



Terminal Darsena Toscana S.r.l.

Anti-Corruption Guidelines

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Index

1. INTRODUCTION
 - 1.1 Objectives
 - 1.2 Scope of application
 - 1.3 Transposition method
 - 1.4 Consequences of non-compliance with the guidelines and relevant sanctions
2. GENERAL PRINCIPLES
3. SENSITIVE AREAS
 - 3.1 Presents and Representation Expenses
 - 3.2 Donations
 - 3.3 Sponsorships and Events
 - 3.4 Purchases of Goods and Services, Consulting and Professional Services
 - 3.5 Accounting procedures
 - 3.6 Sales
 - 3.7 Staff recruitment

1. INTRODUCTION

1.1 Objectives

International legislation on corruption is very extensive. Almost all countries have laws that prohibit the corruption of their government officials and many countries have laws that consider the corruption of officials from other states to be a crime.

The United States, Italy and many other countries have rules that prohibit commercial corruption between individuals.

With the law n. 190 dated 6.11.2012, Italy intends to adapt the national legislation to the dictates of the Strasbourg Convention dated 27.01.1999, introducing new offenses in the Legislative Decree 231/2001.

The companies are now called to respond, in the list of the so-called “Presumed crimes” provided for by the current text of Legislative Decree n. 231/2001 and subsequent amendments, for two other types of offenses: corruption between private parties and the instigation to corruption between private individuals (articles 2635 and 2653 bis Civil Code) as well as the inducement to give or promise (article 319 quater c.p.).

Such document is adopted in accordance with the intention expressed by the Parent Company GIP (Gruppo Investimenti Portuali S.p.A.) to have a systematic reference framework of ethical-behavioural principles, rules and procedures to exclude behaviours of active and passive corruption within it and within its subsidiaries, since it is the firm will of the Group, and therefore also of TDT, to carry out its business with loyalty, correctness, transparency, honesty and integrity, in full compliance with the laws, regulations and all the prescribed provisions from international standards and guidelines.

International legislation on corruption is very extensive:

- United Nations Convention against Corruption (UNCAC);
- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- OECD Recommendation for Further Combating Bribery of Foreign Publics Officials in International Business Transactions and annexed Good Practice Guidance on Internal Controls, Ethics, and Compliance;
- OECD Guidelines for Multinational Enterprises;

- Transparency International's Business Principles for Countering Bribery;
- Foreign Corrupt Practices Act USA (FCPA);
- Bribery Act UK of 2010 (entered into force in 2011) and related Guidance about procedures;
- The so-called "seven pillars", i.e. the 7 principles of the "Federal Sentencing Guidelines Manual - Chapter 8 - Part B Effective compliance and ethics program" of the 1.11.2010 Federal Sentencing Guidelines Manual - Chapter 8 - Part B, of the US Sentencing Commission for compliance with the Foreign Corruption Practice Act;
- United Nations Global Compact. In particular, the Company was inspired by X Principle according to which: *"Companies are committed to fighting corruption in all its forms, including extortion and bribery. The adoption of the X Principle requires the UN Global Compact participants not only to avoid corruption in all its forms, but also to develop incisive policies and concrete anti-corruption programmes. Businesses are called together with governments, UN agencies and civil society to contribute to a more transparent global economy."*

The Global Compact suggests to its participants to consider the following three points in the fight against corruption to put into practice the X Principle: internally, firstly, to introduce anti-corruption policies and programmes within its structure and in their operations financial; on an external level, to report within their Annual Communication to the Global Compact the actions taken to fight corruption as well as share their experiences and good business practices by sending examples and practical cases to the Global Compact; on a collective level, joining forces with similar companies and other stakeholders.

- Law n. 190/2012 (Italian law), on "Provisions for the prevention and repression of corruption and illegality in the public administration", which aims at strengthening the efficacy and effectiveness of measures to combat the phenomenon of corruption, taking into account both the indications provided by certain supranational instruments to fighting corruption, and of the international standards for combating corruption.
- In October 2016, the international ISO 37001 standard issued by the ISO/PC278 Technical Committee "Anti-Bibery management systems" was published, with which the

requirements were specified and a guide was provided to establish and implement, update and improve a corruption prevention management system.

In general, Anti-Corruption Laws prohibit payments made either directly or indirectly - including those payments made to a third party with the understanding that the sum of money will then be shared with an Official Public or an individual - as well as offers or promises of a payment or other utility for corruption purposes to public or private subjects, regardless of whether or not the offer or promise is accepted.

1.2 Scope of application

The Company acknowledges and adopts the Guidelines examined and approved by the Board of Directors of GIP S.p.A., adopting and maintaining an adequate internal control system consistent with the requirements established by the Anti-Corruption Laws and contributing to the preventive commitment, even before of being persecutory, of corruptive acts on entry and/or exit flows through the organisational and control instruments deemed as most appropriate.

1.3 Consequences of non-compliance with the guidelines and relevant sanctions

Natural and legal persons who violate the Anti-Corruption Laws may incur substantial pecuniary penalties and natural persons may be sentenced to imprisonment or subject to other sanctions.

Since GIP (Parent Company), and even before TDT, pursues any corrective practice with the utmost rigor and without exception, the Recipients are obliged to fully comply with these Guidelines. In case of violation, sanctions are imposed on the managers according to the procedures established by law, collective agreements and other applicable employment contracts.

Anyone who becomes aware of any violations of these Guidelines must inform the Supervisory Body, corresponding to the Board of Directors or equivalent body/role that adopted them.

No Addressee will be discriminated against or in any way sanctioned for having refused to carry out a corruptive or potentially corruptive act, even if such refusal has given rise

to the loss of a business or other consequence detrimental to TDT business, or to have reported in good faith the violation of this Guideline to the Supervisory Body and/or the Compliance Function of the Management System.

The Company involves the top management in the prevention of corruption by its collaborators, makes it a promoter of a culture in which corruption is not tolerable and requires a strong and visible vigilance commitment on compliance with anti-corruption measures, on ethics, on the implementation of internal controls, as well as the implementation of all measures deemed appropriate for the prevention, identification and reporting of potential violations.

In this regard, the Company requires the Heads of Function to issue, on an annual basis, a declaration certifying compliance with the Anti-Corruption Policy, in addition to these Guidelines, in the management of pertinent business processes and reserves the right to ask other members of personnel where the need arises, proportionally to the degree of corruption risk.

The Company recognises that a due diligence is necessary on its stakeholders, in order to reduce the risk of corruption, with greater levels of investigation the greater is the potential risk of crime. More specifically, where there is a risk of corruption higher than the low level with reference to specific categories of transactions, projects or activities or specific categories of business partners or specific categories of personnel employed in certain positions, the Company assesses the risk by providing for any necessary due diligence to obtain sufficient information to be updated periodically.

The general principles and the main control measures aimed at mitigating the risk of corruption are summarised below.

2. GENERAL PRINCIPLES

The general principles that must be observed to guarantee an adequate internal control and risk management system also connected to corruption offenses may be summarised as follows:

- Compliance with the Code of Ethics: all activities must be carried out in compliance with the behavioural principles set forth in the Code of Ethics adopted by the Company.

- Segregation of duties: the performance of Company activities must be based on the principle of separation of functions, for which the authorisation of an operation must be under the responsibility of a person other than the one who performs operations or controls this operation. The segregation of duties must be guaranteed by the intervention, within the same process, of several subjects; it may be implemented through the use of computer systems allowing the execution of certain operations only to identified and authorised persons.
- Attribution of powers: the authorisation and signature powers must be: i) consistent with the assigned organisational and management responsibilities; ii) clearly defined and known within the Company. The Company roles to which the power is assigned to engage the Company in specific operations must be defined, specifying the limits and the nature of the same. The attribution of powers for a specific type of act must comply with the specific requirements that may be required by law for the fulfillment of that act.
- Transparency and traceability of processes: each activity must be verifiable, documented, consistent and congruous. The correct storage of relevant data and information, through IT and/or paper supports, must be guaranteed.
- Adequacy of internal rules: the set of Company rules must be consistent with the operations performed as well as the level of organisational complexity and such as to guarantee the necessary controls to prevent the commission of corruption offenses.
- Personnel training: specific staff training plans must be provided with particular reference to those operating in the sensitive areas listed below.

3. SENSITIVE AREAS

The fight against corruption should be seen as one of the main strategic objectives of companies worldwide, therefore TDT prohibits to:

- offer, promise, give, pay, authorise someone to give or pay, directly or indirectly, an economic advantage or other benefit to a Public Official or a private person (Active Corruption), regardless of whether or not the promise or action is accepted;

- accept the request from, or requests from, or authorise someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from a Public Official or a private person (Passive Corruption);

when the intention is:

- inducing a Public Official or an individual to improperly perform any function of a public nature, or any activity associated with a business or reward it for doing so;
- influencing an official act (or an omission) by a Public Official or any decision in violation of an official duty;
- obtaining, securing or maintaining a business or an unfair advantage in relation to the business activities;
- in any case, violating the applicable laws.

The prohibited conduct includes the offer or receipt by Company Personnel or Personnel in any case falling within the Group (direct corruption), or by anyone acting on behalf of the Company (indirect bribery), an economic advantage or other benefit in relation to the business activities.

This prohibition is not limited to cash payments, and includes, for corruptive purposes:

- presents and representation expenses;
- donations;
- sponsorships and events;
- purchases of goods and services, consultancy and professional services;
- accounting procedures;
- sales;
- staff recruitment.

TDT prohibits any form of corruption for anyone.

3.1 Presents and Representation Expenses

Gifts, payments or other benefits may be made or received if they fall within the context of acts of commercial courtesy and are such as not to compromise the integrity and/or reputation of one of the parties and such as not to be interpreted by an impartial observer as aimed at creating an obligation of gratitude or gaining improper benefits.

Gifts, economic benefits or other benefits offered or received under any circumstances must be reasonable and in good faith.

Any tribute, economic advantage or other benefit must:

- a) not consist of a cash payment;
- b) be carried out in relation to legitimate business purposes and in good faith;
- c) not be motivated by the desire to exert an illicit influence or by the expectation of reciprocity;
- d) be reasonable according to the circumstances and may not reasonably be perceived as having the purpose of bribing;
- e) to be in good taste and compliant with generally accepted professional courtesy standards;
- f) comply with local laws and regulations applicable to the public officer or private individual.

A giveaway or economic advantage or other benefit offered to/received by the Company Personnel is deemed to be unacceptable even if its actual or estimated value exceeds:

- 1) individually, the “single threshold” of € 25.00;
- 2) cumulatively, when received from or offered by the same person or entity in a year, the “cumulative threshold” of € 100.00 (corresponding to four times the “single threshold”), even if individually each tribute or benefit does not exceed the “single threshold” indicated in point 1) above.

Representation expenses: the incurrence of expenses for work lunches/dinners with guests, as well as for acts of hospitality, is only admissible when all the following conditions are met:

- these are carried out within an authorised budget based on internally defined powers;
- the same are borne exclusively by those empowered with approved budgets, or by collaborators of the same formally authorised/delegated, within the budget limit and to an extent consistent with the purposes for which they are incurred;
- they are adequately documented and the recipient/s is/are tracked (name and surname, company/body to which they belong).

The expenses incurred for gifts and representation must be represented truthfully and correctly in the accounting system of the Company that sustained them and the applicable tax regulations must be complied with.

In any case, any form of donation from and to third parties (public or private) that may influence the independence of judgment of the recipient or induce it to ensure any advantage to the Company for which it operates is in any case prohibited.

3.2 Donations

The acts of donation (“charitable contributions”) have, by their nature, beneficial purposes.

They are therefore aimed at implementing initiatives not strictly related to the business, but capable of improving the Group’s image.

They are only allowed if all the following conditions are met:

- they are carried out by formally delegated subjects, within the authorised expenditure limits;
- they are adequately documented and the recipients are tracked.

The use of cash is prohibited.

The expenses incurred for donations must be represented truthfully and correctly in the accounting system of the Company that supported them.

In any case any form of giving to and from third parties (public or private), which may influence the independence of judgment of the recipient or induce it to ensure any advantage to the Company for which it operates, is forbidden.

3.3 Sponsorships and Events

Sponsorship activities (or similar events) have the objective of promoting the image of the Company/Group in accordance with defined fees regarding the Group’s coordinated image.

The support of these expenses is only admissible when all the following conditions are met:

- they are carried out within an authorised budget based on internally defined powers;

- they are carried out by formally delegated subjects, within the authorised expenditure limits and within a predefined budget;
- a declaration is acquired with which the beneficiary attests to allocate the sum to the sole and exclusive declared purpose.

An *ex post* evaluation must be carried out on the results of each initiative (or at least the ones with a “significant” amount) with respect to the initial objectives and this assessment must be documented.

The expenses sustained for sponsorship activities must be represented truthfully and correctly in the accounting system of the Company that supported them.

Sponsorships of clubs, associations, etc. attributable to a public body/customer are in any case prohibited.

3.4 Purchases of Goods and Services, Consulting and Professional Services

The general principle governing purchasing processes is that they must be managed with loyalty, congruity and impartiality. The following are the main obligations that TDT requires to comply with to ensure adherence to this approach.

Duties:

- using only qualified suppliers on the basis of technical, economic, legal, health and safety and environmental criteria and included in a specific register, periodically updated;
- using only consultants and professionals whose professionalism, competence and organisation requirements have been verified;
- verifying any presence in “international black lists” of foreign suppliers;
- carrying out an objective and documented selection activity that provides for the offer request to at least three suppliers to ensure an objective comparison between them;
- motivating the use of a single supplier or a direct assignment, deriving from any specific needs;
- ensuring that contracts and purchase orders are always formalised and are signed exclusively by the subjects with delegated powers or power of attorney;

- ensuring the presence, in such contracts/orders, of safeguard clauses, in relation, for example, to the commitment of the counterpart to compliance with the Code of Ethics, the Anti-Corruption Policy, these Guidelines, the Organisation and Management Model;
- ensuring that the purchasing process is managed in compliance with the principle of segregation of roles, understood, in general, as a distinction that may be reconstructed and traced between the subject that performs the purchase, the authorising subject and the subject that controls;
- verifying the correctness of the invoices received and the correspondence of the same to what contractually agreed and/or the service actually received;
- verifying the adequacy of the amount paid with respect to the service performed and the market conditions;
- verifying that the performances provided by the suppliers are in line with the contractual provisions.

All contracts must in any case provide for the right, for the contracting company, to resolve the commercial relationship in case of violation, among other things, of the principles contained in the Code of Ethics, in the Anti-Corruption Policy, in these Guidelines and in the Organisation, Management and Control Model in adoption.

3.5 Accounting Procedures

The management of financial flows must comply with the principles of transparency, verifiability, traceability and be inherent to corporate activity.

Accounting must comply with applicable accounting standards by fully and transparently reflecting the facts underlying each transaction. All costs and charges, receipts, payments and spending commitments must therefore be promptly included in the financial information, in a complete and accurate manner and have adequate supporting documents issued in accordance with all the applicable laws and with the relevant provisions of the internal control system.

3.6 Sales

The sales management activity must be carried out according to the following obligations:

- the offer rate must be defined in an appropriate, transparent and correct manner and must be authorised by the subjects with power;
- the rate determination process must be traceable;
- the process of processing offers and any discounts must be traced and include a comparison between the rate charged and the market value of the service sold;
- the presence of the counterpart in “anti-money laundering international blacklists” and the ones for countering terrorist financing must be verified;
- sales can only take place with previously entrusted counterparties.

3.7 Staff Recruitment

The staff recruitment activity must be carried out according to the following obligations:

- the need for employment must be proven by specific schedules or contingent needs authorised by subjects with power;
- candidates must be evaluated by several different persons and the results of the entire evaluation process must be adequately tracked;
- compliance with the laws of the country in which the hiring takes place must be guaranteed (e.g. mandatory hiring, presence and validity of residence permits, etc.).