

Corruption Prevention Policy

The fight against corruption is one of the main challenges in the world.

Indeed, corruption is a major obstacle to sustainable development and democracies and has a devastating effect especially on the poorest communities. The impact of corruption on the private sector is also considerable, it prevents economic growth, distorts competition among companies and presents serious legal and reputational risks for companies. Corruption is also very expensive for companies: according to an estimate by the World Bank in many areas of the world, companies would have to pay about 10% of their costs due to corruption practices. The World Bank has estimated that corruption has become a \$ 1 billion industry.”¹

The commitment of Terminal Darsena Toscana s.r.l.

Terminal Darsena Toscana s.r.l. (hereinafter also TDT) refuses and contrasts, as far as possible, any form of corruption in the broadest sense of the term, such as “abuse of power for private purposes”² and as malpractice practices integrated with promise, induction, instigation, request, offer of incentives or different benefits as a reward to a person to act or omit actions whether due or not, regardless of whether or not the promise or offer are accepted.

For this reason, the culture of legality is at the basis of the Company’s way of doing business. The necessary compliance with current legislation and the need to ensure conditions of correctness and transparency in the conduct of business as well as in corporate activities to protect its position and image, the work of its employees and the gaming activities of its customers.

This Policy contributes to increasing general compliance with international laws and best practices and, in order to implement the culture of legality, prevention and the fight against corruption, TDT has already strengthened its control system by adopting and updating the organisation, management and control model pursuant to Legislative Decree 231/2001, adopting a management system for the prevention of corruption in compliance with the UNI ISO 37001:2016 Standard and Anticorruption Guidelines.

Each person who performs activities on behalf of the Company is required to read and understand the contents of this Corruption Prevention Policy and to act in accordance with its provisions, the laws and regulations of the countries in which the Company operates.

¹ Rif. X Principle of the United Nations’ Global Compact.

² Transparency International’s definition of corruption.

Objectives of the Corruption Prevention Policy

The present TDT Corruption Prevention Policy aims to achieve the following objectives:

- To prohibit corruption and ensure the achievement of higher compliance with national and international anti-corruption standards.
- To ensure the sustainability, honesty and transparency of its business by fighting any malfeasance phenomenon.
- Contributing to the spread of the culture of doing business by supporting loyalty, integrity, honesty, competition and transparency as a fundamental element of work.
- To promote and develop ethics in economic relations to protect the market, countering all forms of illegality.
- To adopt the management system for the prevention of corruption as a means of effectively combating corruption, requiring a continuous commitment and leadership of the Management and strengthening the system of controls at every level of the Organisation.
- To develop or nurture the awareness of the commitment to prevention and the fight against corruption by all the stakeholders.
- To create an integrated control system, easily knowable and understandable, feasible and monitored, to guarantee the effectiveness and efficiency of the preventive function of the control itself.
- To encourage the reporting of any suspicion of attempted certain, presumed corruption, through dedicated channels and methods that, while always in compliance with the protection of the reputation and image of the Company, allow, on the one hand, to carry out investigations and verifications in order to assess its validity and to prepare effective counter-measures and, on the other, to guarantee the protection of the reporting agent from any form of retaliation.

Commitments for anti-corruption policy and liability

TDT stigmatises, condemns and in any case rejects corruption and incitement to corruption and prohibits the commission, whether active or passive, direct or indirect, of public officials or persons in charge of public service (or similar figures of foreign States) or of between private individuals, both national and international, and undertakes to oppose it, in compliance with national legislation, international conventions as well as guidelines and best practices. This preventive intent, even before

and even more than repressive, is shared by the Parent Company Gruppo Investimenti Portuali S.p.A. and from the other subsidiaries, first of all Terminal Darsena Toscana S.r.l.

TDT adopts organisational instruments capable of making the prevention and the fight against corruption effective and feasible; to this end TDT adopts an integrated control system, easily acknowledgeable and understandable, feasible and monitored, to guarantee the effectiveness and efficiency of the preventive function of the control itself, moreover monitoring and verifying the suitability and implementation status of the same, while promoting the adoption of adequate and suitable organisational tools also by the subsidiaries.

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.

The Company recognises as necessary a due diligence on its stakeholders as well as those of the subsidiaries, in order to reduce the risk of corruption, with greater levels of investigation the greater is the risk of crime.

Compliance Function for the prevention of corruption

TDT establishes and appoints a specific Compliance Function for the prevention of corruption with autonomous powers and resources, with the task of supervising, guaranteeing the implementation and operation of the management system for the prevention of corruption. The Compliance Function attributes specific powers, faculties and functions for the effective performance of its role.

The Compliance Function for Corruption Prevention supervises the design and implementation of the management system, more specifically:

- checks the update status of the management system documentation;
- is responsible for monitoring, measuring, analysing and evaluating the system performance;
- monitors the state of implementation of the anti-corruption measures deriving from the management review, Risk Assessment, internal and external Audits or other checks and investigations;
- assesses the suitability, adequacy and implementation of prevention measures;
- plans audit activities;

- provides the top management and the governing body with a report containing information on the performance of the management system (state of implementation and effectiveness of the actions undertaken, opportunities for improvement);
- promotes and plans the review of the senior management;
- may receive reports of attempted, presumed or actual bribery;
- sends specific information to the Supervisory Body if it is directly aware of facts, acts or situations relating to the risk of committing corruptive offenses;
- promotes and participates in periodic meetings with the Supervisory Body;
- evaluates the reports received on acts of corruption/violation of the system of prevention of corruption and, if necessary, promotes the investigations;
- may assign powers and capacity for action to investigators;
- receives, evaluates survey report and is activated for the implementation of appropriate actions;
- provides advice to the Organisation's resources on the functioning of the management system and on the methods of reporting.

Notifications

The Company encourages, in coherence with the Whistleblowing Policy, the reporting of any suspected, presumed, alleged corruptive act suspicion, as well as any violation, presumed or established, of this Policy as well as of its Anti-Corruption Guidelines and of the management system for the prevention of corruption.

The Company has set up specific reporting channels which, more generally, are reserved for the reporting of alleged violations of professional conduct rules and/or ethical principles referred to in the current legislation - internal and external - and/or illegal or fraudulent conduct that may be referred to employees, members of the corporate bodies, group companies and third parties (customers, suppliers, consultants, collaborators), which may directly or indirectly determine an economic, financial and/or image damage.

The report must provide all the necessary elements to carry out the checks and verifications necessary to assess the validity of the same: space-time circumstances of the event must be clear and complete, it must make reference to generality or other elements that allow to identify who committed the deed reported, or any other subjects that may state the reported events, indicating/providing any supporting documents.

No form of retaliation or discrimination having effects on working conditions for reasons connected to the complaint is allowed against the reporting subject of suspects in good faith or those who report on the basis of reasonable or confidential beliefs, meaning any unjustified disciplinary action with discriminatory measures, harassment in the workplace and any other form of retaliation which results in intolerable working conditions. However, it must also be noted that any form of abuse of the reporting subject is strictly forbidden, such as, by way of example, the will to defamation or slander, improper use or intentional exploitation of the institution subject of this Policy. The Company reserves the right to pursue an obviously distorted use of this instrument, considering how the abuse of the reporting system significantly risks affecting the entire management system.

Sanctions system

The commission of acts in violation of the Anti-Corruption Policy, as well as, more generally, the violation of the rules of the prevention management system as well as the abuse in the reporting activities constitutes non-fulfillment of contractual obligations and compliance with company rules and gives course to application of sanctions as provided for in the Company system, as well as criminal and civil consequences.

Training, dissemination and communication

TDT establishes and implements specific training plans aimed at its Personnel, also together with the planned training for the benefit of the personnel of the subsidiaries, regarding the commitment to the prevention of corruption, policy, procedures, protocols and other anti-corruption instruments, the international and national anti-corruption legislation and the regulations concerning the broader prevention of the risk of crime (Legislative Decree 231/2001), and aimed at ensuring its dissemination and correct understanding.

TDT undertakes to do everything possible to ensure the dissemination, adoption and implementation of this Anti-Corruption Policy with all the stakeholders³ to monitor and control their application, providing for a system of sanctions for the related violations, and to ensure its constant updating. It also commits itself to the fight against corruption, even publicly, to promote and spread the culture of legality and the fight against corruption, also through the dissemination of the document through publication on its website.

General Manager

Marco Mignogna

³ “Interested party” or “stakeholder” means any person or entity that may influence, be influenced or perceive itself as influenced by a decision or activity (see UNI ISO 37001:2016 Standard).