bribery regulations and/or the Corporate Regulatory System with specific reference to issues of corruption, the Reporting Management Body informs and makes available through the Whistleblowing Platform the report to the Anti-Bribery Officer, in full compliance with the guarantees of confidentiality and protections provided by the Regulations.

<sup>12</sup> See the *ASPI Group's Reporting Management Guideline* for details.

<sup>13</sup> Rules of conduct covered in the Code of Ethics, the Anti-Bribery Guideline, Model 231 and more generally in the body of corporate regulations.

If, at the outcome of the preliminary investigation carried out by the Reporting Management Body, situations or facts with potential relevance to corruption risk emerge, the results of the preliminary investigation phase forwarded to the Anti-Bribery Officer before its final closure, in order to take charge of any further needs for further investigation.

If the report pertaining to a Group Company is received by the Reporting Management Body of a Company other than the Company concerned, the latter shall promptly forward it to the appropriate recipient who shall handle it in accordance with the relevant company regulations.

The Management Bodies of the Group Companies also ensure adequate reporting to the Administrative and Control Bodies of the respective Companies.

For the conditions of access, methods of sending and management of reports through the external channel or public disclosure, please refer to the provisions of the same D. Lgs. no. 24/2023, as well as the website of the National Anticorruption Authority (ANAC).

#### **4.3.4 Control System**

The Anti Bribery Management System is characterized by a Control System that includes corruption risk assessment, sanction system, monitoring and continuous improvement activities, also with specific reference to Third Parties.

##### **4.3.4.1 Bribery Risk Assessment**

Group Companies shall carry out, also for the purpose of designing their own Anti Bribery Management System, a periodic corruption risk assessment (hereinafter also referred to as "Risk Assessment") related to the Company's operations aimed at:

- Identify reasonably foreseeable corruption risks to which the organization is exposed;
- Analyze and evaluate, based on defined and formalized criteria, the identified risks;
- Assess the suitability and effectiveness of existing controls designed to mitigate applicable corruption risks;
- Plan, where appropriate, the necessary actions to strengthen the Internal Control System.

Risk Assessment activities are coordinated by the respective Anti-Bribery Officer of the Group Companies, who liaise with the relevant Business Integrity and Risk Management structures (where established) and make use of specialized external consultants where necessary/appropriate.

##### **4.3.4.2 Sanctioning Measures**

The Group, also to pursue the goal of aligning the perception of the consequences of unlawful actions with reality, has implemented a system of sanctions that guarantees clear and certain effects commensurate with the violations carried out by the Recipients. The sanctions system is divided into:

**Disciplinary Sanctions:** the violation of the Guideline by Group employees entails the adoption of disciplinary sanctions, the extent of which is identified according to criteria of appropriateness and

proportionality with respect to the unlawful conduct ascertained. The sanctions are in line with the reference legal and contractual regulations, taking into account, also, the possible criminal relevance and the repercussions on the reputation of the Company of the conducts carried out.

The Group guarantees that no employee will be sanctioned, fired, demoted, suspended, transferred, or discriminated against in any way for refusing to engage in unlawful conduct, even if such refusal resulted in consequences detrimental to the Group's business.

**Contractual Remedies:** violation by third parties of the principles or provisions of the Guideline may result, by reason of the violation complained of and the greater or lesser seriousness of the risk to which the Company is exposed, in the non-establishment or termination of contractual relations, without prejudice to the right to compensation for damages suffered.

#### **4.3.4.3** *Monitoring and Continuous improvement*

##### **Monitoring**

The Internal Control System related to the Anti Bribery Management System consists of Level I, II, and III controls.

Level I controls are entrusted to "*process owners*," as described within the Corporate Regulatory System.

Level II and III controls are entrusted to, among others, the RAC and the Business Integrity Structure<sup>14</sup>, the Internal Audit Department, and the Supervisory Board for their areas of responsibility .<sup>15</sup>

These controls are carried out based on annual audit/verification programs in which criteria and scope are defined. The audits, if they concern the Anti Bribery Management System, are implemented to ascertain: i) that what is provided for in the Company's Regulatory System is complied with; ii) the maintenance of the standards provided for in ISO 37001.

In addition, in the event of any violation of the Guideline or Anti-Bribery Regulations, which is reported, detected or reasonably alleged, in-depth internal investigations/investigations are carried out where necessary/appropriate.

Periodic verification activities may be entrusted to individuals outside the organization with the necessary professional skills and requirements.

The status and results of the verification activities are reported to the RAC of the company concerned and, according to competence, to its SB.

In addition, the Group monitors the Anti Bribery Management System also making use of digital and innovative solutions.

##### **Digital Solutions**

ASPI has adopted digital solutions focused on the definition of a continuous monitoring system, one of the enabling tools of which is the Dashboard Smart Internal Control System (SICS), which allows for *near*

<sup>14</sup> Responsibility given to the Internal Control System (ICS) Manager for Subsidiaries.

<sup>15</sup> Please refer to the ASPI Group's Internal Control and Risk Management System Guideline for details.

*real-time* advanced data analytics and deterministic checks on 100 percent of the transactions of processes considered relevant.

The SICS Dashboard represents, among others, the measurement tool for the Anti Bribery Management System and related KPIs. Within the SICS Dashboard, a set of analytical indicators are defined and implemented with the goal of enabling continuous monitoring of possible corruption and fraud events at the level of individual business processes/activities.

Information derived from continuous monitoring, in addition to providing indications of potential exposure to corrupt and fraudulent events over time, enables Internal Control System figures (RAC, Internal Audit, Business Integrity, etc.) and "*process owners*" responsible for line controls to acquire data and information useful for making informed, risk-based decisions.

### **Continuous Improvement**

The Group ensures the continuous improvement of the Anti-Bribery Management System both through the implementation of specific actions resulting from the verification activities carried out (internal and external by the Certification Body), and through the study and analysis of "*best practices*" in the international arena.

The RACs of each Group Company shall prepare a periodic report (at least annually) on the activity in Anti Bribery Management System, which shall be sent to the Boards of Administration and Control and the Parent Company's RAC.

Each Group Company ensures the fulfillment of the general requirements of its Anti Bribery Management System and undertakes to require annually from the members of the Board of Directors, CEO, Directors (including Section Department Directors for ASPI), first reports of Directors (Executives and non-executives), RAC and RUP a declaration of compliance with this Guideline, as required by ISO 37001.

#### **4.3.4.4 Control System Related to Third Parties**

ASPI has implemented a Group Third Party Monitoring Model<sup>16</sup> (hereinafter *Know Your Parties Model*), which ensures a structured process of evaluation and verification of them, contributing to the supply chain stabilization process and enabling the creation of virtuous business relationships in a logic of partnership as well as relationships inspired by the principles of loyalty, fairness, transparency, ethics and efficiency.<sup>17</sup>

With specific reference to anti-bribery issues, the Group, aware of the potential risk of being implicated, from a legal, reputational and business perspective, by illicit and non-transparent conducts held by Third Parties, has adopted and implemented the following control safeguards:

<sup>16</sup> The Third-Party Model applies to Economic Operators (Companies and Professionals) registered in the Register and the Suppliers (Companies) and Professionals in the Register.

<sup>17</sup> See the *ASPI Group Third Party Monitoring Model Guideline* for details.

<p><b>Ethics Clause</b></p>	<p>ASPI requires the signing of contractual clauses that oblige the Third Party to comply with the Code of Ethics, the principles contained within the General Part of the Organization, Management and Control Model pursuant to Legislative Decree no. 231/2001, the ASPI Group Anti-Bribery Guideline, the ASPI Group "Zero Corruption" Manifesto, and the Integrated Management Systems Policy.</p>
<p><b>Due Diligence</b></p>	<p>ASPI verifies the reliability, integrity, reputational profile and adequacy of the Third Party through the conduct of Anti-Bribery Due Diligence, the methods of which are modulated on the basis of the extent and nature of the identified corruption risks and are carried out in accordance with the principles of proportionality and reasonableness.</p> <p>Due Diligence activities are carried out by the Process Owners/Business Integrity structure<sup>18</sup> consistent with the regulations of the Corporate Regulatory System.</p>
<p><b>Audit on Third Party</b></p>	<p>ASPI, throughout the relationship cycle with the Third Party, performs monitoring activities aimed at promptly reporting any misalignments in relation to internal and external regulations, with impacts on the Integrated Management System with particular reference to the Prevention of Corruption. These monitoring activities are also performed through specific Audits on the Third Party, carried out by the Business Integrity structure, informing, for the purpose of integration of the audit program, the Head of the Company's Integrated Management System.</p>
<p><b>Onboarding</b></p>	<p>ASPI believes that sharing its integrity standards to the entire supply chain is a useful measure to improve the effectiveness of a system to prevent corrupt phenomena within organizations. To this end, specific onboarding sessions are organized for appropriately selected Third Parties, with the aim of ensuring that they operate in line with the company's ethical principles, thus reducing the risk of non-integrity behavior.</p>

<sup>18</sup> Responsibility given to the Internal Control System (ICS) Manager for Subsidiaries.

## 5 IMPLEMENTATION OF THE GUIDELINE IN SUBSIDIARY COMPANIES

The Subsidiaries, while respecting their autonomy and independence, assess the applicability of this Guideline in view of their own regulatory and organizational context, according to the principle of "*Comply or Explain*." Relevant communications are sent, stating the reasons, by the ICS Manager of the Subsidiary to ASPI's Business Integrity Structure and Group Internal Control System for the relevant fulfillment. In the case of *explain* by Guidelines approved by the ASPI Board of Directors, Group ICS makes communication to the Control, Risk, Audit and Related Parties Committee (CCRAPC).

The Internal Control System Manager is responsible for monitoring, with the support of the relevant Process Owner, the process of adoption and dissemination of this Guideline within the Group Company to which it belongs.

Group Internal Control System and Reporting of the Parent Company ensures the monitoring of the dissemination of the Guideline to the Subsidiaries.

The outline of the definition, implementation and monitoring of this Guideline is given below:

Guideline definition	Execution	Monitoring	Follow-Up
ASPI	Subsidiary Company	ICS Manager Subsidiary Company	Group Internal Control System and Reporting of the parent company with the support of the relevant structures

## 6 REFERENCES

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997) and subsequent revisions (OECD Recommendation 2021);
- Council of Europe Criminal Law Convention on Corruption (1999);
- United Nations Global Compact (2020 as amended);
- United Nations Convention against Corruption (2004);
- Sustainable Development Goals of the United Nations (2015);
- OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (2023);
- UNI ISO 37001:2016;
- D. Lgs. no. 231/2001, as amended;
- D. Legislative Decree 24/2023 "Implementation of Directive (EU) 2019/1937 of the European Parliament and of the Council of October 23, 2019 on the protection of persons who report breaches of Union law and on provisions regarding the protection of persons who report breaches of national laws."



- Law no. 179/17 as amended "Provisions for the protection of the authors of reports of crimes or irregularities of which they have become aware in the context of a public or private employment relationship"
- Code of Conduct annexed to the Interinstitutional Agreement of May 20, 2021 between the European Parliament, the Council of the European Union and the European Commission on a mandatory Transparency Register;
- Group Code of Ethics;
- Organization, Management and Control Model under Decree no. 231/2001;
- Integrated Management Systems Policy;
- ASPI Group Reporting Management Guideline;
- ASPI Group Internal Control and Risk Management System Guideline;
- ASPI Group's Anti-Fraud Model Guideline;
- ASPI Group Gender Equality & Inclusion Guideline;
- ASPI Group Third Party Monitoring Model Guideline;
- Group management procedure Conflict of interest management.

## 7 ACRONYMS AND DEFINITIONS

<b>ASPI</b>	Autostrade per l'Italia S.p.A.
<b>Code of Ethics</b>	Code of Ethics of Autostrade per l'Italia S.p.A. Group.
<b>Conflict of interest</b>	Situation from which conduct or decisions could arise, in the context of one's work activity, that are likely to generate an immediate or deferred advantage, even of a non-economic nature, for a person of the Group or for his or her family members or for other persons with whom he or she has close personal or business relations. Conflict of interest, therefore, is a situation, even a potential one, in which a secondary interest of a person of the Group tends to interfere (actual conflict) or may also interfere in the future (potential conflict) with the primary interest of the Group towards which the person has precise duties and responsibilities.
<b>Subsidiary Companies (or Subsidiaries)</b>	The Companies, directly or indirectly, controlled by ASPI.
<b>Bribery</b>	Bribery takes the form of the conduct of any person who, directly or indirectly (including through an intermediary) carries out activities on behalf of or in the interest of the Company, offers, promises, grants, requests, solicits, induces, instigates, or receives undue benefits and/or compensation in order to obtain or maintain an undue personal advantage and/or the Company's and/or third parties' benefit.



<b>Recipients</b>	Members of the corporate administrative and supervisory bodies, to all Group personnel, to Third Parties (such as, for example, suppliers, sub-suppliers, sub-concessionaires, consultants, representatives, business partners, etc.) and to all those who collaborate or operate, in the name of or on behalf of and/or in the interest of the Group itself, nationally and/or internationally
<b>Extortion payments</b>	It is defined as when forcing a Group Employee to provide money through real or perceived threats to health, safety or freedom.
<b>Facilitation payments</b>	It means that illicit or unofficial payment made in exchange for services that the payer is legally entitled to obtain without making such payment.
<b>Group (or also Group Companies)</b>	Includes Autostrade per l'Italia S.p.A. and its subsidiaries pursuant to Article 2359 of the Civil Code.
<b>Person in Charge of a Public Service</b>	Person who in any capacity performs a public service, including that for a national or international agency, as defined by the individual national laws to which the public service pertains.
<b>Guideline</b>	This ASPI Group Anti-Bribery Guideline.
<b>MOG 231</b>	Organization, Management and Control Model pursuant to Legislative Decree No. 231/2001.
<b>Anti-Bribery Legislation</b>	<p>The national regulations applicable in the individual countries where the Group operates, best practices and guidelines developed by private international organizations (ICC - International Chamber of Commerce, Transparency International, PACI - Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), as well as the following Conventions of international law, listed by way of example and not exhaustively:</p> <ul style="list-style-type: none"> <li>• OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997);</li> <li>• Council of Europe Criminal Law Convention on Corruption (1999);</li> <li>• United Nations Convention against Corruption (2004).</li> </ul>
<b>Reporting Management Body</b>	Collegial body responsible for each Group Company for the reporting management process, which assesses its adequacy, suggests to the Board of Directors of relevance any improvements on the process, promotes the necessary information and training actions aimed at the corporate population.
<b>Group Staff</b>	Employees of Autostrade per l'Italia and Group Companies (managers, middle managers, clerks, workers).
<b>Public Administration</b>	The public administrations provided for in Article 1, paragraph 2, of Legislative Decree No. 165 of March 30, 2001, as amended, national public corporations, tax collectors in national or local taxation, whatever their legal form.

<b>Public Official</b>	A person who exercises a legislative, administrative, or judicial public function, regardless of whether the function results from appointment, election, or succession.
<b>Anti-Bribery Officer or RAC</b>	<p>Anti-Bribery Officer appointed by ASPI and each of the Subsidiaries, who operates with the necessary authority defined by the appropriate appointment provision and whose independence is guaranteed by not being involved in business activities identified as bribery risk.</p> <p>Without prejudice to compliance with the above principles (i.e., authority and independence), it is the right of individual Companies, when appropriate depending on their organizational structure, to identify - with an appropriate appointment provision - their Anti-Bribery Officer in that of other Group Companies (e.g., parent company).</p>
<b>Report</b>	Communication relating to violations that have occurred or are likely to occur within the ASPI Group, or within a third party that has or has had a relationship of any nature with the Group itself, and concerning facts that are believed to be: illegal conduct or irregularities; violations of regulations; actions likely to cause damage to assets or corporate image; violations of the Code of Ethics; violations of the ASPI Group's Anti-Bribery Guideline; violations of the Organization, Management and Control Model; violations of company procedures and provisions.
<b>Whistleblower</b>	Any person (internal and external to the ASPI Group) who sends the report, having become aware of situations, facts, circumstances that, reasonably, may lead to believe that an irregularity or wrongdoing has occurred.
<b>Reported person</b>	The natural or legal person mentioned in the internal or external report or public disclosure as the person to whom the violation is attributed .
<b>Anti Bribery Management System</b>	It consists of a set of activities designed and implemented with an integrated and synergistic approach aimed at continuous improvement of performance and effectiveness in the containment of bribery risks.
<b>Internal Control System</b>	Set of corporate tools, rules, procedures and organizational structures aimed at the effective and efficient identification, measurement, management and monitoring of key risks in order to contribute to the sustainable success of the Company.
<b>Third Parties</b>	<p>All external parties that participate in the implementation, in whole or in part, of business processes by contributing to the creation of value through:</p> <ul style="list-style-type: none"> <li>- active cooperation in support of the business (e.g., professionals, companies, business partners, subcontractors, subgrantees, potential employees);</li> <li>- participation in business activities as recipients (e.g., customers, potential customers) and in different capacities as stakeholders (e.g., institutions, regulators, trade associations).</li> </ul>

## 8 REVISION HISTORY

Review	Notes	Date
0.0	<i>First issue</i>	13/12/2021
1.0	<i>First review</i>	06/10/2022
2.0	<p><i>Second revision</i></p> <ul style="list-style-type: none"> <li>- <i>Whistleblowing compliance (Legislative Decree 24/2023);</i></li> <li>- <i>Organizational adjustments and corpus of corporate regulations;</i></li> <li>- <i>Adjustments to the evolution of the ABMS Model (e.g., communication);</i></li> <li>- <i>Adjustments to the Internal Control System to prevent corrupt phenomena (Know Your Parties Monitoring Model);</i></li> <li>- <i>Alignment with international best practices.</i></li> </ul>	07/11/2024

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