

# ANTI-CORRUPTION POLICY



CARONTE & TOURIST



# CARONTE & TOURIST GROUP ANTI-CORRUPTION POLICY

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<b>Prepared by</b>	<b>Approved by</b>	<b>Date</b>
Anti-Corruption OfficerC	aronte & Tourist S.p.A. Board of Directors	01 June 22

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## 1 PURPOSE

The Caronte & Tourist S.p.A. Group (hereinafter also referred to as the “Group” or “C&T Group”), aware of the negative effects of corrupt practices on economic and social development in the areas in which it operates, is committed to preventing and counteracting the occurrence of unlawful acts in the performance of its activities.

For the Group, the prevention of corrupt practices represents not only a legal obligation, but also one of the principles on which the Group’s actions are based, also in view of the strategic importance of the sectors in which it operates and the relevance of the legal and social environments in which its business is rooted.

As a concrete implementation of its commitment in this area, the C&T Group has adopted the Code of Ethics, which identifies the set of values that constitute social ethics, the guiding principles, and the fundamental directives to which the activities and behaviour of all those to whom the Code is addressed must conform, in close integration with the Organisation, Management and Control Models of each Group Company provided for by Legislative Decree 231/01.

As a further confirmation of its commitment against unlawful conduct, with the introduction of this document (hereinafter also the “Policy” or “Anti-Corruption Policy”) the C&T Group intends to summarise and integrate in an organic framework the rules for preventing and combating Corruption, with the aim of further raising in the Recipients the awareness of the rules and conduct that must be observed. The Policy is intended for application to all the Companies of the C&T Group, providing for each Company a useful framework for the identification, review and achievement of anti-corruption objectives defined in accordance with the Policy itself.

## 2 POLICY STATEMENT

In compliance with national and international regulations and in application of the provisions of Section One of the Code of Ethics, the C&T Group does not tolerate Corruption in any form.

In particular, in relation to the current or potential business of the C&T Group and in any case for any area of activity of interest of the Group itself, the Recipients of the Policy must **not**:

- ◆ offer, promise, give, pay or authorise a third party to give or pay, directly or indirectly, undue benefits, economic advantages of any value or other benefits, including non-economic benefits, to a third party (whether a Public Official or a Person in Charge of a Public Service or a private individual) as an incentive or reward for acting or omitting to act in relation to the duties of that person, regardless of where the gift is made or offered and regardless of where the third party or the Recipient operates;
- ◆ request or accept, or authorise a third party to request or accept, directly or indirectly, undue benefits, economic advantages of any value or other benefits, including non-economic benefits, from a third party (a private individual or, in the event, even a Public Official or a Person in Charge of a Public Service) as an incentive or reward for acting or omitting to act in connection with their duties, regardless of where the gift is made or offered and regardless of where the third party or the Recipient operates.

Violation of the rules set out in this Policy, in addition to constituting a breach of the Code of Ethics, may expose the C&T Group and/or individual Group Companies to the risk of penalties, as well as serious reputational damage.

In application of the “zero tolerance” principle, the C&T Group does not allow any exceptions to the requirements and prohibitions set out in this Policy. The conviction of acting in the interests of the Group cannot in any way justify the adoption of behaviour against the aforesaid principles.

The C&T Group encourages Personnel to ensure that any doubts are raised promptly.

Any Personnel who is not certain of the correctness of the conduct to be adopted shall seek assistance in advance from the Group Anti-Corruption Officer, either by using the dedicated mailbox or by paper correspondence, as better specified in the following paragraphs of this Policy. Cases of violation, even if only suspected, of the Anti-Corruption Policy or Legislation must be reported immediately, as specified in section 10 of this document.

The C&T Group warrants that no employee will be disciplined, dismissed, demoted, suspended, transferred or discriminated against in any way (i) for refusing to engage in unlawful conduct, even if such refusal results in a material adverse effect on the C&T Group's business, or (ii) for making a good faith report of a violation of the Anti-Corruption Legislation or Policy.

### 3 DEFINITIONS

For the purposes of this Policy, the listed terms shall have the meaning specified below:

**C&T Group or Group:** Caronte & Tourist (C&T) S.p.A. and subsidiaries. In particular, reference is made to: Cartour Srl, Caronte & Tourist Isole Minori (CTIM) S.p.A., Maddalena Lines Srl, Servizi Norimberga S.p.a., Cantieri Navali dello Stretto Srl.

**Code of Ethics:** document that sets out the values and principles that govern the activities and relationships with all parties with which the C&T Group enters into relations for the achievement of its corporate purpose.

**Corruption:** the conduct of anyone who, directly or indirectly carrying out activities on behalf of or in the interest of Group Companies, offers, promises, receives or gives undue benefits and/or compensation to third parties, directly or indirectly (and therefore also through an intermediary), for a personal advantage or that of Group Companies or third parties. For the purposes of this Policy, the distinction between “corruption of a Public Official or a Person in Charge of a Public Service” and “corruption of a private individual” is not relevant. Again for the purposes of this Policy, as generally recognised references, reference is also made to the definitions of corruption adopted respectively by Transparency International (“*the abuse of entrusted power for private gain*”) and the World Bank (“*offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party*”).

**Recipients:** the C&T persons and any other third party, natural person or legal entity, such as suppliers, consultants, customers or other entities that have contractual relationships with one of the Companies belonging to the Group such as, for example collaborators, consultants, business partners and, in general, anyone operating in the name of and/or on behalf of and/or in the interests of the C&T Group.

**Person in Charge of a Public Service or IPS:** a person who in any capacity performs a public service, including for a national or international agency, as defined by the individual national laws to which the public service relates.

**Anti-corruption Legislation:** the applicable national regulations, best practices and guidelines drawn up by private international organisations (e.g. ICC - International Chamber of Commerce, Transparency International, PACI - Partnering Against Corruption Initiative and the UN Global Compact, UNI ISO 37001),

as well as the following Conventions of international law, listed by way of example but not limited to:

- ◆ OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997);
- ◆ Council of Europe's Criminal Law Convention on Corruption (1999);
- ◆ United Nations Convention against Corruption (2004).

**Recipients of this Policy / Group Personnel:** all legal representatives, partners, directors, managers, employees and members of supervisory bodies of the Companies of the C&T Group (including collaborators included in the company organisation on the basis of relationships other than employment).

**Policy or Anti-corruption Policy:** the Anti-corruption Policy adopted by Caronte & Tourist S.p.A. and the Group Companies.

**Public Official:** a person exercising a legislative, administrative or judicial public function, regardless of whether the function derives from appointment, election or inheritance.

**Group Anti-Corruption Officer or RAC:** the person entrusted with the responsibility and authority for the operation of the Management System for the prevention of corruption and for the promotion/coordination of related improvement initiatives (the so-called Compliance function for the prevention of corruption according to ISO 37001:2016). In particular, the Anti-Corruption Officer is identified in the Head of the Group Compliance Function and operates with the necessary authority defined in the specific appointment provision; his independence is guaranteed by his non-involvement in business activities identified as being at risk of Corruption.

## 4 SCOPE OF APPLICATION

This Policy is issued by Caronte & Tourist S.p.A. and its adoption is mandatory for all Group companies, as defined in the "Definitions" section.

Compliance with the Anti-Corruption Legislation and Policy is mandatory for all Recipients.

Should certain applicable provisions of the Anti-Corruption Legislation be more stringent than those to be found in the Policy, the same legislative provisions shall nevertheless be complied with and, in any event, their violation shall also constitute a violation of the Policy.

As from the date of adoption of this Policy, the commitment to comply with Anti-Corruption legislation and the reference principles contained therein by third parties acting in favour of or on behalf of Group Companies shall be provided for in specific contractual clauses to be accepted by the third party.

### Adoption and implementation by Group Companies

Each Group Company adopts the Policy without derogation, as well as any additional prevention and control tool to address its specific risks and regulate the processes characteristic of its activities, having specific regard to the reference legal and operational context. The RAC ensures the adoption and effective implementation of the Policy by all Group Companies.

Each Group Company accepts and publishes a copy of this Policy on its website (where possible).

## 5 ROLES AND RESPONSIBILITIES

The Anti-Corruption Officer guarantees compliance for the prevention of Corruption, and ensures:

- ◆ the implementation of the Policy by Group Companies;
- ◆ specialised anti-corruption assistance for Group Personnel;
- ◆ verification of the fulfilment of the general requirements of the Management System for the Prevention of Corruption, and constant monitoring of the risk of Corruption.

In addition, the Anti-Corruption Officer:

- ◆ periodically reports on its activities to the Supervisory Bodies of the Group Companies and ensures liaison with those Bodies for the effective performance of their respective tasks;
- ◆ provides the Group Audit Committee with indications on the planning of audit activities related to the risk of Corruption for Group Companies and any other necessary or useful information;
- ◆ ensures that it keeps abreast of regulatory and case-law developments in the areas of interest.

All Recipients of this Policy are responsible, each to the extent of his or her competence, for compliance with it. In addition, persons with supervisory and coordinating responsibilities are responsible for ensuring that their employees comply with the Policy and for taking measures to prevent, identify and report potential violations.

Should any clarifications be necessary with respect to the contents of the Policy, including its application or application with respect to the relevant Anti-Corruption provisions, and Italian Anti-Corruption Legislation, Recipients are invited to seek support from the Group Anti-Corruption Officer.

## 6 MAIN REGULATORY REFERENCES

- ◆ Mandatory Regulations
  - **Italian Civil Code;**
  - **Italian Criminal Code;**
  - **Italian Legislative Decree no. 231 of 8 June 2001 “Regulations governing the administrative liability of legal persons, companies and associations, including those without legal personality”;**
  - **Italian Law no. 190 of 6 November 2012, “Provisions for the prevention and repression of corruption and illegality in the public administration”.**
- ◆ Internal Regulations
  - **Illustrative Documents of Model 231 of all Group Companies and related Application Protocols;**
  - **Group Code of Ethics;**
  - **Procedural system of the Group Companies and, in particular:**

- Manual of the Management System for the Prevention of Corruption;
  - Policy “Management of relations with public subjects”;
  - Procedure “Commercial management of transport lines”;
  - Procedure “Maritime transport ticketing and revenue control”;
  - Procedure “Management of purchase of goods and services” and “Operational Instruction of Qualification and Evaluation of Counterparties”;
  - Procedure “Management of legal advice/mandates”;
  - Operational Instruction “Qualification and Evaluation of Counterparties”;
  - Procedure “Management of spaces on board ship”;
  - Procedure “Human resources management” and related procedures, including in particular the “Recruiting Regulations” and the “Travel and transfer policy”;
  - Procedure “General affairs management”;
  - Procedure “Group administration and budget management”;
  - “Proxy and power of attorney management” Policy;
  - “Whistleblower management and protection” Policy;
- ➔ **Organisational documents (e.g. internal proxies, powers of attorney, etc.) in force in the Companies of the Group and, in particular the “Company job description of the Caronte & Tourist Group”.**

## 7 GENERAL PRINCIPLES

In order to comply with the Policy, the Group adopts and complies with the following general criteria:

- ◆ segregation of responsibilities: the person in charge of an operational activity must always be a person different from the person who controls the said activity (and/or from the person who, where applicable, authorises it), requiring to this end that operational activities and control functions be adequately segregated;
- ◆ signatory powers: signatory powers must be adequately formalised and clearly defined, and must be granted in strict connection with the requirements of the specific organisational and managerial responsibilities of the attorney; their concrete exercise must respect both the limits defined by value or by subject matter, and the company directives and procedures, as well as applicable legislation. It is the primary responsibility of the corporate functions which - to the extent of their respective competences - have instructed the deed signed and/or have proposed the deed for signature by the attorney to ensure the legitimacy of the deed and that it complies with this Policy, in addition to any other applicable regulatory and procedural provisions; the relevant investigation and proposal for signature must be adequately traced and the relevant documentation must be adequately preserved;
- ◆ impartiality and absence of conflicts of interest: the Recipients of the Policy must act professionally,



transparently, impartially and in compliance with Anti-Corruption Legislation and must promptly report any situation from which a conflict of interest may arise;

- ◆ **traceability and archiving:** all activities performed and the related checks carried out must be traceable and verifiable a posteriori; the documentation produced must be filed neatly and remain easily retrievable;
- ◆ **know-your-partner:** each corporate function responsible for a given process (so-called “process owner”) must cooperate with the functions in charge of controls and implement, within the scope of the process for which they are responsible, appropriate methods (according to criteria of reasonableness and proportionality with respect to the type of relationship to be established) in order to: (i) verify the reliability, reputational profile and suitability of third parties with whom the C&T Group is considering establishing a professional or business relationship, (ii) provide specific contractual clauses committing third parties to comply with the principles contained in the Code of Ethics, in the Policy and in the procedures and protocols defined for compliance with Anti-Corruption Legislation, and (iii) check the effectiveness of the services rendered by third parties in execution of the contracts entered into with the Companies of the Group, as well as verify the dueeness and appropriateness of the fees to be paid.

Again as a general criterion, for the purposes of the application of the Policy, the following must be considered prohibited (as well as the conduct referred to in the prohibitions set out in the same Policy in the following paragraph 8):

- ◆ any other conduct, although not expressly prohibited by the Policy, which has the same purpose as one or more of the conducts referred to in the prohibitions set out in the Policy;
- ◆ any method of circumventing or evading the prohibitions set out in the Policy: and therefore, by way of example but not limited to: a) a certain conduct referred to in the Policy is also prohibited in the event that the perpetrator uses personal funds or means or those made available by a third party external to the Group; b) a gift of money or other benefits referred to in the Policy is also prohibited in the event that the beneficiary is not the person directly involved in the business activities - Public Official, supplier, partner, etc. - but a family member, nominee, intermediary, creditor, debtor, etc.; c) the prohibition on making or receiving gifts that are not of modest value also prohibits the same Recipient from giving/accepting - to/from the same person - a significant number of gifts each of modest value, within a period of time reasonably appreciable for the purposes of the Policy.

Furthermore, all activities performed by Group Personnel and, in general, by the Recipients of this Policy must be carried out in compliance with the principles and contents of the Group’s Code of Ethics and the applicable laws and regulations.

All relations that the Group has with the PA and any public entity with which it has a relationship shall be marked by compliance with the principles of transparency, fairness, completeness and accuracy.

In particular, in line with the provisions of the Group Code of Ethics and the Anti-Corruption Legislation, all interactions between Group Personnel and PA officials, Public Officials or Persons in Charge of a Public Service must comply with the following principles:

- ◆ interactions must be reserved exclusively for the corporate Functions entitled from an organisational point of view to manage such relations and endowed with adequate and sufficient powers for the activities to be carried out (so-called “authorised or delegated parties”);

- ◆ verbal contacts, especially if they take place outside company offices (e.g. at public facilities) should be held, where possible, in the presence of at least two authorised persons from the Company and/or the Group;
- ◆ favours, collusive behaviour, direct and/or indirect solicitations, or the payment of money or other benefits to public subjects, as well as, when known, to their relatives or neighbours, in order to obtain improper advantages for the Group, Group Personnel or third parties or to induce such subjects to perform (or to reward them for having performed) their role improperly or to influence their decisions are prohibited;
- ◆ it is prohibited to make, induce or favour false statements to public persons. Compliance with the Public Administration and the preparation of documentation must, in fact, be carried out with diligence and professionalism, in order to provide clear, accurate, complete and faithful information;
- ◆ any situations of conflict of interest with public persons involved in transactions and/or activities or processes of the Companies of the C&T Group, as well as any suspected form of pressure received from a public subject, must be reported to the Function Head, in the manner and form deemed most appropriate, possibly also through the methods better specified in this Policy and in the “Whistleblower management and protection” Policy, to which reference should be made for further details;
- ◆ maximum availability and cooperation must be ensured in relations with public bodies, facilitating the flow of information, particularly in the event of audits/inspections by them;
- ◆ compliance with the provisions, regulations and directives that regulate, at local, national or international level, the aforementioned obligations must be ensured during the fulfilment of obligations towards the Public Administration and during the preparation of documents;
- ◆ the traceability of all discussions during any inspection visits with the public parties involved must be ensured, in compliance with the laws and regulations applicable from time to time.

If the relationship with public entities is managed through professionals outside the Group (such as, for example, consultants), the contracts through which they are given the task of dealing with the Public Administration, must contain a contractual clause with a specific declaration of knowledge of Model 231 of the Company concerned and of this Policy and a commitment to comply with them.

In the context of relations with suppliers/business partners:

- ◆ favourable treatment and unequal service are prohibited in order to ensure impartial operations;
- ◆ behaviour to exert and be subjected to undue pressure is prohibited.

Furthermore, relations with the outside world, those with collaborators and among the latter, must be marked by the utmost loyalty, keeping promises, acting with a sense of responsibility, valuing and safeguarding the company’s assets and applying a complete attitude of good faith in every activity or decision.

In the context of all business relations, Group employees are required to diligently comply with laws, the Code of Ethics and internal regulations. In the event of dishonest conduct on the part of an employee, the C&T Group undertakes to apply the necessary penalties, after careful and considered verification of any misconduct.

Each Group Company also ensures that its commercial and financial partners, professionals, consul-

tants, business promoters, collaborators in various capacities and suppliers are aware of the Policy. Each of these persons is required to sign the declaration stating that the Policy has been made available to them and undertakes to comply with it and to ensure that their successors and assigns comply with it.

In the event of any doubts as to the concrete conduct to be adopted in relation to aspects that relate to activities at risk of Corruption, the Recipients of this Policy are required to refer to their line manager for appropriate guidance and to the Anti-Corruption Officer.

## 8 PRINCIPLES OF CONDUCT IN THE MAIN SENSITIVE AREAS

The following paragraphs identify a number of “sensitive areas” for the Group, in view of the activities carried out by it, and which, even if only in the abstract, may facilitate corrupt practices. In the context of these sensitive areas, the Recipients of this Policy are required to comply with the rules and principles set out below and to abide by the provisions of the Code of Ethics, the procedures and protocols defined for compliance with Anti-Corruption Legislation.

### 8.1 RELATIONS WITH THE PUBLIC ADMINISTRATION (UNDERSTOOD IN ALL ITS POSSIBLE ARTICULATIONS)

The Group’s relations with representatives of the Public Administration, understood in all its possible articulations, must be inspired by strict compliance with Anti-Corruption Legislation, the Group’s Code of Ethics and this Anti-Corruption Policy and may in no way compromise the Group’s integrity and reputation. In particular, the Recipients must comply with the following principles and minimum standards:

- ◆ personnel must operate in compliance with all relevant legal and internal requirements;
- ◆ relations with the Public Administration must be characterised by the utmost transparency and fairness;
- ◆ it is prohibited to offer, directly or through intermediaries, sums of money or other benefits to Public Officials or Persons in Charge of a Public Service, in order to influence their activity in the performance of their duties;
- ◆ appropriate written reporting of dealings with public entities and proper archiving thereof must be ensured;
- ◆ persons authorised to carry out activities in connection with public entities must be formally delegated to carry out such activities;
- ◆ meetings must be attended, where possible, by at least two representatives of the Company and/or the Group or specially delegated persons.

The assumption of commitments and the management of relations of any kind with representatives of the P.A. and/or bodies of public relevance are reserved exclusively to the appointed and authorised corporate figures and functions.

In such relationships, the Group must not seek to improperly influence the decisions of the institution concerned.

With particular reference to relations with public bodies in the context of visits/checks/inspections, the Group undertakes to strictly observe the rules dictated by them for compliance with the regulations in the areas within its competence. Group Personnel are required to comply with any request from such

public bodies in their inspection functions, and to cooperate in the relevant activities.

The C&T Group prohibits so-called “facilitation payments”, i.e. payments, benefits or other utilities in favour of Public Officials, Persons in Charge of a Public Service and/or officials of the Public Administration aimed at facilitating and/or speeding up the taking of decisions or the performance of activities pertaining to the office held by the latter.

Should such a payment be construed as necessary to undertake or continue an activity, each Recipient of this Policy is required not to make the payment and to refrain from undertaking or continuing the activity, promptly reporting the circumstance to the Anti-Corruption Officer, who will assess the appropriate action to be taken.

The communication must contain the date, place and name of the person requesting payment, the circumstances of the request and its amount and, where available, supporting documentation.

Any payments that have been extorted (i.e. from which the person felt, as a result of threats or violence, that he/she could not refrain) must be reported immediately in the same form.

More detailed rules concerning the management of relations with public subjects are also contained in the Policy on “Management of relations with public subjects”.

## **8.2 DONATIONS, HOSPITALITY AND REPRESENTATION EXPENSES, BENEFITS**

It is totally contrary to the principles of the Group to directly offer money, gifts or benefits of any kind, even in a personal capacity, to customers, suppliers, public institutions and officials, in order to gain undue advantages. The only permitted forms of donations are governed by the appropriate procedure (“Management of donations and sponsorships”).

In particular, the C&T Group Companies offer forms of donations or gifts for charitable purposes, in accordance with the rules set out in the above-mentioned Procedure. Nothing must affect the integrity and reputation of one of the parties involved or influence the independent judgement of the recipient of the gift. Likewise, no employee may receive gifts or favourable treatment, unless of symbolic value or in any case justified by the desire to establish and maintain normal courteous relations.

Permitted forms of donations have the following characteristics:

- ◆ they are not motivated by an attempt to exert an unlawful influence (e.g. as a form of bribe to third parties, public or private, which may influence the recipient’s independent judgement or induce him to secure any undue advantage);
- ◆ they are made in connection with legitimate business purposes;
- ◆ they are in line with Anti-Corruption Legislation, local laws and applicable regulations;
- ◆ they are recorded accurately and transparently and supported by appropriate documentation;
- ◆ they are always authorised by a line manager or, in any case, by the responsible Function within the internal company rules.

Any gift, advantage or other benefit received by Group Personnel, directly or indirectly (e.g. from family members), must comply with the following principles:

- ◆ it must fall within the limits of normal courtesy and be of modest value;

- ◆ it shall not be required, demanded or accepted to perform or omit an act relating to the performance of duties.

Should Group Personnel receive offers of gifts, economic advantages or other benefits that are inappropriate or in any case not limited to honouring a simple cordial relationship, they must refuse them and immediately notify their manager and the Anti-Corruption Officer, so that they can be returned to the sender, accompanied by a paper reference explaining the Group's policy to the donor, clearly expressed in the Code of Ethics and the Anti-Corruption Policy, on this subject.

As regards entertainment and hospitality expenses, they may be incurred subject to approval, in accordance with the Principles set out in this Policy and in accordance with the rules and controls described in the "Travel and transfer policy".

Finally, any benefits assigned to managers are regulated in the annexes to the relevant employment contracts, in accordance with the relevant provisions of the Human Resources Management Procedure.

### 8.3 SPONSORSHIPS

Sponsorship activities take the form of contributions in favour of an activity or event aimed at promoting both the image of Group Companies and the Group's business activities. In order to prevent these activities from being considered a disguised form of conferring a benefit on a third party in order to obtain an advantage for the Group Companies, they must comply with the following principles:

- ◆ events and sponsorships must be carried out in accordance with the budget approved in advance and be authorised in compliance with the proxies and powers of attorney assigned within the Group Companies;
- ◆ partners in sponsorship contracts must be well-known and trustworthy entities or individuals, who are in any case required to register in advance with the Group's "Procurement Portal" in order to allow due diligence checks on the counterparty;
- ◆ the approval process for sponsorships must be regulated, and for the purpose of such approval there must be an adequate description of the nature and purpose of the individual initiative, an analysis of the potential sponsorship contract partner and verification of the legitimacy of the initiative under the applicable laws;
- ◆ a check must be carried out on potential conflicts of interest in relation to the initiative to be sponsored;
- ◆ the sponsorship contract must be in writing and must contain:
  - **a commitment by the other party to use the agreed sum exclusively for the purpose of the initiative;**
  - **an adequate description of the nature and purpose of the individual initiative, the consideration, terms and conditions of payment;**
  - **a clause requiring the counterparty to comply with Anti-Corruption Legislation and this Policy;**
  - **the right of the Company concerned to terminate the contract, stop payments and receive compensation for damages in the event of breach by the counterparty of the above obli-**

**gations and declarations, or in the event of breach of Anti-Corruption Legislation or the anti-corruption commitments under the contract;**

- **the right of the Company concerned to carry out checks on the counterparty if it has a reasonable suspicion that the counterparty may have breached the provisions of the applicable legislation and/or the contract;**
- ◆ the amount paid in accordance with the sponsorship contract must be recorded in the books and records in a correct and transparent manner;
- ◆ payments are to be made only as set out in the sponsorship contract, after verification that the service has actually been provided;
- ◆ the documentation relating to each sponsorship carried out must be archived, ensuring its traceability over time.

#### **8.4 RELATIONS WITH POLITICAL AND TRADE UNION ORGANISATIONS**

Relations with political organisations are maintained exclusively by the Legal Representatives of the Company and by the Personnel and Communication Manager on the basis of specific delegation of function.

With regard to any forms of contributions to parties, movements, committees, political representatives and the like, the aforesaid contributions may constitute forms of bribery, trafficking in unlawful influence and related offences, and, therefore, present the risk of giving rise to liability in connection with the violation of the applicable rules. In particular, contributions may be used by a company as an improper means of bribery to maintain or obtain a business advantage (by way of example but not limited to: winning a contract, obtaining a permit or licence, having legislation defined in a favourable direction for its business). Because of these risks, any contribution and/or financing, whether direct or indirect, in whatever form made, to political parties, movements, committees, political organisations, as well as to their representatives and candidates, is expressly prohibited (as explicitly provided for in the “Events, Donations and Sponsorship Management Procedure”, Title V.

As far as relations with trade unions are concerned, these are managed exclusively by personnel with appropriate power of attorney (in this case the Personnel Manager in addition to the Legal Representatives of each Company), in compliance with the principles of this Policy and the rules defined in the “Human Resources Management Procedure”, section on managing relations with trade unions.

Any breach of the above rules must be reported immediately to the relevant line manager and to the Anti-Corruption Officer for appropriate verification, evaluation and consideration.

#### **8.5 RELATIONS WITH SUPPLIERS AND CUSTOMERS**

Group Companies may be held liable for corrupt activities carried out by suppliers who provide services to/on behalf of them or by their subcontractors/sub-subcontractors.

To reduce this risk, Group Companies ensure that personnel involved in the procurement of goods and services are adequately trained in anti-corruption matters. In addition, in tender, dispensation and supply agreements, and in any case in any procurement contract, there are specific clauses aimed at extending to the counterparties the obligations and standards against Corruption set out in this Policy, in the Group’s Code of Ethics and, to the extent applicable, in the Models 231 of the Group Companies.

The selection of suppliers is carried out in compliance with the criteria of transparency, traceability, publicity, free competition, non-discrimination and equal treatment on the basis of objective criteria linked to competitiveness and the quality of the products and services requested. The procurement process and related activities are regulated in detail by company procedures that identify the roles and responsibilities of the main parties involved in the procurement process and define the modalities for the correct and transparent selection of suppliers as well as the management of relevant process documentation. In particular, the following fundamental obligations are ensured:

- ◆ scrupulous compliance with legislation in force;
- ◆ adoption of objective and transparent evaluation criteria in the selection of possible suppliers;
- ◆ observation and compliance, in supply relations, with the applicable legal provisions and contractual conditions;
- ◆ guidance by the principles of fairness and good faith in correspondence and dialogue with suppliers, in line with the strictest business practices.

In view of the importance and relevance that relations with suppliers can assume from an anti-corruption perspective, the Group has adopted formal and stringent rules for the selection of suppliers, which provide for a thorough due diligence of counterparties, with traceability of the checks and analyses carried out and the selection process followed, as governed by the “Qualification and Evaluation of Counterparties Operational Instruction”.

Furthermore, the Group’s maritime Companies pay particular attention to customer satisfaction and take special care of the quality of the relationship with the customer, in a dimension that is as long-lasting and communicative as possible.

To create and maintain a relationship of trust, the Group’s maritime Companies undertake to:

- ◆ not discriminate against customers, nor exploit positions of strength to their disadvantage;
- ◆ operate within the framework of applicable laws and regulations;
- ◆ always respect commitments and obligations towards customers;
- ◆ adopt a style of behaviour characterised by efficiency, cooperation and courtesy;
- ◆ provide accurate and complete information so that the customer can make an informed decision;
- ◆ adhere to the truth in advertising or other communications;
- ◆ require customers to abide by the principles of the Code of Ethics, Model 231 and this Policy and, when required by procedures, include in contracts an express obligation to abide by them;
- ◆ verify and, where appropriate, prosecute any behaviour of a customer that appears contrary to the ethical principles of the Code of Ethics and this Policy.

The principles, rules and controls relating to commercial management are described in the “Commercial Management of Transport Lines” Procedure.

## 8.6 AWARDING OF CONSULTANCY, SPECIALIST AND PROFESSIONAL ASSIGNMENTS

Group Companies may use the support of consultants and professional service providers in carrying out their business activities. The Group is aware of the importance of carrying out an assessment of them and being able to determine whether each of them has engaged in or is reasonably likely to engage in activities prohibited by the Group's Code of Ethics and the policies set out in this Anti-Corruption Policy. In particular, the Group only enters into relations with consultants/professionals who are, after thorough due diligence, reliable and of excellent reputation in terms of honesty and integrity; moreover, the selection and stipulation of the contract must be approved in compliance with the provisions of corporate procedures.

Group Companies, in particular, have adopted specific procedures and operating instructions aimed at ensuring a thorough and accurate screening of each counterparty with which they intend to enter into relations and a process for selecting the professional to be appointed based on criteria of professionalism, transparency, impartiality, cost-effectiveness and efficiency. In addition, company procedures expressly provide that the company functions concerned monitor and ascertain the correct performance/provision of the professional service by the consultant/professional. See the Qualification and Evaluation Operational Instruction and the Procedure for the Management of Legal Advice and Mandates for more details on this.

In particular, the Functions from time to time involved in consultancy services shall ensure that the contracts and/or agreements entered into with the selected professionals indicate with exhaustiveness, clarity and adequate detail the services required and the criteria for the accrual of the agreed fees.

Finally, the process of selecting professionals, the contracts and agreements made with them and the services rendered are carefully documented and justified.

## 8.7 PERSONNEL SELECTION AND RECRUITMENT

Group Companies regulate the personnel recruitment process in order to ensure that operations are conducted in accordance with the principles of professionalism, transparency and fairness, and in compliance with applicable laws and regulations.

In particular, the C&T Group hires resources whose profiles effectively meet the company's needs, making (as for the management of resources already on its staff) choices exclusively based on criteria of professionalism and competence and banning any form of favouritism.

Moreover, already at the time of selection, candidates must declare, in compliance with the applicable legislation, the possible existence of situations and circumstances that the Group considers relevant for the purposes of assessing the possible continuation of the selection process (e.g.: family relations with members of the Public Administration, parent/child relationship with an employee, etc.). With specific reference to maritime personnel, the Group's maritime Companies also ensure compliance with the provisions of the Navigation Code and the requirements of the public deed by which the relevant employment relationship will be established.

The Group Human Resources Department is responsible for ensuring without exception that the selection and recruitment processes comply with these principles and criteria.

The principles, rules and controls laid down in respect of the above are contained in the Human Resources Management Procedure and related documents, including in particular the Recruiting Regulations and the Travel and transfer policy.



## 8.8 ACCOUNTING RECORDS

In managing their accounts, the Group Companies comply with the accounting principles in accordance with current regulations in order to give a detailed representation of every economic transaction carried out, reflecting the facts relating to management in a true, accurate, precise, complete and transparent manner.

In particular, the C&T Companies consider it essential to provide transparency, accuracy and completeness of accounting information. To this end, it endeavours to organise a reliable administrative-accounting system that correctly represents management facts and provides the tools to identify, prevent and manage, as far as possible, financial and operational risks, as well as frauds to the detriment of the company.

The accounting records and the documents derived from them must be based on accurate, comprehensive and verifiable information, and reflect the nature of the transaction to which they refer, in compliance with external constraints (legislation, accounting standards), as well as internal policies, plans, regulations and procedures.

Both internal and external auditors must have free access to the data, documents and information they need to perform their work.

Employees must ensure that management operations are represented correctly and in a timely manner, so that the administrative accounting system can achieve all the purposes described above.

More detailed rules concerning the completeness, accuracy and truthfulness of accounting records and the related controls are defined in the Procedures “Commercial Management of Transport Lines”, “Management of Purchase of Goods and Services” and “Management of Administration, Finance and Control”.

## 9 STAFF TRAINING

The Group promotes the knowledge of this Policy, the Code of Ethics and the Anti-Corruption Legislation by all Personnel.

Newly recruited employees are given a copy of the Anti-Corruption Policy (in addition to a copy of the Organisational Model pursuant to Italian Legislative Decree 231/2001 and the Group’s Code of Ethics) and made to sign a declaration of acknowledgement and commitment to comply with the principles contained therein.

The Group plans and manages training activities on this subject, with the aim of ensuring that the respective employees understand, in relation to and with respect to their role:

- ◆ the Corruption risks to which they and the organisation to which they belong may be subject;
- ◆ the Corruption Prevention Policy;
- ◆ aspects, related to their role within the Group, of the Management System for the Prevention of Corruption;
- ◆ preventive actions to be taken and reports to be made in relation to the risk or suspicion of unlawful practices.

Participation in training activities is compulsory.



The Group Human Resources Department, in cooperation with the Anti-Corruption Officer, monitors that the planned training is taken up by all Personnel. The Policy is also communicated to all Personnel and made available on the company intranet.

The Group's Code of Ethics and this Policy are also brought to the attention of all those who have contractual relations with Group Companies and are available to all stakeholders on the Group's institutional website.

## 10 REPORTS

Recipients of this Policy are required to report, also anonymously, any alleged or proven violation of applicable laws or this Anti-Corruption Policy by Group employees, collaborators or third parties working for or on behalf of the Group.

The Companies of the C&T Group, as provided for in the Policy on "Whistleblower management and protection", have adopted a Whistleblowing System with the following characteristics:

- ◆ it is an advanced web platform, completely separate and independent from the Group's IT systems, as it is hosted on an independent server that allows reports to be made from any device, in a highly confidential and facilitated manner, guaranteeing the protection of the reporting parties' identification data;
- ◆ it is a single system for the entire Group, and is managed centrally (in any case, the necessary information flows are guaranteed, as part of the process of managing the reports to the bodies of the Group companies concerned by the report, due to the subject matter dealt with or the persons involved);
- ◆ it guarantees high standards of security, non-traceability and integrity of the information and confidentiality of both the identity of the reported person and the person making the report, also allowing the Whistleblower to enter the report anonymously;
- ◆ it complies with the relevant legislative provisions, in particular with the provisions of Legislative Decree no. 231/2001 and EU Directive 2109/1937.

Additional dedicated whistleblowing channels are also established. In particular, reports can be made using the following channels and methods:

- ◆ e-mail to the following address, accessible only to the Whistleblowing Manager: [whistleblowing@carontetourist.it](mailto:whistleblowing@carontetourist.it);
- ◆ at the link <https://caronteewhistle.azurewebsites.net/>;
- ◆ ordinary post to the attention of the Whistleblowing Manager at the address of the Company(ies) concerned, to the address of the Parent Company C&T S.p.A. at Via Giuseppe Franza 82, 98124 Messina. If reports are sent through channels or methods other than the Whistleblowing System, in order to benefit from a greater guarantee of confidentiality, the report must be placed in a sealed envelope with the wording "confidential/private" on the outside or the subject of the e-mail must contain the above wording;
- ◆ verbal reports, at the request of the Whistleblower, by means of a face-to-face meeting within a reasonable period of time, set at 10 days from the advancement of the respective request.

This is without prejudice to the possibility for Group Personnel and, in general, the Recipients of this Policy, to contact the Anti-Corruption Officer directly if they feel they need to report facts/events/situations that may entail a violation of the Anti-Corruption Legislation and/or this Policy. In particular, the channels for communicating with the RAC are as follows:

- ◆ **e-mail** to the following address, accessible only to the Anti-Corruption Officer: anticorruzione@carontetourist.it;
- ◆ **ordinary post** to the attention of the Anti-Corruption Officer at the address of the Company(ies) concerned, to the address of the Parent Company C&T S.p.A. at Via Giuseppe Franza 82, 98124 Messina.

In such cases, in order to benefit from a greater guarantee of confidentiality, the report must be placed in a sealed envelope with the wording “confidential/private” on the outside or the subject of the e-mail must contain the above wording.

Failure by Group Personnel to report a known or suspected wrongdoing of which they become aware will, in itself, subject the employee to possible disciplinary action.

The digital platform of the Whistleblowing System is accessible by all (employees and third parties) through specific access codes (different for employees and for third parties interacting with the Company). These access codes do not allow the user accessing the Whistleblowing System to be identified, thus guaranteeing his/her confidentiality. The Whistleblowing System also allows the submission of anonymous reports. For further information on the use of the platform and the whistleblowing management process, please refer directly to the Policy “Whistleblower management and protection”.

If the whistleblower chooses not to make a report anonymously but to provide his or her personal details, confidentiality is guaranteed in any case, and breach of the confidentiality obligation may lead to disciplinary proceedings being initiated against the offender and to the imposition of the relevant disciplinary measures, in accordance with the applicable national labour law.

Group Companies prohibit and sanction all forms of retaliation or discrimination against anyone who has made a report in good faith (and those who have cooperated in ascertaining the facts reported). To that end, any person who believes that he or she has been subjected to discriminatory measures due to having made a report of an unlawful act, must give detailed notice of the discrimination suffered to the Whistleblowing Committee by forwarding a special report - concerning the retaliation suffered - through one of the Whistleblowing Channels previously indicated. In such cases, the Whistleblowing Manager shall ensure that the relative investigations are carried out promptly, with the support of the departments concerned by the facts being reported. In particular, the Whistleblowing Manager, after having assessed the existence of the elements, shall report the hypothesis of retaliatory, vexatious or discriminatory acts to the line manager of the person who has carried out the alleged discrimination. The line manager, with the support of the Human Resources Function, shall promptly assess the appropriateness or need to act or implement measures to restore the situation and to remedy the negative effects of any ascertained retaliatory, vexatious or discriminatory acts and the existence of the necessary elements to initiate disciplinary proceedings against the person responsible for such acts. In the event of violation of the prohibition against retaliatory, vexatious or discriminatory acts, a special disciplinary procedure shall be instituted.

The RAC, the Whistleblowing Manager and the Companies’ Supervisory Bodies, each to the extent of their competence, ensure that all Personnel are aware of the whistleblowing procedures and are able to use them, being aware of their rights and protections under the adopted procedures. Specifically, documents are communicated and published on the company intranet.

## 11 PENALTY SYSTEM

Failure to comply with the rules contained in this Policy, in the Group's Code of Ethics, in Models 231 and, in general, in company procedures, in itself damages the relationship of trust existing with the Group and entails disciplinary action regardless of whether or not criminal proceedings are instituted in cases where the violation constitutes a criminal offence. This is also in compliance with the principles of timeliness and immediacy of disciplinary charges and the imposition of penalties, in accordance with the applicable legal provisions.

Violation of this Anti-Corruption Policy therefore constitutes a disciplinary offence and is punishable in accordance with the provisions of the employment relationship and, to the extent applicable, Model 231 and, for partners or third parties, the provisions of the relevant contracts.

The C&T Group will make every reasonable effort to prevent any conduct that violates Anti-Corruption Legislation and/or this Policy and to stop and sanction any contrary conduct by any employee, partner or third party who generally operates for the Group.

Disciplinary action commensurate with the seriousness of the breach committed (including penalties in accordance with the applicable national collective labour agreement or other applicable national laws, including potential termination of employment) or alternatively, in relation to partners or third parties, termination of the contract, a claim for damages or other measures deemed appropriate, will be taken against such persons, as well as against those who unreasonably fail to detect or report possible breaches or who threaten or retaliate against others who report possible breaches.

This is without prejudice to the prohibition of discrimination and retaliation against the person reporting in good faith.

## 12 MONITORING AND CONTINUOUS IMPROVEMENT

The Group Internal Audit Function, with the support of the Anti-Corruption Officer with regard to Corruption risks, and on the basis of the annual audit programme approved by the Board of Directors, will review and assess the internal control system, in order to verify that the provisions of this Policy are applied.

The Group Anti-Corruption Officer periodically reviews the Policy to ensure its maximum effectiveness. Furthermore, the Supervisory Bodies of the Group Companies and the Group Internal Audit Function may recommend improvements to the Policy on the basis of emerging "best practices". In the event of violations, the Group Anti-Corruption Officer will consider whether any revisions and amendments to the Policy and internal rules could help prevent the recurrence of the violation.

The Group Anti-Corruption Officer prepares an annual report on monitoring activities to be sent to the Supervisory Bodies of the Group Companies, the respective Boards of Statutory Auditors and the Internal Control Committee.

Monitoring may reveal actions to be implemented, also with a view to continuous improvement, which will be formalised by the RAC in the Implementation Plan prepared and updated for ISO37001 purposes.

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