



**ANTI-CORRUPTION POLICY**

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## 1. PREMISES

### 1.1 Itinera S.p.A. effort against corruption

Itinera S.p.A. (hereinafter referred to as "Itinera" or the "Company") has amongst its primary values ethics, legality, honesty, and transparency.

Within the above, awareness of corruption risks has led and leads Itinera to go beyond mere legal compliance, identifying the measures to prevent corruption as an integral part of its activity, in order to protect its organisation and all stakeholders.

In this context, in coordination with the principles contained in the Code of Ethics and of Conduct ("Code of Ethics") and based on the best practice in the field of Anti-Corruption Compliance Program and on the international ISO 37001:2016 standard, on November 8, 2019 Itinera's Board of Directors has approved this Anti-Corruption Policy (hereinafter the "Policy") aiming at both preventing any form of corruption whatsoever and minimising the risk of behaviours which might be ascribable to corruption hypotheses.

### 1.2 Legal Framework

Itinera works in different Countries and jurisdictions and therefore is subject to Italian laws and to the laws of the Countries in which it operates, including those ratifying international treaties, which forbid corruption of Public Officers or of subject connected howsoever with Public Administration or Public Governmental Authorities and corruption among private parties.

In recent years, fight against corruption has gained more and more importance also in the light of the tougher penalties associated with the natural person (i.e. imprisonment) and the legal entity (for example, fines or interdiction) as well as in consideration of reputation impact.

In this context, Itinera has decided to implement and maintain a management system to prevent corruption, integrated with the overall system of prevention and risk management, which includes the following:

- Code of Ethics and of Conduct;
- Anti-Corruption Policy;
- Management of Relationships with Public Administration and Visits / Accesses Procedure
- Formation and information of all addressees;
- Regulation of processes, through definition of roles and liabilities, whistleblowing procedures and disciplinary systems concerning possible breaches;
- Periodical monitoring activity of corruption risks and of efficacy and aptness of the Anti-Corruption Policy
- Principles, rules of conduct and procedures protecting sensitive areas at risk of corruptive behaviours

### 1.3 Addressees and area of applicability

This Policy applies to members of the Board of Directors, of the Board of Auditors and of the Control Body, to employees, collaborators, consultants, suppliers and partners with which the company enters into a business relationship and to all subjects which, for whatever reason, and notwithstanding the type of contract, operate in the name and on behalf of Itinera (hereinafter the "Addressees").

This Anti-Corruption Policy is coherent with the Organisation Management and Control Model adopted by Itinera according to Italian Legislative Decree no. 231/2001 ("Model 231") and constitutes – together with the principles contained in the Code of Ethics and of Conduct – the instrument to fight corruption.



## 2. INTRODUCTION

### 2.1 Conflict of interests

In the management of any activity the involved subjects must avoid situations in which they are in a conflict of interest, with specific reference to personal or family's interests which might influence independence of judgement or interfere with the capacity to adopt, in an impartial manner, decisions in the best interest of the Company.

Any situation, which might constitute or determine a conflict of interest, must be promptly reported to one's hierarchical superior or, for apical subjects, to the President of the Board of Directors or to the Managing Director. Similarly, the involved subject must refrain from intervening in the operative/decision process while his/her hierarchical superior must identify operative solutions apt at safeguarding, in the specific circumstance, transparency and correctness of behaviours in the performance of activities.

### 2.2 Due Diligence

In the management of the activities and if the identified counterparts have a corruption risk higher than low, the various Management Offices must consider performing a due diligence in order to both assess the integrity, the professional reliability and the reputation of the potential counterpart and take into consideration possible risks of behaviors that are not consistent with the principles of this Policy, of the Code of Ethics and Conduct, of the 231 Model and of any relevant Anti-Corruption policy.

The due diligence must be promptly started and, in any case, completed before the beginning of the business relationship and can include as an example:

- Asset / economical / financial checks (for example, registration to the Business Register, etc.);
- Self-certificates of pending criminal proceedings and/or final judgements of corruption crimes or fraudulent behaviors relevant to the company and/or its legal representatives;
- Certificates of specific professional qualifications;
- Reputation analyses carried out through public sources and lists;
- Reputation analyses carried out through specialized agencies;
- Existence of anti-corruption management systems.

### 2.3 Management of offers and work

Management of negotiations, undertakings and relationships, of whatever nature, with the Employer/Client and/or with potential associates are dealt with exclusively by the dedicated and/or authorised corporate functions, in compliance with the powers granted and the proxy system in force.

In particular, in these relationships, Itinera and whosoever acts on its behalf, must not improperly influence the decisions of the Employer/Client, in order to obtain the performance of acts not compliant with or contrary to office duty or to obtain the omission of an act in breach of their office duty (or, in the case of a public Client, also to speed, favour or ensure activities which are part of their office duty), in particular offering or promising, directly or indirectly, gifts, money, favours or other benefits of whatever nature.

### 2.4 Management of suppliers

In the development of its activity and in the management of relationships with suppliers, Itinera strictly complies with the law, the principles of the Code of Ethics and the internal procedures, identifying the supplier with impartiality, autonomy and independence of judgment and entering into a relationship only with suppliers qualified in its Suppliers' Register, where provided for, and anyway with suppliers of proven capacity, experience and professional reputation.

The choice of the supplier follows the procedure contained in the Procurement Procedure adopted by the Company and contracts entered into with the same provide for the obligation to comply with the Code of Ethics and this Policy, lest



automatic termination of the contract itself in case of breach thereof.

## 2.5 Relationships with Public Authorities

Relationships with subjects representing the Public Administration, public officials and subjects in charge of a public service must always be based on correctness, transparency, impartiality and cooperation, as well as on compliance with law and applicable rules and are regulated by the Relationships with the Public Administration and Visits/Accesses Procedure

## 2.6 Facilitation Payments

The term "facilitation payment" refers to payments made to Public Officers and/or officials of Public Authorities or Vigilance Authorities or to subjects in charge of a public service in order to accelerate, facilitate or ensure an activity within their office duties, such as, by way of example but not limited to:

- obtainment of licences, certifications, permits, other official documents or other kinds of authorisations necessary for the activity;
- awarding of public tenders, assignment of public funds, revocation of negative sanctions and penalties.

Facilitation payments are a form of corruption and therefore are forbidden, in any form, notwithstanding possible laws or use in the countries in which Itinera operates.

## 2.7 Human Resources

Management of human resources must follow criteria of impartiality, transparency, autonomy and independence of judgment. In particular:

- the process of selection for the hiring of employees must be documented and the following must be granted: absence of a conflict of interest between the person who selects the candidate and the latter as well as respect of the principle of segregation between the requesting functions and the person/function which makes the selection;
- the process of selection for the hiring of employees holding a position with a risk higher than low (for example, Managing Director, Department Directors, Managers with operational functions, etc.) must foresee a check for the non-existence of possible prior behaviors that are not consistent with the principles of this Policy, of the Code of Ethics and Conduct, of the 231 Model and of any relevant Anti-Corruption policy;
- the process of employees' evaluations must be based on objective and transparent criteria and premiums can be given following achievement of prefixed objectives.

It is forbidden to hire employees and collaborators following a third party's indication in exchange for favours, payments or other advantages for oneself and/or for the Company. It is forbidden, in particular, to offer job opportunities to relatives of personnel of the Public Authority and/or Vigilance Authority and/or Public Officers involved in the Company's activity, unless if justified – within a process of impartial and transparent selection – by the competence and professionalism of these persons.

Employees' travel expenses are reimbursed within the limits and in compliance with the Expenses Reimbursement Procedure and of the Travel Policy adopted by the Company.

It is forbidden to use funds and travel expenses reimbursement for goals other than those for which these funds or reimbursement are destined.

## 2.8 Gifts Gratuities and Sponsorship

Gifts, gratuities and sponsorship are allowed in compliance with the principles and criteria set forth by the Gifts Gratuities and Sponsorship Procedure adopted by Itinera.



## 2.9 Confidentiality, Accounting and Management of financial flows

It is forbidden to use information acquired during performance of one's activity for purposes not connected with strict performance of the same. In particular, it is compulsory to:

- not disclose to third parties confidential information of commercial, industrial, financial and corporate nature, unless necessary for the performance of business activity and following formalisation of a specific confidentiality commitment;
- keep for a limited period of time and with the utmost diligence, in a safe place, any confidential information possessed.

Each addressee, employee or other subject acting in the name and on behalf of the Company, each for his/her competence and in connection with his/her task, must offer the utmost collaboration in order to grant that management facts are duly and timely accounted for – in order to reflect in detail corporate transactions and management of corporate assets – and keep any supporting documentation, so that it can easily be found and consulted by the subjects dedicated to their control.

All financial transactions as well as all money movements into and from, must be made by duly empowered persons, following authorisation and always be justifiable, traceable and registered.

Access into IT systems is allowed only in compliance with the rules set forth in the Internal Regulation for the Use of IT Resources.

## 3. IMPLEMENTATION CONTROL AND MONITORING

### 3.1 Communication and circulation

Itinera favours circulation and knowledge of this Anti-Corruption Policy with modalities apt at its circulation amongst all Addressees and the implementation of specific training programs, aiming at granting its effective knowledge.

### 3.2. Compliance Function for the Prevention of Corruption

The Compliance Function for the Prevention of Corruption, identified in the person in charge of the Anti-Corruption Management System, monitors the implementation and the circulation of this Policy and of the Anti-Corruption Management System with the task of:

- Supervising the planning and the adoption of the Anti-Corruption Management System;
- Supplying the Addressees with information and guidance about the content of this Policy and the Anti-Corruption Management System;
- Monitoring the compliance of this Policy with the best practice and the current legislation on Anti-Corruption;
- Reporting the Company Management about any possible significant lacks concerning the adoption, circulation and suitability of the Anti-Corruption Management System in order to take the necessary measures, if any.

### 3.3. Audit and internal monitoring

Within monitoring of corporate procedures, the person in charge of the Anti-Corruption Management System shall make sure that the respect of the principles and rules contained in this Policy as well as their constant efficacy and adequateness to limit corruption risks is periodically verified. The results of the above verifications must be reported to the Board of Directors, which must be made aware of any significant breach of this Policy or of its adequacy or need of integration.



### 3.4 Disciplinary System

Compliance with this Anti-Corruption Policy is an integral part of contractual obligations of employees, collaborators and, more in general, of all Addressees.

Any breach thereto implies applicability of disciplinary measures, in compliance with the National Collective Agreement and of Italian Law 300/1970 and applied on the basis of gravity thereof and within the applicable legal framework.

Non-compliance with this Policy by third parties may determine – on the basis of specific contractual clauses – termination of the agreement in force with the Company as well as – should it be applicable – compensation of damages.

### 3.5 Whistleblowing

All Addressees must report corruption acts, in the form of attempts or alleged or effective corruption, of which they might become aware, as well as any breach of this Policy.

To the above aim, the Company has set dedicated whistleblowing channels as provided for under the Organisation Management and Control Model adopted by the Company and by the Management of Whistleblowing Procedure, which provide for the protection of whistleblowers and confidentiality of the whistleblowing received.

The reporting methods and channels have been conveyed to all the employees working in the Company and have also been communicated and made available to external counterparts through a specific section of the website <https://www.itinera-spa.it/en/anti-corruption/>.

## 4. APPROVAL AND UPDATING OF THE POLICY

Itinera's Board of Directors approves this Anti-Corruption Policy and promotes its adoption by all controlled companies, which will autonomously adopt this document by a decision of their administrative boards.

Itinera shall make its best effort in order to promote adoption of this Policy also by those companies in which Itinera holds a minority participation (Joint Ventures included).

In order to pursue continuous improvements, the Compliance Function for the Prevention of Corruption will propose to the Board of Director further updates or revisions of this Anti-Corruption Policy.

## 5. UPGRADES

Revision	Description	Date
	First issue	06/06/2018
1	Compliance with ISO 37001	08/11/2019