



**FOREST  
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CARGO**



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# **Organisation, Management and Control Framework**

*Legislative Decree of 8 June 2001, n. 231*

Approved by the Board of Directors on September 27th, 2024

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## 1 LEGISLATIVE DECREE OF JUNE 8, 2001 N°231

The legislative decree of June 8, 2001 n°231 introduced “the administrative liability of legal entities, companies, and associations, including those without legal status” in the Italian legal system, concerning the commission of some specific criminal offences such as acts of corruption, corporate crimes, tax and environmental offences or workplace accidents, smuggling and others.

In order that the company may be held liable, it is necessary that one of the offences set forth by the legislator must have been committed (or attempted) by a natural person who is functionally connected to the Body itself, and that the act has been committed “in its interest or to its advantage”, since the entity will not be liable if the act was committed “in the exclusive interest of the perpetrator or third parties”.

Furthermore, in case the administrative liability of the entity may arise along the same path as the criminal liability of the offender (natural person), it is necessary that the charged offence has been committed either by subjects who hold a high-ranking position within the institution or by subordinate subjects. More specifically, still pursuant to article 5, “the entity shall be liable for offences committed in its interest or to its advantage:

- a) by people who hold representative, administrative or management functions in the entity or one of its organisational units having financial and functional autonomy, as well as by persons who, de facto or otherwise, manage and control the entity (commonly referred to as *executive management representatives*);
- b) by persons who are subject to management or supervision by one of the aforementioned parties (commonly referred to as *subordinates*).

In case of ascertained liability the company would incur one of the following penalties: pecuniary sanctions, disqualification/prohibitory sanctions, confiscation/forfeiture and publication of the Court’s judgment.

The disqualification sanctions are: prohibition to exercise any activity, the suspension or withdrawal of authorizations, licences or concessions functional to committing the offence; prohibition to maintain relations with Government Agencies, unless such a prohibition is designed to obtain provisions of the public service; the exclusion from benefits, loans, grants or subsidies, including the withdrawal of those already granted; the ban on advertising goods or services.

The legislative decree n°231 provides, however, for the exclusion of the company's liability in the event where the company itself has in effect adopted and put into effect, before the act was committed, organisational and management models suitable for preventing offences similar to those that occurred, in addition to other conditions.

Article 6 of the Decree indeed stipulates that in case the offence has been committed by subjects in key-management positions, the Legislative Decree provides that an entity shall not be administratively liable if it can prove that:

- prior to the committing of the fact, the executive body has adopted and effectively implemented organization and management models designed to prevent offences similar to those that occurred;
- the task of monitoring the functioning and compliance with the models, and ensuring the updating of the latter has been entrusted to a body with autonomous powers of initiative and control;
- the individuals have committed the offence by fraudulently eluding the organization and management models;
- there has neither been omitted nor insufficient surveillance by the board referred to in point b) above;
- in this regard, the fundamental objective of the Decree is to encourage businesses to adopt an organisation, management and control model and, in line with “risk prevention culture”, may pursue the aim of a “new culture in doing business”.

For that organization and management model to effectively provide exempting effects, it must meet the following requirements:

- identify the activities in the context of which offences may be committed;

- foresee specific protocols aimed at programming the formation and implementation of the body's decisions in relation to the crimes to be prevented;
- identify the methods of management of financial resources necessary to prevent crimes from being committed;
- identify the methods of management of financial resources to prevent criminal offenses from being committed; compliance with the models;
- introduce a disciplinary system that is suitable for sanctioning the non-compliance with the measures outlined in the model.

## 2 GENERAL INFORMATION ABOUT THE COMPANY

### The Company

Operating since March 1995, CILP S.r.l. (hereafter also designated as "The Company") has its registered office in Livorno. Via Cappellini, 6. The company holds the concession agreement pursuant to Article 18 of Law 84/1994 and subsequent amendments and integrations, and it has, in various capacities, the availability of areas and warehouses within the Port of Livorno. The Company's main *business areas* fall within the handling of forest products, cars, Ro-Ro and *project cargoes*.

The Company, within the the various sectors in which it operates, also offers its customers ancillary services such as, for example, the "*transportation to destination*".

Starting from the 18th of December 2020, the Company has achieved the quality and safety certifications ISO 9001 and ISO 14001 by the Rina certifying agency. The aforementioned certifications have been renewed over the course of 2023.

### Governance structure

The management of the Company is exclusively reserved to the administrative body, with the exception of decisions concerning matters reserved to partners in accordance with Article 2479 of the Italian Civil Code or reserved by the Company's By-laws. The Board of Directors (hereafter also designated as "CdA") have delegated to the Chairman of the Cda and to the Chief Executive Officer the same powers as shown in the Chamber of Commerce's company registration and in the delegation of authority and powers of attorney.

The Board of Statutory Auditors is entrusted with the suitability and correctness of the operational axiology, and also with the indications of the findings and results in their clarity, precision, truthfulness and accuracy; the same Board may avail itself of an internal control network, which lies with the relevant responsible key-management. Ultimately, the administrative body, which is the entity with whom the Control and Supervisory Body interacts, is entrusted with handling the organizational structures.

The Company carries out a continuous monitoring and updating of *governance* tools, notably for quality aspects and the assignment of business, strategic and operational management.

The functions of the aforementioned social organs are briefly described below:

- *Shareholders' meeting*: deliberates on matters within its exclusive competence; expresses courses of action on every matter, subject and plan which are proposed by the administrative body. The Company structure (as filed) is represented by: Compagnia Portuale di Livorno Società Cooperativa and NGI Srl, each holding 50% of the share capital.
- *Board of Directors*: it is entrusted with all the functions that the law or the Bylaws reserves to the body appointed to the business management. In summary, the two main kindred entities of the administrative

body can, therefore, be distinguished between those dealing with management (governance) and those concerned with oversight, aimed at primarily monitoring both the top-management and the Executives' performances, which is linked to the support/advice provided to the executive directors.

- *Board of Statutory Auditors*: it is constituted by 3 standing auditors and 2 substitute auditors. All the members of the Board of Statutory Auditors remain in office for 3 financial years and may be re-elected.

### 3 THE ORGANISATION, MANAGEMENT AND CONTROL MODEL

CILP is attuned to the need to ensure conditions for accuracy and transparency in the conduct of business and company activities to protect its reputation and image, and to live up to the expectations of its shareholders and of the work of its employees. Cilp is also conscious of the importance of endowing itself with an internal control system, suitable for preventing unlawful behaviour by its directors, employees, collaborators and business partners.

By adopting the Model, CILP intends to undertake the following objectives:

- instilling complete awareness, amongst all those operating in the name and on behalf of the company, of the possibility of incurring - in the event of violation of the provisions contained therein - illegal acts subject to criminal sanctions that may be imposed against them, and of administrative sanctions applicable directly to the Company;
- reaffirming that these forms of illicit actions are severely condemned by CILP, since they (also in the case where the Company may be clearly in a position to benefit from them) are contrary not only to the law but also to the ethical principles that CILP is committed to abide by in the pursuit of its business mission;
- enabling the Company to promptly take action to prevent or mitigate the commission of the offences in question by continually monitoring the areas at risk.

The Model and the principles it embodies are addressed to the corporate Bodies (namely the Board of Directors, the Company's Board of Statutory Auditors and its members), to the employees, collaborators, consultants, suppliers, partners and, more generally to those who – in any capacity – are involved in sensitive activities carried out on behalf and in the interests of CILP (hereinafter “the Recipients”).

The CILP organization and management control model consists of the following documentation:

- Guidelines of Confindustria updated to March 2014: this document is used as a methodological guideline, as well as a reference for certain detailed matters pertaining to operational elements related to the decree;
- Risk analysis: this document sets out the activities within each process, the exposure to risk (laid out according to the specific type of offence) and the controls suggested;
- Code of Ethics: it is a document which describes the guiding principles of the Company by recommending, promoting or prohibiting specific acts and, if necessary, by laying down specific prohibitions and requirements in relation to the above-mentioned offences;
- The organisation and management model adopted by CILP: it is a document which describes the regulatory principles, the general and some specific aspects pertaining to operational elements related to the decree (for example, the Supervisory and Control Body and the sanctioning system);
- The internal operational documentation, namely the procedures, policies, regulations and other documentation specified therein;
- The disciplinary system, laying down the general principles and the records of cases on the basis of which the company administers the measures taken as a result of failing to comply with its own legal framework specifically and with the model broadly;

- Training and information processes, documenting the sharing activity of company regulations and the ensuing corresponding requirements (the disciplinary system);
- The flows of information to the Supervisory Body, which report potential anomalous situations or clear violations of company regulations.

## Regulatory principles governing the model

In defining, constructing and applying the model, the following regulatory principles have been observed:

- the clear, formal allocation of powers and responsibilities, which is consistent with the roles assigned;
- the separation of functions (whenever possible), with the result that the authorization for the execution of a transaction must be under the responsibility of a subject other than the person who actually records, operationally executes or oversees that transaction (in case the control is to be exercised by a single subject). This principle shall however enable the efficient management of the company activities;
- the definition of rules of conduct designed to guarantee that the company activities are exercised in accordance with the laws, regulations and the integrity of corporate assets;
- the provision of regulatory documentation for individual company activities, subdivided into proxies, powers of attorney and procedures;
- the traceability of operations (both linked to the operational and monitoring activities) designed to ensure that each operation, transaction and/or action is verifiable, documented, consistent and appropriate.

The foundations of the Model are, in addition to the principles already outlined:

- the activity of disclosure at all company levels of the code of conduct and the policies introduced;
- the mapping of the activities at risk within the company, that is to say all those activities within which it is believed there is the highest likelihood that crimes may be committed;
- the assignment to the Surveillance Board of specific monitoring tasks for effective and proper functioning of the Model.
- the definition of a specific information flow borne by each business department to the Supervisory Body;
- the verification of the corporate conduct and of the Model functioning with consequent periodical updates (ex post-scrutiny).
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## 4 FRAMEWORK AND SYSTEM FEATURES OF INTERNAL CONTROLS (SCI)

### General principles of SCI

The internal control system is characterized by a set of tools aimed at providing reasonable assurance regarding the attainment of operational efficiency and effectiveness, reliability of information, compliance with laws and regulations, as well as the safekeeping of company assets against possible fraud or unlawful acts.

The control system extends continuously throughout the different organisational levels and throughout all the processes, taking into account the following general principles:

- each protocol that is formally adopted by the Company obligates all those involved, in several respects, in the management of the process addressed by the same protocol. They respond to, amongst other things,

the necessity to document and to make various phases of the decision-making process verifiable, in order to allow these phases to be monitored;

- the separation of tasks by means of proper allocation of responsibilities and the provision of suitable levels of authorisation (to the greatest extent possible, given the organizational size of the Company) helps to prevent functional overlaps or operational allocations in which critical activities are concentrated on a single subject;
- the proper setting-up of regulatory documentation for the individual company activities, subdivided into proxies, powers of attorney and procedures. In particular, the system of powers and proxies provides that:
  - the proxies must be in line with the organizational position and updated whenever any organizational change occurs;
  - each proxy shall specify the delegate's powers and the party to whom the delegate must report to;
  - the powers of attorney shall describe the powers granted and, when necessary, shall be accompanied by a communication disclosing the limits of extension, without prejudice to budget constraints;
  - the objectivity of decision-making processes is guaranteed whenever possible (for instance, through the provision of registers of qualified suppliers, the definition of objective criteria and personnel assessment);
- the formalisation of company activities in order to:
  - ensure the traceability of documents, operations and transactions by means of a suitable documentary support ascertaining the characteristics and motivation of the operations, and identify all the subjects involved in the operations for various reasons (authorization, execution, registration and verification phases of the said operations);
  - ensure, when deemed necessary, the "objectivation" of the decision-making processes and limit business decisions based on subjective assumptions which are not related to predefined objective criteria (for instance, the existence of supplier registers and objective evaluation criteria);
- the documentation relating to control and supervision activities conducted on business transactions;
- the provision of contractual clauses which bind external collaborators, consultants and business partners to comply with the principles contained in the Ethical Regulations as well as with the activities being carried out, the lack of which resulting in the possibility of withdrawing from or terminating the contract and, in any case, to seek compensation for any damage suffered.

## Modular structure of systems control

The Company is subject to a system of complex rules arising from several internal sources and modulated at different levels. The result is a regulatory framework based on modularity which is consistent with the organizational logic, whereby to each document of different level distinct roles are assigned:

- **Code of Ethics:** it expresses the principles of "corporate ethics", which CILP recognise as their own principles to be observed by all Corporate Bodies, employees, Consultants and Partners. In the Code of Ethics the guidelines concerning the rights and obligations of all those who, in various respects, are involved in the life of the organization are made available.
- **The organization, management and control model:** it defines the guidelines adopted by the Company in the construction of its own model, and describes the internal control system, with particular reference to:
  - the methodology of risk analysis and for the construction of the organization, management and control model;
  - the system of internal controls;

- the principles of appointment, composition, role and responsibility of the Supervisory Body;
- the disciplinary system;
- planning of information and training activities.
- **Proxy system:** assigned in accordance with the duties and the business functions held within the Company.
- **Corporate procedures:** they identify the operating procedures necessary for the correct performance of activities in their individual functions.
- **Verification System:** the authority which the Company is entitled to exercise in order to conduct internal verification activities in compliance with both the Code of Ethics and the Model adopted by the same.
- **Audit of Financial Statements** of the activity through the economic and financial planning and reporting modes.

## 5 RISK EXPOSURE

In light of the risk analysis carried out, for the purposes of presenting this Model, the following offences are considered specifically relevant to the Company on account of the objective possibility of their commission - in the referenced processes - namely, the following crimes:

- Crimes related to matters of safety in the workplace (Article 25-septies)
- Crimes against Public Administration (Articles 24 and 25)
- Corporate crimes (Article 25-ter)
- Smuggling (Article 25 sexiesdecies)
- Tax Offences (Article 25-quinquiesdecies)
- Environmental crimes (Article 25-undecies)
- Incitement to not make statements or making false statements to legal authorities (Article 25-Decies)
- Offences regarding organised crime (Article 24-ter)
- Crimes against data processing systems and unlawful processing of data (Article 24-bis)
- Offences related to infringements of copyright (Article 25-novies)
- Crimes of receiving of stolen goods, money laundering and use of money, goods or benefits of unlawful origin, self-laundering (Article 25-octies)
- Crimes regarding non-cash payment instruments and fraudulent transfer of assets (Article 25-octies 1)
- Employment of citizens from third countries whose stay is irregular (Article 25-duodecies. Law of 6 November 2012, n. 190)
- Offences on the subject of terrorism and subversion of the democratic order (Article. 25-quater).

In general, the processes which are deemed to be exposed to the risk of crimes being committed are the following:

- Authorisation powers and power of attorney systems
- Management of inspections
- Management of authorizations and concessions
- Managing relationships with customs and port Authorities
- Management of disbursements, contributions and loans



- Handling institutional connections
- Management of trade/legal disputes
- Risk assessment on matters of safety in the workplace
- Organizational measures and articulation of offices on matters of safety in the workplace
- Surveillance and assessment activities on matters of safety in the workplace
- Sanitary inspections
- Acquiring and managing clients
- Management of discounts and credit notes
- Management of the active cycle
- Procurement management
- Management of professional appointments
- Management of supplier qualifications
- Management of maintenance and facilities
- Management of the passive cycle
- Treasury management (cash flows)
- Credit management
- Management control
- Reclassification of the income statement
- Adequacy of the accounting data
- Tax management
- Personnel recruitment
- Administrative management of personnel
- Management of training plans
- Contracts management
- Claims management
- Management and allocation of credentials and passwords to the purpose of accessing and using business information systems;
- Management of hardware and software configurations of all business personal computers;
- Establishment and maintenance of safety profiles (for instance, firewalls and antivirus software) needed to maintain the efficiency of IT infrastructures;
- Waste management
- Management of water discharges and inflows
- Management of emergencies and near-miss accidents

- Information and training

## 6 THE SUPERVISORY AND CONTROL BODY

The legislative decree Article 6, paragraph 1, subsection b) amongst others, sets forth that the Body shall not be liable for any possible offences that may be committed within its structure , provided that the task of supervising the functioning and observance of the organisational and management Model adopted, let alone taking care of its updating, had been entrusted to a Supervisory and Control Body (Odv) which holds independent powers of initiative and control<sup>1</sup>.

In accordance with the aforementioned requirement, The Company is provided with a Supervisory Body which has a collegial nature and is directly appointed by the administrative body.

The complete accomplishment of its tasks by the Supervisory and Control Body (Odv) constitutes an essential element for exemption as envisaged by the Decree.

### Confidentiality obligation

The members of the Supervisory and Control Body (Odv) are bound to secrecy concerning the details and information of which they become aware while performing their functions.

The members of the Supervisory and Control Body (Odv) ensure the confidentiality of information in their possession, with special reference to any reports received by them concerning alleged breaches of the Model. Furthermore, the members of the Supervisory and Control Body shall abstain from searching for and using confidential information for purposes other than those set out in Article 6 or, in any case, for purposes not compliant with the Body's own functions, without prejudice to explicit and informed consent.

In any event, all information available to the members of the Supervisory and Control Body shall be processed in accordance with applicable legislation governing the subject and, in particular, in accordance with the European General Data Protection Regulation and with Decree 24/2023 related to internal reporting.

Non-compliance with the aforementioned obligations implies the automatic removal from the office of the member of the Supervisory and Control Body.

## 7 WHISTLEBLOWING

The Company acknowledges and protects the right to lodge a complaint in accordance with Whistleblowing regulations, which have been subsequently modified by the Legislative Decree of 10 March 2023 Number 24 implementing EU directive 2019/1937 of the European Parliament and of the Council, concerning the protection of the individuals reporting on the infringements of Union law and establishing provisions concerning the protection of individuals reporting on the suspected violation of national laws (hereafter also referred to as the Whistleblowing Decree).

The power to report – even acting anonymously – is granted to employees, to all the members of the social bodies and also to collaborators who, under any title or form, have any dealings with the Company, the suppliers and their

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<sup>1</sup> From 1 January 2012, the task of overseeing the operation and compliance of the models and ensuring their updating (functions previously entrusted to the Supervisory Body) may be performed, in joint-stock companies, by the Board of Statutory Auditors, the Supervisory Board, or the Management Control Committee. This is established by Article 14, paragraph 12 of Law 183/2011 (2012 Stability Law), which indeed introduces paragraph 4-bis to Article 6 of Legislative Decree 231/01.

employees, and with any other entity who conducts business with CILP (hereinafter designated as REPORTING AGENTS) in relation to any illegal activities occurring in a workplace setting.

The REPORTING AGENTS may submit reports on:

- wrongful conducts pursuant to the legislative decree of the 8th of June 2001, number 231;
- violations of this organization, management and control model adopted pursuant to the legislative decree of the 8th of June 2001, number 231;
- acts or omissions affecting the European Union's financial interests;
- acts or omissions in connection with the European Union's internal market, including violations of the competition rules and State aid, as well as violations of laws governing the internal market related to acts which violate legal rules on corporate tax, or mechanisms designed solely to obtain a tax advantage that undermines the object or purpose of the legislation applicable to corporate tax;
- any other conduct, acts or omissions that undermine the public interest or the Company's integrity.

As a general rule, the violations of European Law subject to reporting are related to offences which fall within the scope of the application of the following sectors: public procurement, services, products and financial markets, prevention of money laundering and terrorist financing; transport security; environmental protection; radiation protection and nuclear safety; safety of food and feed and animal health and welfare; public health; consumer protection; privacy and data protection; network and information systems security.

The reporting operational conditions, the subject and their respective addressees, as well as the roles and responsibilities, are defined in specific procedures which are published on the website [webhttp://www.cilplivorno.it/](http://www.cilplivorno.it/) in the dedicated section.

### Internal reporting channel

The Company has set up specific and dedicated internal reporting channels regulated by suitable procedures which are duly notified to the Reporting agents.

Any reports sent in writing is carried out through:

- "My Governance" Web app
- Request for an oral hearing by the Reporting Agent

Any reports made orally is carried out through:

- Request for an oral hearing by the Reporting Agent

In the event that the report identifies the Whistleblowing Channel Managing Body as its Reported subject or as involved de facto, the Reporting agent has reasonable grounds to believe that, if an internal report is submitted in the manner described above and no effective follow-up occurs, it may resort to external reporting addressed to the National Anti-Corruption Authority (ANAC) or, alternatively, can contact the members of the Supervisory and Control Body via mail.

In the event that the report is submitted by the Whistleblowing Channel Managing Body, as the Reporting subject, the same report must also be submitted to the members of the Supervisory and Control Body or, alternatively, external reporting can be directed to the National Anti-Corruption Authority (ANAC).

The Company shall take all necessary and reasonable steps to preserve the confidentiality of both the reporting and reported agents, other parties involved or the information and data contained in the documentation submitted.

## External reporting channel

External reports may be submitted to the National Anti-Corruption Authority (ANAC) either in writing, via an online platform, or in oral form through designated phone lines or dedicated voice messaging systems, which are made available and published on the competent authority's website in accordance with the guidelines provided by the authority itself.

The REPORTING subjects may carry out an external reporting and will benefit from privacy safeguard and protection systems required by law, provided that one of the following conditions is met upon submission:

- the mandatory activation of the internal reporting channel is not provided within its working environment or, in other words, the same channel is not active – though it is a mandatory requirement – or, even if activated, it is not in accordance with the provisions of the Whistleblowing Decree.
- the reporting subject has already carried out an internal report but did not produce any follow-up;
- the reporting subject has reasonable grounds to believe that if an internal report were to be carried out, no effective follow-up would occur, or rather that the same report may pose the risk of retaliation;
- the reporting subject has reasonable grounds to believe that the violation may constitute an imminent and manifest danger to the public interest.

## Judicial protection of REPORTING agents and prohibition of retaliatory conducts

Any form of retaliation or discrimination against the reporting subject and having an effect on working conditions for reasons related to the complaint is not permitted; discriminatory measures means any unjustified disciplinary action, harassment in the workplace and any other form of retaliation that results in intolerable working conditions. Shown below are some cases which, when committed as a consequence of the report, are to be considered retaliatory behaviour:

- dismissal, suspension or equivalent measures;
- demotion or missed promotion;
- changes in job functions, change in the place of work;
- salary reduction, reduction of working hours;
- training and education suspension or any reduced access to it;
- negative evaluations or negative references;
- adoption of disciplinary measures or any other penalty, such as financial penalties.
- coercion, intimidation, harassment and ostracism;
- discrimination or – in any case – unfavourable treatment;
- failure to convert fixed-term contracts into permanent contracts, in instances where the worker had a legitimate expectation to obtain the aforesaid conversion;
- non-renewal of a contract or early termination of a fixed-term contract;
- damage to reputation, even of individuals, particularly on social media, as well as economic or financial hardships, including any loss of economic opportunities or income;

- inclusion in inappropriate listings on the basis of either formal or informal sectoral or industrial agreements, which may result in the impossibility for individuals to seek future employment in industry;
- early termination of contracts or cancellation of contracts for the supply of goods or services;
- revocation of leaves of absence or permits;
- requests for submission to medical or psychiatric assessments.

Likewise, any form of excessive use of reporting is also forbidden, such as, without limitation, defaming or libelling individuals, as well as the improper use or the deliberate instrumentalization of this service. On this subject, the Company reserves the right to take legal action against the abuse of this instrument (abuse of rights) by imposing a disciplinary sanction to an extent commensurate with the gravity of the misconduct.

## 8 THE DISCIPLINARY SYSTEM

CILP considers it essential the observance of the Model and, consequently, pursuant to Articles 6, subsection 2, letter e) and Article 7, subsection 4, letter b) of Decree 231/01, it has adopted an adequate system of sanctions to be applied in case of non-compliance with the rules provided by the Model itself, since the violation of such rules and measures enforced by CILP, which are aimed at preventing offences provided for by Decree 231, affects the relationship of trust established with the Company.

For the purposes of the application of the system of sanctions by CILP specified therein, the establishing of any subsequent civil proceedings and their outcome are not necessary, since the rules and measures provided by the Model have been adopted by CILP in full autonomy regardless of any criminal offence which said conduct may determine.

Under no circumstances could conducts (illicit, unlawful or however in violation of the Model) be justified or deemed less severe, even if undertaken in the interest or to the benefit of CILP. Attempts and, in particular, acts or failures to act set in unambiguous terms and aimed at violating laws and rules established by CILP – even if the act or event does not occur for any reason whatsoever – are likewise subject to sanctions.

The Company furthermore prosecutes the improper use and the intentional instrumentalization of the reporting, in the manner provided for the application of the disciplinary system as prescribed by the National Collective Labour Agreement (CCN) encompassed in the above case. Pursuant to Article 2 of Law 179/2017 «the employer must take on a responsibility to demonstrate that, in the event of controversies relating to the imposition of disciplinary sanctions, demotions, dismissals, changes in the place of work, subjugation of the reporting agent to any other organizational measure that has direct or indirect negative effects on working conditions, and subsequent to the submission of the report, the aforementioned courses of action are due to reasons unrelated to the report itself».

It is likewise prosecuted the misuse of the reporting instrument carried out through defamatory or libelling conducts aimed at the reporting agent.

The Company shall take action to impose the most appropriate disciplinary sanctions, taking into account the gravity of the conduct itself.

### Penalties imposed on employed subordinate workers

The violation by employees of the provisions, principles and rules contained in the Model provided by CILP to prevent the possible commission of crimes pursuant to Decree 231 constitutes a disciplinary offence, and is punishable according to the challenge procedures of notification of violations, resulting in imposition of penalties as foreseen by the National Collective Labour Agreement for Port Activities, and as reported and described in the section named “Disciplinary Rules” pursuant to and in accordance with Article 7 of the Workers' Statute, which are listed below:

## Penalties imposed on management personnel

In the event that a violation of the Model by the managerial staff occurs, the Supervisory and Control Body must inform the Board of Directors and CILP's Board of Statutory Auditors. The Company shall take action to impose the most appropriate disciplinary measures. Moreover, in light of the deepest fiduciary relationship that, by its very nature, links the Company to the management personnel, and also by considering the greater experience of the latter, the violations of the provisions of the Model which they may incur will mostly entail dismissal measures, since they are regarded as best suited to the violations themselves.

## Penalties imposed on Directors

Upon receiving information of a violation of the principles, provisions and rules set out in this Model by the members of the Board of Directors, the Supervisory and Control Body is required to promptly inform the entire Board of Directors and the Board of Statutory Auditors, so that suitable measures can be adopted as, for instance, summoning the Shareholders' Meeting, in order to adopt the most suitable measures foreseen by law.

## Penalties imposed on mayors

Upon receiving information of a violation of the principles set out in this Model by the Board of Statutory Auditors, the Supervisory and Control Body is required to promptly inform the entire Board of Statutory Auditors and the Board of Directors, so that suitable measures can be adopted as, for instance, summoning the Shareholders' Meeting, in order to adopt the most suitable measures foreseen by law.

## Penalties imposed on other recipients

Compliance by those who, for any reason, act in the name and on behalf of CILP and by all other recipients of the rules established by the Code of Ethics, the Code of Conduct and the Model (the latter only limited to the aspects each time applicable) is guaranteed by providing appropriate contractual clauses concerning the penalties applicable in case of non-compliance with the Code of Ethics, the Code of Conduct and the Model.

Each violation, or the possible commission of offences by these parties in accordance with Decree 231 not only will be subject to sanctions in accordance with the contract stipulated with the parties themselves, but also via any appropriate legal proceedings aimed at safeguarding the Company. By way of example, these clauses may provide the right of CILP to terminate the contract in the most serious cases, or the imposition of penalties for minor infringements.

Without prejudice to the right of CILP to make use of the remedies allowed by applicable law, including the possibility of claiming compensation arising from the violation of Decree 231 by all the parties listed above.

## 9 TRAINING AND INFORMATION

With a view to the effectiveness of this Model, it is CILP's objective to ensure the proper dissemination and awareness of the behavioral rules contained herein for the resources already present in the company and those to be hired, with different degrees of depth in relation to the various levels of involvement of the resources concerned in the activities at risk.

Collaborators and contracting third parties who operate, to any degree or title, on behalf of or in the interest of CILP and who are involved in carrying out activities identified as "sensitive" according to the Decree, must be informed, according to their respective interests, of the contents of the Model and of the necessity of CILP that their behaviour shall be in conformity with the provisions of Legislative Decree No. 231/2001.