



Organisational, Management and Control Model

under Legislative Decree no. 231/2001

Approved by resolution of the Board of Directors of 11/24/2022

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DEFINITIONS

AFC	This means the Administration, Finance and Control Function
Sensitive Activities	Activities of the Company within the scope of which there is a risk, even potential risk, of the commission of the violations referred to in Legislative Decree no. 231/2001.
CCNL	National collective labour agreement.
Code of Ethics	Code of Ethics of Contship Italia S.p.A
Consultants	Individuals who, because of their professional skills, perform their intellectual work for or on behalf of the Company based on a mandate or other collaborative relationship.
CDA	Board of Directors of Contship Italia S.p.A.
Legislative Decree no. 231/2001 or Decree	Legislative Decree no. 231 of 8 June 2001, containing the 'Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality, under Article 11 of Law no. 300 of 29 September 2000', in its current content.
Addressees	The subjects to which the provisions of this Organisation, Management and Control Model and the Code of Ethics apply.
Employees	Persons having a contract of employment with the Company, whether subordinate, quasi-subordinate or administered by employment agencies.
Eurogate	Eurogate GmbH & Co. KGaA, KG
Eurokai	Eurokai GmbH & Co. KGaA
CIS Group	Subsidiaries, associated and affiliated companies, directly and indirectly, by Contship Italia S.p.A.
Confindustria Guidelines	Confindustria Guidance Document (June 2021) for the construction of organisation, management and control models under the Decree.
Organisational Model or Model	Organisation, management and control model under Legislative Decree 231/2001 adopted by Contship S.p.A.
Supervisory Board or SB	Body provided for in Article 6 of the Decree, responsible for regularly monitoring and verifying the effectiveness of Model 231, reporting any deficiencies in Model 231, and updating Model 231 following regulatory or organisational changes. Finally, it must inform and train the Board of Directors
PA	Public Administration.
Partners	The Company's contractual counterparties, whether natural or legal persons, with whom it enters into any form of contractual collaboration. Parties with which the Company or the Companies of the CSI Group in various capacities entertain relations of partnership, co-marketing, joint venture, development of the distribution network, etc.

Predicate offences	Violations identified by the Legislative Decree. 231/2001, from which the administrative liability of the entity may derive, as well as, insofar as they are comparable, the specific administrative violations concerning which the application of the rules contained in the same Decree is envisaged.
Disciplinary System	Disciplinary system forming part of the Model.
Company, CSI, Contship	Contship Italia S.p.A. with registered office in Via I Maggio 1, 20066 Melzo (MI)
Senior persons	Persons who hold positions of representation, administration or management of the Company or of one of its units with financial and functional autonomy, as well as persons who exercise, even de facto, the management or control of the Company.
Subordinates	Persons subject to the direction or supervision of the persons referred to in the preceding paragraph.
Model implementation tools	For example, all company provisions, internal measures, acts, operating procedures, etc. Articles of Association, delegations and powers, organisation charts, job descriptions, procedures, policies, and organisational provisions.
Whistleblowing	Reference is made to reports made by the employee or collaborator of conduct of criminal relevance or management irregularities because of the duties performed. Recipients of the <i>whistleblowing</i> discipline in the private sector ex L. 179/2017 are companies, groups of companies, non-governmental organisations, non-profit organisations, foundations, associations that have adopted an Organisation, Management and Control Model ex Legislative Decree no. 231/2001.

GENERAL SECTION

1 Contship Italia S.p.A.

1.1 Profile and activities

Founded in 1969, Contship Italia S.p.A. (hereinafter 'Contship', 'CSI' or 'Company') is active in maritime container terminals, intermodal transport and logistics and is a unique partner for the global *supply chain*. Contship, the Group's holding company, is located in Melzo, in the province of Milan.

The main functions of the Holding Company include strategic planning, coordination of the operational activities of all Group companies and centralised corporate functions.

The Contship Italia Group is part of the Eurokai Group, listed on the German stock market, and in the mid-1990s, joined forces with BLG Logistics Group to found Eurogate, the largest independent terminal operator in Europe

Contship offers a network of intermodal connections between the main Italian ports, Northern Italy, and Southern and Central European markets. The network supports shipping lines and the entire logistics industry to reduce distribution costs and increase transport efficiency, contributing to the sustainable development of the maritime and continental freight sector with integrated end-to-end solutions for the global supply chain.

1.2 The Contship Group

Contship Italia S.p.A., as the parent company of the Italian operating companies of the Contship Group (this means the Italian companies directly or indirectly controlled by the Company under art. 2359 of the Italian Civil Code), performs its role of coordination and strategic management and decision-making within the Contship Group in Italy, monitoring the pursuit of the strategic objectives of the individual operating companies and supervising the policies for the concrete implementation of these strategies on the reference market, as well as the management performance.

The Italian operating companies controlled by Contship Italia S.p.A are listed in Appendix 1.

As autonomous legal entities, Italian operating companies have their own administrative bodies with full responsibility for running the company.

2 Administrative liability of entities: regulatory overviews

Legislative Decree no. 231 of 8 June 2001, concerning the '*Discipline of the administrative liability of legal persons, companies and associations, including those without legal personality*' (hereinafter referred to as the 'Decree'), introduced for the first time in our legal system the liability of Entities for administrative violations dependent on a crime.¹

This is a particular form of liability, nominally administrative, but essentially of a punitive-criminal nature, borne by companies, associations and entities in general, for specific violations committed in their interest or to their advantage by a natural person holding an apical or subordinate position within them.

The Decree constitutes a far-reaching regulatory and cultural intervention in which, in addition to the criminal liability of the natural person who committed the violation, there is also the liability of the Entity to the advantage or in the interest of which the offence was perpetrated.

The provisions contained in the Decree under Article 1(2) apply to the following '**Persons**':

¹ The rules were drawn up at the instigation of the European Union and the OECD, which have long since issued anti-corruption conventions. The Italian legislator, with Article 11 of Delegated Law no. 300/2000 and Legislative Decree no. 231/2001, implemented the international protection for the fight against economic crime, which sees the Entity as the guarantor of economic interests vis-à-vis the state and EU order.

- entities with legal personality;
- companies and associations, including those without legal personality.

Under paragraph 3 below, however, they remain excluded from the discipline in question:

- the State;
- territorial public bodies;
- other non-economic public bodies;
- bodies that perform functions of constitutional importance.

Liability is attributable to the Entity where the violations, indicated by the Decree, have been committed by persons linked to the Entity in various capacities.

Article 5 of the Decree indicates as **authors of the violation**:

- persons who hold positions of representation, administration or management of the Entity or one of its organisational units with financial and functional autonomy, and those who exercise de facto management and control of the Entity (so-called 'management and control'). 'top subjects');
- persons subject to the direction or supervision of senior persons (so-called 'subordinate subjects').

In cases where **persons committed the violation in an apical position**, the Entity's liability is expressly excluded if the Entity proves that the breach was committed by fraudulently circumventing the existing models. There was no or insufficient control by the Supervisory Board appointed to oversee the proper functioning and compliance with the model.

If the violation was committed by a **subordinate person**, the Entity shall be liable where the commission of the breach was made possible by the failure to comply with management and supervisory obligations. In any case, non-compliance with management or supervisory obligations is excluded if the Entity, before the commission of the violation, has adopted and effectively implemented an organisation, management and control model capable of preventing breaches of the kind committed.

Moreover, the Entity shall only be liable if the unlawful conduct was carried out by the persons mentioned above **'in the interest or to the advantage of the company'** (Art. 5, para. 1, Legislative Decree no. 231/01); therefore, it will not be liable if senior persons or employees have acted *"in their own exclusive interest or the interest of third parties"* (Art. 5, para. 2, Legislative Decree no. 231/01).

Conversely, liability is expressly excluded where the Entity has adopted adequate behavioural protocols (for the type of organisation and activity carried out) to ensure that the activity complies with the law and has identified and promptly eliminated risk situations.

Article 9 of the Decree sets out **the sanctions** that may be imposed on the Entity. Precisely, they are:

- fines
- prohibitory sanctions
- confiscation
- the publication of the judgment.

The **fines** are levied in instalments of fewer than one hundred or more than one thousand. The amount of a fee ranges from a minimum of €258.00 to a maximum of € 1,549.00 and is set by the court taking into account:

- the seriousness of the fact;
- the degree of responsibility of the organisation;
- the activity carried out by the Entity to eliminate or mitigate the consequences of the violation and to prevent the commission of further violations;
- of the economic and asset conditions of the Entity.

The **discretionary sanctions**, on the other hand, listed in paragraph 2, are applied in the most severe cases and are applicable only if at least one of the following conditions is met:

- the Entity has derived a significant profit from the violation, and the violation was committed by persons in an apical position or by persons subject to the direction and supervision of others when the commission of the violation was determined or facilitated by serious organisational deficiencies;
- in the event of repeated violations.

The prohibitory sanctions are:

- disqualification from exercising the activity;
- suspension or revocation of authorisations, licences or concessions functional to the commission of the violation;
- the prohibition against contracting with the public administration, except to obtain the performance of a public service;
- exclusion from facilitations, financing, contributions or subsidies and the possible revocation of those already granted;
- the ban on advertising goods or services;
- receivership (Article 15, Legislative Decree no. 231/2001).

Furthermore, it is specified that prohibitory sanctions, which can also be applied as a precautionary measure, may have a duration of no less than three months and no more than two years.

2.1 The predicate violations

The scope of application of the Decree, limited initially to Articles 24 and 25 of the Law, was subsequently extended both by amendments to the Decree itself introduced by subsequent legislative measures and by references to the Decree itself.

To configure administrative liability under Legislative Decree 231/01, Section III Chapter 1 of the Decree identifies, as relevant, only specific types of Violation, the so-called Predicate violations as set out in Annex 2.

Therefore, the entity's liability does not arise from the commission by the persons just identified of any criminal violation, but is circumscribed to the commission of one of the violations provided for by the Decree, indicated above by families of breaches.

Any imputation to the Entity of liability deriving from the commission of one or more of the violations referred to in the Decree is not sufficient to exclude the personal liability of the person who perpetrated the criminal conduct.

2.1.1. Offences committed abroad

Article 4 of the Decree establishes that organisations are also liable for violations committed abroad, on the twofold condition that they have their head office in Italy and that the cases and other requirements provided for in Articles 7, 8, 9 and 10 of the Criminal Code are met so

that citizens and foreigners can be punished under Italian law for violations committed on foreign soil.

The rule also provides that the liability of entities is prosecuted on condition that the State of the place where the act was committed does not charge them. Lastly, the rule provides that, in cases where the offender is punished at the request of the Minister of Justice, proceedings shall be brought against the entity only if that request is also made against it.

The rules laid down in Article 4 and in the recalled provisions of the Criminal Code relate solely to violations committed in their entirety abroad by persons having the characteristics set out in Article 5(1) of Legislative Decree no. 231/2001 and belonging to entities with their head office in Italy. Moreover, for a large part of the violations included in Section III of Chapter I of the Decree above, the punishability of these persons and the entity would depend on the request of the Minister of Justice.

In summary, therefore, the prerequisites necessary for the applicability of Article 4 cited above and thus for the entity's punishability under the Decree for predicate violations committed abroad are:

- The violation must be committed abroad by the person functionally linked to the entity;
- the entity must have its head office in Italy;
- the entity may answer in the cases and under the conditions provided for in Articles 7, 8, 9 and 10 of the Criminal Code;
- If the cases and conditions set out under 3) are fulfilled, the entity is liable provided that the State of the place where the act was committed does not prosecute it;
- In cases where the law provides for the offender to be punished at the request of the Minister of Justice, proceedings are brought against the entity only if the request is also made against the latter;
- the offender at the time of prosecution must be in the territory of the State and must not have been extradited.

2.2 Exemption from liability of the Entity

Article 6 of Legislative Decree no. 231/2001 provides for the dismissal of liability for violations committed by persons in apical positions where the Entity proves that before committing the violation:

- Suitable organisation, management and control models are in place and effectively implemented **to prevent the commission of violations;**
- is established a body of the Entity (so-called '**Supervisory Board**'), with powers of autonomous initiative and with the task of supervising the functioning of the organisational models;
- the violation was committed **by fraudulently circumventing existing models;**
- there has been **no failure or insufficient supervision** on the part of the Supervisory Board.

In the case of **violations committed by a person in a subordinate position**, on the other hand, Article 7 of the Decree subordinates the exclusion of the Entity's liability to the effective implementation of an organisational, management and control model capable of guaranteeing, for the type of organisation and activity carried out, the performance of the action itself in compliance with the law and of verifying and promptly eliminating risk situations.

The Decree also provides that, concerning the extent of delegated powers and the risk of violations being committed, organisational models must meet the following requirements:

- identify the activities within the scope of which violations may be committed;

- provide for specific protocols aimed at planning the formation and implementation of the Entity's decisions;
- identify ways of managing financial resources that are suitable for preventing the commission of violations;
- establish information obligations on the part of all the company's employees and all other parties involved with the company (customers, suppliers, partners, collaborators in various capacities), vis-à-vis the Supervisory Board on the main corporate events and, in particular, on the activities considered to be at risk;
- introduce disciplinary systems suitable for penalising non-compliance with the measures indicated in the Model.

3 The Organisation, Management and Control Model: objectives and aims

3.1 Methodological Approach to the Model

This Model has been drawn up in line with the latest updates to the Decree, with the Confindustria Guidelines and with the indications that have emerged from case law to date, considered significant for the implementation of the Model itself.

Therefore, the path to its realisation followed the following steps:

- adoption of the Code of Ethics;
- identification of the activities within the scope of which violations may be committed (so-called 'mapping of risk areas');
- evaluation and provision of organisational and control measures as mitigating elements of the risks of commission of the violations identified in the mapping exercise;
- Preparation of suggestions for actions to improve the internal control system from the perspective of the Decree (*Action Plan*);
- identification and appointment of a c.d. 'Supervisory Body' (hereinafter also referred to as 'SB') - endowed with autonomous powers of initiative and control and entrusted with supervising the functioning, updating and observance of the Model and its constituent elements - and the definition of information flows between this Body and the Company's various control bodies;
- setting up an internal disciplinary system to sanction violations of the Model, the Code of Ethics and internal procedures.

The main objective of the Model, thus defined, is to set up a structured and organic system of procedures and control activities aimed at preventing, as far as possible, the commission of conduct liable to integrate the violations contemplated by the Decree (so-called alleged violations).

It also constitutes a valuable tool for raising awareness among all the Company's employees and all the other parties involved with it (customers, suppliers, *partners*, collaborators in various capacities) so that, in the performance of their activities, they follow correct and straightforward conduct, such as to prevent the risk of commission of the alleged violations.

3.2 Aims of the Model

In summary, the Model has the following aims:

- prevent and reasonably limit the possible risks associated with the company's activities, with particular regard to the reduction of possible unlawful conduct;

- determine, in all those who work in the name and on behalf of the Company, in areas of activity at risk, the awareness that they may incur a violation liable to penal and administrative sanctions, not only against themselves but also against the Company;
- reiterate that the Company does not tolerate unlawful conduct of any kind and for any purpose whatsoever, since the same, in addition to transgressing the laws in force, are contrary to the ethical principles to which the Company intends to adhere.

3.3 Model Structure

The Model consists of the following parts:

- the **General Part** describes the contents and impacts of the Legislative Decree 231/01, the basic principles and objectives of the Model, its methods of adoption, dissemination, updating and application, the elements of the Model itself, the principles contained in the Code of Ethics, the tasks of the Supervisory Board, and the provision of the Disciplinary System;
- the **Special Part**, which describes in detail concerning individual processes, the sensitive activities, the type of controls in place on particular areas at risk of violations and the principles of conduct to be observed to reduce the risk of offences being committed.

3.4 Addressees of the Model

The Contship Italia S.p.A. Model applies:

- those who perform, even de facto, management, administration, direction or control functions in the Company or one of its autonomous organisational units;
- to Employees of the Company, even if they are abroad for the performance of activities;
- to all those persons who collaborate with the Company by a para-subordinate employment relationship, such as temporary workers, interim workers, etc.;
- those who, while not belonging to the Company's staff, act on behalf of or by mandate of the Company (e.g. consultants, business partners, agents, etc.);
- to those persons acting in the interest of the Company because they are linked to it by contractual legal relations or other agreements, such as, for example, joint-venture partners or associates for the realisation or acquisition of a business project.

The Board of Directors coordinates with the Supervisory Board to establish any other categories of addressees of the Model concerning the legal relations and activities they perform vis-à-vis the Company.

The persons to whom the Model is addressed are therefore required to comply punctually with all its provisions and fulfil the duties of loyalty, fairness and diligence arising from the legal relations established with the Company.

This document constitutes the Company's internal regulations, binding on the Company.

3.5 Approval, amendment and updating of the Model

Pursuant to Article 6(1)(a) of the Decree, the organisational models constitute acts of the Board of Directors in its collegiality. Therefore, the approval of this Model is the sole prerogative and responsibility of the Board of Directors.

The Model must always be promptly amended or supplemented, by the Board of Directors, together with any company departments concerned, also upon the proposal of the Supervisory Board and, in any case, always after consulting the Supervisory Board itself when:

- significant changes have occurred in the regulatory framework, organisation or activity of the Company;

- violations or circumventions of its provisions have occurred, which have demonstrated its ineffectiveness for the prevention of violations;
- in all other cases where it is necessary or useful to amend the Model.

For these purposes, the Supervisory Board receives information and reports on changes in the Company's organisational framework, procedures and organisational and management methods.

In any case, any events that make it necessary to amend or update the Model must be reported by the Supervisory Board, in writing, to the Board of Directors so that the latter can implement the resolutions within its competence.

As also clarified by the Guidelines, the Board of Directors, even with the establishment of the Supervisory Board under the Decree, maintains unchanged all the powers and responsibilities provided for by the Civil Code and the Company's Articles of Association, to which are now added those relating to the adoption and effective implementation of the Model as well as the functioning of the Supervisory Board itself.

3.6 Implementation of the Model

The adoption of this Model constitutes the starting point of the process of its dynamic implementation.

For the implementation phase of the Model, the Board of Directors and Managing Directors, supported by the Supervisory Board, will be responsible, for their respective areas of competence, for the implementation of the various elements of the Model, including the operational procedures.

In any case, the Company intends to reiterate that the proper implementation and control of compliance with the corporate provisions and, therefore, with the rules contained in this Model constitute an obligation and a duty of all personnel and, in particular, of each Department Manager who is entrusted, within the scope of his/her competence, with the primary responsibility for controlling activities, with specific regard to those at risk.

4 The Mapping of Risk Areas

Article 6(2)(a) of the Decree provides that the Model must provide for a mechanism aimed at *'identifying the activities within the scope of which violations may be committed'*.

The identification of the areas in which there may be a risk of violations being committed implies a detailed assessment of all corporate processes aimed at verifying the abstract configurability of the offences provided for by the Decree and the suitability of the existing control elements to prevent them from being committed. This analysis resulted in a corporate document called *'Map of Risk Areas'* (hereinafter referred to as *'Map of Risk Areas'* or *'Map'*).

This analysis is aimed at ensuring the achievement of the following objectives:

- identify the corporate functions which, given the tasks and responsibilities assigned, could be involved in activities 'at risk of violation';
- specify the alleged violations;
- specify the concrete ways in which the alleged violation is to be committed;
- identify the control elements put in place to protect the risks/violations identified.

5 Relevant violations for Contship Italia S.p.A.

Given the structure and activities carried out by the Company, the following families of violations have been identified as relevant:

- ✓ Misappropriation of funds, fraud to the detriment of the State or a public body or to obtain public funds and computer fraud to the detriment of the State or a public body;
- ✓ Computer crimes and unlawful processing of data;

- ✓ Organised crime offences;
- ✓ Embezzlement, extortion, undue inducement to give or promise benefits, bribery and abuse of office;
- ✓ Industrial and trade offences
- ✓ Indictable offences connected with a company;
- ✓ Crimes against the individual;
- ✓ Manslaughter or grievous or very grievous bodily harm committed in breach of the rules on the protection of health and safety at work;
- ✓ Receiving, laundering and using money, goods or benefits of unlawful origin, as well as self-laundering;
- ✓ Copyright violation offences;
- ✓ Inducement not to make statements or to make false statements to the judicial authorities;
- ✓ Employment of illegally staying third-country nationals;
- ✓ Racism and xenophobia;
- ✓ Transnational violations;
- ✓ Tax violations;
- ✓ Fraud with non-cash means of payment;

They were not considered relevant to the Company:

- ✓ Crimes for terrorism or subversion of the democratic order;
- ✓ Forgery of money, public credit cards, revenue stamps and instruments or identifying marks;
- ✓ Female genital mutilation practices;
- ✓ Market abuse;
- ✓ Environmental violations;
- ✓ Fraud in sporting competitions, unlawful gaming or betting, and gambling using prohibited devices;
- ✓ Smuggling violations;
- ✓ Crimes against cultural heritage.

The Company does not engage in activities in which the same may be committed, nor does the interest or advantage of the same appear to be at stake in the event of their being committed.

6 The Corporate Governance Model

Contship's Corporate Governance Model, and in general, the entire organisational system, is structured to ensure that the Company implements its strategies and achieves its objectives. Contship Italia's structure was created considering the need to provide the Company with an organisation that would guarantee its maximum effectiveness and operational efficiency.

In this sense, Contship adopts a traditional *governance* structure, with a Board of Directors and a Board of Auditors, whose members are appointed by the Shareholders' Meeting.

Specifically, the various actors present in the organisational and control system adopted by the Company are discussed below, specifying their roles and interrelationships and referring to specific documents.

➤ Assembly

The Assembly can pass resolutions on matters reserved to it by law or the Articles of Association in ordinary and extraordinary sessions.

➤ Board of Directors (BoD)

The Company's Board of Directors consists of 7 members, including the Chairman. All the powers attributed to the Board of Directors are formalised in Contship's Charter.

➤ Board of Statutory Auditors

The Board of Statutory Auditors of Contship consists of 5 members, 3 Standing Auditors and 2 Alternate Auditors. Under Article 2403 of the Italian Civil Code, the Board of Statutory Auditors '*supervises compliance with the law and the articles of association, observance of the principles of correct administration and, in particular, the adequacy of the organisational, administrative and accounting structure adopted by the company and its actual functioning*'.

➤ Auditing Company

The Company is audited by a leading auditing firm registered in the register established at the Ministry of Economy and Finance under Legislative Decree no. 39/2010.

6.1 Organisational responsibilities and authorising powers

As clarified by the Guidelines, the organisational system must be sufficiently formalised and clear, especially concerning the allocation of responsibilities, hierarchical reporting lines and the description of tasks, with specific provisions for control principles, such as, for example, the juxtaposition of functions.

The Company's organisational structure has been formalised in an organisational chart that identifies the lines of hierarchical dependence and the functional links between the various positions of which the structure is composed.

Concerning the authorisation system, the Confindustria Guidelines require that authorisation and signatory powers be assigned in line with the organisational and management responsibilities defined, providing, when needed, for a precise indication of the approval thresholds for expenditure, especially in areas considered at risk of violations, as provided for in the delegations and powers of attorney granted.

6.2 The proxy system

The Company's Board of Directors is the body responsible for formally granting and approving the power of representation and signatory powers. This system currently provides powers of representation, management, and expenditure to be vested in the Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors and the Managing Directors.

These individuals, therefore, have been granted management and spending powers consistent with the organisational responsibilities assigned to them, ensuring the functional management of the technical aspects required by the reference regulations and the management of any emergencies that may occur.

6.3 Control Principles and Organisational Procedures

Within the framework of its organisational system and in compliance with the principles of the Model and the provisions of the Confindustria Guidelines, the Company has a set of written procedures aimed at regulating conduct in the various operational activities and enabling

controls, both preventive and subsequent, of the correctness of operations to ensure adequate uniformity of behaviour within the Company, in compliance with the regulatory provisions governing its activities. In this context, therefore, the Company undertakes to ensure compliance with the following principles:

- ▶ **'every operation or transaction must be: verifiable, documented, consistent and congruous'.**

With this principle, the Company intends to ensure that, especially in activities found to be at risk, there is adequate documentary support (so-called '*traceability*') on which checks can be carried out at any time. To comply with this principle, for each transaction, it must be easy to identify who authorised the transaction, which materially carried it out, who recorded it, and who carried out a check. The traceability of transactions can also be ensured through computer systems capable of managing the operation, enabling compliance with the requirements described above.

- ▶ **'no one can manage an entire business process independently'.**

The control system must check whether there are processes in the Company that a single person manages and, if so, make the necessary changes to ensure the so-called principle of '*separation of roles*'. This requirement can be ensured by assigning the various stages of the process and, in particular, that of authorisation, accounting, execution and control to different parties.

- ▶ **"the checks carried out must be documented"'.**

The procedures with which the controls are carried out must guarantee the possibility of retracing the control activities carried out in such a way as to allow the evaluation of the consistency of the methodologies adopted (*self-assessment, sample surveys, etc.*), and the correctness of the results that emerge (e.g.: *reports of audits*).

The Procedures are constantly updated, also upon the proposal or report of the Supervisory Board and/or the Board of Statutory Auditors, to ensure the achievement of the purposes of the Model, without this giving rise to any amendment of the Model itself.

The Procedures are disseminated through the Compliance & Internal Audit function using specific communication activities to top management. In addition, they are made available to all relevant Addressees through publication on the company intranet.

All employees are obliged to be aware of the Procedures and comply with them in their assigned tasks.

6.4 Environmental Health and Safety Control System

The management of occupational health and safety aspects is carried out with the aim of providing systematically:

- the assessment of all health and safety risks;
- the planning of prevention as a whole is understood as the protection of working conditions and the environment, as well as the subsequent implementation of planned interventions;
- the identification of the appropriate prevention and protection measures concerning the risks encountered so that the latter are eliminated or, where this is not possible, minimised - and thus managed - concerning the knowledge acquired based on technical progress;
- the health monitoring of workers according to specific risks;
- information and training of workers, workers' representatives, managers and supervisors, given their respective roles in the safety system;

- regular maintenance of rooms and facilities, with particular regard to the maintenance of safety provisions by the manufacturers' instructions;
- the provision of safety and emergency measures.

The operating methods for the correct performance of activities and the achievement of the objectives mentioned above are defined within the principles of conduct set out in the Special Section of the Model.

CSI recognises and promotes the protection of the environment and contributes to the sustainable development of the territory and the identification of solutions with the lowest environmental impact, as also provided for in the Code of Ethics.

6.5 The Financial Resources Management System

Article 6(2)(c) of the Decree stipulates that models must provide for '*methods of managing financial resources suitable for preventing the commission of violations*'.

The Confindustria Guidelines recommend the adoption of mechanisms for the proceduralisation of decisions that, by making the various stages of the decision-making process documented and verifiable, prevent the improper management of the entity's financial resources.

Again based on the principles indicated in the Guidelines above, the control system relating to administrative processes and, in particular, to the operation of managing financial resources is based on the segregation of roles in the critical stages of the process, segregation that is adequately formalised and for which good traceability of the acts and authorisation levels to be associated with the operations is envisaged.

In particular, accounting transparency is based on the truth, accuracy and completeness of the basic information for the relevant accounting records. Each member of the corporate bodies, management or employee, is obliged to cooperate, within the scope of his or her competencies, to ensure that management facts are correctly and timely represented in the accounting records. It is forbidden to engage in conduct that may impair the transparency and traceability of financial reporting. Adequate supporting documentation of the activity carried out is kept on file for each transaction: - the easy and timely recording of the accounts; - the identification of different levels of responsibility and division and segregation of duties; - the accurate reconstruction of the transaction, also to reduce the likelihood of errors, including material or interpretative errors.

7 The Code of Ethics

The Company has adopted the Code of Ethics, the ultimate purpose of which is to indicate the rules of conduct and the ethical-social values that must permeate the Group companies' behaviour and of the addressees of the Code in general.

The Model presupposes compliance with the provisions of the Code of Ethics, forming with it a body of internal rules aimed at disseminating a culture marked by ethics and corporate transparency.

The Company's Code of Ethics, in all its future reformulations, is herein fully referred to and constitutes the essential foundation of the Model, supplemented by the provisions therein.

Should any of the provisions of the Code conflict with conditions laid down in internal regulations or procedures, the Code's requirements shall prevail.

Failure to comply with the principles and rules of conduct contained in the Code entails the application of the sanctions contained in the Company Disciplinary System set out in the Model.

8 The Disciplinary System

The effective operation of the Model must be guaranteed by an adequate Disciplinary System that sanctions non-compliance and violation of the rules contained in the Model and its constituent elements. Such violations must be sanctioned by disciplinary action, regardless of whether criminal proceedings are brought, as they constitute a breach of the employee's duties of diligence and loyalty and, in the most severe cases, a violation of the relationship of trust established with the employee.

The Model constitutes a set of rules to which all Addressees of the same are required to adhere, in terms of rules of conduct and sanctions: any breach thereof entails the initiation of disciplinary proceedings and any related sanctions. All employees of all ranks (blue collars, white collars, middle managers and executives) and linked to the Company by any contract of employment (full or part-time), with or without a subordination bond (including those of a para-subordinate nature) are required to comply with the provisions contained in the Model.

As also clarified by the Confindustria Guidelines, the provision of a disciplinary system and sanctioning mechanisms must be differentiated according to the various types of existing employment relationships (employees, managers, directors, external collaborators) and, in the case of subordinate employment relationships, comply with the procedures laid down in Article 7 of the Workers' Statute (Law no. 300/1970), the particular legislation and the principle of typicality of the violations about the so-called conservative sanctions of the relationship.

A fundamental requirement of sanctions is their proportionality to the breach detected, which must be assessed according to two criteria:

- the seriousness of the violation;
- the type of employment relationship established with the service provider (subordinate, para-subordinate, etc.), taking into account the specific legislative and contractual framework.

If in the course of its verification and control activities, the Supervisory Board detects a possible breach of the Model, it shall initiate disciplinary proceedings against the author of the potential breach, notifying the Compliance & Internal Audit Function and the Human Resources Function to assess the appropriate action to be taken.

8.1 Non-managerial employees

Violations of the rules of conduct dictated in this Model constitute disciplinary violations.

Therefore, the type of sanctions that can be imposed is that provided for by the competent collective bargaining agreement (CCNL), taking into account the particular sensitivity of the system and the seriousness of the violations of the Model. The type and extent of the sanctions mentioned above will be applied depending on the following:

- the intentionality of the conduct or degree of negligence, recklessness or inexperience, with regard also to the foreseeability of the event;
- the worker's overall conduct, with particular regard to whether or not he or she has a disciplinary record, to the extent permitted by law;
- to the worker's duties;
- the functional position of the persons involved in the facts constituting the fault;
- the other particular circumstances accompanying the disciplinary breach.

Procedurally, Article 7 of Law no. 300, 30.05.1970 (Workers' Statute) applies.

The ascertainment of the actual liability arising from the violation of the Model and the imposition of the relevant sanction shall take place in compliance with the provisions of the law in force, the applicable collective bargaining rules, the internal procedures, the provisions on *privacy* and in full observance of the fundamental rights of dignity and reputation of the persons involved.

As regards the investigation of violations, disciplinary proceedings and the imposition of sanctions, the powers already conferred on the Human Resources function remain unchanged.

The Supervisory Board and the Head of the Human Resources Function constantly monitor the disciplinary system in full compliance with the CCNL.

8.2 Employees Executives

Compliance by the Company's managers with the provisions and organisational procedures laid down in the Model and the fulfilment of the obligation to enforce compliance with the Model itself constitute fundamental elements of the relationship between them and the Company.

In the event of violation by executives of the internal procedures laid down in this Model or of the adoption, in the performance of activities in areas at risk, of conduct that intentionally does not comply with the provisions of the Model, or if it is proven that an executive has allowed employees hierarchically subordinate to him/her to engage in conduct constituting a violation of the Model and the protocols, the most appropriate measures will be applied against those responsible, depending on the seriousness of the executive's conduct and under the provisions of the relevant National Collective Labour Contract.

The management of disciplinary proceedings and the imposition of sanctions themselves remain the responsibility of the Human Resources Department.

8.3 Measures against Directors and Auditors

The Board of Directors is competent to assess the infringement and to take the most appropriate measures against the director(s) who committed the breaches. In this assessment, the Board of Directors decides by an absolute majority of those present, excluding the director(s) who committed the violations, after hearing the opinion of the Board of Auditors.

The Board of Directors, and the Board of Statutory Auditors under Article 2406 of the Italian Civil Code, are competent, under the applicable legal provisions, to convene the Shareholders' Meeting if deemed necessary. The gathering of the Shareholders' Meeting is obligatory for resolutions on possible removal from office or liability action against directors.

In the event of an ascertained breach of the provisions of the Model by a member of the Board of Statutory Auditors, the Board of Directors, having consulted the Supervisory Board, shall propose to the Shareholders' Meeting, if the prerequisites are met, the adoption of the measures within its competence and shall take the further steps required by law.

8.4 Measures against consultants and suppliers

Any breach by consultants or suppliers of the rules set out in the Decree and also contained in the Code of Ethics (see Section 5.4 "Relations with Suppliers") applicable to them or of the commission of violations in the performance of their activities shall be sanctioned under the provisions of the applicable legislation and the specific contractual clauses included in the relevant contracts.

This is without prejudice to any claim for compensation if such conduct results in substantial damage to the companies of the Group, as in the case of the application by the Judge of the measures provided for in the Decree

9 The Supervisory Board

9.1 Collegiality

In compliance with the Decree, the Company establishes a Supervisory Board, which is autonomous, independent and competent in controlling risks related to the specific activity carried out by the Company and its legal profiles.

The Supervisory Board has its own Rules of Procedure, approving their contents and submitting them to the Board of Directors, and is supported by the Compliance & Internal Audit Function.

The Supervisory Board is composed in the collegiate form of three members, two of whom do not belong to the Company's staff and one of whom belongs to the Company's team. Upon appointment, one of the members of the Supervisory Board is appointed Chairman of the same Body.

9.2 Appointment, revocation, replacement, disqualification and withdrawal

Compositions, amendments and additions to the Supervisory Board are approved by resolution of the Board of Directors in compliance with the Confindustria Guidelines.

The Board of Directors shall receive from each candidate a declaration attesting the absence of the reasons for ineligibility indicated in Section 9.4 of this Model, as well as a document (e.g. Curriculum Vitae) certifying his or her suitability and professional capacity.

After the formal acceptance of the nominees, the appointment is communicated to all levels of the company via internal communication.

The Supervisory Board remains in office for a maximum of three years under the decisions of the Board of Directors upon appointment. The members of the Supervisory Board are, in any case, eligible for re-election.

They are chosen from among persons with an unquestionable ethical and professional profile and must not be in marital or family relationships with the Board members.

Removal from office as a member of the Supervisory Board can only take place by resolution of the Board of Directors for one of the following reasons:

- the loss of the requirements set out in the preceding paragraphs;
- a serious breach of the obligations inherent in the assignment entrusted;
- lack of good faith and diligence in the performance of their duties;
- failure to cooperate with the other members of the Supervisory Board;
- unjustified absence from more than two meetings of the Supervisory Board.

Each member of the Supervisory Board is obliged to inform the Board of Directors, through the Chairman of the Supervisory Board, of the loss of the requirements set out in the preceding paragraphs.

The Board of Directors revokes the appointment of the member of the Supervisory Board who is no longer suitable and, after adequate justification, immediately replaces him/her.

Any incapacity or inability to exercise the office for any reason whatsoever, including the application of a personal precautionary measure or custodial sentence, shall constitute grounds for forfeiture of the office before the expiry of the term.

Each member of the Supervisory Board may withdraw from the post at any time by the procedures laid down in the rules of the Board itself.

In the event of disqualification or withdrawal of one of the members of the Supervisory Board, the Board of Directors shall promptly replace the member who has become unfit.

9.3 Requirements of the Body of Supervision

Each member of the Supervisory Board must be selected solely based on the requirements:

AUTONOMY AND INDEPENDENCE: Since the Supervisory Board has the task of verifying compliance with the applied protocols in corporate operations, its position within the entity must guarantee its autonomy from any form of interference and conditioning by any component of the entity and, in particular, by the top management, especially considering that the function it performs is also expressed in the supervision of the

activities of the leading management bodies. Therefore, the Supervisory Board is included in the Company's organisational structure in as high a hierarchical position as possible and is answerable, in the performance of its function, only to the Board of Directors. Each member must not hold decision-making, operational and management roles such as to compromise the autonomy and independence of the entire Supervisory Board. In any case, the requirements of autonomy and independence presuppose that the members are not in a position, even potentially, of personal conflict of interest with the Company.

PROFESSIONALITÀ: the Supervisory Board must possess technical and professional skills appropriate to the functions it is called upon to perform. Therefore, the Supervisory Board must include persons with appropriate professionalism in economic, legal and corporate risk analysis, control and management matters.

To ensure the professional skills useful or necessary for the activity of the Surveillance Body and to guarantee the professionalism of the Body, a specific *budget* of expenditure is allocated to the Surveillance Body, aimed at the possibility of acquiring outside the entity, when necessary, additional skills to its own (e.g. in legal matters, corporate organisation, accounting, internal controls, finance and safety in the workplace, etc.);

CONTINUITY OF ACTION: Continuity of action must not be understood as 'incessant operativeness' since such an interpretation would necessarily impose a Supervisory Board composed exclusively of members from within the entity. But, on the other hand, such a circumstance would determine a diminution of the indispensable autonomy that must characterise the Board itself. Continuity of action implies that the activity of the Supervisory Board should not be limited to periodic meetings of its members but should be organised based on a plan of activities and the constant conduct of monitoring and analysis of the entity's system of preventive controls.

9.4 Requirements of eligibility

All members of the Supervisory Board are required in advance not to be in any of the following conditions of ineligibility and/or incompatibility:

- having been subject to preventive measures ordered under Legislative Decree no. 159 of 6 September 2011 ("Code of anti-mafia laws and preventive measures, as well as new provisions on anti-mafia documentation, under Articles 1 and 2 of Law no. 136 of 13 August 2010");
- being convicted, even with a sentence that is not yet final or issued under Article 444 et seq. of the Code of Criminal Procedure, even if the sentence is conditionally suspended, without prejudice to the effects of rehabilitation, for one or more violations among those listed exhaustively in Legislative Decree no. 231/2001;
- being disqualified, incapacitated, bankrupt or having been sentenced, even with a non-final judgment, to a penalty involving disqualification, even temporary, from public office or the inability to exercise executive offices.

Persons who have served as members of the Supervisory Board in a company previously held liable for a violation relevant to 231 may also not be appointed as members of the Supervisory Board if it is alleged that the Supervisory Board itself has failed or insufficiently supervised.

The occurrence of even a single one of the conditions above entails ineligibility for the office of a member of the Supervisory Board and, in the event of an election, entails the revocation of the office by resolution of the Board of Directors. In the latter case, the Board of Directors will also provide for the replacement of the Body member who has been removed.

9.5 Activities and powers

The Supervisory Board meets at least once a year and whenever one of its members has requested the Chairman to convene it, justifying the appropriateness of assembling it. It may

also delegate specific functions to the President. Every meeting of the Supervisory Board is minuted.

To perform its assigned tasks, the Supervisory Board is vested with all powers of initiative and control over all company activities and staff levels. It reports exclusively to the Board of Directors, to which it reports through its Chairman.

Any other corporate body or structure cannot syndicate the duties and powers of the Supervisory Board and its members. However, it is understood that the Board of Directors may verify the consistency between the activity performed by the Body and the mandate assigned to it. In addition, unless otherwise provided for by law, the Supervisory Board has free access - without the need for any prior consent - to all the Functions and Bodies of the Company to obtain any information or data deemed necessary for the performance of its duties.

The Supervisory Board performs its functions in coordination with the Company's Compliance & Internal Audit Department. The Supervisory Board may also avail itself of the help and support of employees and external consultants, particularly for issues requiring specialised expertise.

The Supervisory Board organises its activities based on an annual action plan. The initiatives to be undertaken to assess the effectiveness and efficiency of the Model and its updating are planned. This plan is presented to the Board of Directors.

The Supervisory Board determines its annual budget and submits it to the Board of Directors for approval.

In supervising the effective implementation of the Model, the Supervisory Board is endowed with powers and duties that it exercises in compliance with the law and the individual rights of workers and stakeholders, as follows

- carry out or arrange for regular inspection activities under its direct supervision and responsibility;
- access to all information concerning the sensitive activities of the Company;
- request information or the production of documents concerning sensitive activities from all Company employees and, where necessary, from the Directors, the Board of Auditors;
- requesting information or the production of documents concerning sensitive activities from Consultants, Partners of the Company and, in general, from all the recipients of the Model;
- verify the main corporate acts and contracts concluded by the Company concerning sensitive activities and their compliance with the provisions of the Model;
- propose to the Human Resources Department the adoption of the necessary sanctions;
- examine and evaluate all information and/or reports received and related to compliance with the Model, including suspected violations thereof;
- periodically check the effectiveness, effectiveness and updating of the Model and, where necessary, propose any amendments and updates;
- defining, in agreement with the Human Resources Department, staff training programmes in the field of issues concerning Legislative Decree 231/2001;
- draw up, at least once a year, a written report to the Board of Directors, with the minimum contents indicated in the following paragraph;
- in the event of the occurrence of serious and urgent events detected in the course of its activities, immediately inform the Board of Directors;
- coordinating with the Board of Directors to identify the types of recipients of the Model concerning the legal relations and activities carried out by them vis-à-vis the Company;
- coordinating with the Supervisory Bodies of the other companies of the Group to identify, also through the definition of specific information flows, any critical issues, risk areas or, in any case, circumstances relevant to the adequacy or updating of the Model, as well as to share salient facts of the supervisory activity performed on the Company;

- periodically verify the effective implementation of the Model Training.

9.6 System of information flows to and from the Supervisory Board

Reporting by the Supervisory Board to the Company Bodies

The Supervisory Board is obliged to report to the Board of Directors in two different ways:

- on an ongoing basis for specific needs, including emergencies;
- on an annual basis, using a written report containing the following specific information:
 - summary of the activity controls carried out by the Supervisory Board during the period and their findings;
 - any discrepancies between the Model's Implementation Tools and the Model itself;
 - any new areas of commission of violations under the Decree;
 - reports received from external or internal parties concerning possible violations of the Model and the results of the checks concerning the reports above;
 - disciplinary procedures activated on the proposal of the Supervisory Board and any sanctions applied;
 - general evaluation of the Model and its effective functioning, with possible proposals for additions and improvements in form and content;
 - any changes in the regulatory framework;
 - statement of expenses incurred.

The Board of Directors, the Chairman and the Managing Directors, can convene the Supervisory Board at any time. Likewise, the Supervisory Board has, in turn, the right to request the convening of the aforementioned corporate bodies for urgent reasons. Meetings with the Bodies to which the Supervisory Board reports must be minuted, and copies of the minutes must be kept by the Supervisory Board and the Bodies involved from time to time.

The Supervisory Board also reports to the Board of Statutory Auditors, at least annually, on the application of the Model, its functioning, its updating and any relevant facts or events encountered. In particular, the SB:

- reports to the Board of Auditors any shortcomings found about the organisational structure and the effectiveness and functioning of procedures;
- reports on violations of the Model by the addressees of the Model.

Reporting to the Supervisory Board

The Supervisory Board must be promptly informed by all the company's subjects, as well as by third parties required to comply with the provisions of the Model, of any news concerning the existence of possible violations thereof.

In any case, information must be compulsorily and immediately forwarded to the Supervisory Board:

- a) that may relate to violations, even potential violations, of the Model, including but not limited to:
 - any orders received from a superior and deemed contrary to the law, internal regulations, or the Model;
 - any requests for or offers of money, gifts (exceeding a modest value) or other benefits from, or intended for, public officials or persons in charge of public service and/or private persons;
 - measures and/or news coming from judicial police bodies or any other authority from which it can be inferred that investigations are being carried out involving, even indirectly, the Company, employees, members of corporate bodies or employees of Group companies carrying out activities in the interest of Contship Italia;
 - requests for legal assistance made by employees under the CCNL in the event of criminal proceedings against them concerning activities carried out in the interest of the Company;

- news about ongoing disciplinary proceedings and any sanctions imposed or the reasons for their dismissal;
 - any accident or illness causing an inability to attend to ordinary occupations for at least forty days;
 - any communications from the auditing firm concerning aspects that may indicate a deficiency in internal controls;
- b) relating to the Company's activities, which may be relevant as regards the performance by the Supervisory Board of the tasks assigned to it, including, but not limited to, the following:
- news of organisational changes or changes in current company procedures;
 - any information on the establishment of administrative proceedings by Administrative Authorities (such as the Garante per la protezione dei dati personali, Autorità per le Garanzie nelle Comunicazioni, AGCM, etc.);
 - reports on occupational health and safety, and precisely the minutes of the periodic meeting referred to in Article 35 of Legislative Decree no. 81/2008 (annual), as well as all data relating to accidents at work occurring at the Company's premises; any updates to the DVR, upon notification by the competent doctor of anomalous situations found during periodic or scheduled visits;
 - the annual balance sheet, accompanied by the notes to the financial statements;
 - communications by the Auditing Company of any critical issues that have emerged, even if resolved;
 - reports resulting from inspections carried out by control bodies;
 - the reporting required by the individual procedures issued by the Company.

Reports of violations of the Model and/or unlawful conduct relevant under the Decree, of which the reporting persons have become aware because of their duties, must be circumstantiated and based on precise and concordant elements of fact. Reports found to be unfounded, made with wilful misconduct or gross negligence on the part of the whistleblower, are sanctioned following the Disciplinary System.

The SB, in the course of its control activities, acts in such a way as to ensure that the persons involved are not subject to retaliation, discrimination or, in any case, penalisation, whether direct or indirect, thus guaranteeing the confidentiality of the person making the report, except in the event of any legal obligations.

To facilitate reports to the Supervisory Board by persons who become aware of violations of the Model, even potential ones, the Company has activated appropriate dedicated communication channels and, specifically, a specific e-mail box (organismodivigilanza-csi@contshipitalia.com). Reports may also be submitted in writing, also anonymously, to the address: Supervisory Board, c/o Contship Italia S.p.A., Via Primo Maggio 1 -20066, Melzo.

Under Article 6(2b) of the Decree, the adoption of discriminatory measures against whistleblowers may be reported to the National Labour Inspectorate for actions within its competence, not only by the whistleblower but also by the trade union organisation indicated by the whistleblower.

Moreover, under Art. 6(2c), retaliatory or discriminatory dismissal of the reporting person is null and void. A change of job within the meaning of Article 2103 of the Civil Code and any other retaliatory or discriminatory measure taken against the whistleblower is also null and void. In such cases, the onus is on the employer in the event of disputes relating to the imposition of disciplinary sanctions, or to demotions, dismissals, transfers, or subjecting the whistleblower to other organisational measures having a direct or indirect negative effect on working conditions, following the submission of the report, to prove that such measures are based on reasons unrelated to the report itself.

The Company has implemented a particular procedure to regulate how reports are handled in compliance with the regulations above.

The relationship with the Supervisory Boards of Group Companies

In line with the provisions of the Confindustria Guidelines, the Supervisory Bodies of the various companies of the same Group must develop information reports, organised based on timeframes and contents such as to ensure the completeness and timeliness of helpful information for inspection activities by the supervisory bodies on an equal footing, avoiding the provision of inspection powers to the holding company.

In particular, these communication flows focus on: the definition of the activities planned and carried out, the initiatives taken; the measures concretely prepared; any criticalities encountered in supervisory activities.

To this end, the Supervisory Bodies of the Subsidiaries must send an annual report to the Holding Company's Supervisory Body:

- periodic reports prepared by the individual Supervisory Bodies for the Board of Directors of the respective companies concerning the activities carried out;
- the general annual schedule of meetings of the Supervisory Bodies (to be understood as a framework of the macro-areas to be examined in the meetings of the Supervisory Board).
- The centrally planned audits.

The organisation of joint meetings between Supervisory Bodies at least once a year is also envisaged for the formulation of standard guidelines concerning supervisory activities and any amendments and additions to the organisational models.

10 Training and dissemination of the Model

10.1 Communication of the Model

In line with the provisions of Legislative Decree no. 231/2001 and the Confindustria Guidelines, the Company promotes adequate dissemination of this Model to ensure that all personnel are aware of all its elements.

Communication must be widespread, practical, clear and detailed, with regular updates related to changes in the Model.

In particular, for communication to be a practical must:

- be sufficiently detailed concerning the hierarchical target level;
- use the most appropriate and easily accessible communication channels for the recipients of the communication to provide the information promptly, enabling the target personnel to benefit from the communication effectively and efficiently;
- be of quality in terms of content (include all necessary information), timeliness, up-to-dateness (must contain the latest information) and accessibility.

Therefore, the actual communication plan relating to the essential components of this Model must be developed, in line with the principles defined above, using the company communication media deemed most suitable, such as, for example, e-mail and/or publication on the company network and/or classroom training.

10.2 Model Training Plan

Internal training constitutes an indispensable tool for the effective implementation of the Model, and the widespread dissemination of the principles of conduct and control adopted by the Company to reasonably prevent the violations referred to in Legislative Decree no. 231/2001.

Participation in the training programme is compulsory and appropriate control mechanisms are defined to verify the attendance of the subjects and the degree of learning of each participant.

Training can be classified as general or specific. In particular, **general training** must cover all levels of the organisation to enable each individual to:

- to be familiar with the precepts laid down in Legislative Decree no. 231/2001 and to be aware that the Company intends to make them its own and make them an integral part of the corporate culture;
- know the objectives that the Company aims to achieve through the implementation of the Model and how each person's duties can contribute to achieving them;
- be aware of their role and responsibilities within the internal control system in the Company;
- know what behaviour is expected or acceptable and what is not acceptable by the Company.

The **specific training**, on the other hand, concerns all those persons (including recruits) who, due to their activity, need particular skills to manage the peculiarities of the action itself, such as personnel working in the context of activities reported as potentially 'at risk of violation'. The specific training should enable the subject to

- be aware of the potential risks associated with their activity, as well as the specific control mechanisms to be activated to monitor that activity;
- be familiar with the risk assessment techniques inherent in the activity it performs, as well as the procedures that regulate it, to acquire the ability to identify any anomalies and report them in a manner and timeframe useful for implementing possible corrective actions.

10.3 Information to collaborators and partners

The Company also promotes awareness of the principles and rules laid down in the Code of Ethics and this Model among its consultants, partners, collaborators in various capacities, customers and suppliers.

These persons will therefore be provided with specific information and mechanisms for the insertion and acceptance of specific contractual clauses that the various corporate functions, according to their respective competences, will include in the contractual reference schemes.