



# **ORGANISATION, MANAGEMENT AND CONTROL MODEL PURSUANT TO ITALIAN LEGISLATIVE DECREE 231/2001**

Approved by the Board of Directors of  
LEONARDO CAE ADVANCED JET TRAINING S.r.l.  
on July 17<sup>th</sup> 2024

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# GENERAL PART

## GENERAL PART

### 1. INTRODUCTION

Leonardo CAE Advanced Jet Training S.r.l. (hereinafter also referred to as "Advanced Jet Training", "", "the Company", "Leonardo CAE") is a limited company jointly managed and coordinated by Leonardo S.p.A. and CAE Aviation Training B.V. The Company's purpose is providing logistical support and maintenance services for M-346 training aircraft, in Italy and abroad, logistical support and maintenance services for ground-based training systems ("*Ground Based Training System*"), ground instruction services, training and flight instruction services and general hospitality services related or ancillary to the performance of the above training services, within the scope of the project named "*International Flight Training School*" (hereinafter also "IFTS").

Leonardo CAE, in order to ensure that the conduct of all those who operate on behalf of or in the interest of the Company is always in compliance with the law and in line with the principles of fairness and transparency in the conduct of business and corporate activities, has adopted its own Organisation, Management and Control Model pursuant to Legislative Decree No. 231/2001 (hereinafter also referred to as "Model", "Model 231", "MOGC 231"), in line with the provisions of Legislative Decree No. 231 of 2001 and on the basis of the Guidelines issued by *Confindustria*.

#### 1.1 Italian Legislative Decree No. 231/2001

On 8 June 2001, Legislative Decree No. 231 (hereinafter also referred to as "Legislative Decree 231", "Legislative Decree 231/2001" or the "Decree") was issued - in execution of the delegation of authority set forth in Article 11 of Law No. 300 of 29 September 2000 - containing the "*Regulations on the administrative liability of legal entities, companies and associations, including those without legal personality*".

Legislative Decree No. 231/2001 introduced, for the first time in Italy, the administrative, yet de facto criminal, liability of Companies for specific offences committed or attempted, in the interest or to the advantage of the Companies themselves, by members of their top management (the so-called "apical persons" or simply "apical") and by those who are subject to the management or supervision of the latter (Article 5(1) of Legislative Decree No. 231/2001).

Indeed, in the first place, according to Legislative Decree 231, Entities are liable for offences committed in their interest or to their advantage by:

- natural persons in representative, administrative or management roles in the Entities themselves or in one of their Organizational Units with financial and functional independence
- natural persons subject to the management or supervision of one of the above-mentioned persons, if the offence was made possible by failure to exercise supervision.

The Entity may be found liable for the offence if the action was committed in its interest or to its advantage. If the interest is entirely lacking because the person involved acted to realize an interest exclusively of its own or of third parties, the Entity is not liable. If, however, an interest of the Entity - even if partial or marginal - did exist, the offence is committed despite the absence of any benefit for the company, which may at most be entitled to a reduction of the monetary fine.

On a subjective level, the Entity is held liable if it has not adopted the necessary measures to prevent the offences of the nature of the one committed. In particular, if the offence is committed by apical persons, the Entity is liable if it does not prove that:

- before the offence was committed, it has adopted and also effectively implemented an Organisation, Management and Control Model capable of preventing offences of the kind committed (Article 6(1)(a) of Decree 231);
- it has established a body with autonomous powers of initiative and control, which has effectively supervised compliance with the models;
- the offence was committed through deliberate avoidance of the Model by the unfaithful apical person.

When the offence is committed by a supervisee, the Public Prosecutor must prove that the offence was made possible by the failure of the apical persons to comply with their management or supervisory obligations. These obligations cannot be considered to have been breached if, before the offence was committed, the Entity had adopted and effectively implemented a Model capable of preventing offences of the kind occurred (Article 7(2) of Legislative Decree No. 231/2001). This Model must provide, in relation to the nature and size of the organisation as well as the type of activity carried out, for appropriate measures to ensure that activities are carried out in compliance

with the law and to detect and eliminate any risk situations in a timely manner. Therefore, the effective implementation of the Model requires:

- a) a periodical verification and possible adjustment of the same, when material violations of the requirements are discovered, or when changes occur in the organisation or activity;
- b) a disciplinary system suitable to sanction non-compliance with the provisions set out in the Model.

Moreover, it should be considered that the company may also be found liable if the alleged offence is committed as an attempt (Article 26, Legislative Decree No. 231), i.e., when the person commits acts that are unequivocally suitable for perpetrating the offence and the action is not carried out or the event does not occur (Article 56 of the Italian Criminal Code). In this case, the monetary and interdictory penalties are reduced by between one third and one half. Furthermore, the Entity is not liable when it willfully prevents the action from being carried out or the event from occurring.

The Entity's liability is added to the criminal liability of the natural person who materially committed the offence and also exists in the case of an unknown or unattributable offender and in the case of an offence extinguished for reasons other than amnesty. The Company, on the other hand, is not liable, by express legislative provision (Article 5(2) of Legislative Decree 231), if the persons indicated have acted exclusively in their own interest or in the interest of third parties.

## 1.2 The offences set forth in the Decree

The commission, or attempted commission, of the offences in question entails the application of a monetary fine and, in the most serious cases, of interdiction measures (also applicable as a precautionary measure), which are more specifically listed in the following paragraph.

The offences, the commission of which may give rise to the Entity's administrative liability, are those expressly referred to in Legislative Decree No. 231/2001 and subsequent amendments and additions.

The types of offences to which the regulations in question apply can be included, for the purposes of illustration, in the following "*families of offences*":

- I. **Crimes against the public administration** (Arts. 24 and 25);
- II. **Cybercrimes and unlawful data processing** (Art. 24-*bis*);

- III. **Organized crime** (Art. 24-ter);
- IV. **Crimes of counterfeiting currency, public paper, revenue stamps and distinctive instruments or signs** (Art. 25-bis);
- V. **Crimes against business and commerce** (Art. 25-bis.1);
- VI. **Corporate crimes** (Art. 25-ter);
- VII. **Crimes for the purpose of terrorism or subversion of democracy** (Art. 25-quater);
- VIII. **Mutilation of the female genital organs** (Art. 25-quater.1);
- IX. **Crimes against individuals** (Art. 25-quinquies);
- X. **Market abuse** (Art. 25-sexies);
- XI. **Other cases of market abuse** (Art. 187-quinquies TUF);
- XII. **Offences of manslaughter and serious or very serious injuries committed with the violation of occupational health and safety protection regulations** (Art. 25-septies);
- XIII. **Offences of receiving stolen goods, money laundering and using ill gotten money as well as self-money-laundering** (Art. 25-octies);
- XIV. **Offences relating to non-cash means of payment** (Art. 25-octies1);
- XV. **Crimes of copyright violation** (Art. 25-novies);
- XVI. **Offence of persuasion not to make statements, or to make false statements, to the judicial authority** (Art. 25-decies);
- XVII. **Environmental crimes** (Art. 25-undecies);
- XVIII. **Offence of employing illegally staying third-country nationals** (Art. 25-duodecies);
- XIX. **Offences of racism and xenophobia** (Art. 25-terdecies);
- XX. **Fraud in sports competitions, unauthorized exercise of betting and gambling exercised by means of prohibited devices** (Art. 25-quaterdecies);
- XXI. **Tax crimes** (Art. 25-quinquesdecies);
- XXII. **Contraband offences** (Art. 25-sexiesdecies);

- XXIII. **Crimes against the cultural heritage** (Art. 25-septiesdecies);
- XXIV. **Laundering of cultural property and destruction and looting of cultural and landscape heritage** (Art. 25-duodevicies);
- XXV. **Transnational offences** (Law No. 146/2006).

Article 6 of the Decree provides for the exclusion of liability for the Company if it proves that:

- its Administrative Body has approved, and effectively implemented, an adequate Organisation, Management and Control Model for activities subject to the risk of commission of offences of the kind that have occurred;
- the Model is subject to periodic verification by a Supervisory Body with autonomous powers of initiative and control;
- the persons who committed the offence acted by fraudulently avoiding the Model;
- there has been no omission or insufficient supervision by the aforementioned Body.

Where the offence is charged against persons subject to the management or supervision of apical persons, the Company may be limited to documenting the existence and effective implementation of the Model (Article 7(4) of the Decree); it remains, therefore, for the prosecution to prove the failure to adopt and the ineffective implementation of the Model.

Please refer to Annex 1 for an indication of all the offences provided for by Legislative Decree 231/2001.

### **1.3 Penalties imposed by the Decree**

The penalty system defined by Legislative Decree 231/2001, in response to the commission of the offences listed above, calls for, depending on the offences committed, the application of the following penalties:

- financial penalties<sup>1</sup>;
- bans;

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<sup>1</sup> The setting of the financial penalties applicable under Decree No. 231 is based on a system of quotas. For each offence, the law determines a minimum and a maximum number of quotas by abstract, on the model of the edictal frames that traditionally characterize the penalty system. Article 10 of Decree 231 merely provides that the number of quotas may never be less than one hundred and more than one thousand, and that the amount of the individual quotas may range from a minimum of approximately EUR 258 to a maximum of approximately EUR 1549.

- confiscation of the profit from the offence<sup>2</sup>;
- publication of the ruling in nationally distributed daily newspapers<sup>3</sup>.

The bans, which may be imposed only if expressly established and also on a precautionary basis, are:

- prohibition against carrying on business;
- suspension or withdrawal of authorizations, licenses or concessions functional to the commission of the offence;
- prohibition against contracting with the public administration;
- exclusion from facilitations, loans, grants and subsidies and/or the withdrawal of any already granted;
- prohibition against advertising goods or services.

Legislative Decree 231/2001 also establishes that, if requirements are met for the application of a ban imposing the prohibition against carrying on business, the judge, instead of applying this penalty, may allow for the continuation of the business by an official receiver (Art. 15) appointed for a period equal to the duration of the penalty that would have been applied, if at least one of the following conditions is met:

- the company provides a public service or a service necessary to the public, the interruption of which could provoke serious harm to the general public;
- the interruption of the business could have significant repercussions on employment, considering the size of the company and the economic conditions of the geographical area where it is located.

### **1.3.1 Exempting Validity of the Model**

Article 6 of Legislative Decree No. 231 states that the Entity is not liable for an offence committed in its interest to its advantage, if:

- demonstrates that it has “adopted and effectively implemented”, before the offence was committed, “Organisation and Management Models”

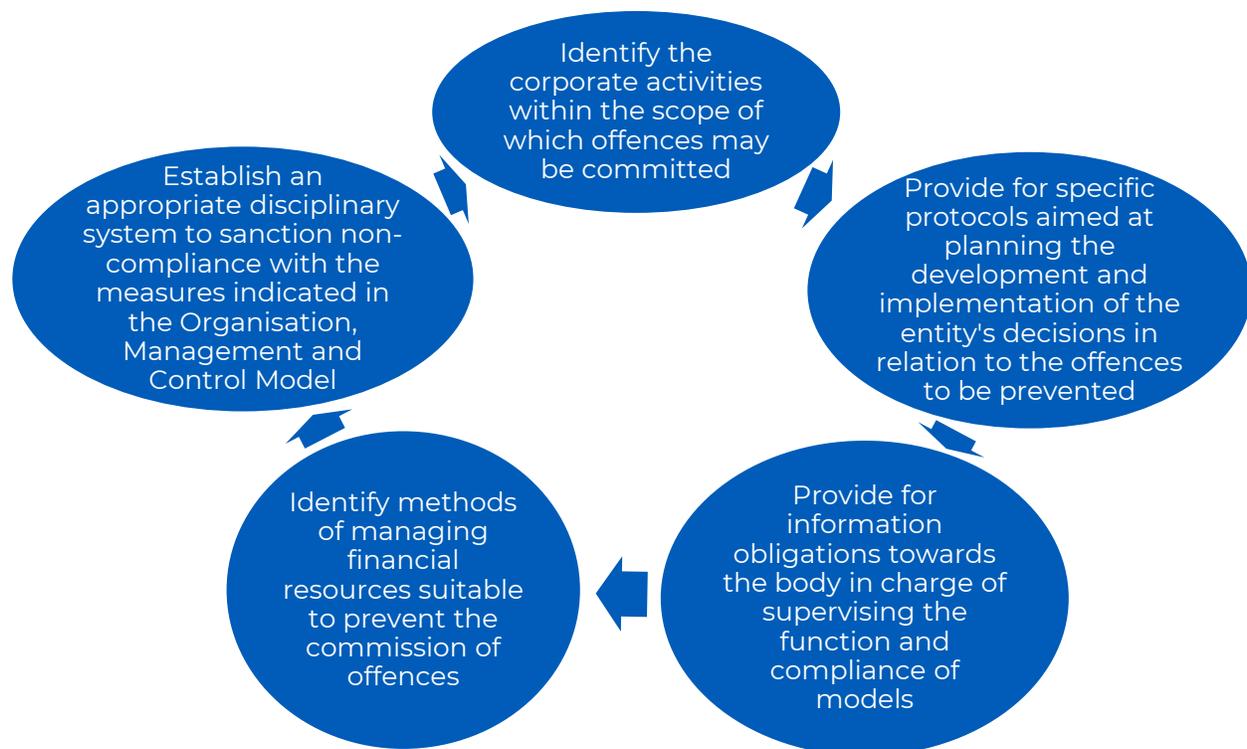
<sup>2</sup> When it is not possible to confiscate assets directly representing the price or profit of the offence, the confiscation may concern sums of money, assets, or other utilities of equivalent value to the price or profit of the offence. As a precautionary measure, confiscation may be ordered in respect of property constituting the price or profit of the offence or its monetary equivalent.

<sup>3</sup> The publication of the sentence in one or more newspapers, either in excerpts or in full, may be ordered by the Judge, together with posting in the municipality where the Entity has its head office, when a disqualification sanction is applied. Publication is carried out by the Clerk of the competent Judge and at the expense of the Entity.

(further qualified as “control” models in Article 7 of Legislative Decree 231) capable of preventing offences of the kind committed;

- has, moreover, set up an appropriate internal control body within the Entity with the task of supervising the functioning, effectiveness and observance of the aforementioned Model, as well as ensuring that it is updated;
- the persons have committed the offence by fraudulently circumventing the Organisation, Management and Control Model;
- there has been no omission or insufficient supervision by the Supervisory Board.

With regard to the effectiveness of the Organisation, Management and Control Model in preventing the offences provided for in Legislative Decree No. 231/2001 from being committed, it is required that it:



With regard to the effective application of the Organisation, Management and Control Model, Legislative Decree 231/2001 requires:

- a regular audit and, in the event that significant violations of the prescriptions imposed by the Model are discovered or changes occur in the organisation or activity of the Entity, or changes in the law, the amendment of the Organisation, Management and Control Model;
- the application of sanctions in the event of violation of the prescriptions imposed by the Organisation, Management and Control Model.

It should be noted that, where the offence is committed by persons who hold functions of representation, administration or management of the Entity or of one of its Organizational Units with financial and functional autonomy, as well as by persons who exercise, also de facto, the management and control over it ("Article 5 of Legislative Decree No. 231"), the Entity "shall not be liable if it proves" that:

- the Management Body adopted and effectively implemented, prior to the commission of the offence, a Model capable of preventing offences of the kind committed;
- the task of supervising the functioning of and compliance with the Model and ensuring that it is updated has been entrusted to a body of the Entity endowed with autonomous powers of initiative and control;
- the persons have committed the offence by eluding the Model in fraud;
- there was no lack of or insufficient supervision by the supervisory body with regard to the Model.

If, instead, the offence is committed by persons subject to the management or supervision of one of the above-mentioned persons (Article 7 of Legislative Decree No. 231), the Entity is liable if the commission of the offence was made possible by its failure to comply with its management and supervision obligations. Such non-compliance is, in any case, excluded if the Entity, before the offence was committed, adopted and effectively implemented a Model capable of preventing offences of the kind that occurred.

The liability of the Entity, which is attributed to the criminal court, is verified, in addition to the opening of an *ad hoc* trial in which the Entity is placed on an equal status with the accused natural person, through:

- the verification of the existence of the offence underlying the Entity's liability;

- the review of suitability of the Organisation, Management and Control Model adopted.

Therefore, only if the judge deems the Model suitable for preventing offences of the kind that occurred, the Entity may be recognized as exempt and will not be subject to the sanctions provided for by Legislative Decree 231.

### **1.3.2 The Confindustria [Italian Manufacturers' Federation] "Guidelines"**

Art. 6 of Legislative Decree 231/2001 expressly establishes that organisation, management and control models may be adopted on the basis of codes of conduct drawn up by associations representing the entities.

The Confindustria Guidelines were approved by the Ministry of Justice with Ministerial Decree of 4 December 2003. The subsequent update, published by Confindustria on 24 May 2004, was approved by the Ministry of Justice, which judged such Guidelines to be suitable for achieving the purposes laid out in the Decree. The Guidelines were updated by Confindustria in March 2014 and approved by the Ministry of Justice on 21 July 2014 and last updated in June 2021.

In defining the organisation, management and control model, the Confindustria Guidelines lay out the following project phases:

- the identification of risks, or an analysis of the corporate context to highlight in which areas of the business and how the crimes listed in Legislative Decree 231/2001 may take place;
- the preparation of a control system suitable for preventing the risks of offence identified in the previous phase, through an assessment of the control system existing within the entity and its degree of adaptation to the requirements expressed by Legislative Decree 231/2001.

The most significant components of the control system outlined in the Confindustria Guidelines to guarantee the effectiveness of the organisation, management and control model are:

- the establishment of ethical principles and rules of conduct within a Code of Ethics;
- a sufficiently formalized and clear organizational system, particularly with regard to the attribution of responsibilities, the different levels of

the hierarchy and the description of duties with the specific establishment of control principles;

- manual and/or electronic procedures governing the performance of activities, which include appropriate controls;
- authorization and signing powers consistent with the organizational and management responsibilities attributed by the entity, establishing spending limits, when appropriate;
- control systems which, considering all operational risks, are capable of providing a timely warning of the existence and emergence of general and/or particular critical situations
- information and communication to personnel, characterized by capillarity, effectiveness, authoritativeness, clarity and adequately detailed as well as periodically repeated, to which is added an adequate personnel training program, modulated according to the levels of the Addressees.

The Confindustria Guidelines also specify that the components of the control system described above must comply with a series of control principles, including:

- verifiability, traceability, consistency and coherence of every operation, transaction and action;
- application of the principle of the separation of functions and the segregation of duties (no one can independently manage an entire process);
- establishment, execution and documentation of control activities on processes and activities at risk of an offence.

## **2. THE ORGANISATION, MANAGEMENT AND CONTROL MODEL OF LEONARDO CAE ADVANCED JET TRAINING S.R.L.**

### **2.1 Purpose and Framework of the Model**

The Organizational, Management and Control Model represents an integrated set of principles, rules, provisions and organizational schemes functional to the implementation and diligent application of a control and monitoring system for sensitive activities, in order to prevent the commission, even attempted commission, of the offences specified in Legislative Decree 231/2001.

The Model therefore intends to configure a structured and systematic system of procedures and control activities, aimed at preventing and reducing the risk of committing the offences set forth in Legislative Decree 231/2001. The identification of activities exposed to the risk of offences and their formalization in an effective system of controls, must:

- make all those who operate in the name and on behalf of Advanced Jet Training fully aware of the risks and sanctions to which the company would be exposed in the event of the commission of offences;
- enable Advanced Jet Training to promptly adopt the most appropriate measures and precautions.

Although the adoption of the Model does not constitute an obligation imposed by the Decree, but rather an optional choice made by each individual Entity, for the reasons mentioned above the Company has decided to comply with the provisions of the Decree, by starting up a project to analyze its organizational, management and control tools, aimed at verifying the correspondence of the behavioral principles and control measures already adopted to the purposes set forth in the Decree and, if necessary, at integrating the currently existing system.

By adopting the Model, the Company intends to pursue the following aims:

- prohibit conduct that may constitute the types of offences referred to in the Decree;
- spread awareness that violation of the Decree, of the prescriptions contained in the Model and of the principles of the Code of Ethics may result in the application of sanctions (pecuniary and interdictory) also against the Company;

- disseminate a business culture based on legality, in the awareness of the express disapproval by the Company of any conduct contrary to the law, regulations, internal provisions and, in particular, the provisions contained in this Model;
- achieve a balanced and efficient organizational structure, with particular regard to the clear allocation of powers, the formation of decisions and their transparency and justification, preventive and subsequent controls on acts and activities, as well as the correctness and truthfulness of internal and external information;
- enable the Company, through a system of control measures and constant monitoring of the proper implementation of this system, to prevent and/or timely counter the commission of offences relevant under the Decree.

In particular, the Model, which is an act of issuance of the Company's Board of Directors, is composed, in full compliance with Article 6 of Decree 231/2001 and the suggestions elaborated on the subject by the main trade associations, as follows:

- **General Part**, which describes the contents of the Decree, briefly illustrates the Company's corporate governance and organisation and management models, the function and general operating principles of the Model as well as the mechanisms for its actual implementation;
- **Special Part**, which describes, for each category of offence relevant to the Company, the areas of activity, as well as the company processes subject to potential risk pursuant to Legislative Decree No. 231/2001, the behavioral principles to be complied with in order to prevent risks, as well as the specific control measures to mitigate such risks. Below is a list of the Special Parts that make up the Company's Model:
  - Special Part "A" – Crimes against the public administration;
  - Special Part "B" – Cybercrimes and unlawful data processing;
  - Special Part "C" – Organized crime;
  - Special Part "D" – Corporate crimes;
  - Special Part "E" – Crimes for the purpose of terrorism or subversion of democracy;
  - Special Part "F" – Crimes against individuals;

- Special Part “G” – Market abuse;
- Special Part “H” – Offences of manslaughter and serious or very serious injuries committed with the violation of occupational health and safety protection regulations;
- Special Part “I” – Offences of receiving stolen goods, money laundering and using ill gotten money as well as self-money-laundering;
- Special Part “L” – XIV. Offences relating to non-cash means of payment;
- Special Part “M” – Crimes of copyright violation;
- Special Part “N” – Offence of persuasion not to make statements, or to make false statements, to the judicial authority;
- Special Part “O” – Environmental crimes;
- Special Part “P” – Offence of employing illegally staying third-country nationals;
- Special Part “Q” – Tax crimes;
- Special Part “R” – Contraband offences.

The fundamental principles developed by the Company in the definition of its Model can be summarized as follows:



The mapping of the so-called “sensitive” activities, with examples of possible ways of committing offences and key processes within which, in principle, the conditions and/or means for committing the offences covered by the Decree could occur.



The setting up of specific control structures (as set out in the following Special Sections of this Model) to support the key processes considered exposed to the potential risk of offences being committed.



The institution of a Supervisory Board, with the assignment of specific tasks to supervise the effective implementation and application of the Model.



The adoption of a disciplinary system (as set out in Section Four of the General Part of this Model) aimed at ensuring the effective implementation of the Model and containing the sanction measures applicable in the event of violation of the provisions set out in the Model.



The carrying out of an information and training activity on the contents of this Model (as better described in Section Five of this General Part).

## 2.2 Addressees

The rules contained within this Model apply to the following “Addressees” and, as such, required to be aware of and comply with it:

- the members of the Board of Directors and, in any case, those who perform functions of representation, management, direction or control of the Company or of one of its Organizational Units with financial and functional autonomy (hereinafter referred to as "Directors");
- the Single Statutory Auditor;
- those who hold formal qualifications within the Company, such as those of legal representative, Director;
- those who perform management functions as heads of specific corporate Organizational Units with financial and functional autonomy;
- those who, although lacking formal investiture, actually perform management and control activities in the Company. The purpose of this provision, which is of residual scope, is to give relevance to the factual data, so as to include, among the perpetrators of offences from which the Company may derive liability, not only the *de facto* Director (i.e. the person who actually exercises, without having the qualification, powers corresponding to those of a director), but also, for instance, the shareholder who is able to impose his corporate strategy and the performance of certain operations, in any case acting, through any suitable form of control, on the actual management of the Company;

- employees and collaborators with whom contractual relations are maintained, for any reason whatsoever, including occasional and/or merely temporary (hereinafter referred to as “Employees”, “Personnel” or “Internal Addressees”);
- those who, although not belonging to the Company, have paid or even free relations of any kind with the Company and operate on behalf or in the interest of the same (such as, by way of example but not limited to, consultants, suppliers, contractors for works or services, commercial and financial partners and third parties in general - hereinafter “Third Party Addressees”).

Addressees are required to strictly comply with all provisions of the Model.

Leonardo CAE disapproves and sanctions any conduct that does not comply, not only with the law, but also with the provisions of the Model, even if the conduct is carried out in the belief that it pursues, even in part, the Company's interest or with the intention of bringing it an advantage.

### **2.3 Model implementation and updating**

The adoption and effective implementation of the Model are by express legislative provision a responsibility of the Board of Directors. As a result, the power to adopt any updates to the Model is therefore entrusted to the Board of Directors, which will exercise it by passing resolutions with the procedures established for its adoption.

Updating activities, including both additions and amendments, are intended to guarantee the adequacy and suitability of the Model, assessed with respect to the prevention of the commission of the offences laid out in Legislative Decree 231/2001.

On the other hand, the Supervisory Body is responsible for the actual verification of the need or opportunity to update the Model, and reports this need to the Board of Directors. Within the scope of the powers attributed to it in compliance with Art. 6, paragraph 1 letter b) and Art. 7, paragraph 4 letter a) of the Decree, the Supervisory Body is responsible for making proposals to the Board of Directors with respect to the updating and adjustment of this Model.

In any case, the Model needs to be promptly amended and supplemented by the Board of Directors, also at the proposal of and in any event upon consultation with the Supervisory Body, when the following take place:

- changes and evasions of the requirements of the Model which have brought to light its ineffectiveness or inconsistency for the purpose of preventing offences;
- significant changes in the internal structure of the Company and/or the methods for carrying out business activities;
- regulatory amendments.

The Supervisory Body remains responsible for the following duties:

- conducting periodic reconnaissance activities to identify any updates in the company's business in order to update the mapping of sensitive activities;
- coordinating with the HR Department for continuous monitoring of the level of implementation of employee training programs;
- interpreting relevant regulations with respect to the predicate offences, as well as any Guidelines prepared, also to update existing ones, and verifying the adequacy of the internal control system in relation to regulatory requirements or requirements relating to the Guidelines;
- verifying Model updating requirements.

The Managers of the Departments involved develop and make changes to the operating procedures under their responsibility when such changes appear to be necessary for the effective implementation of the Model, or when the procedures are demonstrated to be ineffective for the proper implementation of the provisions of the Model. The competent company functions also handle amendments or additions to procedures required to implement any revisions of this Model.

Model amendments, updates and supplements must always be reported to the Supervisory Body.

## **2.4 Code of Ethics and Model**

The Company has adopted a Code of Ethics that sets out the values and standards of conduct that Advanced Jet Training recognizes as its own and which it demands compliance with by its corporate bodies, employees and third parties.

The Code of Ethics affirms principles that are also suitable for preventing unlawful conduct as per Legislative Decree 231/2001, thus acquiring relevance also for the purposes of this Model and constituting a complementary element to it.

The Model, whose provisions are in any case consistent with and conform to the principles of the Code of Ethics, responds more specifically to the requirements expressed by the Decree and is, therefore, aimed at preventing the commission of the offences included in the scope of Legislative Decree 231/2001.

## **2.5 Governance model**

Corporate governance constitutes one of the fundamental requirements to guarantee the effectiveness of the Model, as it is inherent to the aspects concerning the allocation of powers and responsibilities between the Corporate Bodies (Shareholders' Meeting, Board of Directors, Single Statutory Auditor) and the Company Organizational Units.

- a) The **Shareholders' Meeting** represents the totality of the Shareholders, who decide on matters reserved to their competence by law and by the Articles of Charter of the Company, as well as on matters that the Board of Directors or a number of Shareholders representing at least one third of the share capital or the Single Statutory Auditor submit for their approval. The following are reserved for the Shareholders: i) the approval of the financial statements and the distribution of profits and reserves; ii) the appointment and dismissal of Directors and the definition of their remuneration; iii) the appointment and dismissal of the Single Statutory Auditor and the definition of the related remuneration; iv) the decision to carry out transactions that entail a substantial change in the corporate purpose or Shareholders' rights; v) decisions relating to increases/reductions in share capital, dissolution and liquidation of the Company, issuance of debt securities; vi) any other resolution that, pursuant to the Company's Articles of Association, must be adopted by decision of the Shareholders.
- b) The **Board of Directors** (hereinafter also referred to as the "BoD") is granted the amplest powers of ordinary and extraordinary administration and, more specifically, the power to perform all acts it deems appropriate for the implementation and achievement of the

corporate purposes, excluding only those acts that the law and the Articles of Charter reserve to the decision of the Shareholders.

The Board of Directors also decides on: i) definition of the Company's organizational and strategic directives, instructions, guidelines and policies; ii) proposal to the Shareholders' Meeting regarding the distribution of dividends and reserves, and the related payment method; iii) establishment, modification and suppression of secondary offices, in Italy and abroad; iv) approval of the Company's Budget and strategic plans, as well as any related variation to the same; v) approval of the Company's draft financial statements; vi) prior approval of loans for the benefit of the Company from Shareholders and/or third parties through any modality deemed appropriate vii) approval of any transaction exceeding the ordinary administration; viii) definition of the terms of employment of top management (including, by way of example, remuneration, bonuses and benefits); ix) approval of the Audit Plan; x) proposal to the Shareholders' Meeting regarding any capital increase or reduction; xi) prior approval of any contract, transaction exceeding the established expense limits, with the exceptions indicated in the framework of the execution of the IFTS project xii) any resolution required pursuant to D. L. 21 of 15/03/2012 and Prime Ministerial Decree 253 of 30/11/2012, containing the rules on special powers on corporate structures in the defense and security sectors.

- The *Single Statutory Auditor* is appointed by the Shareholders' Meeting and its members must meet the requirements of integrity, professionalism and autonomy established by the Decree of the Italian Prime Minister referred to in Article 11(1) of Legislative Decree No. 175 of 19 August 2016.

The Single Statutory Auditor oversees compliance with the law and the Articles of Association, respect for the principles of proper administration and, in particular, the adequacy of the organisation, administrative and accounting structure adopted by the Company. The Single Statutory Auditor shall also attend the meetings of the Corporate Bodies and systematically exchange information with the directors and the Auditing Firm.

Within the framework of corporate governance, a significant role is played by the **Managing Director**, who is entrusted with institutional and legal representation tasks, in addition to any significant organizational actions that may be conferred, and, as the company's representative, is delegated relevant

powers of administration and management of the Company in accordance with the Articles of Chart and the provisions of the Board of Directors.

## 2.6 Internal Control and Risk Management System

The Company has adopted an Internal Control and Risk Management System (hereinafter also referred to as the "Internal Control System") that consists of a set of tools, organizational structures and corporate procedures aimed at contributing, through a process of identification, management and monitoring of the main risks within the Company, to the proper, correct and coherent management of the company in accordance with the goals set by the Board of Directors.

In particular, Advanced Jet Training's Internal Control System is based not only on the behavioral rules provided for in this Model, but also on the following elements:

- Code of Ethics;
- the hierarchical/functional structure (organizational chart);
- the system of delegations and powers of attorney;
- the company procedure system also consisting of organizational provisions and operating instructions;
- the information systems oriented towards the separation of functions and the protection of the information they contain, with reference to management and accounting systems as well as the systems used to support operating activities associated with the business.

The Company defines internal regulatory aspects through service orders, regulations and internal procedures, which are issued or modified periodically and constitute the reference for the Company's operations.

Advanced Jet Training's current Internal Control System, defined as a process implemented by the Company in order to manage and monitor the main risks and allow for the proper and correct management of the company, must guarantee the achievement of the following objectives:

- **each operation, transaction, action must be verifiable, documented, consistent and appropriate:** each operation must be supported by adequate documentation on which the corporate Organizational Units in charge can proceed at any time to carry out checks that certify the

characteristics and motivations of the operation and identify who authorized, carried out, recorded and verified the operation itself;

- **no one can autonomously manage an entire process:** the Internal Control System operating in the company must guarantee the application of the principle of segregation of duties, whereby the authorization to perform an operation must be under the responsibility of a person other than the person who accounts for, operationally performs or controls the operation. Furthermore, the Internal Control System provides that: (i) no one is granted unlimited powers; (ii) powers and responsibilities are clearly defined and known within the organisation; (iii) authorization and signatory powers are consistent with assigned organizational responsibilities;
- **documentation of controls:** the performance of controls, including supervisory ones, carried out consistently with the assigned responsibilities, must always be documented (possibly also through the drafting of appropriate minutes).

The bodies in charge of supervising the Internal Control System and monitoring activities are, each within their respective competences:

- the Board of Directors;
- the Single Statutory Auditor;
- the Auditing Company;
- the Supervisory Board.

In an efficient and effective Internal Control and Risk Management System, the correct definition of tasks and responsibilities, the separation of roles with a coherent set-up of operational proxies, the traceability of acts and operations, the reliability of financial information, and compliance with laws, regulations and internal procedures are of particular relevance.

The system of delegated and proxy powers must, in fact, be characterized by elements that are useful for the prevention of offences (in particular, traceability and transparency of sensitive operations) and, at the same time, allow for the efficient management of corporate activities.

Moreover, the powers to operate and the related responsibilities within the corporate structure are defined on the basis of service orders and internal regulations.

In order to survey and analyze in detail the existing Internal Control System to monitor possible risks, highlighted in the mapping of activities at risk of offences, and, also, to assess the capacity of the System itself to meet the requirements imposed by Legislative Decree 231/2001, the Company carried out an analysis of the organizational and control structures in place in the areas at risk, with the aim of assessing their capacity to prevent or identify risk situations.

## **2.7 Mapping of activities at risk of offences**

Legislative Decree 231/2001 expressly requires, in Art. 6, paragraph 2, letter a), the Organisation, Management and Control Model of the Company to identify the company's activities within which the offences included in the Decree may potentially be committed. As a result, with the support of an external consultant, the Company conducted a detailed analysis of its business activities.

As part of this process, the Company first of all analyzed its organizational structure, represented in the organizational chart, which identifies the company's Departments and Functions as well as the relative roles and hierarchies.

Subsequently, the Company analyzed its business activities on the basis of information gathered from the function Directors and the top management who, due to their roles, have the broadest and deepest awareness of the operations of the company area for which they are responsible. In particular, the activities at risk within company processes were identified on the basis of a preliminary analysis of:

- the Organizational Chart, which highlights the hierarchical and functional lines of reporting;
- the company's regulations (i.e., procedures, organizational provisions) and the general system of controls;
- the system of powers and delegations;
- the indications set forth in the Confindustria Guidelines updated in June 2021.

The results of the activity described above were collected in a descriptive document (the "*Matrix of Activities at Risk of Offences*"), which illustrates in

detail the risk profiles of commission of the offences referred to by Legislative Decree 231/2001, within the scope of Advanced Jet Training's own activities. In particular, the "Matrix of Activities at Risk of Offences" shows the sensitive processes and corporate activities potentially associated with the offences whose commission is considered possible, examples of possible methods and purposes for the commission of such offences.

This document is kept at the Company's registered office, making it available for consultation by directors, auditors, the Supervisory Board and anyone who is entitled to view it.

### 3. SUPERVISORY BODY

#### 3.1 Composition and requirements of the Supervisory Body

In order for the Company to be exonerated from the responsibility consequent to the commission of the offenses provided for by Legislative Decree 231/2001, a Supervisory Body (hereinafter also the "SB" or "the Body") has been established, with a resolution of the Board of Administration, endowed with autonomous powers of initiative and control, to which it has entrusted the task of controlling the functioning, observance and updating of the Model.

The requirements that this control body must meet for the effective performance of the aforementioned functions are:

- **autonomy and independence**: the Supervisory Body must be devoid of operational tasks and must only have staff relations with the company's operational top management; it is therefore necessary to give it both an autonomous power of control - suitable for exercising the supervisory function on the functioning and observance of the Model - and an autonomous power of initiative to guarantee the updating of the Model;
- **professionalism in carrying out its institutional tasks**: the members of the aforementioned body must have specific knowledge in relation to the techniques useful for preventing the commission of crimes, to discover those already committed and identify the causes, as well as to verify compliance with the Model by of the members of the company organization;
- **continuity of action**: this requirement entails, among other things, a periodic presence of the Supervisory Body in the company, without access restrictions.

In order to enhance the dialectic and independence of the function, the Supervisory Body is composed of three members, two of which - external - appointed by the Board of Directors on indication of the Shareholders and one - internal - appointed by the Board of Directors.

The members of the Supervisory Body:

- a) must not have commercial relations with the Company that imply, with reference to the areas of competence of the Supervisory Body, potential conflicts of interest;

- b) must not have any family relationship with the Shareholders or Directors capable of reducing their autonomy of judgment;
- c) must not be linked in any way, for any reason, to the Company itself by ties of dependence or subordination, nor have any connection with companies or consultants who work for the company.

Anyone with valid and recognized experience in legal, economic or business management issues, which together guarantee characteristics of autonomy, independence, professionalism and continuity of action can be part of the SB.

The SB then proceeded, at the time of its establishment, to define the specific rules of its operation in relation to the performance of the activities within its competence by adopting a specific "SB Regulations".

The SB is accountable for its activities directly to the Company's Board of Directors.

### **3.2 Term of office, ineligibility, forfeiture, renounce and removal**

The Supervisory Body is established by resolution of the Board of Directors. The term of office is three years and may be renewed.

The duration of the appointment, once expired, is in any case inclusive of the extension period until the appointment of the new Body.

The following are causes of ineligibility and/or forfeiture of the SB and its components:

- the presence of one of the circumstances referred to in art. 2382 of the Italian Civil Code;
- the conviction, even with a sentence that has not become final, or the application of a penalty on request (so-called "plea bargain"), in Italy or abroad, for having committed one of the crimes provided for in the Decree;
- the sentence, even with a sentence that has not become final, or "plea bargain", to a penalty that imports even temporary interdiction, from public offices, or temporary interdiction from the management offices of legal persons and companies.

In case of particular gravity, even before the ruling, the Board of Directors may order – having heard the opinion of the Single Statutory Auditor – the

suspension of the powers of the individual member and the possible appointment of a subject *ad interim*.

Further causes of ineligibility and forfeiture of the SB are:

- have conflicts of interest, including potential ones, with the Company or with associated companies that compromise its independence;
- have acted as executive director, in the three years prior to his appointment as a member of the SB, in companies subject to bankruptcy, compulsory liquidation or equivalent procedures;
- have carried out public employment functions in central or local administrations in the three years prior to their appointment as a member of the Supervisory Body;
- have been convicted of non-culpable crimes.

Furthermore, the following cannot be members of the Supervisory Body:

- the members of the Board of Directors and the Independent Auditors or the auditors appointed by it;
- the spouse or in any case anyone who has a family or affinity relationship within the 4th degree, of cohabitation in *more uxorio*, or relationships of persons who fall within the emotional sphere, with: (a) members of the Board of Directors, (b) subjects who hold functions of representation, administration or management of the Company or of its organizational structure with financial and functional autonomy, (c) persons who exercise, even de facto, the management and control of the Company, statutory auditors of the Company and the independent auditors as well as other subjects indicated by law.

The reasons mentioned above also constitute just cause for the revocation of the members of the SB.

The member of the Supervisory Body must issue, at the beginning of the mandate, a declaration of non-existence of causes of non-transferability and incompatibility as governed by Law 190/2012 and DGR 49/2016 and as set out in the specific procedure adopted by the Company for the management of declarations of non-transferability and incompatibility.

Should any of the aforementioned reasons for ineligibility and/or forfeiture occur during the course of the assignment, the member of the Supervisory

Body must immediately notify the Chief Executive Officer and will automatically lose office. The Chief Executive Officer will formulate the proposal to replace the SB member to the Board of Directors.

The Board of Directors may revoke the member of the Supervisory Body at any time but only for just cause by means of a Board resolution, having heard the opinion of the Board of Statutory Auditors, as well as provide, with a reasoned act, for the suspension of the functions and/or powers of the SB and the appointment of an interim or the revocation of powers.

The following constitute just cause for revocation of components:

- the ascertainment of a serious failure by the Supervisory Body in the performance of its tasks;
- failure to notify the Board of Directors of a conflict of interest, even a potential one, that prevents the maintenance of the role of member of the SB itself;
- the sentence of condemnation of the Company, which has become final, or a plea bargaining sentence, where the documents show the omission or insufficient supervision by the Supervisory Body;
- the violation of confidentiality obligations with regard to news and information acquired in the exercise of the functions of the Supervisory Body;
- a condemnation measure, even if not final judgment, or application of the penalty on request (so-called "plea bargain"), in Italy or abroad, for violations relevant to the administrative liability of entities pursuant to Legislative Decree 231/2001;
- a sentence, even if not final judgment, or sentence of "plea bargain" to a penalty that imports the interdiction, even temporary, from public offices, or the temporary interdiction from the management offices of legal persons and companies;
- for the member linked to the Company by an employment relationship, the starting of disciplinary proceedings for facts from which the sanction of dismissal may arise.

If the revocation takes place without just cause, the revoked component will have the right to request to be immediately reinstated in office.

The member may withdraw from the appointment at any time with at least 30 days' written notice, to be communicated to the Directors by registered letter with return receipt; the Board of Directors shall appoint the new member during the first meeting of the Board itself, and in any case within 60 days from the date of termination of the withdrawn member.

The termination of office of the SB member entails the appointment, by the Board of Directors, of the new member of the SB.

The member of the SB loses his office on the expiry date set in the relevant act of appointment, while continuing to carry out "ad interim" their functions until the appointment of the new member of the SB and the same has actually assumed the office.

### **3.3 Powers and Functions**

The Supervisory Board is entrusted with the task of monitoring compliance with the provisions of the Model, as well as the actual effectiveness and capacity of the Model to prevent the commission of the offences referred to in the Decree.

The functions carried out by this Body can be summarized as follows:

- monitor the distribution within the Society of knowledge, understanding and observance of the Model;
- supervise the validity and adequacy of the Model, i.e., its effective ability to prevent the conduct sanctioned by the Decree;
- supervise the implementation of the Model in the areas of activity potentially at risk of crime;
- report to the Board of Directors of the Company the opportunity to update the Model, if there are needs to adapt in relation to changed corporate and/or regulatory conditions.

From an operational point of view, the Supervisory Body is entrusted with the following tasks:

- verify that the organizational, management and control protocols defined in the Model are actually applied;
- collect, process and store information from the various corporate Organizational Units and relevant to compliance with the Model;

- collect, store and evaluate reports of any violations of the Model;
- carry out internal investigations following reports of possible violations of this Model, prepare a report on the activities carried out and propose to the HR Organizational Unit the adoption of disciplinary sanctions against the Company's personnel if a violation of the Model is ascertained;
- immediately report to the Board of Directors any violations of the Model by the Company's directors or by senior figures of the same;
- immediately report to the Board of Statutory Auditors any violations of the Model by the entire Board of Directors, where justified.

The Supervisory Body, in performing its functions:

- acts in full autonomy and the activities carried out cannot be syndicated by any other body or company structure;
- has unrestricted access to company information for investigation, analysis and control activities;
- has the right to avail itself of the assistance of all the functions of the Company, as well as of specific external consultants.

The Supervisory Body is also attributed autonomous spending powers that provide for the use of a budget annual approved by resolution of the Board of Directors of the Company on the proposal of the Supervisory Body itself.

The Body independently decides on the expenses to be incurred in compliance with the company's signature powers and, in the event of expenses exceeding the budget, must be authorized by the Board of Directors.

### **3.4 Meetings of the Supervisory Body and collection and storage of documentation**

The Body implements the necessary activities for the performance of its functions on a regular basis. The Board of Directors and the Single Statutory Auditor may at any time request a meeting with the Body and, in turn, the SB has the right to request the convocation of the aforementioned corporate bodies for matters concerning the functioning and effective implementation of the Model or in relation to specific situations.

Meetings and gatherings of the Supervisory Board are recorded, signed and kept by the Board in its archives. All material concerning the Model, such as information, reports, etc., are kept by the Supervisory Board in a dedicated digital and/or physical archive.

### **3.5 Confidentiality**

The Supervisory Body, the members of the company Organizational Units, as well as the external consultants that the Body may use, are bound to secrecy with regard to the news and information acquired in the exercise of their functions, without prejudice to the information obligations expressly provided for by the Law and / or by this Model.

It is also ensured that the use of the aforementioned information and news takes place exclusively for the purposes indicated by art. 6 of Legislative Decree 231. In any case, any information held by the members of the Body, the members of the company's technical structures and external consultants is treated in accordance with current legislation on the subject and, in particular, in accordance with the Data Protection Act, Legislative Decree no. 196 of 30 June 2003, supplemented with the amendments referred to in Legislative Decree No. 101 of 10 August 2018.

### **3.6 Remuneration**

The Board of Directors, by appointing the members of the Supervisory Body, determines the relevant remuneration.

The remuneration of the members of the Supervisory Body, both internal and external to the Company, does not constitute a conflict of interest.

### **3.7 Information flows**

Legislative Decree 231/2001 states, among the requirements that the Model must satisfy, the establishment of specific information obligations towards the Supervisory Body by the Company, aimed at allowing the SB itself to carry out its supervisory and verification activities.

All Addressees of the Model must inform the Body of any information relating to conduct that may constitute violation of the provisions of the Decree and/or the Model and/or the Code of Ethics.

As required by the Confindustria Guidelines and best practices, information flows towards the Supervisory Body are divided in:

- Information flows *ad hoc*;
- reports;
- periodic information.

### **3.7.1 Information flows to the SB**

Information, data, news and documents that constitute derogations and/or exceptions to company procedures, previously identified by the Supervisory Body and formally requested by the individual Departments/Functions must be communicated to the Supervisory Body according to the methods and timing defined by the SB itself (so-called information flows).

In addition, the Supervisory Body must be informed by the Addressees of the Model about events that could give rise to Advanced Jet Training liability, pursuant to Legislative Decree no. 231/2001.

Obligations to provide information on any conduct violating the provisions contained in the Model are, in fact, part of the broader duty of diligence and duty of loyalty of the employee referred to in Articles 2104 and 2105 of the Italian Civil Code.

The whistleblowers in good faith are guaranteed against any form of retaliation, discrimination or penalization and in any case the confidentiality of the identity of the whistleblower will be ensured, without prejudice to legal obligations and the protection of the rights of the company or of persons wrongly accused or in bad faith.

### **3.7.2 Information flows by the SB**

The SB reports the results of its activity to the *Managing Director*, to the Board of Directors, to the Single Statutory Auditor, transmitting at least annually a written report on the activities and controls carried out concerning the operation and implementation of the Model, reporting any deficiency or violation found, it being understood that any repeated and particularly serious violations must be promptly communicated, suggesting all the appropriate corrective actions to be taken.

This report also includes proposals to update the Model, where there is a need to update it in relation to changed business conditions or changes in the regulatory framework.

#### **4. Whistleblowing**

With the term whistleblowing, it is meant the employee's reporting of any irregularities or violations committed within the Entity. Whistleblowing helps to bring to light and, therefore, prevent situations of risk of the commission of possible crimes.

Whistleblowing is the procedure designed to encourage reporting and protect the whistleblower from retaliation.

Whistleblowing Law No. 179/2017 has introduced into the Italian legal system a set of regulations to protect with greater intensity the authors of reports of wrongdoings and/or irregularities committed within the Company while incentivizing the use of the instrument of whistleblowing. In addition, on March 15, 2023, Legislative Decree No. 24 of March 10, 2023, was published in the Official Gazette, which amended Article 6 of Legislative Decree No. 231/2001, providing in Paragraph 2 bis that the Organization, Management and Control Models provide for internal reporting channels for the following violations:

- violations of national regulatory provisions, which include illegal conduct pursuant to Legislative Decree 231/2001 and violations of the Organization and Management Model pursuant to Legislative Decree 231/2001;
- Violations of European regulations, which include specifically:
- offenses committed in violation of the legislation of the European Union and the national provisions implementing it;
- acts or omissions affecting the financial interests of the European Union;
- acts or omissions affecting the internal market;
- acts or omissions that nullify the object or purpose of the provisions of the European Union in the areas mentioned in previous points.

The Decree also abolished paragraphs 2-ter and 2-quater of the same Article 6 D. Lgs.231/2001.

In detail, Legislative Decree No. 24 of March 10, 2023, has introduced new provisions regarding the protection of individuals who report violations of Union law and national regulatory provisions by laying out, specifically:

- the requirement to activate reporting channels that guarantee, even through the use of encryption tools, the confidentiality of the identity of the reporting party, the individual involved and the individual in any case mentioned in the report, as well as the content of the report and related documentation;
- the need to entrust the management of the internal reporting channel to a dedicated independent internal person or office with specifically trained personnel for the management of the reporting channel, or to an independent external entity with specifically trained personnel;
- specific manner in which reports are carried out:
  - in written form, including by computer means,
  - in an oral form, through telephone lines or voice messaging systems, or at the request of the reporting person, through a face-to-face meeting set within a reasonable amount of time.

Anonymous reports are taken into consideration only if they are timely, substantiated and supported by appropriate documentation. In the case of anonymous reports in which the reporting party is subsequently identified, the reporting party shall benefit from the same guarantees given to Whistleblowers who immediately reveal their identity.

The Company guarantees the protection of whistleblowers against any form, direct or indirect, of retaliation, discrimination, or penalization (application of sanctions, de-tasking, dismissal, transfer or submission to any other organizational measure having direct or indirect negative effects on working conditions) for reasons related, directly or indirectly, to the report.

Acts taken in violation of the prohibition against retaliation are to be considered null and void.

The Decree also identifies as deserving of protection not only those individuals who report conduct that could integrate the commission of one or more relevant crimes under Legislative Decree 231/2001 or constitute a violation of the 231 Model, but also those who report violations of national or European regulations relating to the areas specifically indicated in Article 2 of Legislative Decree 24/2023.

Specifically, Article 3 of Legislative Decree 24/2023 stipulates that the protective measures also extend to:

- to self-employed workers, as well as holders of a collaborative relationship, who carry out their work activities at entities in the public or private sector;
- to workers or contractors, who carry out their work activities with entities in the public or private sector that provide goods or services or perform works for third parties;
- to freelancers and consultants, who perform their activities at entities in the public or private sector;
- to paid and unpaid volunteers and trainees working in the public or private sector;
- to shareholders and individuals with functions of administration, management, control, supervision or representation, including when such functions are exercised on a de facto basis, at entities in the public or private sector;
- to facilitators, i.e., those who provide assistance to the worker in the reporting process;
- to individuals in the same work environment as the reporting party or the individual who has filed a complaint with the judicial or accounting authorities or the individual who has made a public disclosure and who are related to them by a stable emotional or kinship relationship up to the fourth degree;
- to co-workers of the whistleblower who work in the same workplace as the whistleblower and who have a regular and current relationship with such person;
- to entities owned by the whistleblower or for which the same individuals work, as well as entities that work in the same work environment as the above-mentioned individuals.

#### **4.1.1 Reporting channels**

Regarding whistleblowing, Leonardo CAE has adopted a special corporate procedure, "Whistleblowing Procedure - management of reports," on how to manage reports in order to improve the effectiveness of the tool and enable

more effective management of reports received, to which reference should be made for anything not provided for in this paragraph.

The above mentioned procedure provides operational guidance on the subject, content, recipients, and methods of transmission of reports and makes explicit the safeguards and protection granted to the whistleblower under the law.

The Company has prepared and made known to all Recipients of this Model, communication channels through which any whistleblowing reports may be sent.

Internal Whistleblowing can be made, at the discretion of the whistleblower, through **the analog written manner or through the oral manner**.

#### Analogue written manner

In detail, the reporter will have to place the report inside a sealed envelope, following the instructions below:

1. First Envelope: must contain the identifying data of the reporter along with a photocopy of the ID;
2. Second Envelope: must contain the Whistleblowing report. This ensures the separation of the whistleblower's identifying data and the facts alleged in the report;
3. Third envelope: the first and second envelopes must be placed inside this third envelope, which will be sealed and marked "*confidential to the reporting manager*."

The above mentioned manner ensures the confidentiality of the identity of the Reporting Party, the person involved and the person in any case mentioned in the Reporting, as well as the topic of the Reporting and its envelopes, and also ensures proper filing of the Reporting.

The envelope shall be:

- Delivered to the Whistleblowing Committee of Leonardo CAE Advanced Jet Training S.r.l..
- Sent to the attention of the Whistleblowing Committee of Leonardo CAE Advanced Jet Training S.r.l.. c/o Leonardo CAE Advanced Jet Training S.r.l. - Decimomannu Military Airport, SS 196 km 4, 09034 Villasor (SU) - Italy

### Oral manner

The Whistleblower can also submit a Report through the oral manner:

- Through a dedicated telephone line +39 3386791998
- At the request of the Whistleblower, **through a face-to-face meeting** with the presence of at least 2 members of the Whistleblowing Committee which must be set by the Committee within a reasonable period of time not exceeding 15 days. In this case, the Whistleblowing, subject to the consent of the reporting person, shall be documented through a recording on a device suitable for storage and listening. In the event that the recording cannot be made (e.g., because the reporting party has not given consent or there is no computer equipment suitable for recording), a minute must be drawn up, which shall also be signed by the Reporting Party, in addition to the one of the Reporting Manager. A copy of the minute must be given to the Whistleblower.

Confidentiality is guaranteed regardless the manner of submission of the report used by the Whistleblower.

## 5. 5. DISCIPLINARY AND SANCTIONS SYSTEM

### 5.1 General principles

The definition of a penalty system, applicable in the case of the violation of the provisions of this Model, constitutes a necessary condition to guarantee the effective implementation of the Model itself, as well as a necessary prerequisite to allow the Company to benefit from the exemption from administrative liability.

Disciplinary sanctions may be applied irrespective of any criminal conviction of an employee, executive or top manager or the initiation of criminal proceedings and even the commission of a relevant offence pursuant to Legislative Decree 231/2001.

For the purposes of applying the disciplinary system, any action or behavior, even of an omissive nature, carried out in violation of the rules contained in this Organization, Management and Control Model constitutes "relevant conduct", which determines the application of any sanctions.

The application of disciplinary sanctions shall be inspired by the principle of proportionality and gradualness and, in particular, the objective and subjective aspects of the relevant conduct shall be considered in identifying the related sanction.

In particular, under the objective profile and in terms of gradualness, account shall be taken of the:

- violations of the Model that did not involve exposure to risk or resulted in modest exposure to risk;
- violations of the Model that have resulted in an appreciable or significant exposure to risk;
- violations of the Model that have integrated a fact of criminal importance.

Relevant conduct assumes greater or lesser gravity in relation to the circumstances in which the breach has been committed and to the following subjective aspects:

- commission of multiple violations with the same behavior;
- recidivism of the agent;

- level of hierarchical and/or technical responsibility of the subject to which the disputed conduct relates;
- sharing of responsibility with the other subjects involved in the violation of the procedure.

The penalty procedure is in any event under the responsibility of the competent function and/or corporate bodies.

## **5.2 Penalties for non-executive employees**

In relation to its employees, the Company must comply with the limits set out in Article 7 of the Workers' Statute and the provisions contained in the National Collective Labor Agreement with regard to both the sanctions that may be imposed and the manner of exercising disciplinary power.

Employee non-compliance with the provisions of the Model and/or the Code of Ethics and all documentation of which it consists, constitutes a breach of the obligations deriving from the employment relationship pursuant to Art. 2104 of the Italian Civil Code and a disciplinary offence.

More specifically, the adoption by a Company employee of behavior that may be qualified as a disciplinary offence on the basis of what is specified in the previous paragraph also constitutes a violation of the worker's obligation to carry out the assigned duties with the utmost diligence, in line with the directives of the Company, as set forth in the applicable national collective labor agreement in force.

Upon being informed of a breach of the Model, disciplinary action shall be taken to ascertain the breach. In particular, in the investigation phase, the employee will be notified in advance of the charge and will also be granted a reasonable period to reply. Once the violation has been ascertained, a disciplinary sanction proportionate to the seriousness of the violation committed will be imposed on the perpetrator.

Employees may be subject to the penalties laid out in the applicable national collective labor agreement, some examples of which are reported below:

- verbal reprimand;
- written admonishment;
- fine to an extent not exceeding 3 hours of wages;

- suspension from work and from pay for up to 3 business days;
- disciplinary dismissal.

With respect to the criteria of correlation between the violations and the disciplinary measures, please note that:

- conservative disciplinary measures are applied to employees who:
  - violate the provisions set forth in the Model and in all of the documentation of which it consists, or adopt, in the performance of activities in areas at risk, conduct not compliant with the requirements contained in the Model itself, with this behavior being recognized as the failure to execute orders given by the Company;
- on the other hand, disciplinary measures involving termination are applied to employees who:
  - adopt, in the performance of activities in areas at risk, conduct not compliant with the provisions contained in the Model and in the documentation of which it consists, with this behavior being recognized as a lack of discipline and diligence in fulfilling contractual obligations so serious that it jeopardizes the Company's trust in the employee;
  - adopt, in carrying out activities associated with areas at risk, conduct that is clearly in conflict with the provisions contained in the Model and in the documentation of which it consists, such so as to determine the actual application against the Company of the measures laid out in Legislative Decree 231/2001, with such behavior constituting a deed provoking serious moral and material harm to the Company which does not allow for the continuation of the relationship, even temporarily.

The Company shall not adopt any disciplinary measure against employees without complying with the procedures established in the applicable national collective labor agreement for the individual cases.

The principles of correlation and proportionality between the violation committed and the penalty imposed are guaranteed by compliance with the following criteria:

- severity of the violation committed;
- job, role, responsibility and autonomy of the employee;

- predictability of the event;
- intentionality of the conduct or degree of negligence, imprudence or lack of skill;
- overall conduct of the perpetrator of the violation, with regard to the existence or otherwise of previous disciplinary actions within the terms laid out in the applicable national collective labor agreement;
- other particular circumstances characterizing the violation.
- It is agreed that all provisions and guarantees set forth in the national collective labor agreements on disciplinary proceedings shall be followed; in particular the following shall be respected:
  - the obligation – in relation to the application of disciplinary measures more serious than verbal reprimand – of first sending a written report of the charge to the employee with an indication of the facts constituting the infraction and providing the term of 5 days from receipt of the report within which the employee may submit his or her justifications and may be heard with respect to his or her defense;
  - the obligation of not adopting the disciplinary measure before the minimum term of five (5) days has elapsed, as set forth in Art. 7 of the Statute of workers' rights and the national collective labor agreements applied, from when the charge is made in writing;
  - the obligation of communication of the adoption of the disciplinary measure in writing within no more than the maximum terms laid out in the respective national collective labor agreement from the end of the term assigned to the employee for the submission of his or her justifications. Otherwise, the justifications shall be deemed accepted.

The existence of a penalty system connected to the failure to comply with the provisions set forth in the Model and in the documentation of which it consists, must necessarily be disclosed to employees through the means deemed most suitable by the Company.

In addition, the Company is entitled to request compensation for damages deriving from an employee's violation of the Model. Any compensation for damages requested shall be commensurate with:

- the level of responsibility and autonomy of the employee who perpetrated the disciplinary offence;

- any existence of previous disciplinary actions against the employee;
- the degree of intentionality of his or her behavior;
- the severity of the effects of the behavior, i.e., the level of risk which the Company reasonably believes it incurs.

### **5.3 Penalties for employees classified as executives**

The violations, by executives, of the internal procedures provided for by this Model or the adoption, in the performance of activities in the areas at risk, of a conduct that does not comply with the prescriptions of the Model are detailed below; by way of example and not exhaustively, some cases of relevant conduct are listed below:

- failure to respect the principles and protocols laid out in the Model;
- failure to record or untrue recording of the activities carried out in terms of methods of documentation, storage and control of the deeds relating to company protocols so as to prevent the transparency and verifiability of such activities;
- violation and/or evasion of the control system carried out by removing, destroying or altering the documentation required by company procedures or preventing the parties in charge and the Supervisory Body from checking or accessing required information and documentation;
- violations of provisions relating to signing powers and the system of delegations, with the exception of cases of extreme necessity and urgency, of which the hierarchical superior must be promptly informed;
- a lack of supervision, control and surveillance by hierarchical superiors over their subordinates with respect to the proper and effective application of the principles laid out in the Model;
- violation of the obligation to notify the Supervisory Body and/or the direct hierarchical superior regarding any violations of the Model by other Addressees of this Disciplinary System or of which in any event they have direct and certain evidence;
- if applicable, a lack of training and/or updating and/or communication for personnel operating within processes governed by company protocols relating to sensitive areas.

In the event of the violation of the procedures laid out in the Organisation, Management and Control Model, the penalties established in the applicable national collective labor agreement shall apply, on the basis of a judgement of the severity of the infraction and the adequacy of the penalty.

In the event of serious violations, the Company may proceed with early termination of the employment contract without prior notice pursuant to and in accordance with Art. 2119 of the Italian Civil Code.

#### **5.4 Measures against Directors**

In the case of a confirmed violation of the provisions of the Model, including the documentation of which it consists, by one or more directors, the Supervisory Body shall promptly inform the entire Board of Directors and the Single Statutory Auditor so that they may take or promote the most appropriate and adequate initiatives, in relation to the severity of the violation identified and in compliance with the powers laid out in regulations in force and in the articles of association.

In the event of an ascertained violation of the provisions of the Model by the entire Board of Directors, including the documentation that forms part of it, the Supervisory Board shall immediately inform the Single Statutory Auditor, so that he may promote the consequent initiatives.

In particular, in the case of the violation of the provisions of the Model, including those of the documentation of which it consists, by one or more directors, the Board of Directors may, based on the extent and severity of the violation committed, directly impose the penalty of written formal reprimand or removal, including partial, of delegated powers and powers of attorney granted in the most serious cases in which the Company's faith in this person is jeopardized.

In the case of violations of the provisions of the Model, including those of the documentation of which it consists, by one or more directors, intended unambiguously to facilitate or instigate the commission of a relevant offence pursuant to Legislative Decree 231/2001 or to commit it, the penalty measures (for example but not limited to temporary suspension from office and, in the most serious cases, removal from office) must be adopted by the Shareholders' Meeting at the proposal of the Board of Directors or the Single Statutory Auditor.

## **5.5 Measures against the top management**

In any case, even the violation of the specific obligation of supervision over subordinates borne by the top management shall result in the Company taking the penalty measures deemed most appropriate in relation to the nature and severity of the violation committed as well as the position of the top manager who committed the violation.

The prerequisites for the application of penalties include, but are not limited to, the following types of conduct:

- failure to respect the principles and protocols laid out in the Model;
- violation and/or evasion of the control system carried out by removing, distributing or altering the documentation required by company protocols or preventing the parties in charge and the Supervisory Body from checking or accessing required information and documentation;
- violation of the obligation of disclosure to the Supervisory Body and/or to any superior concerning conduct intended to commit a crime or an administrative offence included amongst those laid out in the Decree.

In any case, even the violation of the specific obligation of supervision over subordinates borne by the top management shall result in the Company taking the penalty measures deemed most appropriate in relation to the nature and severity of the violation committed as well as the position of the top manager who committed the violation.

## **5.6 Measures against Auditors**

In the event of an ascertained breach of the provisions of the Model by the Single Statutory Auditor, the Board of Directors shall inform the Shareholders' Meeting for the measures within its competence. In the event of violations such as to constitute just cause for revocation, the Board of Directors shall propose to the Shareholders' Meeting the adoption of the relevant measures and take the further steps required by law.

## **6. STAFF TRAINING AND MODEL DIFFUSION IN THE COMPANY CONTEXT AND OUTSIDE THE COMPANY**

The Company, aware of the importance that the training and information aspects assume in a perspective of prevention, defines a communication and training program aimed at ensuring the disclosure to all Addressees of the main contents of the Decree and the obligations deriving from it, as well as the provisions of the Model.

Training and communication are central tools in the diffusion of the Model and Code of Ethics that the company has adopted, constituting an essential vehicle of the regulatory system that all employees are required to know, observe and implement in the exercise of their respective functions.

To this end, information and training activities for staff are organized by providing different levels of in-depth analysis due to the different degree of involvement of personnel in activities at risk-crime. In any case, the training activity aimed at spreading knowledge of Legislative Decree 231/2001 and the requirements of the Model, is differentiated in content and methods of diffusion according to the qualification of the Addressees, the level of risk of the area in which they operate and whether or not they hold functions of representation and management of the Company.

The training activity involves all the staff in force, as well as all the resources that may be included in the company organization in the future. In this regard, the related training activities will be planned and concretely carried out both at the time of recruitment and on the occasion of any changes in duties, as well as following updates or changes to the Model.

With regard to the diffusion of the Model in the corporate context, the Company undertakes to carry out the following communication activities:

- during the recruitment phase, the HR Unit promotes, towards new hires, the information relating to Model 231 prepared pursuant to Legislative Decree 231/2001 and the Code of Ethics, delivering both documents on the first day of work;
- possibility of access to a large section of the company intranet specifically dedicated to Model 231 and the Code of Ethics;
- posting on the bulletin boards a copy of Model 231 and a copy of the Code of Ethics, in order to ensure its widest dissemination to all employees.

Communication is also implemented through the appropriate organizational tools to ensure capillary, effective, authoritative communication (i.e., issued at an adequate level), clear and detailed, periodically updated and repeated.

The courses are mandatory and the HR Unit tracks and records the participation in the training courses by the staff. The general documentation - relating to information and training activities - will be kept by the HR Unit and made available for consultation by the Supervisory Body and any person entitled to view it.

The Company also promotes the knowledge and observance of the Code of Ethics and Model 231 also among commercial and financial partners, consultants, collaborators in various capacities, customers and suppliers to whom both documents are made available through online consultation on the Company's website.

# **SPECIAL PART "A"**

Crimes against the public administration  
(Art. 24 e Art. 25)

## **SPECIAL PART "A" – CRIMES AGAINST THE PUBLIC ADMINISTRATION (ART. 24 E ART. 25)**

### **1. Offences applicable to the Company**

This Special Part "A" refers to crimes against the Public Administration, referred to in Articles. 24 and 25 of Legislative Decree no. 231/2001 and, in particular, reports the individual types of crime considered relevant for the administrative liability of Leonardo CAE Advanced Jet Training S.r.l, even if prudentially. It also identifies the so-called "sensitive" activities (those where it is theoretically possible to commit the crime and which have been identified in the context of the "*Matrix of Activities at Risk of Offences*") specifying the principles of conduct and operational control measures for the organization, conduct and management of operations carried out as part of the aforementioned "sensitive" activities".

A precise definition of the concept of Public Administration is essential to identify which are the subjects qualified as "active subjects" in the crimes indicated in Legislative Decree 231/2001 and object of this analysis, or what is the qualification of those subjects who, with reference to the scope relating to this Special Part, is necessary to integrate the criminal offenses provided for in this special part. There are three macro-categories related to the Public Administration: Bodies / Institutions, Public Officials and Persons in charge of a Public Service.

By way of example and not exhaustively, the following entities or categories of entities may be indicated as subjects of the Public Administration: Constitutional bodies and bodies of constitutional importance; Regions; Provinces; Communes; Armed Forces and Police; Authorities, Committees, Commissions; Public Service Bodies; all equivalent bodies or categories of entities belonging to foreign countries.

Without prejudice to the purely illustrative nature of the Public Bodies listed above, it should be noted that not all the natural persons acting in the sphere of and in relation to the aforementioned Bodies are persons in respect of whom, or through whom, the criminal offences under Legislative Decree No. 231/2001 are committed. In particular, the figures that are relevant for this purpose are only those of Public Officials and Persons in Charge of a Public Service.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

***Art. 24 – Misappropriation of funds, fraud to the detriment of the State, a public body or the European Union or for the purpose of obtaining public funds, computer fraud to the detriment of the State or a public body and fraud in public procurement***

- **EMBEZZLEMENT TO THE DETRIMENT OF THE STATE (ART. 316-BIS P.C.)**

This offence is committed when, after having received funding or contributions from the Italian State, or other public bodies or the European Union, the sums obtained are not used for the purposes for which they were intended, including with reference to activities in the public interest. Bearing in mind that the moment of commission of the offence coincides with the executive phase, the offence may also occur with reference to funding already obtained in the past and which is not used for the purposes for which it was granted.

- **UNDUE RECEIPT OF FUNDS TO THE DETRIMENT OF THE STATE (ART. 316-TER P.C.)**

This offence occurs in cases where - through the use or presentation of false declarations or documents or through the omission of due information - one obtains, for oneself or for others and without being entitled to do so, contributions, financing, subsidized loans or other disbursements of the same type granted or disbursed by the State, other public bodies or the European Union. In this case, the correct use of the disbursements (as provided for in Article 316-bis) is not relevant, since the offence occurs at the very moment when the funding is unduly obtained. Finally, it should be noted that this offence is residual with respect to Article 640-bis of the Criminal Code, with reference to those cases in which the conduct does not constitute the most serious offence of fraud against the State.

- **FRAUD IN PUBLIC SUPPLIES (ART. 356 P.C.)**

This offence occurs when the Company commits fraud in the performance of supply contracts concluded with the State, with a public body, or with a company exercising public services or services of public

necessity. Both pecuniary and prohibitory sanctions may be applied to the entity. It should be noted that 'supply contract' means any contractual instrument intended to provide the Public Administration with goods or services.

- **FRAUD AGAINST THE STATE OR ANOTHER PUBLIC ENTITY OF THE EUROPEAN UNION (ART. 640, COMMA 2, N.1 P.C.)**

Article 640 of the Italian Penal Code provides for a common offence that may be committed by anyone. The offence consists in procuring for oneself or others an unfair profit to the prejudice of another person, by misleading someone through artifice or deception. In particular, in the case referred to in Article 24 of Legislative Decree no. 231/2001 (i.e., Article 640(2)(1) of the Criminal Code), the facts committed to the detriment of the State or other public body, or the European Union are relevant.

- **AGGRAVATED FRAUD FOR THE PURPOSE OBTAINING PUBLIC FUNDS (ART. 640-BIS P.C.)** (*inserted in a prudential way*)

The offence in question occurs when the acts referred to in Article 640 of the Italian Penal Code concern the obtaining of contributions, financing or other disbursements granted by the State, other public bodies or the European Union.

- **COMPUTER FRAUD TO THE DETRIMENT OF THE STATE AND OTHER PUBLIC BODIES (ART. 640-TER P.C.)**

This offence occurs when, by altering in any way the operation of a computer or telecommunications system or by intervening without right in any manner whatsoever in data, information or programs contained in or pertaining to a computer or telecommunications system, a person obtains an unfair profit for himself or others, to the prejudice of others.

- **DISTURBANCE OF THE FREEDOM OF TENDERS (ART. 353 P.C.)**

This offense occurs when using violence or threats, gifts, promises, collusion, or other fraudulent means to obstruct or disrupt competitive bidding in public auctions or private bidding on behalf of public administrations or to cause the effect of turning away bidders.

- **DISTURBANCE OF THE FREEDOM OF CHOICE OF CONTRACTOR PROCEDURE (ART. 363-BIS, P.C.)**

This offence is committed in the event that by violence or threat, through gifts, promises, collusion or other fraudulent means, the administrative procedure aimed at establishing the content of the call for tenders or other equivalent act is disrupted in order to influence the procedures for the selection of the contractor by the Public Administration.

***Art. 25 – Embezzlement, official misconduct, undue inducement to give or promise benefits, bribery and abuse of office***

- **EXTORTION (ART. 317 P.C.)**

The offence referred to in Article 317 of the Penal Code occurs when a public official or a person in charge of a public service, abusing his position or powers, obliges someone by violence or threat to perform an action that he would not otherwise have performed, placing him in a position of subjugation.

- **CORRUPTION FOR THE EXERCISE OF THE FUNCTION (ART. 318 P.C.)**

The offence referred to in Article 318 of the Penal Code occurs where a public official, in the exercise of his functions or powers, unduly receives, for himself or a third party, money or other benefits or accepts the promise thereof.

- **CORRUPTION FOR AN ACT CONTRARY TO OFFICIAL DUTIES (ART. 319 P.C.)**

The offence referred to in Article 319 of the Penal Code occurs when a public official, in order to omit or delay or to have omitted or delayed an act of his office, or to perform or to have performed an act contrary to his official duties, receives, for himself or for a third party, money or other benefits, or accepts the promise thereof.

- **AGGRAVATING CIRCUMSTANCES (ART. 319-BIS P.C.)**

The punishment shall be increased if the offence referred to in Article 319 relates to the conferment of public employment, salaries, pensions or the conclusion of contracts in which the administration to which the public official belongs is involved, as well as the payment or reimbursement of taxes.

- **CORRUPTION IN LEGAL PROCEEDINGS (ART. 319-TER P.C.)**

This offence occurs when the acts indicated in Articles 318 and 319 of the Penal Code are committed to favor or damage a party in a civil, criminal or administrative trial. The offence of bribery in judicial proceedings may be committed against judges or members of the Arbitration Board competent to rule on litigation/arbitration in the interest of the Entity (including auxiliaries and court-appointed experts), and/or representatives of the Public Administration, when the latter is a party to the litigation, in order to unlawfully obtain favorable judicial and/or extrajudicial decisions.

- **IMPROPER INDUCEMENT TO GIVE OR PROMISE A BENEFIT (319-QUARTER P.C.)**

This offence occurs when a public official or a person in charge of a public service, abusing his position or powers, induces someone to give or promise unduly, to him or to a third party, money or other benefits.

- **CORRUPTION OF A PERSON IN CHARGE OF PUBLIC SERVICE (ART. 320)**

The provisions of Sections 318 and 319 shall also apply to the person in charge of a public service.

In any case, the penalties shall be reduced by no more than one third.

- **PENALTIES FOR THE CORRUPTOR (ART. 321)**

The penalties laid down in the first paragraph of Article 318, Article 319, Article 319-bis, Article 319-ter and Article 320 in relation to the aforesaid cases of Articles 318 and 319 shall also apply to a person who gives or promises to the public official or person in charge of a public service money or other benefits.

- **INSTIGATION TO CORRUPTION (ART. 322 P.C.)**

This offence is committed by anyone who offers, promises money or other benefits not due to a public official or a person in charge of a public service in order to induce him to perform, omit or delay an act of his office, or to perform an act contrary to his duties.

- **PROSECUTION, EXTORTION, UNDUE INDUCEMENT TO GIVE OR PROMISE BENEFITS, CORRUPTION AND INCITEMENT TO CORRUPTION OF MEMBERS OF INTERNATIONAL COURTS OR BODIES**

**OF THE EUROPEAN COMMUNITIES OR OF INTERNATIONAL PARLIAMENTARY ASSEMBLIES OR INTERNATIONAL ORGANIZATIONS AND OFFICIALS OF THE EUROPEAN COMMUNITIES AND FOREIGN STATES (ART. 322-BIS P.C.)**

The provisions of Articles 314, 316, 317 to 320 and 322, third and fourth paragraphs, shall also apply to

1) to members of the Commission of the European Communities, the European Parliament, the Court of Justice and the Court of Auditors of the European Communities;

2) to officials and other servants engaged under contract in accordance with the Staff Regulations of Officials of the European Communities or the Conditions of Employment of Other Servants of the European Communities;

3) to persons seconded by the Member States or by any public or private body to the European Communities, who perform functions corresponding to those of officials or agents of the European Communities

4) to members and employees of bodies established on the basis of the Treaties establishing the European Communities;

5) to persons who, within the framework of other Member States of the European Union, perform functions or activities corresponding to those of public officials and persons in charge of a public service.

5-bis) to judges, the Prosecutor, Assistant Prosecutors, officials and agents of the International Criminal Court, persons seconded by States party to the Treaty establishing the International Criminal Court who perform functions corresponding to those of officials or agents of the Court, members and employees of bodies established on the basis of the Treaty establishing the International Criminal Court.

• **INFLUENCE PEDDLING (ART. 346-BIS P.C.)**

This offence occurs, apart from cases of complicity in the offences referred to in Articles 318, 319, 319-ter and in the bribery offences referred to in Article 322-bis of the Penal Code against any person who, exploiting or boasting existing or alleged relations with a public official or a person in charge of a public service or one of the other persons referred to in Article 322-bis, unduly causes to be given or promised, either to himself

or to others, money or other benefits, as the price of his unlawful mediation towards a public official or a person in charge of a public service or one of the other persons referred to in Article 322-bis, or to remunerate him in connection with the exercise of his functions or powers. The offence also applies to anyone who unduly gives or promises money or other benefits.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of crimes against the Public Administration, are indicated in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "A" are summarized below:

### ***With regard to the crimes provided for by art. 24***

- Management of the public funding achieved, in terms of its use, in terms of compliance with the procedures envisaged for the realization of the project and truthfulness of what was declared in the reporting phase.\*
- Fulfilment of customs requirements in the context of import/export activities of finished products:\*
  - transport declaration (for the calculation of customs duties);
  - Declaration of origin (*extra* EU, Preferential EU, EU);
  - other declarations relating to customs traffic.
- Fulfillment with the competent bodies (INPS, INAIL, ASL, Provincial Directorate of Labor, etc.) in reference to:
  - preparation of complaints relating to the establishment, modification and termination of the employment relationship;
  - lists of active, hired and terminated personnel at INAIL;
  - checks and verifications of compliance with the conditions and conditions laid down by current legislation;
  - preparation and execution of payments to the State or other Public Bodies.
- Compliance with Public Bodies in the context of fulfilling the obligation to employ disabled persons:\*
  - stipulation of an Ordinary or Work Integration Agreement in order to fulfill the obligation to hire disabled people in a gradual and planned manner;

- submission of the statement containing the company's employment situation to the competent offices established at the Employment Offices of each province or Metropolitan City.
- Management of relations with public officials on the occasion of the fulfilments and with Public Supervisory Authorities and Public Bodies and European bodies in case of carrying out practices relating to the issue / renewal / withdrawal / of authorizations and concessions, licenses, permits in general and / or registration in Registers, Lists and Registers (for example Certifying Body, etc.).
- Management of relations with officials of the *Guardia di Finanza*, the *Agenzia delle Entrate* and other competent bodies in tax, fiscal and corporate matters as well as with the Public Security Authority, including during audits, inspections and assessments and management of the relevant communications.
- Request for funding and public contributions: preparation, signing and transmission of the application documentation for obtaining public funding (e.g., administrative documentation required by the call, technical documentation, etc.).\*
- Management of services and the quality of services rendered to Italian or foreign public entities (e.g., Ministry of Defense, Air Force, etc.).
- Management and use of the company's technological infrastructure and information and telematic systems, with particular reference to the activity of transmitting data on computer media to Public Administrations and Authorities.
- Management of sales\*.

***With regard to the crimes provided for by art. 25***

- Management of checks, inspections, controls carried out by the P.A. required by legislative regulations on environmental protection, health and safety at work, also during inspections, with reference to the production site and offices.
- Management of "high profile" institutional relationships with Institutional Bodies and / or Local Authorities (e.g., Air Force, Region,

European Union, Ministries, *Guardia di Finanza*, *Agenzia delle Entrate*, etc.) and other sector bodies.

- Management of relations with public officials (e.g., Military Authority, Ministry of Defense, etc.) during checks possession of licenses and qualifications of personnel (authorized to carry out maintenance on military aircraft) in compliance with the requirements of current legislation and during inspections.
- Management of relations with public officials on the occasion of the fulfillment and any inspections relating to the production and disposal of waste.
- Management of relations with public officials in connection with the fulfilment of obligations and with Public Supervisory Authorities, Public Bodies and European bodies in the case of the performance of practices relating to the issuance/renewal/withdrawal/of authorizations and concessions, licenses, permits in general (e.g., Certifying Body, Directorate of Aeronautical Armaments and Airworthiness - so-called "ARMAEREO", etc.)
- Management of relations with the officials of the *Guardia di Finanza*, the *Agenzia delle Entrate* and other bodies competent in fiscal, tax, corporate and customs matters, also during checks, inspections and assessments (e.g., periodic transmission of the Tax Registry, annual communications and any reports to the *Agenzia delle Entrate*, communication of data for authorization to the customs warehouse
- Management of reports and information directed to the Independent Administrative Authorities (for example Authority for the Protection of Personal Data, Authority for Communications Guarantees), also during checks, inspections and investigations.
- Management of relations with competent officials (INPS, INAIL, ASL, Provincial Directorate of Labor, etc.) for compliance with the obligations provided for by the relevant legislation:
  - preparation of complaints relating to the establishment, modification and termination of the employment relationship;
  - lists of active, hired and terminated personnel at INAIL;
  - checks and verifications of compliance with the conditions and conditions laid down by current legislation;

- preparation and execution of payments to the State or other Public Bodies.
- Management of relations with public officials during checks on compliance with the conditions and conditions required by current legislation for facilitated recruitment (e.g.: training plan, duration, compliance with age limits, etc.). \*
- Management of the fulfillment of relations with the officials of the competent bodies in the field of corporate obligations at the Court, the Chamber of Commerce and the Registry Office.
- Management and recruitment of internal staff, collaborators and consultants.
- Management of purchases of goods and / or services.
- Management of expense reports.
- Management of monetary and financial flows.
- Management of relations with officials of public funding bodies, national and supranational, for the achievement of funding (for example in the field of staff training) at: \*
  - obtaining information related to contract notices;
  - submission of the request;
  - checks and assessments of the correct use of the funding (compliance with the procedures envisaged for the realization of the project and the veracity of what was declared in the reporting phase.
- Management of sponsorships, donations and gifts.\*
- Management of relations with Public Authorities for the performance of import activities of raw materials, semi-finished and finished products (Customs Authorities, Port Authorities), i.e.: \*
  - transport declaration (for customs calculation);
  - declaration of origin (EU, *Extra* EU);
  - other declarations relating to customs traffic also through the use of programs *software* (Intrastat declarations).

- Management of relations with the Judges, with their technical consultants and with their auxiliaries, in the context of judicial proceedings (civil, criminal, administrative) and with reference to the appointment of lawyers and technical consultants of the party.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Section of the Organizational Model pursuant to Legislative Decree No. 231/2001 and the Code of Ethics adopted by the Company, in the performance of the above-mentioned sensitive activities, all the Addressees of the Model are required to observe the following principles of conduct and control in managing relations with Public Officials or Persons in Charge of a Public Service and, more generally, relations with representatives of the Public Administration and Supervisory Authorities.

In general, the Addressees are forbidden to influence the decisions of the Representatives of the Public Administration and of the Supervisory Authorities in an improper and/or unlawful manner. In particular, they are forbidden to:

- engage in conduct integrating the types of offences provided for in Articles 24 and 25 of Legislative Decree No. 231/2001, concerning offences against the public administration presented in Chapter 1 "Offences applicable to the Company" and identified in the "Matrix of Activities at Risk of Offences" (containing the ways in which offences may be committed);
- promise, offer and/or pay to representatives of the Public Administration, even upon induction by the latter and directly or through third parties, sums of money or other utilities in exchange for favor, compensation or other advantages for the Company;
- exploit existing or alleged relations with a representative of the Public Administration, by unduly giving or promising to give to oneself or others money or other benefits as consideration for the unlawful mediation towards the representative of the Public Administration, or to remunerate him/her in relation to the exercise of his/her functions or powers;
- give or promise money or other benefits to third parties so that, in the interest of the Company, they intercede with a representative of the Public Administration or to remunerate the latter in relation to the exercise of his functions or powers;
- facilitate, in the recruitment or purchasing processes, employees and collaborators upon specific notification of the representatives of the

Public Administration, in exchange for favors, rewards or other advantages for themselves and/or the Company;

- grant promises of employment in favor of anyone and, specifically, in favor of, representatives of the Public Administration, their relatives and relatives-in-law or persons reported by them;
- distribute free gifts or presents to representatives of the Italian and foreign Public Administration, unless they are small gifts of modest or symbolic value, and such as not to compromise the integrity and reputation of the parties and cannot be considered as aimed at the improper acquisition of benefits. Any explicit or implicit request for benefits from a public official or a person in charge of a public service, except for gifts for commercial use and of modest value, must be rejected and immediately reported to one's superior;
- resorting to forms of pressure, deception, suggestion or capturing the benevolence of the public official, such as to influence the conclusions of the administrative activity;
- prevent, disrupt or, in general, alter by any means and methods - including violence, threats, gifts, promises, collusion or other fraudulent means - the course of public tenders or private bids on behalf of public Administrations in which the Company participates;
- prevent, disrupt or, in general, alter by any means and methods - including violence, threats, gifts, promises, collusion or other fraudulent means - the progress of public tenders or private bids on behalf of public Administrations called by the Company;
- maintain relations with representatives of the contracting stations or representatives of the Companies participating in the tender or private bidding contrary to the principles of transparency, fairness, ethics and professionalism;
- provide incorrect information to participants in tenders called by the Company;
- turn away bidders of public tenders or private bidding on behalf of public administrations called by the Company or in which the Company participates;

- Producing false documents in the context of the tender procedures by which the Company participates in order to avoid exclusion/achieve the relevant award;
- disturbing the procedure aimed at establishing the content of the tender notice or other equivalent act in order to influence the procedures by which the public administration chooses the contractor;
- omit the control obligations and controls provided for by the Company in the field of the management of financial flows (i.e., limitation of the use of financial resources, joint signature procedure for certain types of operations, express reason for the use of resources, etc.), in compliance with the principles of professional and accounting correctness, in order to steer in one's own favor the decisions on obtaining concessions, licenses and authorizations from the Public Administration;
- obstructing public officials during the performance of inspection activities;
- submitting to national or foreign public bodies untruthful declarations or lacking due information in obtaining public funding and in any case performing any act that may mislead the Public Entity in the granting of allocations or making payments of any kind;
- allocate sums received from national or foreign public bodies by way of a contribution, grant or loan for purposes other than those for which they were intended;
- provide financing Bodies with untrue or incomplete information or circumvent regulatory obligations, i.e., the obligation to act in strict compliance with the law and any applicable regulations at all stages of the process, avoiding any improper conduct, by way of example, in order to obtain the overcoming of constraints or criticalities relating to the granting of the financing, during meetings with officials of financing Bodies during the preliminary investigation.

Relations with the Public Administration as well as with the Judicial Authorities (in the context of proceedings of any kind) are managed exclusively by persons with suitable powers or by those who are formally delegated by them.

With regard to relations with the Independent Administrative Authorities during inspections, with reference to legal obligations (e.g., *Privacy*), please

refer to the principles of conduct indicated in Special Part "D" – Corporate Crimes.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of crimes against the Public Administration, with particular reference to the processes instrumental to the commission of the crimes provided for by Articles 24 and 25:

##### ***Purchases of goods, services and advice***

- annual definition and approval of a budget and strategic plans of the Company. Any relative changes to them are submitted to the Board of Directors for approval;
- the purchasing process must comply with the annual budget limits assigned to each company department;
- any extra-budget purchases are approved by the Managing Director and/or the Board of Directors on the basis of internal procedures;
- definition, planning and monitoring of procurement requirements for goods and services by persons with the necessary and appropriate powers;
- issuance of the purchase request in the system only after it has been properly authorized by persons with the necessary and adequate powers;
- the segregation of duties is guaranteed between the person who requests the supply of goods/services and consultancy, the person who signs the contract/letter of assignment and the person who pays the relevant invoices;
- in the supplier selection process, the documentability of the checks carried out by the Procurement Unit on the supplier is guaranteed, with regard to his honorableness, professionalism, reputation and commercial/financial reliability (i.e.: the existence of proceedings for the application of prevention measures or the criminal record, as well as the technical/professional suitability referred to in Article XVII of Legislative Decree 81/ 2008);
- inclusion of the supplier in the Suppliers' Register only after verification of the positive outcome of the checks previously carried out by the Purchasing Department;
- purchase contracts are signed by persons with appropriate powers in compliance with the system of delegated and proxy powers;

- in relations with suppliers and third parties in general, offers of money, free gifts or benefits of any kind are not permitted for personal purposes aimed at obtaining undue real or apparent advantages of any kind (e.g., promises of economic advantages, favors, promises of recruitment and/or recommendations, promises of job offers, etc.);
- the administration only records in the accounts invoices payable: (i) which have been issued on the basis of a purchase order previously approved in compliance with the system of delegated and proxy powers in force, (ii) for which the requesting unit has made the goods receipt/confirmation of performance.

Furthermore, with reference to this sensitive process, please refer to the control measures reported in Special Part "D" – Corporate Crimes.

### **Management of Monetary and Financial Flows**

- checks on payments made to the Public Administration against invoices recorded in the accounting system and approved for payment by persons identified in compliance with the principle of segregation of roles;
- authorization of payments to the Public Administration only by persons with appropriate powers;
- authorization of payment only following the verification of correspondence between the goods receipt/service rendered, the relevant purchase order and the invoice received from the supplier (three-way match).

In addition:

- the renegotiation of the economic conditions applied and, in general, any contractual relationship with the banking institutions identified are managed by the CFO;
- on a monthly basis, the administration performs the reconciliation of all bank accounts active in the period by verifying the value reported in the bank statement with the value reported in the Accounts;
- in order to ensure the segregation of duties, there is a distinction between the persons who enter into/issue the contract/purchase order, the persons who verify the correct receipt of goods or the provision of the service and the persons who authorize the invoice for payment and process the same

- the administration may only make payments to settle invoices recorded in the accounting system and approved for payment by persons identified in compliance with the principle of segregation of roles
- payments are authorized by persons with appropriate powers in accordance with the system of delegated and proxy powers in force;
- verification of the regularity of payments, with reference to the full coincidence between the Addressees/orders of payments and the counterparties actually involved in the transactions.

With reference to this sensitive process, please also refer to the control measures reported in Special Part "D" – Corporate Crimes.

### ***Relationships and obligations with Public Bodies and Independent Administrative Authorities***

- relations with Public Administration representatives and with other sector bodies are managed exclusively by company representatives with the necessary powers in accordance with the system of proxies and powers of attorney, or by those who are formally delegated by them;
- the fulfilment of obligations with the Public Administration and the drafting of the relevant documentation are carried out in compliance with the applicable regulations (Community, national, regional, provincial and municipal) and with the utmost diligence and professionalism so as to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case reporting, in the appropriate form and manner, situations of conflict of interest
- the application of the principles of transparency, honesty and fairness by the staff delegated to deal with representatives of the Public Administration, so as not to compromise the integrity and reputation of the Company;
- the review and signing of documentation related to dealings with representatives of the Public Administration (e.g., minutes or official communications) is carried out by persons with appropriate powers of attorney;
- identification of Advanced Jet Training personnel appointed to accompany and provide information to Public Administration officials during inspections;

- any meetings with Public Administration officials are attended by at least two representatives of the Company, in compliance with the system of delegated and proxy powers in place;
- the report of the inspection is signed, after verification of its content, by the corporate figure delegated to interface with the Public Administration officials as well as by the additional corporate figure present during the inspection; the Managing Director is notified of the inspection undergone as well as of the report signed;
- filing of the documentation issued by the representatives of the Public Administration appointed to carry out the inspections and audits (e.g., minutes of the inspection, reports produced, findings, etc.) and any other element that can clearly define, even a posteriori, the type of relationship that took place;
- it is also required to communicate, without delay, to one's line manager and, at the same time, to the Supervisory Body, any conduct by persons working within the public counterparty, aimed at obtaining favors, unlawful donations of money or other benefits, also towards third parties, as well as any critical issue or conflict of interest (to be understood as a situation/personal interest that could interfere in the management of relations between the Company and its counterparties) of which one becomes aware in the context of the relationship with the Public Administration;
- relations with Public Administration officials, their contents and participants/interveners are documented by the corporate OUs involved;
- relations with Judges or with persons delegated by them are maintained by previously identified persons, in compliance with the existing delegation and power system;
- where relations with members of the Judicial Administration are maintained by third parties delegated by the Company, a check is ensured on the work of the consultant or lawyer, monitoring that such relations are maintained in accordance with fairness and probity.

***Personnel selection, hiring and management (including Expense Reports)***

- definition of the Recruitment Plan, in compliance with the budget and the forecast of personnel costs, as well as constant review and updating

of the same. Any *extra-budget* is submitted to the attention of the Board of Directors;

- formal request for recruitment by the requesting Organizational Unit, through special forms, which indicate the requirements of the profile sought in terms of qualifications, professional experience, distinctive skills as well as the exhaustive description of the activity that the resource will have to cover;
- definition and formalization of the criteria to be used in the evaluation of candidates that meets the requirements of objectivity and transparency, even in the case of a supply contract;
- recruitment of candidates in compliance with the procedures defined by the Company for the selection of personnel;
- formalization in writing of the outcome of the selection interviews in special interview forms, and signing of the same by the recruiters;
- timely archiving of the results of the interviews carried out to ensure the traceability of the recruitment process;
- signing of letters of employment by the subjects identified in compliance with the system of proxies and powers adopted;
- provision, within the hiring letters, of a specific information on the rules of conduct adopted by the Company in relation to the Organizational Model ex Legislative Decree 231/2001 and the related Code of Ethics, as well as on the consequences of conduct contrary to the provisions of the Code of Ethics and the Organizational Model es Legislative Decree 231/2001, the behavioral principles that inspire the Company and the regulations in force, may have;
- issuance of reimbursement of expenses incurred by staff only against the presentation of appropriate proof of expenditure, the inherence and consistency of which must be verified through a control activity on the expense reports presented for reimbursement;
- settlement of expense reports only against specific authorization in compliance with the system of powers of attorney and proxies in force;
- formalization of the evaluation process of employees through the signing of the appropriate Evaluation Form by the Manager by the

assessed, which remains available in the system in a non-modifiable version;

- definition by the HR Organizational unit of guidelines for the allocation of *Salary Review* and the award criteria, in compliance with the constraints of *budget Expected*;
- formal definition of guidelines and criteria for the implementation of the MBO system for the current year by the *Managing Director*, in collaboration with the HR and CFO Organizational units, in line with the strategic priorities set out by the *Top Management* and with layers *Target* provided for in the *budget/labor costs*. Subsequently, this system thus outlined is presented to the Board of Directors for acknowledgment and approval;
- sharing with each manager the objective sheets and final letters signed by the Head of the HR Organizational unit and the *Managing Director*;
- the criteria for determining employee bonuses are objective, defined, formalized and shared and clear levels of authorization are defined;
- remuneration systems rewarding employees and collaborators correspond to realistic objectives consistent with the tasks and activities carried out and with the responsibilities entrusted;
- The representation expenses reimbursed will be only those of modest value and that respect the principles of ethics, common sense, sobriety and normal commercial courtesy.

### **Management of information systems**

- definition and formalization of an internal control system within the company which, for the purposes of correct and legitimate access to the Public Administration's information systems, provides for adequate verification of the passwords enabling access to the Public Administration's information systems held, for reasons of service, by certain employees belonging to specific Organizational Units.

With reference to this sensitive process, please also refer to the control measures reported in Special Part "B" – Computer crimes and unlawful data processing.

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### **Sales Management**

- definition of roles and responsibilities, as well as operating methods related to the management of service sales activities, also with reference to public supplies;
- compliance with the tasks, roles and responsibilities defined by the company organization chart and the authorization system in the management of service sales activities, also with reference to participation in tenders;
- monitoring of the annual commercial planning activity by the Organizational Unit in charge;
- verification and signing of all documentation by personnel with appropriate powers, in accordance with the provisions of the current system of powers of attorney and delegation;
- periodic monitoring of the correct execution of contracts stipulated with public or private customers;
- sharing, coordination and monitoring with customers of the services provided for in the contract, in order to ensure the achievement of time objectives, as well as the quality of the services expected by the customer;
- storage of all documentation produced during the performance of operational activities.

### **Management of sponsorships, donations and gifts**

- granting sponsorships, donations and gifts in compliance with an approved budget in line with corporate procedures;
- granting of sponsorships, donations and gifts in compliance with the principle of relevance to the Company's image as well as to the values expressed in the Code of Ethics;
- formalization of sponsorships in a contract/agreement that includes: (i) the subject of the sponsorship; (ii) the description of the implementation methods of the sponsorship; (iii) the duration of the contract; (iv) the consideration. This contract shall be signed in compliance with the current system of powers of attorney and proxies;

- the traceability of the granting process is ensured, including the identification of the beneficiaries, as well as the final reporting of the activity, by acquiring documents proving that the activity has been carried out;
- management of gifts and entertainment expenses in compliance with corporate procedures and, in particular: (i) they are made in relation to actual business purposes; (ii) they are reasonable and bona fide; (iii) they are recorded in appropriate documentation; (iv) they may never consist of sums of money
- definition of specific criteria for the selection of the counterparty receiving the donation, implemented checks on the reliability and integrity of the same;
- donations of a charitable or cultural nature are considered limited to proposals coming from non-profit bodies and associations or from organisations engaged in the creation of cultural or social value;
- gifts, sponsorships, donations and donations are made in compliance with the system of powers and proxies in force;
- gifts granted to third parties must be of modest value and in any case such that they cannot be interpreted as aimed at acquiring improper advantages.

### ***Management of public funding***

- in the event of obtaining public funding/grants, they shall be used exclusively for the purposes for which they were requested and granted;
- applications for contributions, subsidies or financing to public bodies are signed in compliance with the existing proxy and power of attorney system;
- the documentation prepared for obtaining financing is verified in terms of correctness, truthfulness and accuracy and is signed in compliance with the existing system of delegated and proxy powers; the persons in charge of requesting contributions, grants or financing from the State or other Public Entity are identified, in compliance with the existing system of delegated and proxy powers;

- in the event of requests to the State or other Public Entity for contributions, subsidies or funding, the persons in charge of such procedures abide by principles of fairness and truthfulness, using and submitting declarations and documents that are complete and relevant to the activities for which the benefits can be legitimately obtained, as well as providing all the information requested and due; in the event of obtaining public funding/contributions, they are exclusively intended for the purposes for which they were requested and granted;
- a check is carried out, prior to sending the accounts to the Public Entity, concerning the appropriateness of the expenses incurred by the Company as well as by the function in charge of obtaining the financing or public grant;
- archiving of documents relating to the management of contributions, financing, subsidies granted by a Public Entity, also in order to allow easy consultation both by internal control bodies and by external bodies and institutions.

# **SPECIAL PART “B”**

Cybercrimes and unlawful data processing  
(Art. 24-*bis*)

## **SPECIAL PART "B" – CYBERCRIMES AND UNLAWFUL DATA PROCESSING (ART. 24-BIS)**

### **1. Offences applicable to the Company**

This Special Part "B" reports the individual types of crime indicated in art. 24-encore of Legislative Decree 231/2001 and deemed potentially feasible by the Company, even if prudentially, due to the activities carried out and considered "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **FALSIFICATION OF A DIGITAL DOCUMENT THAT IS PUBLIC OR HAS PROBATIVE VALUE (ART. 491-BIS P.C.)**

The article in question establishes that all crimes relating to falsity in acts, which include both ideological falsehoods and material falsehoods, both in public and private acts, are punishable even if the conduct does not concern a paper document, but an electronic document.

Electronic documents, therefore, are equivalent to all intents and purposes to traditional documents.

An electronic document must be understood as the computerized representation of legally relevant acts, facts or data (Article 1, paragraph 1, letter p), Legislative Decree 82/2005).

- **ILLICIT ACCESS TO AN IT OR TELEMATIC SYSTEM (ART. 615-TER P.C.)**

This crime occurs when a person illegally enters a computer or telematic system protected by security measures or maintains it against the express or tacit will of those who have the right to exclude it.

Access is abusive because it is carried out against the will of the owner of the system, which can be implicitly manifested through the provision of protections that inhibit third parties from accessing the system itself.

The crime of abusive access to the computer system is also liable to the person who, despite having legitimately entered a system, has stayed there against the will of the owner of the system or the person who has used the system for the pursuit of purposes other than those for which it was authorized.

- **POSSESSION, DIFFUSION AND UNAUTHORISED INSTALLATION OF EQUIPMENT, CODES AND OTHER MEANS OF ACCESSING COMPUTER OR TELECOMMUNICATIONS SYSTEMS (ART. 615-QUATER P.C.)**

This type of crime occurs when a person in order to procure a profit for himself or others or to cause other damages, illegally procures, reproduces, disseminates, installs, communicates or delivers codes, keywords or other means suitable for access to a computer or telematic system, protected by security measures, or otherwise provides indications or instructions suitable for the aforementioned purpose.

- **POSSESSION, DIFFUSION AND UNAUTHORISED INSTALLATION OF COMPUTER EQUIPMENT, DEVICES OR PROGRAMMES INTENDED TO DAMAGE OR INTERRUPT A COMPUTER OR TELECOMMUNICATIONS SYSTEM (ART. 615-QUINQUIES P.C.)**

This type of crime occurs when a person, in order to unlawfully damage a computer or telematic system, the information, data or programs contained therein or pertinent to it or to facilitate the total or partial interruption or alteration of its functioning, illegally procures, holds, produces, reproduces, imports, disseminates, communicates, delivers or, however, it otherwise makes available to others or installs computer equipment, devices or programs.

- **UNLAWFUL INTERCEPTION, OBSTRUCTION OR INTERRUPTION OF COMPUTER OR TELEMATIC COMMUNICATIONS (ART. 617-QUATER P.C.)**

This type of crime occurs when a subject, fraudulently, intercepts communications relating to a computer or telematic system or intercurrent between several systems or prevents or interrupts them. Unless the act constitutes a more serious criminal offence, the offence shall also apply where a person discloses, by any means of information

to the public, in whole or in part, the content of the communications referred to in the first paragraph.

- **UNLAWFUL POSSESSION, DIFFUSION AND INSTALLATION OF EQUIPMENT AND OTHER MEANS OF INTERCEPTING, IMPEDING OR INTERRUPTING COMPUTER OR TELEMATIC COMMUNICATIONS (ART. 617-QUINQUIES P.C.)**

This type of crime occurs when a subject, outside the cases permitted by law, installs equipment designed to intercept, prevent or interrupt communications relating to a computer or telematic system or between several systems.

- **DAMAGE TO INFORMATION, DATA AND COMPUTER PROGRAMMES (ART. 635-BIS P.C.)**

This type of crime occurs when a subject «*destroys, deteriorates, deletes, alters or deletes information, data or computer programs of others*». The crime, for example, is integrated in the event that the subject proceeds to delete data from the computer's memory without having been previously authorized by the terminal owner.

- **DAMAGE TO INFORMATION, DATA AND COMPUTER PROGRAMMES USED BY THE STATE OR OTHER PUBLIC BODY OR OTHERWISE OF PUBLIC UTILITY (ART. 635-TER P.C.)** (*inserted in a prudential way*)

This crime occurs when a person commits an act aimed at destroying, deteriorating, erasing, altering or suppressing information, data or computer programs used by the State or other public body or pertinent to them, or otherwise of public utility. This crime differs from the previous one because, in this case, the damage concerns assets of the State or other public body or, in any case, of public utility; It follows that the crime exists even in the case in which it is data, information or programs owned by private individuals but intended to satisfy a public interest.

For the crime to be integrated, it is sufficient that conduct is held aimed at the deterioration or suppression of the data.

- **DAMAGE TO COMPUTER OR TELEMATIC SYSTEMS (ART. 635-QUATER P.C.)**

This crime occurs when a subject through the conduct referred to in art. 635-encore (damage to data, information and computer programs), or through the introduction or transmission of data, information or

programs, destroys, damages, renders, in whole or in part, unusable computer or telematic systems of others or seriously hinders their operation.

Please note that if the alteration of data, information or programs makes useless or seriously hinders the operation of the system, the crime of damage to computer systems will be integrated and not that of damage to data provided for by art. 635-encore.

The offence is integrated in the event of damage or deletion of data or programs contained in the system, carried out directly or indirectly (for example, through the insertion of a computer virus into the system).

- **DAMAGE TO COMPUTER OR TELEMATIC SYSTEMS OF PUBLIC UTILITY (ART. 635-QUINQUIES P.C.)** *(inserted in a prudential way)*

This offense occurs when the fact referred to in art. 635-C (Damage to computer or telematic systems) is aimed at destroying, damaging, rendering, in whole or in part unusable computer or telematic systems of public utility or to seriously hinder their operation.

In the crime of damaging computer or telematic systems of public utility, differently from the crime of damaging data, information and programs of public utility (art. 635-Ter) what matters is that the system is used for the pursuit of public utility irrespective of private or public ownership of the system.

The offense can be configured in the event that an employee cancels file or data, relating to an area for which it has been authorized to operate, to achieve internal advantages (for example, to eliminate proof of credit by an institution or a supplier) or in the event that the system administrator, abusing its quality, engages in the illicit behavior in question for the same purposes already described.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of computer crimes, are indicated in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "B" are summarized below:

- Managing the process of creating, processing and storing electronic documents with probative value e.g.:
  - reporting in electronic format of activities and/or electronic attestations of qualifications or requirements of the Company;
  - certificates made to the *Agenzia delle Entrate*;
  - data contained in electronic databases within management systems.
- Access to corporate or third-party computer systems, which contain:
  - *Marketing data*;
  - customer information;
  - banking information;
  - billing or credit information
  - payment data;
  - sensitive data in terms of *Privacy*.
- Acquisition, possession and abusive management of login credentials (*password*) to corporate or third-party systems.
- Management of tools and devices and programs, by business parties and system administrators, through which they can:
  - intercept relevant information of third parties or prevent communications also to the Public Administration;
  - damage a computer or telematic system, within the structures of a competitor.

### 3. General principles of conduct

Consistent with the corporate ethical principles set forth in the General Section of the Organizational Model pursuant to Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in the performance of the above-mentioned sensitive activities, all Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 24-bis of Legislative Decree No. 231/2001, concerning the computer crimes presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- connect personal computers, peripheral devices, other equipment or install software to the Company's computer systems without the prior authorization of the designated responsible person
- change the software and/or hardware configuration of fixed or mobile workstations unless provided for by a rule or, in other cases, unless duly authorized in advance
- acquire, possess or use software and/or hardware tools - except for duly authorized cases or in cases where such software and/or hardware are used to monitor the security of the Company's information systems - that could be abused to assess or compromise the security of computer or telematic systems
- disclosing, handing over or sharing with personnel inside or outside the Company one's own access credentials to the Company's, customers' or third parties' systems and network
- illegally accessing a computer system belonging to others - i.e., in the availability of other employees/collaborators or third parties - as well as accessing it in order to tamper with or illegally alter any data contained therein
- exploit any vulnerabilities or inadequacies in the security measures of the company's or third party's computer or telecommunication systems, in order to gain access to resources or information other than that which one is authorized to access, even if such intrusion does not cause damage to data, programs or systems

- disclose to unauthorized persons, internal or external to the Company, the controls implemented on the information systems and the manner in which they are used
- disguise, obscure or substitute one's identity and send e-mails bearing false personal details or intentionally send e-mails containing viruses or other programs capable of damaging or intercepting data
- send through a company computer system any information or data, after alteration or falsification thereof;
- disclose confidential information to persons inside or outside the Company;
- disclose and/or use sensitive data concerning employees, customers and suppliers without proper authorization.

#### 4. Specific control principles

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of computer crimes, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 24-bis:

##### ***Relationships and obligations with Public Bodies and Independent Administrative Authorities***

With reference to the process of "*Relationships and obligations with Public Bodies and Independent Administrative Authorities*", please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration.

##### ***Management of information systems***

- definition of a formal *policy* regulating the use of the technological equipment (e.g., laptops, telephones) granted to Company personnel, as well as the responsibilities associated with its safekeeping;
- access to IT systems only by means of appropriate authentication mechanisms (password; multi-factor authentication) of sufficient complexity and subject to periodic changes, in order to allow access only to authorized users;
- provision of appropriate protection measures for the corporate data transmission network by means of access limitation tools (*firewalls* and *proxies*);
- carrying out periodic vulnerability checks on systems and applications, in order to identify and remove any weaknesses exploitable by *malware*;
- provision of checks on the installation of unauthorized software on operating systems by employees;
- definition of criteria and modalities for Internet surfing that include, among others, the use of the network for work purposes only, and the prohibition of downloading software into company information structures;
- adoption of perimeter security devices capable of blocking access to particular sites and intervening when threats are detected;

- definition of protection devices for the secure exchange of information through the tools used (e.g., e-mail, websites), carrying out periodic checks on their proper functioning;
- installation on the device of an application that allows the protection of company data (e.g., accounts, messages) in the event of loss/theft of the device;
- installation of antivirus and *anti-spamming* systems on all company servers and devices, automatically updated, against the risk of intrusion;
- appointment of System Administrators, who are provided with their own authentication credentials and access to company applications;
- monitoring of traffic and accesses by means of log tracking by System Administrators, in compliance with the segregation of duties (e.g.: anomalous accesses in terms of frequency, mode, timing), and formalization of the results of the above
- definition of the authorization process and related procedures for the creation of new users, as well as for the assignment of the relevant access rights to corporate IT systems;
- designation of a specific figure, among the System Administrators, to manage and control the authorizations granted to the users;
- definition of a procedure for the removal of access rights to corporate IT systems upon termination of employment;
- analysis of system permissions granted to corporate users in order to trace any conflicts of interest (Segregation of Duties Analysis).
- definition of the roles and responsibilities of the subjects involved in Disaster Recovery events, in order to ensure service continuity of the corporate IT infrastructure.

# **SPECIAL PART "C"**

Organized crime (Art. 24-ter)

## **SPECIAL PART "C" – ORGANISED CRIME (ART. 24-TER)**

### **1. Offences applicable to the Company**

This Special Part "C" reports the individual types of crime indicated in art. 24-ter of Legislative Decree 231/2001 and Law no. 146 of 16 March 2006 and considered potentially achievable by the Company, even if prudentially, due to the activities carried out and considered "sensitive" pursuant to Legislative Decree 231/2001.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **CRIMINAL ASSOCIATION (ART. 416, EXCEPT FOR THE SIXTH PARAGRAPH, P.C.)**

With reference to the offense considered above, the criminal sanction is linked only to the fact of promotion, constitution, participation in a criminal association formed by three or more people, regardless of the actual commission (and separate punishment) of the crime that constitutes the purpose of the association. This means that the only conscious participation in a criminal association by a member or an employee of the Company could determine the administrative responsibility of the company itself, provided that the participation or contribution to the association was instrumental to the pursuit of the interest or advantage of the Company itself.

However, it is required that the associative bond is expressed through a minimum of stable organization over time and the sharing of a program of realization of an indeterminate series of crimes. Therefore, the occasional agreement for the commission of one or more specific crimes is not enough.

- **MAFIA TYPE ASSOCIATION (INCLUDING TRANSNATIONAL ONES) (ART. 416-BIS P.C.)** *(inserted in a prudential way)*

The association is mafia-type when those who are part of it make use of the force of intimidation of the associative bond and the condition of Omertà that derives from it to commit crimes, to acquire directly or indirectly the management or in any case the control of economic activities, concessions, authorizations, contracts and public services or to make profits or unfair advantages for themselves or for others, or in order to prevent or hinder the free exercise of the vote or to procure votes for oneself or others during elections.

- **ELECTORAL EXCHANGE BETWEEN MAFIA MEMBERS AND POLITICIANS (ART. 416-TER C P.C.)** *(inserted in a prudential way)*

This type of crime is realized when a person accepts, directly or through intermediaries, the promise to procure votes from subjects belonging to the associations referred to in art. 416-encore or through the procedures referred to in the third paragraph of art. 416-encore in exchange for the provision of money or any other utility or in exchange for the availability, interests or needs of the mafia association.

- **UNLAWFUL MANUFACTURE, INTRODUCTION INTO THE STATE, SALE, TRANSFER, POSSESSION AND CARRYING IN A PUBLIC PLACE OR PLACE OPEN TO THE PUBLIC OF WEAPONS OF WAR OR WARLIKE WEAPONS OR PARTS THEREOF, EXPLOSIVES, CLANDESTINE WEAPONS AS WELL AS MORE COMMON FIRING WEAPONS, EXCLUDING THOSE REFERRED TO IN ARTICLE 2(3) OF LAW NO. 110 OF 18 APRIL 1975 (ART. 407, COMMA 2, LETT. A), N. 5 C.P.P.)** *(inserted in a prudential way)*

This type of crime occurs when a person, without a license from the manufacturing authority, introduces into the State, sells or transfers for any reason weapons of war or type of war, or parts of them, suitable for use, ammunition of war, explosives of all kinds, chemical agents or other lethal devices, or collects them.

- **ASSOCIATION FOR THE PURPOSE OF ILLEGAL TRAFFICKING IN DRUGS OR NARCOTIC SUBSTANCES (ART. 74 D.P.R. 309/1990)** *(inserted in a prudential way)*

This offence occurs when three or more persons associate with a view to committing several offences among those set out in Article 70(4), (6) and

(10), with the exception of transactions relating to substances listed in Category III of Annex I to Regulation (EC) No 273/2004 and in the Annex to Regulation (EC) No 111/2005, or in Article 73. This offence also punishes anyone who promotes, sets up, directs, organizes or finances the association.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of organized crime crimes, are indicated in detail in the " *Matrix of Activities at Risk of Offences* ", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "C" are summarized below:

- Purchases of goods, services and advice.
- Personnel selection, hiring and management.
- Management of waste collection, transport, recovery and disposal activities, also through the outsourcing of activities to third-party companies.
- Issuing of Sales Invoices.
- Management of Monetary and Financial Flows.
- Management of customer accommodation activities (hospitality and entertainment activities and services)
- Managing the import and export of goods to and from foreign countries.
- Sales Management.

### 3. General principles of conduct

Consistent with the corporate ethical principles set forth in the General Section of the Organizational Model pursuant to Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in the performance of the above-mentioned sensitive activities, all Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Section are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 24-bis of Legislative Decree No. 231/2001, concerning the associative crimes presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- engaging in fictitious business transactions or for amounts different from the real ones in order to obtain money for illegal activities;
- promoting, constituting, organizing or directing associations that intend to commit acts of violence, in particular for the purpose of subverting the democratic order;
- providing, directly or indirectly, funds in favor of persons intending to commit offences of criminal conspiracy.

In general, the Addressees of this Special Part are required to:

- ensure in-depth knowledge of third parties with whom relations are established in the course of the company's business;
- constantly monitor outflows of money;
- behave correctly, transparently and cooperatively, in compliance with the law and the company operating procedures/instructions, in all activities aimed at the management of suppliers/customers, including foreign ones;
- not carry out any operation that may be anomalous in terms of type or object, or that may lead to the establishment or maintenance of relations that present anomalous profiles from the point of view of the reliability and/or reputation of the counterparts;
- not recognize fees in favor of consultants and suppliers of goods and services that are not adequately justified in relation to the type of assignment to be performed and the practices in force in the local area

- not select personnel whose requisites and reliability have not been adequately examined, consistent with current legislation.

Please also refer to the principles of conduct and control referred to in Special Part "E" – Crimes for the purpose of terrorism or subversion of democracy, Special Part "I" – Offences of receiving stolen goods, money laundering and using ill gotten money as well as self-money-laundering and Special Part "O" – Environmental Crimes.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of crimes of computer crime, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 24-*Ter*:

##### ***Purchases of goods, services and advice***

- all payments made to a counterparty are adequately justified in the context of the contractual relationship with that counterparty. In particular, the Company performs checks on the regularity of payments, with reference to the full coincidence between the beneficiaries of the payments themselves and the counterparties holding the contractual relationship established with the Company;
- remuneration is paid in an appropriate amount with respect to the services rendered, the assignment conferred, the conditions or practices existing on the market, and the professional rates in force for the category concerned;
- provision of checks aimed at ascertaining that the supplier meets the requirements of integrity and reliability, prior to the signing of the contract and/or during the qualification phase, including, among others, the identity, location, legal nature of the supplier, payment methods and guarantees.

With reference to this sensitive process, please refer to the control measures reported in the Special Part "A" – Crimes against the Public Administration, the Special Part "D" – Corporate Crimes and the Special Part "E" – Crimes for the purpose of terrorism or subversion of democracy.

##### ***Management of Monetary and Financial Flows***

With reference to the process of "*Management of Monetary and Financial Flows*", please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration and in Special Part "D" – Corporate Crimes.

***Personnel selection, hiring and management (including Expense Reports)***

With reference to this sensitive process, please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration.

***Sales Management***

With reference to the process of "Sales Management", please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration and in Special Part "D" – Corporate Crimes.

***Environmental management requirements***

- carrying out checks on suppliers of services related to waste management with regard to the possession of requirements of integrity and reliability as well as, in addition, the possession of the requirements required by current legislation and, in particular, the technical-professional requirements for suppliers (e.g., registration in the Register of Environmental Managers for persons in charge of waste management, etc.) and the authorizations required by environmental legislation pursuant to Legislative Decree 152/2006.

Furthermore, in order to prevent the commission of the offences referred to in this Section, the Company refers in a transversal manner to all the control principles provided for within its Organisation, Management and Control Model.

# **SPECIAL PART “D”**

Corporate crimes  
(Art. 25-ter)

## **SPECIAL PART "D" – CORPORATE CRIMES (ART. 25-TER)**

### **1. Offences applicable to the Company**

This Special Part "D" reports the individual types of crime indicated in art. 25-Ter of Legislative Decree 231/2001 and considered potentially achievable by the Company, even if prudentially, due to the activities carried out and considered "sensitive" according to Legislative Decree 231/2001.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

The types of predicate offence provided for by Article 25-Ter of the Decree (with the exception of Corruption between Private Individuals) are related to the so-called "own" crimes, i.e., crimes that may exist if committed by persons who hold certain qualifications indicated by the Law: Directors, General Managers, Auditors or Liquidators of the company.

However, it is possible that the Company is liable even if the unlawful conduct is carried out by the underlying levels, in particular by the managers of the Organizational Unit or by subordinates of the latter. In fact, administrative liability ex Legislative Decree 231/2001 of the Bodies operates:

- if the offence is committed by Directors, General Managers, Statutory Auditors or Liquidators of the Company, and the Company's interest in the commission of the offence is proven;
- if the alleged offence is committed by employees or other persons subject to the supervision of the Company's Directors, General Managers, Statutory Auditors or Liquidators, if the Company's interest in the commission of the offence is proven and, in addition, the failure to carry out adequate control activities.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **FALSE CORPORATE COMMUNICATIONS (ART. 2621 C.C.)**

Outside the cases provided for by art. 2622, the Directors, General Managers, Managers responsible for preparing the company's accounting documents, statutory auditors and liquidators, who, in order to obtain an unfair profit for themselves or for others, in the financial statements, reports or other corporate communications directed to the Shareholders or to the public, required by law, knowingly expose material facts that do not correspond to the truth or omit material facts whose communication is required by law on the economic, patrimonial or financial situation of the company or group to which it belongs, in a manner concretely likely to mislead others, are punished with imprisonment from one to five years.

The same penalty also applies if the falsehoods or omissions concern assets owned or administered by the company on behalf of third parties.

- **MINOR FACTS (ART. 2621-BIS C.C.)**

Unless they constitute a more serious offence, the penalty from six months to three years' imprisonment shall apply if the acts referred to in Article 2621 are minor, considering the nature and size of the company and the manner or effects of the conduct.

Unless they constitute a more serious crime, the same penalty as referred to in the previous paragraph shall apply when the acts referred to in Article 2621 concern companies which do not exceed the limits indicated in the second paragraph of Article 1 of Royal Decree No 267 of 16 March 1942. In this case, the crime can be prosecuted on complaint by the Company, shareholders, creditors or other Addressees of the social communication.

- **OBSTRUCTION OF CONTROL ACTIVITIES (ART. 2625, COMMA 2 C.C.)**

The offense referred to in art. 2625, paragraph 2 of the Italian Civil Code, occurs in the event that the Directors prevent or hinder the performance of control activities legally attributed to the Shareholders or other Corporate Bodies by concealing documents or other suitable artifices, causing damage to the shareholders. The crime is punished on complaint of the injured person and the penalty is aggravated if the crime is committed in relation to listed companies or in relation to issuers with financial instruments distributed among the public to a significant extent.

- **UNDUE REIMBURSEMENT OF CONTRIBUTIONS (ART. 2626 C.C.)**  
*(inserted in a prudential way)*

The typical conduct foresees, except in cases of legitimate reduction of the share capital, the restitution, also through the performance of simulated operations, of the contributions to the Shareholders or the release of the same from the obligation to perform them. In other words, the aforementioned type of crime punishes a reduction in capital, with the consequent failure to formalize the reduction of real capital through the lowering of nominal capital, the value of which, therefore, is higher than that of real capital. The conduct incriminated must be held towards the Members and to integrate the case it is not necessary that all Members are released from the obligation to provide but it is sufficient that a single Member or several Members are free.

- **ILLEGAL ALLOCATION OF PROFITS OR RESERVES AMONG SHAREHOLDERS (ART. 2627 C.C.)**

This offence arises if profits or advances are distributed on profits not actually achieved or allocated by law to reserves, or reserves, even if not constituted with profits, are distributed which cannot be distributed by law.

It should be noted that the repayment of profits or the replenishment of reserves before the deadline for approving the financial statements extinguishes the offence.

- **UNLAWFUL TRANSACTIONS IN THE STOCK OF THE COMPANY OR ITS CONTROLLING COMPANY (ART. 2628 C.C.)**

The crime in question is perfected with the purchase or subscription, outside the cases permitted by law, of shares or shares of own or the parent company, which causes damage to the integrity of the share capital or reserves not distributable by law.

- **TRANSACTIONS PREJUDICIAL TO CREDITORS (ART. 2629 C.C.)**

The case is realized by carrying out, in violation of the provisions of the law to protect creditors, reductions in share capital or mergers with other companies or demergers, which cause damage to creditors.

- **FAILURE TO DISCLOSE A CONFLICT OF INTEREST (ART. 2629-BIS C.C.)**

The realization of the criminal offense provides that the director or member of the management board of a company with securities listed on Italian regulated markets or of another State of the European Union or disseminated among the public to a significant extent pursuant to Article 116 of the consolidated text referred to in Legislative Decree 24 February 1998, n. 58, and subsequent amendments, or of a subject to supervision pursuant to the consolidated text referred to in Legislative Decree no. 385 of 1 September 1993, of the aforementioned consolidated text referred to in Legislative Decree no. 58 of 1998, of Legislative Decree no. 209 of 7 September 2005, or of Legislative Decree no. 124 of 21 April 1993, which violates the obligations provided for in Article 2391, first paragraph, c.c. is punished with imprisonment from one to three years, if the violation has resulted in damage to the Company or third parties.

- **FICTITIOUS FORMATION OF CORPORATE CAPITAL (ART. 2632 C.C.)**

This offence is completed in the event that the Directors and the contributing Members pay or fictitiously increase the Company's capital by allocating shares or shares in excess of the amount of the share capital, by mutual subscription of shares or shares or by significant overestimation of the contributions of assets in kind or credits or even of the Company's assets in the event of transformation.

- **UNDUE DISTRIBUTION OF CORPORATE ASSETS BY LIQUIDATORS (ART. 2633 C.C.)** *(inserted in a prudential way)*

This type of crime occurs when the liquidators, by dividing the company's assets among the Members before the payment of the social creditors or the setting aside of the sums necessary to satisfy them, cause damage to creditors.

- **CORRUPTION BETWEEN PRIVATE INDIVIDUALS (ART. 2635 C.C.)**

This offence is committed by Directors, General Managers, Managers in charge of drafting accounting documents, Statutory Auditors, Liquidators, and persons subject to their direction or supervision who, having accepted for themselves or for others money or other benefits, or the promise thereof, perform or omit an act contrary to the obligations inherent in their office or the obligations of loyalty, causing damage to the company.

Paragraph 3 also punishes the conduct of the bribe-giver (the so-called offence of active bribery between private individuals), with the same penalties as for the bribe-giver. Only this offence, and not also the offence committed by the bribe-giver, constitutes a prerequisite for the administrative liability of entities, if committed in the interest of the entity to which the bribe-giver belongs and with detriment to the company to which the bribed party belongs.

The offence is prosecutable on complaint by the offended company. It is prosecuted ex officio if the offence results in a distortion of competition in the acquisition of goods or services.

- **INCITEMENT TO CORRUPTION BETWEEN PRIVATE INDIVIDUALS (ART. 2635-BIS C.C.)**

The offence in question punishes anyone who offers or promises undue money or other benefits to directors, general managers, managers in charge of drawing up the corporate accounting documents, auditors and liquidators of companies or private entities - as well as to those who work in them in a managerial capacity - in order to perform or omit an act in breach of the obligations inherent in their office or obligations of loyalty, when the offer or promise is not accepted.

- **UNLAWFUL INFLUENCE ON SHAREHOLDERS' MEETINGS (ART. 2636 C.C.)**

The "typical conduct" provides that the majority in the assembly is determined, by simulated acts or fraud, in order to obtain, for oneself or for others, an unfair profit.

- **STOCK JOBBING (ART. 2637 C.C.)**

This type of crime occurs when a person spreads fake news or carries out simulated operations or other artifices concretely suitable to cause a significant alteration in the price of unlisted financial instruments or for which a request for admission to trading on a regulated market has not been submitted, or to significantly affect the trust that the public places in the financial stability of banks or banking groups.

- **OBSTRUCTION OF ACTIVITY OF PUBLIC REGULATORY AUTHORITIES (ART. 2638, COMM 1 E 2 C.C.)**

The offence in question is committed when, with the specific aim of obstructing the exercise of the functions of the Public Supervisory

Authorities, material facts not corresponding to the truth, even if subject to assessment, are disclosed during communications to them by virtue of the law, or when facts which were required to be disclosed concerning the financial, economic or financial situation of the Company are concealed, in whole or in part, by fraudulent means, even if the information concerns assets owned or administered by the Company on behalf of third parties. Punishability is also extended to cases where the information concerns assets owned or administered by the company on behalf of third parties.

- FALSE OR OMITTED STATEMENTS FOR THE RELEASE OF THE PRELIMINARY CERTIFICATE (ART. 54 Legislative Decree 19/2023)  
**(Activity included on a prudential view)**

This offense occurs when, in order to make it appear that the conditions for the issuance of the preliminary certificate referred to in Article 29 have been fulfilled, documents are false formed in whole or in part, true documents are altered, false statements are made, or relevant information is omitted.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of corporate crimes, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "D" are summarized below:

- Preparation of communications concerning the economic and financial situation of the Company and the Group, including financial statements and periodic reports.
- Recognition, recording and representation of the Company's business activity in the accounting records, balance sheets, reports and other business documents.
- Collaboration and support to the Administrative Body for the preparation of balance sheets functional to the realization of:
  - extraordinary transactions;
  - operations to increase/reduce share capital;
  - other transactions on shares or the Company.
- Documentation, storage and conservation of information relating to business activities (i.e., accounting records, company books).
- Management of relations with the Control Bodies in relation to audits on administrative/accounting management and the annual financial statements.
- Collaboration and support to the Administrative Body in carrying out the activities of unlawful return of contributions.
- Collaboration and support to the Administrative Body in the performance of operations to increase/reduce share capital or other operations (including extraordinary operations) on company shares.
- Purchase, sale or other transactions, in whatever form concluded on unlisted financial instruments.
- Collaboration and support to the Administrative Body in the performance of activities of unlawful distribution of profits and reserves.

- Collaboration and support to the Administrative Body in carrying out operations to reduce share capital or other operations (including extraordinary operations) on shares.
- Conflict of interest situations of directors.
- Collaboration and support to the Administrative Body in carrying out operations to increase the share capital.
- Collaboration and support to the Administrative Body in the performance of illegal liquidation activities of corporate assets.
- Preparation of the documentation to be discussed and resolved upon at the Shareholders' Meeting and management of relations with said Body.
- Management of relations and information to the Independent Administrative Authorities (e.g., Privacy Guarantee), also during audits, inspections and assessments.
- Collaborating with and supporting the Administrative Body in performing operations to increase/decrease share capital or other operations (including extraordinary operations) on shares.
- Communication of information relating to unlisted financial instruments.
- Stipulation/Extension/Renewal of commercial agreements, including the definition phase of technical specifications.\*
- Management of relations with suppliers during the definition phase of purchase contracts for goods and services.
- Management of incoming and outgoing financial flows in compliance with administrative and accounting procedures.
- Selection and recruitment of the professional figures required to perform activities for the company.
- Requesting and authorizing reimbursement of expenses incurred by managers and employees in connection with travel.
- Management of sponsorships, donations and gifts.
- Management of relations with the auditing firm.
- Management of relations with certifying parties/bodies for the issue/maintenance of certifications held (e.g., ISO:9001).

- Management of relations with third parties for the settlement of pre-litigation situations or disputes undertaken against the Company.\*
- Management of activities preparatory to the issuance of the preliminary certificate for cross-border mergers.\*

### 3. General principles of conduct

In line with the corporate ethical principles set out in the General Section of the Organizational Model pursuant to Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in the performance of the above-mentioned sensitive activities, all Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Section are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25-ter of Legislative Decree No. 231/2001, concerning corporate crimes, presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- representing or transmitting for the preparation and representation in the financial statements, reports or other corporate communications, false, incomplete or, in any case, untrue data, or preparing corporate communications that do not truthfully represent the economic, asset and financial situation of the Company;
- omit data and information required by law on the economic and financial situation of the Company;
- record transactions without adequate supporting documentation to allow "primarily" a correct accounting entry and subsequently an accurate reconstruction;
- present false facts or omit due information in financial statements and other communications required by law;
- distribute profits or advances on profits not actually earned or allocated by law to reserves;
- purchase or subscribe shares of the Company, with damage to the integrity of the share capital;
- carry out reductions of share capital, mergers or demergers, in violation of the legal provisions protecting creditors, causing damage to them;
- carry out fictitious share capital increases, allocating shares for a value lower than their nominal value;

- engage in any conduct that prevents, through the concealment of documents or the use of other fraudulent means, or obstructs the performance of control and audit activities by the Shareholders and the Single Statutory Auditor;
- engage in any conduct that is an obstacle to the exercise of the functions of the Public Administration and/or Independent Administrative Authorities, including during inspections (e.g., express opposition, pretextual refusals, or even obstructive or non-cooperative conduct, such as delays in communications or in making documents available);
- omit to make, with due completeness, accuracy and timeliness, all the periodic and other reports required by the law and applicable regulations, to the Public Bodies and Supervisory and Control Authorities to which the company activity is subject, as well as the transmission of the data and documents required by the law and/or specifically requested by the aforesaid authorities;
- make accounting entries inaccurately, incorrectly and untruthfully;
- omit communications, by the Directors, of conflicts of interest, specifying their nature, terms, origin and extent such as to affect the choices of the Board of Directors on ordinary and/or extraordinary transactions;
- carry out, during shareholders' meetings, simulated or fraudulent acts, aimed at altering the regular procedure for the formation of the will of the shareholders' meeting;
- publish or disseminate false news, or engage in simulated transactions or other fraudulent or deceptive conduct likely to affect unlisted financial instruments or for which no request for admission to trading on a regulated market has been submitted and likely to significantly alter their price;
- obtaining from the counterparty a waiver of the right to initiate legal proceedings against the Company or a waiver of legal proceedings already initiated;
- obtain unlawful financial savings from the failure of employees' claims as a result of the agreement/brokering with trade unions.

With specific reference to the prevention of the risk of committing the crime of "Corruption between private individuals" and "Incitement to corruption between private individuals", it is essential that any possible commercial

relationship of the Company, both during the negotiation of agreements and their execution, with private operators is based on principles of correctness and transparency. In this sense, it is forbidden for the Addressees to influence the decisions of third parties to the Company in an improper and/or unlawful manner. In particular, they are prohibited from:

- make payments to collaborators, or other third parties working on behalf of the Company, that are not adequately justified in the contractual relationship;
- promising and/or offering and/or paying money to Directors, General Managers, Managers Responsible for the preparation of corporate accounting documents, Auditors and Liquidators of private client/supplier companies or bodies, as well as to those who carry out a work activity in them with the exercise of management functions (even if they do not accept the offer or promise) in order to obtain undue benefits in favor of Advanced Jet Training (e.g. obtaining from the Certification Body the issue or renewal of the certification);
- promising and/or offering and/or paying, directly or through third parties, sums of money or other benefits in exchange for favors, rewards or other undue advantages for the Company to Directors, General Managers, Managers Responsible for preparing the company's accounting documents, Statutory Auditors and Liquidators of private customers/suppliers, as well as to those who work in them and perform management functions (even if they do not accept the offer or promise) (e.g.: to obtain validation or acceptance of documentation from the Certification Body or the Certification Body or to obtain the issue or renewal of the certification), obtaining validation or acceptance of documentation, otherwise not suitable, necessary for importing and exporting commercial products);
- recognize expense reimbursements and/or incur entertainment expenses, in whole or in part fictitious, in order to create the funds with which to perpetrate acts of corruption towards private companies;
- make payments or recognize other benefits to collaborators, suppliers, consultants, or other third parties working on behalf of the Company, which are not adequately justified in the contractual relationship or in current practice;

- favoring, in the hiring or purchasing processes, employees, collaborators, suppliers, consultants or other third parties specifically reported to the Company, in exchange for favors, rewards or other undue advantages for the Company.
- represent or transmit for the application for the preliminary certificate referred to in Article 29 of Legislative Decree 19/2023 documents that are false in whole or in part, alter true documents, make untrue statements, or omit relevant information;

engage in conducts that forbids, through the concealment of documents or the use of other fraudulent means or obstructs the performance of control and review activities by the head of function and competent bodies.

In general, the Addressees of this Special Part are required to:

- operate with transparency, correctness and spirit of cooperation, during inspections or audits by the Certifying Body, facilitating the activity of the Body and providing, in a complete and correct manner, any information and data that may be requested;
- ensure the completeness, truthfulness and transparency of the data transmitted;
- promptly, correctly and in good faith carry out the communications required by law and regulations with the Certifying Body.
- operate with transparency, fairness and spirit of cooperation towards the Notary in case of request of the issuance of the preliminary certificate referred to in Article 29 of Legislative Decree 19/2023 by providing, in a complete and correct manner, the information and data that may be required by law;

to carry out in a timely, correct and good faith manner the communications required by law and towards the Notary in case of request of the issuance of the preliminary certificate referred to in Article 29 of Legislative Decree 19/2023.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of corporate crimes, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-ter:

##### ***Purchases of goods, services and advice***

- drafting a quarterly summary of financial utilization and cash flow trends and sharing it with the Head of the HR Organizational Unit;
- definition of the criteria necessary for the qualification of new suppliers as well as the periodic monitoring of suppliers already on the Company's Supplier Register;
- in the supplier selection process, the documentability of the checks carried out on the supplier, with regard to integrity and commercial reliability, is guaranteed;
- the purchase of goods/services and consulting services is documented by a contract/letter of assignment, i.e., a purchase order as well as a contract/letter of assignment formally approved by persons with appropriate powers;
- in order to ensure criteria of competition, cost-effectiveness, transparency, fairness and professionalism, the identification of the supplier of goods/services and consulting services shall be carried out by means of a comparative assessment of several offers in accordance with the criteria and thresholds set out in the corporate procedures;
- the requirements, subject to verification during the qualification and selection phase, are monitored during the contractual relationship with the counterparty by the competent corporate Departments, according to a principle of segregation of roles. If these requirements are not met, the Company will assess the appropriate action to be taken, as provided for in the relevant contractual clauses;
- definition of the roles and responsibilities of the corporate subjects involved in the management of the Suppliers' Register;
- definition of the roles and responsibilities of the corporate persons involved in the management of the Suppliers' Register, with particular

reference to the different authorization levels for the purposes of entering/changing information on suppliers in the system;

- verification of compliance with the authorization process envisaged for amending the supplier master data, as well as of the correctness of the data entered/amended within the supplier master data;
- segregation of roles and responsibilities between those who manage the supplier registry, request the goods/service, make accounting entries and those who authorize payment;
- the choice of supplier of goods/services or consultants is based on objective evaluation criteria;
- commercial negotiations with the supplier are conducted in accordance with principles of fairness and honesty, defining the price of the supply on the basis of predefined criteria approved by the Company, such as, by way of example, the average market price of the requested supply. The traceability of the decision-making process for identifying the price shall also be guaranteed, as well as the correct and timely filing of the documentation preparatory to this activity, including, by way of example, communications between the Company and the supplier concerning the phase of negotiating the price of the supply;
- indication of the reasons in the event of derogation from the standard competitive selection methods defined and authorization of the derogation;
- within the contracts/letters of assignment with suppliers/consultants, or other third parties operating on behalf of the Company, a specific clause is included concerning the acknowledgement and knowledge of the contents of the Organizational, Management and Control Model pursuant to Legislative Decree 231/01 and the Code of Ethics adopted by Advanced Jet Training. There is also a special clause for the termination of the contractual relationship and possible request for compensation for damages in the event that the same engage in conduct in contrast with the lines of conduct indicated by the Organizational, Management and Control Model pursuant to Legislative Decree 231/01 and the Code of Ethics adopted by Advanced Jet Training, such as to entail the risk of committing an offence sanctioned by the Decree;

- conducting specific periodic checks on contracts regarding the regularity of the documentation provided by the supplier, the relative attestations and the quality of the service provided;
- checks on the correct provision of the service and/or receipt of the goods with respect to what is defined in the contract/letter of assignment;
- segregation of roles between the person who issues the purchase order, defines the contractual aspects with the counterparts, verifies the correct receipt of goods/service, makes the accounting entries and the person who authorizes payment.

Furthermore, with reference to this sensitive process, please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration.

### ***Management of Monetary and Financial Flows***

- definition of the maximum amount of the cash fund that can be used, as well as the types of eligible expenditure;
- identification of the modalities for reporting cash inflows and outflows and the related accounting procedures;
- definition of roles, responsibilities and procedures for authorizing eligible cash outflows;
- segregation of roles relatively between those who have the power to open/close current accounts and those who deal with banks and other financial intermediaries;
- definition of the personnel responsible for carrying out bank reconciliations, in compliance with the principle of role segregation;
- identification of personnel authorized to use and perform incoming and outgoing transactions via Home Banking;
- carrying out periodic checks on the balancing and reconciliation of accounting data (e.g., bank reconciliations), in compliance with the segregation of roles;
- carrying out each transaction or movement only after checking the supporting documents certifying the appropriateness of the transaction to be prepared (e.g., Purchase Order, Purchase Request, contract) or of what has been received (e.g., Delivery Note);

- it is prohibited to issue bank and postal cheques for amounts equal to or greater than the current legal limits that do not bear the indication of the name or company name of the beneficiary and the non-transferability clause;
- definition of the criteria and procedures for the allocation, use and management of company credit cards, including the types of eligible expenses;
- checks on the correct use of the corporate credit card by the HR Organizational Unit (for expenses relating to travel) or by the CFO Organizational Unit (for other types of expenditure) and on the correspondence between the items present in the balance of the card account and the supporting documents provided by the cardholder.

In addition, please refer to the control devices reported in the Special Part "A" – Crimes against the Public Administration and Special Part "I" – Offences of receiving stolen goods, money laundering and using ill gotten money as well as self-money-laundering.

### ***Drawing up Financial Statements and Relations with the Control Bodies***

- each invoice payable, prior to payment processing, is checked in terms of correspondence of goods received/services rendered before payment;
- the Company ensures that the management of the accounts, the recording of accounting entries and the processing thereof for the preparation of the financial statements are managed in accordance with defined internal procedures, guaranteeing the segregation of roles within the process as well as the traceability of the information flows involved in the same;
- definition of the persons in charge of drafting and analyzing the audit financial statements, ensuring adequate segregation of roles between the persons collecting the data and those processing the data to be entered in the accounts;
- carrying out checks and analysis of valuation items in order to ensure the correct and truthful preparation of the financial statements;

- definition of activities to verify compliance with the deadlines for reporting the information necessary for preparing the financial statements;
- the CFO, responsible for collecting and processing the information requested and transmitted to the Single Statutory Auditor, ensures the completeness, relevance and correctness of the documentation transmitted;
- the requests and transmissions of data and information, as well as all remarks, communications or assessments made by the Single Statutory Auditor, are documented and stored by the department head;
- all documents relating to transactions on the agenda of meetings of the Shareholders' Meeting or the Board of Directors or, in any case, relating to transactions on which the Single Statutory Auditor must express an opinion, are made available to the latter reasonably in advance of the date of the meeting;
- the appointment of the Independent Auditors shall be made on the basis of rules formalized in compliance with the law and the Company's regulations, and in compliance with the general rules adopted by the Company in its relations with consultants and collaborators;
- the Company defines the activities for verifying compliance with the deadlines for the communication of the information necessary for the preparation of the financial statements;
- all the documentation supporting the preparation of the financial statements is filed and kept by the CFO;
- monitoring and formalizing the information entered in the accounts, as well as duly authorized adjustment items, is carried out;
- the tax calculation is verified by a third party with respect to the processor before submission;
- presentation of all the data and information used to prepare the financial statements and other accounting documents in a clear and complete manner and that truthfully represent the economic, financial and asset situation of the Company;

- transmission of the draft financial statements to all the members of the Board of Directors, prior to the meeting to approve them, within the legally required timeframe;
- verification of the data and information provided for internal reporting and relations with the Joint Venture Companies in order to transmit the same for the preparation of the consolidated financial statements;
- capital transactions are documented and tracked, in compliance with applicable regulations;
- in accounting management, the rules of correct, complete and transparent accounting of management events are scrupulously observed, as defined by national or international accounting standards;
- accounting registrations may only be made by persons authorized to use the accounting application used by the Company, subject to appropriately segregated user profiling;
- activities relating to the incorporation of new companies, the acquisition or disposal of corporate shareholdings, as well as the making of contributions, the distribution of profits or reserves, operations on share capital, mergers and demergers and the distribution of assets upon liquidation, are submitted to the Board of Directors of the company concerned;
- extraordinary transactions as well as those on share capital are approved by the Board of Directors and are adequately documented and tracked.
- establishment of an accurate verification process of the statements submitted by applicants to obtain the preliminary certificate through the use of control tools;
- training and awareness of personnel involved in the issuance of preliminary certificates regarding the correct procedures to be followed and the consequences of false or omitted statements;
- ensuring the proper storage and archiving of documents and information necessary and shared for the issuance of preliminary certificates, so as to ensure traceability after the fact;
- adopting internal controls to verify the validity and accuracy of information provided to the notary for the issuance of preliminary certificates. In particular, the verification must be carried out by at least

2 individuals preliminarily identified and based on the existing system of powers of attorney and proxies.

In addition, with reference to this sensitive process, reference is made to the control measures set forth in Special Section "Q" - Tax Crimes

### **Sales management**

- definition of the roles and responsibilities, as well as of the operating methods relating to the management of the Customer Database (e.g., definition of the preliminary qualification criteria);
- definition of the roles and responsibilities of the corporate persons involved in the management of the order, with particular reference to the different authorization levels for the purposes of entering sales orders in compliance with the segregation of duties;
- the Company ensures proper traceability of the sales process, ensuring compliance with the authorization flows provided for by corporate practices/procedures as well as the proper filing of the relevant documentation;
- no compensation is paid that is not congruous with respect to the services rendered, the task assigned, the conditions or practices existing on the market, the professional rates in force for the category concerned.

Furthermore, with reference to this sensitive process, please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration.

Finally, with reference to sensitive processes "Relationships and obligations with Public Bodies and Independent Administrative Authorities", "Personnel selection, hiring and management (including Expense Reports)" and "Management of sponsorships, donations and gifts", please refer to the control measures described in the Special Part "A" – Crimes against the Public Administration.

## **SPECIAL PART “E”**

Offences with the purpose of terrorism or  
subversion of the democratic order  
(Art. 25-*quater*)

## **SPECIAL PART "E" – OFFENCES WITH THE PURPOSE OF TERRORISM OR SUBVERSION OF THE DEMOCRATIC ORDER (ART. 25-QUATER)**

### **1. Offences applicable to the Company**

This Special Part "E" reports the individual types of crime indicated in art. 25-*quater* of Legislative Decree 231/2001 and deemed potentially feasible by the Company, even if prudentially, due to the activities carried out and considered "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **TERRORIST CRIMES AND CRIMES AIMED AT SUBVERTING THE DEMOCRATIC ORDER, INCLUDING INTERNATIONAL (ART. 270-BIS P.C.)**

The law punishes anyone who promotes, establishes, organizes, directs or finances associations that propose to carry out acts of violence with the purpose of terrorism or subversion of the democratic order, as well as anyone who participates in such associations.

For the purposes of criminal law, the purpose of terrorism also occurs when the acts of violence are directed against a foreign state, an institution and an international body.

With regard to the convicted person, the confiscation of things that served or were intended to commit the crime and of the things that are the price, the product, the profit or that constitute its use is always obligatory.

- **ASSISTANCE TO MEMBERS / CONSPIRATORS (ART. 270-TER P.C.)**

This offence arises when a person, outside the cases of aiding and abetting the offence, gives shelter or provides food, hospitality, means of transport, means of communication to any of the persons participating in the associations indicated in Articles 270 and 270-bis.

The penalty is increased if assistance is provided continuously. It is not punishable who commits the act in favor of a close relative.

- **TRAINING IN ACTIVITIES FOR PURPOSES OF TERRORIST, INCLUDING INTERNATIONAL (ART. 270-QUINQUIES P.C.)**

The offence punishes anyone who, outside the cases referred to in Article 270-bis, trains or in any case provides instructions on the preparation or use of explosive materials, firearms or other weapons, harmful or dangerous chemical or bacteriological substances, as well as any other technique or method for carrying out acts of violence or sabotage of essential public services, for terrorist purposes, even if directed against a foreign State, institution or international organisation.

- **CONDUCT FOR THE PURPOSES OF TERRORISM (ART. 270-SEXIES P.C.)**

Conduct which, by its nature or context, may cause serious harm to a country or an international organisation and is carried out with the aim of intimidating the population or forcing public authorities or an international organisation to perform or refrain from carrying out any act or destabilizing or destroying fundamental political structures shall be regarded as acts of terrorism, constitutional, economic and social conduct of a country or an international organization, as well as other conduct defined as terrorist or committed for terrorist purposes by conventions or other rules of international law binding on Italy.

- **POSSESSION, HIJACKING AND DESTRUCTION OF AN AIRCRAFT (ART. 1 L. 342/1976) (inserted in a prudential way)**

The law punishes anyone who, with violence or threat, commits an act aimed at taking possession of an aircraft. Furthermore, that is the case when a person, by violence, threat or fraud, commits an act aimed at hijacking or destroying an aircraft. The penalty is increased if the perpetrator achieves the intent.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of crimes with the purpose of terrorism or subversion of the democratic order, are detailed in the " *Matrix of Activities at Risk of Offences* ", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "E" are summarized below:

- Management of content and training purposes of foreign "customers".
- Checks on the lists of subjects attending the courses.
- Management of the Company's real estate/concession space in favor of an association with the purpose of terrorism that uses it for its own criminal conduct.
- Management of training activities of foreign "customers".
- Management of maintenance activities of aircraft used in the training of foreign "customers".

### 3. General principles of conduct

In line with the corporate ethical principles set out in the General Section of the Organizational Model pursuant to Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in the performance of the above-mentioned sensitive activities, all the Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25-*quater* of Legislative Decree No. 231/2001, concerning offences with the purpose of terrorism or subversion of the democratic order, presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- engage in business transactions with parties connected to or operating in areas close to those where terrorism is present, or which have jurisdictions that are deficient in terms of anti-terrorism safeguards;
- promoting, constituting, organizing or directing associations that propose the perpetration of acts of violence, particularly for the purposes of terrorism or subversion of the democratic order;
- providing, directly or indirectly, funds in favor of persons intending to commit terrorist offences or subversion of the democratic order.

In general, the Addressees of this Special Part are required to:

- ensure a thorough knowledge of the third parties with whom relations are established in the course of the company's business;
- continuously monitor outflows of money;
- behave in a correct, transparent and collaborative manner, in compliance with the law and company operating procedures/instructions, in all activities aimed at managing customer records, including foreign ones;
- not carry out any operation that may be anomalous in terms of type or object, or that may lead to the establishment or maintenance of relations that are anomalous from the point of view of the reliability and/or reputation of the counterparties.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of crimes with the purpose of terrorism or subversion of the democratic order, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-*quater*:

##### ***Sales Management***

- the Company ensures a thorough knowledge of its customers in order to assess the consistency and compatibility of the transaction given with the customer's profile;
- the Company keeps all the data relating to customer relations up to date at all times;
- the Company provides instructions to the Addressees of the Model, so that they do not entertain relations with persons (natural persons/legal entities) included in the Lists issued by the national (FIU) and international (OFAC; EU) Authorities, with persons suspected of links with national and/or international terrorist organisations, as well as with banks and/or financial intermediaries included in the same lists.

In addition, please refer to the control measures set out in Special Section "A" - Crimes against the Public Administration and Special Section "C" - Organized crime.

In conclusion, in order to prevent the commission of the offences referred to in this Section, the Company refers in a transversal manner to all the control principles provided for within its Organisation, Management and Control Model.

# **SPECIAL PART "F"**

Crimes against individuals (Art. 25-*quinquies*)

## **SPECIAL PART "F" – CRIMES AGAINST INDIVIDUALS (ART. 25-QUINQUIES)**

### **1. Offences applicable to the Company**

This Special Part "F" reports the individual types of crime indicated in art. 25-quinquies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **ILLEGAL INTERMEDIATION AND EXPLOITATION OF LABOUR (ART. 603-BIS P.C.)**

The crime punishes the conduct of anyone:

- 1) recruits labor in order to assign it to work with third parties in exploitative conditions, taking advantage of the workers' state of need;
- 2) uses, hires or employs labor, including through the intermediation activity referred to in point 1), subjecting workers to conditions of exploitation and taking advantage of their state of need.

For the purposes of this Article, one or more of the following conditions are met as an indication of exploitation:

- 1) the repeated payment of wages in a manner that is clearly different from the national or territorial collective agreements stipulated by the most representative trade unions at national level, or in any case disproportionate to the quantity and quality of the work performed;
- 2) repeated infringement of the legislation on working time, rest periods, weekly rest, compulsory leave and holidays;

- 3) the existence of violations of safety and hygiene rules in the workplace;
- 4) subjecting the worker to working conditions, surveillance methods or degrading housing situations.

The following constitute a specific aggravating circumstance and entail an increase in the penalty from one third to a half:

- 1) the fact that the number of workers recruited is more than three;
- 2) the fact that one or more of the recruited individuals are minors of non-working age;
- 3) having committed the act by exposing the exploited workers to situations of serious danger, having regard to the characteristics of the services to be performed and the working conditions.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of crimes against the individual personality, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "F" are summarized below:

- Procurement management, with particular regard to the outsourcing of activities involving the use of third-party labor (e.g., cleaning company) and temporary workers (temporary staff, cooperatives).
- Personnel management, with particular reference to the definition:
  - of working hours;
  - of pay conditions;
  - of health and safety impacts and working conditions more broadly.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all the Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25- *quinquies* of Legislative Decree No. 231/2001, concerning crimes against the individual personality presented in Chapter 1 "Offences applicable to the Company" and identified in the "Matrix of Activities at Risk of Offences" (containing the ways in which offences may be committed);
- using, hiring or employing labor by subjecting workers to exploitative conditions and taking advantage of their state of need;
- engaging in behavior that leads to the exploitation of workers;
- engage in any form of abuse of workers, whether physical or psychological.

The Addressees of this Special Part are obliged to:

- pay wages that are not lower than those stipulated in the applicable employment contracts;
- comply with regulations on working hours, rest periods, mandatory leave, holidays (e.g., in the case of night shifts, 11 hours of rest must be guaranteed between the end of one shift and the beginning of the next)
- ensure the application of health and safety regulations in the workplace;
- ensure adequate working conditions, supervision methods and non-degrading housing situations;
- guarantee, with regard to labor suppliers, the documentability of the checks carried out with regard to compliance with the elements referred to in the regulations on labor intermediation (e.g., minimum wages and conditions provided for by the applicable collective bargaining agreements, working hours, shifts and rest periods, etc.)

- monitoring the working conditions of the Company's employees and of the employees of third party companies that it uses for the provision of labor (e.g., cooperatives, employment agencies, etc.) with regard to working hours, remuneration conditions, health and safety impacts and working conditions in a broad sense.

Addressees are also required to guarantee:

- checking, through the available means, the integrity and reliability of suppliers through the acquisition of information on the legal representative, directors and shareholders, based on the type of company, as well as the acquisition of public data concerning prejudicial indexes (e.g., protests, pending bankruptcy proceedings);
- periodic monitoring of the compliance of conditions applied with suppliers with market conditions.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of crimes against the individual personality, with particular reference to the trial's instrumental to the commission of the crimes provided for by art. 25-quinquies:

##### ***Purchases of goods, services and advice***

- in the process of selecting suppliers whose activity involves the provision of labor, the documentability of the checks carried out on compliance with the requirements of the regulations on labor brokering (e.g., minimum wages and conditions provided for by the applicable collective bargaining agreements, working hours, shifts and rest periods, etc.) is guaranteed;
- among the qualification elements of labor suppliers are included the results of investigations aimed at verifying, among other things, the identity, location, legal nature of the supplier, payment methods and guarantees, as well as, depending on the type of counterparty, the integrity and reliability of the counterparty on the market;
- monitoring of the absence of exploitation of the counterparty's workers is carried out, implementing specific terms in the contracts with labor suppliers concerning the interruption of the contractual relationship should Advanced Jet Training detect the presence of exploitation of the counterparty's workers.

##### ***Personnel selection, hiring and management (including Expense Reports)***

- compliance with regulations on working hours, rest periods, weekly rest, compulsory leave, holidays is ensured;
- the application of health and safety regulations in the workplace is guaranteed;
- appropriate working conditions and non-degrading supervision methods are ensured;
- personnel management is carried out in compliance with the elements referred to in the regulations on labor brokering (e.g., minimum wages

and conditions provided for by the applicable national collective labor agreements, working hours, shifts and rest periods, etc.).

In addition, with reference to this sensitive process, please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration.

# **SPECIAL PART “G”**

Market abuse (Art. 25-*sexies*)

## **SPECIAL PART "G" – MARKET ABUSE (ART. 25-SEXIES)**

### **1. Offences applicable to the Company**

This Special Part "G" reports the individual types of crime indicated in art. 25-sexies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **ILLEGAL ABUSE OR COMMUNICATION OF INSIDER INFORMATION ENCOURAGING OR INDUCING OTHERS TO COMMIT INSIDER DEALING (ART. 184 LEGISLATIVE DECREE 58/1998)**

The offence punishes anyone who, being in possession of inside information by reason of his status as a member of the administrative, management or control bodies of the issuer, of the participation in the capital of the issuer or of the exercise of a work activity, a profession or a function, including public, or an office:

- acquires, sells or carries out other transactions, directly or indirectly, for its own account or for the account of a third party, in financial instruments using that information;
- communicate that information to others, outside the normal exercise of the job, profession, function or office or of a market sounding carried out pursuant to Article 11 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014;
- recommend or induce others, on the basis of this information, to carry out any of the operations referred to in point (a).

Furthermore, the offence punishes anyone who, being in possession of inside information by reason of the preparation or execution of criminal activities, commits any of the acts referred to in paragraph 1.

In any case, anyone who, being in possession of inside information for reasons other than those indicated in paragraphs 1 and 2 and knowing the privileged nature of such information, commits any of the acts referred to in paragraph 1 is punished.

The provisions shall also apply where the facts referred to in paragraphs 1, 2 and 3 concern conduct or transactions, including bidding, relating to auctions on an authorized auction platform, such as a regulated market for emission allowances or other related auctioned products, even when the auctioned products are not financial instruments, pursuant to Commission Regulation (EU) No 1031/2010 of 12 November 2010.

- **MARKET MANIPULATION (ART. 185 LEGISLATIVE DECREE 58/1998)**

The crime punishes the conduct of anyone who spreads false news or carries out simulated operations or other artifices concretely suitable to cause a significant alteration in the price of financial instruments.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of market abuse crimes, are detailed in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "G" are summarized below:

- Management of external communication of information relating to the Company and/or the *Joint Venture* Companies.
- Transactions on financial instruments.
- Publication via press, on-line and through events of news relating to financial instruments referred to in Article 180 letter a) of the T.U.F. (Consolidated Law on Finance) or to companies and groups of issuers thereof.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all the Addressees of the Model are required to observe the following general principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25-*sexies* of Legislative Decree No. 231/2001, concerning the crimes of market abuse presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- divulging inside information to third parties, unless such disclosure is required by law, by other regulatory provisions or by specific contractual agreements whereby the counterparties have undertaken to use such information exclusively for the purposes for which it is transmitted and to maintain its confidentiality;
- acting in concert to acquire a dominant position over the supply of or demand for a financial instrument that has the effect of fixing, directly or indirectly, purchase or sale prices or determining other unfair trading conditions;
- buying or selling financial instruments at the close of the market for the purpose of misleading investors trading on the basis of closing prices;
- entering into transactions on a market in a financial instrument for the purpose of improperly influencing the price of the same or related financial instruments traded on the same or other markets (e.g. entering into transactions on shares in order to fix the price of the related derivative financial instrument traded on another market at abnormal levels, or entering into transactions on the underlying product of a derivative financial instrument in order to alter the price of related derivative contracts. Arbitrage transactions do not in themselves constitute market manipulation);
- carrying out simulated or otherwise fraudulent transactions, as well as disseminating false or incorrect information through the media, (including the Internet) or any other means, likely to cause a significant

alteration in the price of financial instruments listed or for which an application for admission to trading on a regulated market has been made.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of market abuse crimes, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-sexies:

##### ***Insider Information Management***

- formalization of operational rules for the management of inside information in accordance with the relevant regulations;
- traceability of inside information;
- adopting measures related and arising from the setting up of the register for the identification of persons having access to and/or managing inside information pursuant to Article 115-bis of Legislative Decree No. 58/1998.

## **SPECIAL PART “H”**

Offences of manslaughter and serious or extremely serious injuries caused in violation of the rules on safety and health in workplaces  
(Art. 25-*septies*)

## **SPECIAL PART "H" – OFFENCES OF MANSLAUGHTER AND SERIOUS OR EXTREMELY SERIOUS INJURIES CAUSED IN VIOLATION OF THE RULES ON SAFETY AND HEALTH IN WORKPLACES (ART. 25-SEPTIES)**

### **1. Offences applicable to the Company**

This Special Part "H" reports the individual types of crime indicated in art. 25-septies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **MANSLAUGHTER (ART. 589 P.C.)**

The crime is configured in the event that, violating the rules on the protection of health and safety at work, the death of a person is caused by negligence.

- **NEGLIGENT INJURIES (ART. 590 P.C.)**

The crime is configured in the event that negligence causes serious or very serious injuries to a person, as a result of the violation of the rules for the prevention of accidents at work.

Injuries are considered serious if:

- a) from the fact derives an illness that endangers the life of the injured person, or an illness or an inability to attend to ordinary occupations for a time exceeding forty days;
- b) the act results in the permanent impairment of a sense or organ (art. 583, paragraph 1, p.c.).

Injuries are considered very serious if the fact results in:

- a) a) an illness that is certainly or probably incurable;
- b) (b) the loss of a sense;
- c) (c) the loss of a limb or a mutilation rendering the limb useless, or the loss of the use of an organ or the ability to procreate, or a permanent and serious difficulty of speech
- d) (d) deformation or permanent disfigurement of the face (Art. 583(2) Penal Code).

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of the crimes of manslaughter and serious or very serious culpable injuries, committed with violation of accident prevention regulations and on the protection of hygiene and health at work, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "H" are summarized below:

- Fulfilment and management of obligations concerning the protection of health and safety at work pursuant to Legislative Decree 81/08, as amended and supplemented (Consolidated Law on Health and Safety at Work), at the offices and sites where the Company's business is conducted.
- Fulfilment and management of health and safety at work obligations pursuant to Legislative Decree 81/2008 (Consolidated Law on Health and Safety at Work) with reference to:
  - to works or supply contracts pursuant to Article 26 of Legislative Decree 81/2008 for the execution of works;
  - to the management of operations at temporary and mobile construction sites pursuant to Title IV (Legislative Decree 81/2008) for construction and/or plant engineering activities at the offices and sites where exhibitions produced by the Company take place.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Addressees of the Model are required to observe the following principles of conduct.

The Company promotes the dissemination of a culture of safety and awareness of the risks associated with the work activities carried out in its headquarters and production unit, at every level of the company, responsible behavior and respectful of the measures and instructions adopted regarding safety at work.

The following general principles of conduct constitute an important control and verification of the effectiveness and adequacy of the organization in compliance with the special legislation in force on accident prevention. The principles apply to the Addressees of the Model who, for whatever reason, are involved in "sensitive" activities related to culpable crimes in the field of health and safety. In particular, they are prohibited from:

- engaging in conduct integrating the types of offences provided for in Articles 25-*septies* of Legislative Decree No. 231/2001, concerning the offences of manslaughter and serious or extremely serious injuries caused in violation of the rules on safety and health in workplaces presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- carrying out on their own initiative operations that are not within their competence or that may compromise their own safety or that of other workers;
- failure to comply with the Health Protocol and the prescriptions contained therein;
- lack of information and training of workers in relation to accident prevention regulatory requirements;
- removing or modifying safety, signaling or control devices without authorization;
- engaging in conduct that is imprudent with regard to safeguarding one's own health and safety;

- violation of internal company regulations and procedures for the purpose of collective and individual protection, exercising in particular all appropriate controls and activities to safeguard the health and safety of external collaborators and/or outsiders who may be present in the workplace;
- failure to immediately report to the appropriate levels (according to the responsibilities assigned) the anomalies of the means and devices referred to in the above points, as well as any other dangerous conditions of which they become aware;
- in the performance of work activities personal, using protective equipment that is not appropriate and does not comply with the regulations in force for the specific operations to be performed;
- accessing work areas if not recognized and authorized for the specific task and with the necessary compulsory training required.

Furthermore, for an effective prevention of risks and in compliance with the obligations prescribed by Legislative Decree 81/2008 as subsequently amended and supplemented, as well as in line with the allocation of roles, tasks and responsibilities in the field of health and safety, an express request is addressed to:

- all Addressees, in various roles involved in the management of corporate safety, in order to implement, each for the part falling within their competence, the delegations and proxies received, and the procedures adopted in this context, the prevention and protection measures put in place to guard against the safety-related risks identified in the Risk Assessment Document (hereinafter "DVR") of the Company;
- the Employer, the Representative pursuant to Article 16 of Legislative Decree No. 81/2008 and all the persons involved in safety management, in order to perform the tasks assigned to them by the powers of attorney or proxies received in compliance with the law, taking care to inform and train the personnel who, in the performance of their activities, are exposed to safety-related risks;
- the Supervisors, in order to ensure proper compliance by all workers with the safety measures and procedures adopted by the Company,

reporting any shortcomings or misalignments of the safety system, as well as any conduct contrary to it;

- persons identified by the Company or elected by the personnel pursuant to Legislative Decree 81/2008 (e.g., Head of the Prevention and Protection Service - RSPP, Prevention and Protection Service Officers - ASPP, persons in charge of implementing fire prevention measures, fire-fighting, evacuation of workers in the event of danger, First Aid Officers, Competent Doctor, Workers' Safety Representatives - RLS), in order to carry out, each within the scope of their competences and attributions, the safety tasks specifically entrusted to them by the laws in force and provided for in the safety system adopted by the Company;
- all employees, in order to take care of their own safety and health and that of other persons who have access to the Company's facilities, and to observe the Company's safety measures and instructions.

#### **4. Specific control principles**

In addition to the general rules of conduct set out above, further operational control measures are set out below, to prevent the commission of the offences of manslaughter and serious or very serious bodily harm, committed in breach of the rules on accident prevention and on the protection of hygiene and health at work, with particular reference to the processes that are instrumental to the commission of the offences set out in Article 25-septies:

##### ***Health and safety requirements***

- diffusion within the Company of the culture of safety in the workplace through appropriate information and training activities for all personnel at the various levels of the organisation;
- formal designation of the persons envisaged by the legislation on health and safety in the workplace and formalization of the powers assigned to them;
- identification and assessment of the risks for the safety and health of workers and drafting of the Risk Assessment Document (DVR), dated and signed by the Employer, the RSPP and the Competent Doctor, considering the company structure, the nature of the activity, the location of premises and work areas, staff organisation, specific substances, machinery, equipment and plants used in operations;
- periodic updating of the Risk Assessment Document with reference to changes in workplaces, equipment, hazardous substances and more generally in the production cycle, in accordance with the procedure formally adopted by the Company;
- definition of the roles and responsibilities involved in the delivery of Personal Protective Equipment (PPE) to personnel;
- delivery of personal PPE equipment to individual workers only after the proper completion and delivery of the appropriate request form to the persons in charge;
- keeping and periodically updating, by the persons in charge, the register of personal PPE equipment delivered to workers;
- carrying out periodic checks on the state of wear and tear or on the expiry date of the PPEs delivered and/or present in the warehouse and

prompt replacement in the event of wear and tear, defect or deficiency or exhaustion of the equipment;

- planning and provision of mandatory training activities on health and safety at work for all personnel at the various levels of the organisation, in accordance with the provisions of the legislation in force;
- segregation of duties between the persons required to take or implement decisions on health and safety protection and the persons responsible for carrying out control activities in this area;
- preparation, convening and implementation of the periodic meeting of the Health and Safety System referred to in Article 35 of Legislative Decree 81/2008;
- performance of appropriate activities to verify compliance by suppliers with occupational safety regulations;
- eliminating risks to workers' health and safety at the source, and, where this is not possible, limiting them to a minimum by taking advantage of the knowledge acquired and technological progress;
- careful assessment of all risks to workers' health that cannot be eliminated, in order to take the most suitable countermeasures;
- planning the measures deemed appropriate to ensure the improvement of safety levels over time;
- prioritizing collective protection measures over individual protection measures;
- giving appropriate instructions to workers;
- defining the roles and responsibilities of the persons involved in managing the documentation and analysis of accidents and near misses occurring in the workplace;
- carrying out audits of accidents or near misses in the workplace, in order to identify any shortcomings and non-conformities and to identify any corrective actions to be taken.

## **SPECIAL PART “I”**

RECEIVING STOLEN GOODS, MONEY  
LAUNDERING AND USE OF MONEY, GOODS  
OR BENEFITS OF UNLAWFUL ORIGIN, AS  
WELL AS SELF MONEY-LAUNDERING (Art. 25-  
*octies*)

## **SPECIAL PART "I" – RECEIVING STOLEN GOODS, MONEY LAUNDERING AND USE OF MONEY, GOODS OR BENEFITS OF UNLAWFUL ORIGIN, AS WELL AS SELF MONEY-LAUNDERING (ART. 25-OCTIES)**

### **1. Offences applicable to the Company**

This Special Part "I" reports the individual types of crime indicated in art. 25-octies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **HANDLING STOLEN GOODS (ART. 648 P.C.)**

The crime of receiving stolen goods is committed by anyone who, outside the cases of participation in the crime, buys, receives or conceals, money or things from any crime in order to procure a profit for himself or others.

- **MONEY LAUNDERING (ART. 648-BIS P.C.)**

Outside the cases of participation in the crime, commits the crime of money laundering anyone who replaces, or transfers money, goods or other benefits deriving from a non-culpable crime or performs other operations in relation to them, so as to hinder the criminal identification of their origin.

- **USE OF MONEY, GOODS OR COMMODITIES OF UNLAWFUL ORIGIN (ART. 648-TER P.C.)**

This provision also provides that, apart from the cases of participation in the crime and the cases provided for in Articles 648 (receiving stolen goods) and 648-encore (money laundering), commits the crime of using

money, goods or other benefits of illicit origin anyone «uses money, goods or other benefits deriving from crime in economic or financial activities».

- **SELF-MONEY-LAUNDERING (ART. 648-TER.1 P.C.)**

Self-money-laundering consists of the activity of concealing the proceeds deriving from own crimes; It is found above all as a result of particular crimes, such as, by way of example and not exhaustively, tax evasion, corruption and the appropriation of corporate assets.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of the crimes of receiving stolen goods, money laundering and use of money, goods or benefits of illicit origin, as well as self-laundering, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "I" are summarized below:

- Management of purchases of goods and services.
- Management of financial resources.
- General accounting management, with particular reference to:
  - recognition, classification and control of all management facts with administrative and economic effects;
  - proper maintenance of administrative relations with third parties and related accounting management of debit/credit items;
  - administrative and accounting management of assets;
  - verification of all other administrative facts during the year (i.e., personnel costs, contractual penalties, loans receivable and payable);
  - verification of data from the input systems;
  - drawing up the balance sheet.
- Tax management.
- Management of relations between *joint venture* companies.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Addressees of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25-*septies* of Legislative Decree No. 231/2001, concerning the offences of receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-money-laundering, presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- engaging in commercial activities with customers and/or suppliers without adequate formalization of a contract;
- make payments to and/or receive collections from parties other than the holders of the commercial relationship, or collect securities with a transferability clause or of illicit origin;
- fictitiously purchasing or at an increased price materials or services from the third party, who, after receiving the relevant payment, returns to the company the whole sum or part of it by adding a 'commission' (money laundering price): in this way, the third party succeeds in appearing to the outside world to have available a sum of money of lawful origin that instead comes from a crime and whose actual origin has been screened;
- receiving or transferring funds from or in favor of third parties (e.g., located in 'tax havens' or in 'countries with favorable tax regimes' or whose banks supporting the transaction are located in the aforementioned countries), without there being an underlying cause justifying the transfer, or in the presence of a cause which cannot be ascertained in concrete terms;
- converting or transferring assets in the knowledge that they are derived from criminal activity or from participation in such activity;
- concealing or disguising the true nature, source, disposition, ownership of property or rights thereto, carried out with the knowledge that such

property is derived from criminal activity or from an act of participation in such activity;

- using, substituting, transferring, in economic, financial, entrepreneurial or speculative activities, money, goods or other utilities of an illegal nature, in such a way as to concretely hinder the identification of their criminal origin;
- incorrectly keeping accounting records for tax purposes by failing to prepare the company's income tax return and not paying the liquidated taxes, thus reusing such money to finance other activities of interest to the Company.

#### 4. Specific control principles

In addition to the general rules of conduct set out above, further operational control measures are set out below, in order to prevent the commission of the offences of receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-laundering, with particular reference to the processes instrumental to the commission of the offences set out in Article 25-octies:

##### ***Purchases of goods, services and advice***

- purchase orders are signed by persons with appropriate powers of attorney;
- in addition, it is made absolutely forbidden for all addressees of this model to:
- transfer for any reason, except through banks or electronic money institutions or Poste Italiane S.p.A., cash or bearer bank or postal passbooks or bearer securities in euro or in foreign currency, when the value of the transaction, even if fractioned, is equal to or greater than the thresholds in force by law;
- issue bank and postal cheques for amounts equal to or exceeding the legal thresholds in force, which do not bear the indication of the name or company name of the payee and the non-transferability clause;
- endorse for collection bank and postal cheques issued to the order of the drawer to parties other than banks or Poste Italiane S.p.A;
- make payments and/or money transfers to ciphered, anonymous current accounts or accounts opened at credit institutions without physical establishment;
- make payments/accept collections on current accounts of banks operating in countries on the blacklist of "tax heavens" and in favor of off-shore companies, unless authorized in writing by the CFO Organizational Unit;
- make payments to entities based in countries defined as 'non-cooperative' according to Bank of Italy instructions;
- purchase goods or services against payment of consideration that is abnormally lower than the market value of the good or service;

- issue invoices or documents for non-existent transactions in order to allow third parties to commit tax evasion;
- indicating fictitious liabilities by using invoices or other documents with similar probative value to invoices for non-existent transactions.

Furthermore, with reference to this sensitive process, please refer to the control measures reported in Special Part "A" – Crimes against the Public Administration and in Special Part "D" – Corporate Crimes.

### ***Management of Monetary and Financial Flows***

- definition of authorized types of payment (e.g., only through bank channels and other accredited financial intermediaries);
- checks are carried out on the correspondence between the recipient of the payment, the person indicated on the invoice and the counterparty that provided the service or sold the good to the Company;
- identification of personnel authorized to make payments in accordance with the stratification of signature powers;
- transactions between the companies of the joint venture are formalized through specific contracts that regulate the procedures for settling transactions and related charges.

Furthermore, with reference to this sensitive process, please refer to the control measures reported in Special Part "D" – Corporate Crimes.

### ***Tax management***

- definition of the roles and responsibilities of the persons involved in performing control and verification activities of contracts with non-standard terms;
- definition of the roles and responsibilities of the persons involved in the performance of control and verification activities of fiscal impacts in case of extraordinary transactions;
- the CFO Organizational Unit may only make payments against the balance of invoices recorded in the accounting system and approved for payment by persons identified in compliance with the principle of segregation of roles.

Moreover, with reference to this process sensitive, please refer to the control measures reported in the Special Part "Q" – Tax Crimes.

# **SPECIAL PART “L”**

OFFENCES RELATING TO NON-CASH  
PAYMENT INSTRUMENTS (Art. 25-*octies*.1)

## **SPECIAL PART "L" – OFFENCES RELATING TO NON-CASH PAYMENT INSTRUMENTS (ART. 25-OCTIES.1)**

### **1. Offences applicable to the Company**

This Special Part "L" reports the individual types of crime indicated in art. 25-octies.1 of Legislative Decree 231/2001 and deemed potentially feasible by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **IMPROPER USE AND FALSIFICATION OF PAYMENT INSTRUMENTS OTHER THAN CASH (ART. 493-TER P.C.)**

Art. 493-Ter p.c. punishes the fact of those who, improperly use, not being the holder, credit or payment cards, or any other similar document that enables the withdrawal of cash or the purchase of goods or the provision of services or in any case any other payment instrument other than cash. The same also punishes anyone who, in order to profit for himself or for others, falsifies or alters the instruments or documents referred to in the first sentence, or possesses, assigns or acquires such instruments or documents of illicit origin or otherwise falsified or altered, as well as payment orders produced with them.

### **FRAUDULENT TRANSFER OF VALUABLES (ARTICLE 512-BIS OF THE P.C.)**

This offence punishes, unless the act constitutes a more serious crime, anyone who fictitiously attributes to others the ownership or availability of money goods or other utilities in order to evade the provisions of the law on property prevention measures or smuggling or to facilitate the commission of one of the crimes referred to in Articles 648 648-bis and 648-ter shall be punished by imprisonment from two to six years.



## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of crimes relating to non-cash payment instruments, are detailed in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "L" are summarized below:

- Management of monetary and financial flows.
- Management of corporate credit and/or prepaid cards held in the name of persons other than cardholders.
- Collaboration and support to the Governing Body in the preparation of financial statements functional to the implementation of:
  - extraordinary corporate transactions;
  - operations to increase/reduce share capital;
  - other operations on shares in the Company or of the Company.
- Management of purchases of goods and services.

Management of sponsorships, donations and gifts. \*

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Addressees of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage themselves in conduct integrating the types of offences provided for in Articles 25-*octies*.1 of Legislative Decree No. 231/2001, concerning crimes relating to payment instruments other than cash presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- improperly use payment instruments other than cash (e.g., credit/debit cards of which the Company is not the holder);
- alter computer systems in order to improperly use the codes of credit/debit cards of which the Company is not the holder.
- make payments to parties other than the holders of the business relationship;
- transfer funds in favor of third parties (e.g., located in "tax havens" or "privileged tax countries," or whose supporting banks for the transaction are located in the aforementioned countries), without there being an underlying cause to justify the transfer, or where there is a cause that cannot be concretely assertable;
- acquiring, receiving or concealing money, converting or transferring property being aware that such property comes from criminal activity or participation in such activity;
- conceal or disguise the true nature, origin, disposition, ownership of assets or rights, carried out with knowledge that such assets derive from criminal activity or participation in such activity;
- fictitiously assigning the ownership of current accounts to third parties in order to evade the regulations on property prevention measures or smuggling, or to facilitate the commission of the crimes of receiving, laundering and use of money, goods or utilities of illicit origin

- fictitiously attributing the availability of money to third parties in order to evade the regulations on asset prevention measures or smuggling, or to facilitate the commission of the crimes of receiving, laundering and using money, goods or utilities of illicit origin.

In addition, it is required to:

- abstain from any conduct that may compromise the confidentiality and integrity of company and third party data information, and in particular, take care not to leave documents containing payment card data unattended when leaving the workstation, with their own access codes, or to switch off the computer and all peripheral devices at the end of the work shift;
- abstain from improperly storing, duplicating or using documents containing payment card data, or to engage in any conduct aimed at overcoming or circumventing the protections of the company's or others' computer system.
- constantly monitoring and tracking the Company's financial flows, both incoming and outgoing.

#### **4. Specific control principles**

In addition to the general rules of conduct set out above, further operational control measures are set out below, to prevent the commission of offences relating to non-cash payment instruments, with particular reference to the processes instrumental to the commission of the offences set out in Article 25-octies.1:

##### ***Purchases of goods, services and advice***

- prohibition of transcribing credit card data on any paper or electronic medium;
- definition of criteria and procedures for handling payment card data.
- make payments and/or money transfers to ciphered, anonymous current accounts or accounts opened at credit institutions without physical settlement;
- it is prohibited to issue bank and postal checks for amounts equal to or exceeding the current legal limits that do not bear the name or company name of the payee and the non-transferability clause;

verify the proper delivery of the service and/or receipt of the good with respect to what is defined within the contract/letter of assignment.

##### ***Management of Monetary and Financial Flows***

- prohibition of requesting customers' credit card data through written communications (e.g., e-mail, social media, etc.);
- in the event of proven fraudulent use of customers' credit cards by persons belonging to the Company, the same shall forward the documents to the competent judicial bodies.
- identification of authorized personnel to use and execute incoming and outgoing movements via Home Banking;
- operations of renegotiation of economic conditions applied and, in general, any contractual relationship with the identified banking institutions are managed by the CFO;

segregation of roles relatively between those who have the power to open/close current accounts and those of relations with banks and other financial intermediaries.

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***Preparation of the balance sheet and relations with the Supervisory bodies***

- Each invoice payable, prior to payment processing, is checked in terms of correspondence of good received/service rendered before payment.

Lastly, with reference to the sensitive process "Management of sponsorships, donations and gifts," please refer to the control principals described within Special Part "A" - Crimes against the Public Administration.

# **SPECIAL PART “M”**

Crimes of copyright violation (*Art. 25-novies*)

## **SPECIAL PART "M" – CRIMES OF COPYRIGHT VIOLATION (ART. 25-NOVIES)**

### **1. Offences applicable to the Company**

This Special Part "M" reports the individual types of crime indicated in art. 25-novies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **MAKING AVAILABLE TO THE PUBLIC, IN A SYSTEM OF TELEMATIC NETWORKS, THROUGH CONNECTIONS OF ANY KIND, A PROTECTED INTELLECTUAL WORK, OR PART OF IT (ARTICLE 171(1)(A)-BIS OF LAW 633/1941)**

In relation to the criminal offense referred to in art. 171 of the Copyright Law, the Decree took into consideration only two cases, namely:

- the making available to the public, through the introduction into a system of telematic networks and with connections of any kind, of a protected intellectual work or part of it;
- the making available to the public, through the introduction into a system of telematic networks and with connections of any kind, of an intellectual work not intended for advertising, or with usurpation of the authorship of the work, or with deformation, mutilation or other modification of the work itself if it is offended to the honor or reputation of the author.

If, therefore, in the first hypothesis to be protected is the patrimonial interest of the author of the work, which could see its expectations of profit damaged in the event of free circulation of its work on the network,

in the second hypothesis the protected legal asset is not, evidently, the expectation of profit of the owner of the work, but his honor and his reputation.

- **UNAUTHORISED DUPLICATION, FOR PROFIT, OF COMPUTER PROGRAMS; IMPORT, DISTRIBUTION, SALE OR POSSESSION FOR COMMERCIAL OR ENTREPRENEURIAL PURPOSES OR RENTAL OF PROGRAMS CONTAINED IN SUPPORTS NOT MARKED BY THE SIAE; PREPARATION OF MEANS TO REMOVE OR ELUDE THE PROTECTION DEVICES OF COMPUTER PROGRAMS (ARTICLE 171-BIS PARAGRAPH 1 OF LAW 633/1941)**

Anyone who illegally duplicates, for profit, computer programs or for the same purposes imports, distributes, sells, holds for commercial or entrepreneurial purposes or leases programs contained in media not marked by the Italian Society of Authors and Publishers (SIAE) is punished.

- **REPRODUCTION, TRANSFER TO ANOTHER MEDIUM, DISTRIBUTION, COMMUNICATION, PRESENTATION OR DEMONSTRATION IN PUBLIC, OF THE CONTENTS OF A DATABASE; EXTRACTION OR RE-USE OF THE DATABASE; DISTRIBUTION, SALE OR RENTAL OF DATABASES (ARTICLE 171-BIS (2) L. 633/1941)**

This article punishes anyone (by way of example but not limited to):

- illegally duplicates, for profit, computer programs;
- for the same purposes it imports, distributes, sells, holds computer programs for commercial or business purposes;
- leases programs contained in media not marked by the Italian Society of Authors and Publishers (SIAE), by any means intended solely to facilitate the arbitrary removal or functional circumvention of devices applied to protect a computer program.

- **FRAUDULENT MANUFACTURING, SALE, IMPORTATION, PROMOTION, INSTALLATION, MODIFICATION, USE FOR PUBLIC AND PRIVATE USE OF DEVICES OR PARTS OF DEVICES SUITABLE FOR DECODING AUDIOVISUAL TRANSMISSIONS WITH LIMITED ACCESS MADE OVER THE AIR, BY SATELLITE, BY CABLE, IN BOTH ANALOGUE AND DIGITAL FORM (ART. 171-OCTIES L. 633/1941)**

This offence may arise when a person, for fraudulent purposes, produces, offers for sale, imports, promotes, installs, modifies, uses for public and private use equipment or parts of equipment suitable for the decoding of conditional access audiovisual transmissions made over the air, by satellite, by cable, in both analogue and digital form. Conditional access means all audiovisual signals transmitted by Italian or foreign broadcasters in such a form as to make them visible only to closed groups of users selected by the person who carries out the emission of the signal, regardless of the imposition of a fee for the use of this service.

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## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of crimes regarding copyright infringement, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "M" are summarized below:

- Managing the reproduction and distribution within the company's information systems of computer media and software containing works or parts of works protected by copyright and related rights.
- Management and use of software licenses in business activities.
- Management of hospitality and entertainment activities and services for clients (e.g., collective and/or individual entertainment and animation activities on campus).

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Addressees of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- Engage themselves in conduct integrating the types of offences provided for in Articles 25-*novies* of Legislative Decree No. 231/2001, concerning crimes of copyright violation presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- use and, in particular, distribute to the public, also through websites, third party works protected by copyright in the absence of formalized contractual agreements in writing with the relevant owners for the economic exploitation of the same as well as in breach of the terms and conditions laid down in said agreements;
- duplicate and/or install works protected by copyright not bearing the SIAE mark or bearing said mark forged;
- reproduce, in the Company's documents, images, contents, objects protected by copyright without having paid the relative rights or having in any case agreed their use with the legitimate owners;
- use software without the necessary authorizations or licenses within the Company's information systems;
- duplicate and/or distribute in any form software and files if not in the forms and for the service purposes for which they have been assigned and in compliance with the licenses obtained;
- reproduce or distribute, in any form and without right, the intellectual work of others, in the absence of formalized contractual agreements in writing with the relevant owners for economic exploitation or in violation of the terms and conditions laid down in said agreements;
- install, modify, misuse, for public and private use, within Leonardo CAE's school, equipment or parts thereof suitable for decoding audiovisual

transmissions with conditional access made over the air, via satellite, via cable, in both analogue and digital form.

#### **4. Specific control principles**

In addition to the general rules of conduct set out above, further operational control measures are set out below, to prevent the commission of offences relating to copyright infringement, with particular reference to processes instrumental to the commission of the offences set out in Article 25-novies:

##### ***Management of information systems***

- performing periodic monitoring of computer devices in use by employees in order to prevent the installation of any type of unauthorized application software and without the appropriate license.

Furthermore, with reference to this sensitive process, please refer to the control measures listed in Special Part "B" – cybercrimes and unlawful data processing.

##### ***Industrial and intellectual property management***

- definition of roles, responsibilities and operating methods for the control and monitoring of the contents of published articles and audio-visual materials used within the Company's supporting information systems and computer software;
- definition of roles and responsibilities of the persons in charge of monitoring the correct payment of license fees;
- periodic monitoring of the correct payment of license fees for:
  - for the reproduction and transmission of audiovisual works protected by copyright and related rights;
  - for the decoding of audiovisual broadcasts by air, by satellite, by cable, in both analogue and digital form;
- the inclusion of terms in contracts with third party contractors that clearly and comprehensively define responsibilities with regard to the acquisition and use of copyrighted material as well as the terms for payment of the relevant royalties.

## **SPECIAL PART “N”**

Persuasion not to make statements or to  
make false statements to judicial authorities  
(Art. 25-*decies*)

## **SPECIAL PART "N" – PERSUASION NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO JUDICIAL AUTHORITIES (ART. 25-DECIES)**

### **1. Offences applicable to the Company**

This Special Part "N" reports the individual types of crime indicated in art. 25-Decies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **PERSUASION NOT TO MAKE STATEMENTS OR TO MAKE FALSE STATEMENTS TO JUDICIAL AUTHORITIES (ART. 377-BIS P.C.)**

Art. 377-bis p.c. sanctions the conduct carried out by anyone who, resorting to the means of violence, threat or "offer or promise of money or other utility", induces not to make statements, or to make them false, all those who are called to make, before the judicial authority, statements that can be used in criminal proceedings, in the event that they have the right not to respond.

There is a prison sentence of two to six years.

The inductive conducts identifiable in the structure of the crime referred to in art. 377-bis p.c. consist of violence, a threat, or an offer or promise of money or other benefits.

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## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of the crime of inducement not to make statements or to make false statements to the judicial authority, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "N" are summarized below:

- Managing relations with suspects or defendants in criminal proceedings.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model former Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Recipients of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage themselves in conduct integrating the types of offences provided for in Articles 25-*decies* of Legislative Decree No. 231/2001, concerning crimes of induction not to make statements or to make false statements to the judicial authority presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- deal promptly, fairly and in good faith with all requests from the judicial police bodies and from the investigating and judging judicial authorities, providing any useful information, data and news;
- behave in a helpful and cooperative manner towards the judicial police and judicial authorities in any situation;
- promise or offer payments in money or other benefits in favor of persons involved in judicial proceedings in order to induce them to conceal/omit facts that may cause penalties/sanctions to the Company, protecting or improving its position;
- use violence or threats against a person called upon to make before the judicial authorities' statements that may be used in criminal proceedings in order to induce the same person not to make statements or to make false statements;
- inducing a person not to make statements or to make false statements to the judicial authorities in the course of criminal proceedings, by means of threats or violence (physical or moral coercion) in order to conceal/omit facts that may cause penalties/sanctions to the Company.

#### 4. Specific control principles

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of the offence of inducement not to make statements or to make false statements to the judicial authority, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-*Decies*:

##### ***Relations with Public Bodies, Supervisory Authorities and Persons in Charge of a Public Service***

- identification of the persons authorized to represent the Company in legal proceedings and in relations with the judicial authorities;
- in the process of managing relations with the competent judges, their technical consultants and their auxiliaries, in the context of lawsuits of various kinds:
  - informing the Supervisory Board, by the person in charge identified, of the start of the proceedings, of the results of the various stages of judgement, of the conclusion of the proceedings, as well as of any critical issues that may be encountered in the process;
  - choose any external professionals on the basis of the requirements of professionalism, independence and competence as set out in the company's regulatory documents;
  - appoint external professionals in compliance with the procedures, authorizations and internal controls adopted by the Company;
  - confer appointments to external professionals in writing, indicating the agreed fee and the content of the service;
- definition of the limits of the spending powers of the persons involved in the management of litigation;
- specific reporting flows are defined in relation to particularly significant judicial events;
- formalization of a specific mandate with the selected external lawyer containing the subject of the case, the recognition of fees, any other element useful for the performance of the assignment;

- periodic monitoring of the status of ongoing litigation and related expenses, in coordination with the appointed external lawyers;
- preservation and filing, by the appointed corporate subject, of the documentary support for each judgement;

Furthermore, in relation to this sensitive process, please refer to the control devices described in the Special Part "A" – Crimes against the Public Administration.

With regard to sensitive processes "Purchases of goods, services and advice", "Management of Monetary and Financial Flows", "Personnel selection, hiring and management (including Expense Reports)", and "Management of sponsorships, donations and gifts", please refer to the control measures described in the Special Part "A" – Crimes against the Public Administration.

# **SPECIAL PART “O”**

Environmental crimes (Art. 25-*undecies*)

## **SPECIAL PART "O" – ENVIRONMENTAL CRIMES (ART. 25-UNDECIES)**

### **1. Offences applicable to the Company**

This Special Part "O" reports the individual types of crime indicated in art. 25-undecies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **ENVIRONMENTAL POLLUTION (ART. 452-BIS P.C.)**

This type of crime punishes anyone who unlawfully causes impairment or significant and measurable deterioration of water or air, or large or significant portions of the soil or subsoil; of an ecosystem, of biodiversity including agriculture, of flora or fauna. There is also an increase in the penalty for anyone who causes pollution in a protected natural area or subject to landscape, environmental, historical, artistic, architectural or archaeological restrictions, or to the detriment of protected animal or plant species.

- **ENVIRONMENTAL DISASTER (ART. 452-QUATER P.C.)**

This crime is configured in the case of abusive conduct that causes an environmental disaster through the alteration of the balance of an irreversible ecosystem or whose elimination is particularly costly and achievable only with exceptional measures; or the offense to public safety due to the importance of the fact or its harmful effects for the number of persons offended or exposed to danger. An increase in penalty is provided for, if the disaster is produced in a protected natural area or subject to landscape, environmental, historical, artistic,

architectural or archaeological constraints, or to the detriment of protected animal or plant species.

- **NEGLIGENT CRIMES AGAINST THE ENVIRONMENT (ART. 452-QUINQUIES P.C.)**

In the event that the previous offences (art. 452- *bis* and 452-*quater* p.c.) are committed through negligence, the penalties provided for in those Articles shall be reduced from one third to two thirds. In the event that the culpable conduct results in a mere danger of pollution or environmental disaster (without the occurrence of the harmful event), the rule provides for a further reduction of penalties by one third.

- **DISCHARGES OF INDUSTRIAL WASTEWATER CONTAINING DANGEROUS SUBSTANCES; DISCHARGES TO SOIL, SUBSOIL AND GROUND WATER; DISCHARGES FROM SHIPS OR AIRCRAFT INTO SEA WATERS (ART. 137 D.LGS. 152/2006)**

It punishes cases where the discharge of industrial wastewater containing certain hazardous substances is carried out:

- in the absence of authorization or with suspended or revoked authorization;
- without complying with the requirements of the authorization, or with other requirements of the competent authority;
- beyond the limit values set by law or the more restrictive ones set by the regions or autonomous provinces or by the competent authority.

Furthermore, the liability of the institution may derive from the carrying out of discharges:

- on the ground, in the surface layers of the subsoil, in groundwater and underground, in violation of Articles. 103 and 104, Legislative Decree 152/2006, subject to the exceptions and derogations provided for therein;
- in sea waters by ships or aircraft in the event that the discharge contains substances or materials for which an absolute ban on spills is imposed in accordance with the provisions contained in the international conventions in force on the subject and ratified by Italy.

What characterizes the above conducts is the conduct of the same in violation of the relevant administrative provisions (e.g., authorizations to

open or maintain the discharge), with reference to dangerous substances and their concentrations.

- **UNAUTHORIZED WASTE MANAGEMENT (ART. 256 D.LGS. 152/2006)**

This offence occurs when waste collection, transport, recovery, disposal, trade and brokerage activities are carried out without the required authorization, registration or communication referred to in Articles 208, 209, 210, 211, 212, 214, 215 and 216 of the Environmental Code.

The offence referred to in paragraph 2 is configured if, in order to achieve an unfair profit or cost savings, the Company abandons or deposits waste in an uncontrolled manner or releases it into surface or underground water in violation of the prohibition of abandonment pursuant to art. 192, paragraphs 1 and 2.

- **BREACH OF THE DUTIES OF COMMUNICATION, KEEPING OF MANDATORY REGISTERS AND FORMS ON ENVIRONMENTAL MATTERS (ART. 258 D.LGS. 152/2006)**

This offence arises when, in the preparation of a waste analysis certificate, false information is provided on the nature, composition and chemical-physical characteristics of the waste and to those who use a false certificate during transport.

- **ILLEGAL WASTE TRADING (ART. 259 D.LGS. 152/2006)**

Art. Article 259 provides for two types of offence relating to cross-border traffic and shipment of waste. According to EC Regulation no. 1013/2006 constitutes illegal shipment, any cross-border shipment made *a)* without prior notification to the competent authorities; *b)* without the authorization of the competent authorities; *c)* with the authorization of the competent authorities obtained through falsification, misrepresentation or fraud; *d)* in a manner not materially specified in the notification or in the transport documents; *e)* in such a way that the recovery or disposal of waste would be contrary to Community or international legislation, and *f)* contrary to the articles of the regulation itself.

- **ORGANIZED ACTIVITIES FOR THE ILLEGAL TRAFFICKING OF WASTE (ART. 260 D.LGS. 152/2006)**

This offense arises if, in order to achieve an unfair profit, the Company sells, receives, transports, exports, imports, or otherwise illegally manages large quantities of waste, with multiple operations and through the preparation of means and continuous organized activities.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of environmental crimes, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "O" are summarized below:

- Management, storage and disposal of waste, as well as relations with any environmental managers to whom the Company entrusts waste collection, transport and disposal activities, including verification of the authorizations and registrations of such managers.
- Management and maintenance of the containment tanks/collection tanks for the storage and disposal of lubricants and other industrial waste.
- Fulfilment of the fulfilments ordered by the Authority with regard to atmospheric emissions - also with reference to the self-checks required by law in the presence of authorizations.
- Verifying the authorizations and registrations of the environmental managers to whom the Company entrusts waste collection, transport, recovery and disposal activities.
- Management of the disposal and shipment of scraps and processing waste, as well as other exhausted materials disposed of by the plant:
  - wastes listed in Annex II of EEC Regulation 259/93;
  - dangerous waste.

### 3. General principles of conduct

The Company promotes the dissemination of a culture of safety and awareness of the risks associated with the work activities carried out in its offices, requiring, at every level of the company, responsible and respectful behavior in environmental matters, in order to operate in full respect of the environment and contractual conditions, regulations and laws in force.

Consistent with the corporate principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, all Recipients of the Model are required to observe the following principles of conduct and control:

- comply with regulations in order to protect the environment, exercising in particular all appropriate controls and activities to safeguard the environment;
- in compliance with their training and experience, as well as with the instructions and means provided or arranged by the Company, adopt prudent, correct, transparent and collaborative behavior to safeguard the environment;
- encourage the continuous improvement of performance in terms of environmental protection, participating in the monitoring, evaluation and review of the effectiveness and efficiency of the measures implemented;
- take direct action, when a danger is detected and only in cases of urgency, compatibly with their skills and possibilities;
- contribute to the fulfilment of all obligations imposed by the competent authority or in any case necessary to protect the environment at work;
- ascertain, before the relationship is established, the respectability and reliability of suppliers of services related to waste management by acquiring and verifying the validity of the authorizations and certifications on environmental matters held by them;
- contracts/orders with suppliers of services connected to waste management contain information on the behavioral standards adopted by the Company in relation to the Code of Ethics, as well as on the consequences that behavior contrary to the provisions of the Code of Ethics, to the behavioral principles that inspire the Company and to the regulations in force, may have on contractual relations.

With regard to the principles of conduct, in particular, it is expressly forbidden to:

- engage in conduct integrating the types of offences provided for in Articles 25-*undecies* of Legislative Decree No. 231/2001, concerning environmental crimes presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- falsifying or altering environmental communications with the Public Administration (e.g., ARPA, Provincial Administration, ATL, Municipality, judicial authorities, Municipal Police, etc.);
- ditching or depositing waste in an uncontrolled manner and introducing it, in a solid or liquid state, into surface and underground waters;
- entrust third parties with activities related to waste management in the absence of an appropriate authorization for their disposal and recovery;
- mixing different categories of dangerous waste (or dangerous waste with non-dangerous waste);
- breach the obligations to report, keep mandatory records and forms for waste management;
- breach the obligation to provide, following the occurrence of an event potentially liable to contaminate the site, for the implementation of the necessary prevention and remediation measures, by promptly notifying the competent authorities;
- omit to promptly communicate information or data on facts or circumstances that may compromise the protection of the environment or public health;
- prevent access to Company sites by persons in charge of control.

In addition, the Company is committed to:

- define resources, roles and responsibilities for the implementation of environmental laws and regulations;
- provide Addressees with adequate information and training on environmental offences;

- monitor Recipients' compliance with the operating procedures adopted to prevent the commission of environmental offences and update existing procedures following the detection of the need to implement the system and/or redefine tasks and responsibilities;
- provide adequate instruction and assistance to suppliers of services related to environmental management;
- not discharge unauthorized industrial wastewater, liquid waste or hazardous substances used in processing onto the soil, into the subsoil and into surface and underground waters;
- communicate to the heads of the functions to which they belong any information concerning situations at risk of environmental impact or emergency situations from which the commission of Environmental Crimes by persons inside or outside the organisation may result;
- notify the competent authorities of pollution events or the danger of pollution by providing all information relating thereto;
- report to the competent authorities any failure by the recipient of the waste to return a duly signed copy of the waste identification form.

#### 4. Specific control principles

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of environmental crimes, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-*undecies*:

##### ***Environmental management requirements***

- definition of the roles and responsibilities of the Organizational Units and corporate entities involved in activities related to environmental management;
- identification of the personnel in charge of managing environmental impacts with an indication of tasks, roles, and responsibilities in accordance with the stratification of delegated powers;
- definition of temporary storage areas for each type of waste;
- filing of the waste register and the relevant forms, in accordance with the provisions of the regulations in force;
- definition of the roles and responsibilities of the parties involved in managing the disposal of wastewater and other industrial waste;
- checks on the proper functioning of the alarm system present at the industrial waste storage/containment sites and maintenance of the same, where necessary;
- the Company regulates roles and responsibilities for:
  - identify the activities that may involve water discharges and ensure that the prescribed authorizations are obtained and maintained, where required;
  - ensure the monitoring of chemical/physical parameters of water discharges;
  - ensuring the performance of periodic and scheduled maintenance operations;
  - ensure the performance of extraordinary maintenance operations to be adopted also for the containment of any environmental incidents;

- ensure that, where required, the results of monitoring are communicated to the competent bodies;
- as part of waste transport activities:
  - periodically monitoring the correct filling in of loading and unloading registers, FIRs (Waste Identification Forms) and the actual return of the fourth copy of them in accordance with the timeframes and methods defined by the standard, also using databases and summary tools by CER code
  - ensuring the availability of the relevant documentation (e.g., registers, forms, analytical accompanying documentation, etc.).

## **SPECIAL PART “P”**

Employment of illegally staying third-country  
citizens

(Art. 25-*duodecies*)

## **SPECIAL PART "P" – EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY CITIZENS (ART. 25-DUODECIES)**

### **1. Offences applicable to the Company**

This Special Part "P" reports the individual types of crime indicated in art. 25-duodecies of Legislative Decree 231/2001 and deemed potentially feasible by the Company, even if prudentially, due to the activities carried out and considered "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **PROVISIONS AGAINST ILLEGAL IMMIGRATION (ART. 12, PAR. 3, 3 BIS, 3 TER AND PAR. 5 LEGISLATIVE DECREE 286/1998)** (*inserted in a prudential way*)

This type of crime can arise when a subject, in violation of the provisions of "Consolidated text of the provisions concerning the regulation of immigration and rules on the condition of foreigners", promotes, directs, organizes, finances or carries out the transport of aliens to the territory of the State or performs other acts aimed at illegally procuring their entry into the territory of the State, or of another State of which the person is not a national or does not have a permanent residence permit.

Unless the fact constitutes a more serious crime, the crime also punishes anyone who, in order to derive an unfair profit from the condition of illegality of the foreigner or in the context of the activities punished under this article, favors the permanence of these in the territory of the State in violation of the rules of the aforementioned consolidated text.

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- **EMPLOYMENT OF ILLEGALLY STAYING THIRD-COUNTRY CITIZENS (ART. 22, PAR: 12 BIS D.LGS. 286/1998)** *(inserted in a prudential way)*

The crime of "employment of illegally staying third-country citizens" has been introduced into the list of so-called "predicate crimes" of Decree 231, in Article 25-duodecies, by Legislative Decree no. 109 of 16 July 2012, which, entered into force on 9 August 2012, regulates the implementation of Directive 2009/52/EC.

This offense arises if the person who holds the status of employer employs foreign workers without a residence permit, or whose permit has expired and whose renewal has not been requested, within the terms of the law, or has been revoked or canceled, where the specific aggravating circumstances provided for by art. 22, paragraph 12-bis, of Legislative Decree no. 286 of 25 July 1998, such as:

- a) if the workers employed are more than three;
- b) if the employed workers are minors of non-working age;
- c) if the employed workers are subjected to other particularly exploitative working conditions referred to in Article 603-bis, paragraph 3 of the Penal Code.

In particular, the working conditions referred to in point (c) above concern the exposure of workers to situations of serious danger with regard to the characteristics of the services to be performed and the working conditions.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of the crimes of employment of illegally staying third-country nationals, are indicated in detail in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "P" are summarized below:

- Recruitment and management of non-EU employees, with particular regard to the following activities:
  - requesting and verifying residence permits;
  - monitoring and renewal of the residency permit;
  - checking age limits;
  - checking working conditions.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model former Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Recipients of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage themselves in conduct integrating the types of offences provided for in Articles 25-*duodecies* of Legislative Decree No. 231/2001, concerning the crimes of employment of illegally staying third-country citizens presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- recruiting and employing foreign workers without a regular residence permit, or whose permit has expired and whose renewal, revocation or cancellation has not been requested within the legal deadlines;
- employing a foreigner who is in Italy for reasons of tourism, even if regularly in possession of the prescribed declaration of presence;
- establish a subordinate employment relationship for an indefinite, fixed-term or seasonal period with a non-EU citizen resident abroad, without submitting a specific request for authorization for employment to the Prefecture of the place where the work is to be carried out;
- awarding sub-contracts to companies that employ foreign workers without a residence permit, or whose permit has expired and whose renewal, revocation or cancellation has not been requested within the legal deadlines.

In addition, Addressees are required to:

- carry out all the formalities with the competent Public Bodies required by law for the recruitment of foreign staff;
- punctually verify the status of the newly-hired person's regular residence permit and/or the renewal of the residence permit in accordance with the expiry deadlines indicated by law, after having fully identified the person being hired;

- ensure maximum traceability and transparency in the management of relations with companies that perform contracting activities.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of offences relating to the employment of illegally staying third-country nationals, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-duodecies:

##### ***Personnel selection, hiring and management (including Expense Reports)***

- checks on the validity of the residence permit, during the candidate selection phase, if the candidate is a non-EU citizen;
- checks and monitoring of the residence permits of employees from non-EU countries, particularly with regard to expiry dates and renewal deadlines, also by means of company documentation for this specific activity.

# **SPECIAL PART “Q”**

Tax Crimes

(Art. 25-*quinquiesdecies*)

## **SPECIAL PART "Q" – TAX CRIMES (ART. 25-QUINQUIESDECIES)**

### **1. Offences applicable to the Company**

This Special Part "Q" reports the individual types of crime indicated in art. 25-quinquiesdecies of Legislative Decree 231/2001 and deemed potentially achievable by the Company, due to the activities carried out and deemed "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **FRAUDULENT TAX DECLARATION THROUGH THE USE OF INVOICES FOR FICTITIOUS OPERATIONS (ART. 2 D.LGS. 74/2000)**

This crime occurs every time the declaration, in addition to being untruthful, is supported by an accounting system capable of diverting or hindering the subsequent assessment activity by the Financial Administration. For the consummation of the crime in question it is necessary that the documents or invoices used fraudulently are recorded in the mandatory accounting records or held for the purpose of proof against the Tax Administration.

- **FRAUDULENT TAX DECLARATION BY OTHER MEANS (ART. 3 D.LGS. 74/2000)**

- This offence occurs if, in order to evade VAT or income tax, in the declarations relating to these taxes, assets are indicated for an element lower than the actual one or fictitious passive elements or credits and fictitious withholdings. Provided, however, that the tax evaded, the total amount of the assets is higher than the thresholds indicated by the Legislator in the reference standard
- The declarative fraud of the crime in question is specific to the persons obliged to keep the accounts by requesting, for its fulfilment, a false

representation of the accounting records or to have used documents or other fraudulent means suitable to hinder the investigation.

- **UNFAITHFUL TAX DECLARATION (ART. 4 D.LGS. 74/2000)**

Except in the cases provided for in Articles 2 and 3, any person who, in order to evade income or value added tax, indicates in one of the annual returns relating to such taxes assets of an amount lower than the actual amount or non-existent liabilities shall be liable to imprisonment from two years to four years and six months, when jointly:

- the tax evaded is higher, with reference to some of the individual taxes, to one hundred thousand euros;
- The total amount of assets exempted from taxation, including by indicating non-existent passive elements, is greater than ten percent of the total amount of the assets indicated in the declaration, or, in any case, is greater than euro two million.

For the purposes of applying the provision of paragraph 1, no account shall be taken of the incorrect classification, valuation of objectively existing assets or liabilities, with respect to which the criteria actually applied have nevertheless been indicated in the financial statements or in other relevant documentation for tax purposes, violation of the criteria for determining the year of competence, non-inherence, the non-deductibility of real passive elements.

Except in the cases referred to in paragraph 1-encore, assessments which, taken as a whole, differ by less than 10% from the corrected ones shall not give rise to punishable acts. The amounts included in this percentage shall not be considered in the verification of the exceeding of the thresholds of liability provided for in paragraph 1, letters a) and b).

- **OMISSION OF TAX DECLARATION (ART. 5 D.LGS. 74/2000)**

It is punished with imprisonment from two to five years who, in order to evade income or value added tax, does not submit, being obliged to do so, one of the declarations relating to these taxes, when the tax evaded is higher, with reference to some of the individual taxes to fifty thousand euros. It is punished with imprisonment from two to five years anyone who does not submit, being obliged to do so, the declaration of withholding agent, when the amount of unpaid withholdings exceeds fifty thousand euros.

For the purposes of the provision provided for in paragraphs 1 and 1-encore A declaration submitted within ninety days of the expiry of the period or not signed or not made out on a printed document conforming to the prescribed model shall not be considered omitted.

- **ISSUANCE OF INVOICES OR OTHER DOCUMENTS FOR NON-EXISTENT TRANSACTIONS (ART. 8 D.LGS. 74/2000)**

This crime occurs when a person, in order to allow third parties to evade the tax, issues documents relating to non-existent transactions. In this case it is provided the "*Legal cumulation*" or the commission of a single crime even in the face of the issue of several false documents to different subjects in the same tax period.

- **HIDING OR DESTRUCTION OF ACCOUNTING DOCUMENTS (ART. 10 D.LGS. 74/2000)**

This crime is committed in the event that the Company, in order to evade income and value added taxes or to allow evasion to third parties, conceals or destroys, in whole or in part, accounting records or documents of which it is obliged to keep by law.

This crime occurs in cases where the destruction or concealment of accounting documentation does not allow or makes it difficult to reconstruct commercial transactions.

- **UNDUE COMPENSATION (ART. 10-QUATER D.LGS. 74/2000)**

It is punished with imprisonment from six months to two years anyone who does not pay the sums due, using in compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, n. 241, credits not due, for an annual amount exceeding fifty thousand euros.

It is punished with imprisonment from one year and six months to six years anyone who does not pay the sums due, using in compensation, pursuant to Article 17 of Legislative Decree 9 July 1997, n. 241, non-existent credits for an annual amount exceeding fifty thousand euros.

- **FRAUDULENT WITHHOLDING OF TAXES (ART. 11 D.LGS. 74/2000)**

This crime occurs in the event that the Company, in order to avoid payment of income taxes, interest and any penalties, performs fraudulent acts aimed at the alienation of movable or immovable

property in order to compromise the effectiveness of the compulsory collection procedure.

## 2. Identification of sensitive activities

The activities that the Company has identified as sensitive, in the context of tax crimes, are indicated in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "Q" are summarized below:

- Documentation, storage and maintenance of information related to business activities (i.e., accounting records, company books).
- Management of purchases of goods and services.
- Management of monetary and financial flows.
- Management of relations between joint venture companies.
- Management of taxation and activities related to tax returns in general.
- Management of tangible, intangible and financial fixed assets.
- Management of sponsorships, donations and gifts.
- Management of sales.
- Collection, aggregation and evaluation of the accounting data required to prepare the Company's draft statutory financial statements and tax declarations, as well as the reports attached to the financial statements to be submitted to the Board of Directors for approval.
- Recognition, recording and representation of business activities in the accounting records, financial statements, reports and other business documents.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Addressees of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engaging themselves in conduct integrating the types of offences provided for in Articles 25-*quinquiesdecies* of Legislative Decree No. 231/2001, concerning tax crimes presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- transmit for processing and representation in annual income or VAT declarations, false, incomplete or otherwise untrue data, or prepare invoices or other documents for non-existent transactions;
- making accounting entries of invoices or other documents for non-existent transactions;
- record transactions without adequate supporting documentation to enable their proper accounting and subsequent accurate reconstruction;
- engage in behaviors and actions that materially impedes or otherwise obstructs, by concealing documents or using other fraudulent means, the performance of investigations;
- disclose assets in an amount lower than the actual amount or fictitious liabilities or fictitious credits and deductions;
- issue invoices or other documents for non-existent transactions;
- invoice services not actually provided and/or received, duplicate invoicing for the same service, as well as omit the issuance of credit notes if services have been invoiced, even in error, that are wholly or partially non-existent;
- engage in conduct that prevents, through the concealment of documents or the use of other fraudulent means, or obstructs the

performance of control and audit activities by shareholders, the Single Statutory Auditor and the Audit Firm;

- perform services or make payments in favor of collaborators, suppliers, consultants, or other third parties operating on behalf of the Company, which are not adequately justified in the context of the contractual relationship established with them or in relation to the type of task to be performed and the practices in force in the local area;
- provide the Tax Authorities with untrue documentation, conceal relevant news and information and, more generally, hinder their control activities.

In general, the Addressees of the Model are required to:

- comply with laws, regulations and, in general, all applicable tax provisions;
- employ the necessary professional diligence to arrive at reasonable and well-reasoned solutions;
- ensure that all decisions are taken by persons with adequate competence and experience and that they are supported by appropriate documentation;
- adopt conduct in accordance with the principle of utmost prudence. To this end, where the tax regulations applicable to the case are unclear or subject to multiple interpretations, it will be necessary to rely on the support of external consultants with adequate professional expertise. Where deemed appropriate, recourse should be had to a further professional assessment (so-called second opinion) or to forms of preventive dialogue with the tax authorities, in order to reach, by mutual agreement and where reasonably possible by means of the instruments made available by the tax system, the identification of the most correct applicable tax regime;
- implement the tax/tax regulations in force and monitor its evolution, also availing itself of external consultants in the event of doubts as to the correct application;

- encourage the dissemination within the Company of a culture of tax compliance and risk prevention, raising everyone's awareness of tax issues for a preventive assessment of risks, but also of opportunities;
- ascertain, through available means, the existence and identity of the counterparties involved in transactions (e.g., suppliers, affiliates, etc.);
- for tax assessment purposes, draw up tax declarations, taking care to include accounting elements, assets and liabilities, representative of transactions actually incurred, supported by documentary evidence;
- prepare tax declarations, taking care to include accounting elements, assets and liabilities, true and accurate, representative of transactions actually incurred, supported by documentary evidence;
- keep tax documents, attached to the tax return, in compliance with the existing regulatory requirements;
- ensure that the tax burden is correctly determined and indicated in tax returns in accordance with the regulations in force and the instructions provided by the tax authorities;
- develop and promote relations with the tax authorities based on the principles of fairness, honesty and transparency;
- establish relations with group companies in compliance with the general principles of fairness, transparency, diligence, honesty, loyalty and good faith.

The persons whose tasks relate to the control/supervision of the fulfilments connected with the performance of the aforementioned activities (e.g., payment of invoices) are required to pay particular attention in the performance of such activities and to immediately report to the Supervisory Board any alleged irregularities or non-compliance situations that may be encountered.

Furthermore, the fulfilments towards the Financial Administration and, more generally, towards third parties must be carried out with the utmost diligence and professionalism, so as to provide clear, accurate, complete, faithful and truthful information, avoiding and in any case reporting, in the manner provided for by internal regulations, any situations that could potentially give rise to the commission of one of the offences referred to in this Special Section.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of tax crimes, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-*quinquiesdecies*:

##### ***Purchases of goods, services and advice***

With regard to the process of "*Purchases of goods, services and advice*", please refer to the control measures described in Special Part "A" – Crimes against the Public Administration, in Special Part "D" – Corporate Crimes and in Special Part "I" – Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-money-laundering.

##### ***Management of Monetary and Financial Flows***

- decisions regarding the disposal/sale of corporate assets are submitted to the Company's Board of Directors for approval;
- documentation concerning each individual transaction between the joint venture companies is filed in order to ensure full traceability of the same;
- receipts and payments arising from the purchase or sale of shareholdings, loans to subsidiaries and/or affiliates and other relationships between the joint venture companies, capital increases or reimbursements, collection or payment of dividends, etc. are settled exclusively through the banking channel and in compliance with applicable regulations.

Moreover, with reference to the above-mentioned sensitive process, please refer to the specific control principles described in Special Section "D" - Corporate Crimes.

##### ***Drawing up Financial Statements and Relations with the Control Bodies***

- in the management of accounting activities, the Company guarantees compliance with the rules of correct, complete and transparent accounting, according to the criteria indicated by law and by the

applicable national or international accounting standards, so that each operation is not only correctly recorded, but also authorized, verifiable, legitimate, consistent and congruous;

- if any investigation by the Financial Authorities reveals a potential financial penalty against the Company, the Company shall take steps to set aside the amount contested in the minutes of the contestation by the Authority so as to avoid any possible diversionary conduct;
- the persons involved in the process of estimating the valuation items shall comply with the principle of reasonableness and clearly set out the valuation parameters followed, providing any additional information necessary to ensure the truthfulness of the document;
- checks on the correctness and truthfulness of tax data and documentation, as well as the accuracy of the process for determining taxes and duties;
- the proper management of the activities for the preparation of the documents necessary for the preparation of the statutory financial statements is ensured, according to correct principles of documentability, traceability and archiving, allowing access and consultation of the documentation only to persons authorized in advance;
- periodic updating/training activities are carried out for persons involved in the processes leading to the definition/control of taxes;
- archiving of documentation concerning transactions/relationships between joint venture companies, in order to ensure full traceability thereof;
- monitoring of changes in accounting principles.

Furthermore, with reference to the aforementioned sensitive process, please refer to the control measures contained in Special Part "D" – Corporate Crimes.

***Personnel selection, hiring and management (including Expense Reports)***

- the Company ensures the correct calculation of withholding taxes relating to employees;
- checking the completeness and accuracy of the data and information relating to the monthly variables, for the purpose of sending them to the

external provider for the processing of employees' pay slips and tax payments.

Furthermore, with reference to the aforementioned sensitive process, reference should be made to the specific control principles described in Special Part "A" – Crimes against the Public Administration.

### **Sales Management**

- checking the complete and accurate nature of the data on the invoice, the order/contract and other available documentation;
- checking the regularity of payments with particular reference to the full coincidence between the amount of the invoice issued and the collection received;
- definition of the roles and responsibilities of the persons involved in the definition of the authorization flow in the event of deviations from the defined budget, in compliance with the principle of segregation of duties;
- the provision of discounts granted to customers is traceable and documentable, and authorized by persons with appropriate powers, identified in advance and in compliance with the activities for which they are responsible and the powers of attorney and proxies.

Furthermore, with reference to this sensitive process, reference should be made to the specific control principles described in Special Part "A" – Crimes against the Public Administration and Special Part "D" – Corporate Crimes.

### **Management of sponsorships, donations and gifts**

With regard to the process of "Management of sponsorships, donations and gifts", please refer to the control measures described in the Special Part "A" – Crimes against the Public Administration.

### **Tax management**

- definition of the roles and responsibilities of the Organizational Units and corporate persons involved in activities related to the management of activities with tax relevance;

- drafting of a calendar indicating the activities to be carried out in order to comply with tax declarations, as well as the timing and the persons in charge of carrying out, reviewing and approving them, in compliance with the principle of segregation of duties;
- checking by the CFO Organizational Unit of the correctness of the taxes calculated by the external consultant for the purpose of compiling the value-added declaration;
- verification by the CFO, if necessary, also with the support of the external consultant, of the correctness of the taxes indicated in the payable and receivable invoices;
- segregation of roles between those who prepare the content of tax declarations and those who verify the calculation and sign and send the declaration;
- the tax and/or value-added tax declaration is signed in accordance with the system of powers in place at the Company;
- the Company sends the tax and/or value-added tax return electronically within the time limits and in the manner prescribed by the applicable legislation;
- the Company electronically sends F24 forms for the payment of taxes, contributions and in the terms and according to the methods prescribed by the relevant legislation on the subject;
- the registration, approval of taxes, declarations and settlements is carried out by persons with appropriate powers in compliance with the segregation of roles and the system of delegations and powers;
- the CFO Organizational Unit monitors changes in accounting principles and in the regulations concerning the determination of income taxes.

Furthermore, with reference to this sensitive process, please refer to the control measures described in Special Part "I" – Receiving stolen goods, money laundering and use of money, goods or benefits of unlawful origin, as well as self-money-laundering.

# **SPECIAL PART “R”**

Contraband (Art. 25-*sexiesdecies*)

## **SPECIAL PART "R" – CONTRABAND (ART. 25-SEXIESDECIES)**

### **1. Offences applicable to the Company**

This Special Part "R" reports the individual types of crime indicated in art. 25-sexiesdecies of Legislative Decree 231/2001 and deemed potentially feasible by the Company, even if prudentially, due to the activities carried out and considered "sensitive" pursuant to the same Legislative Decree.

The identification of the areas of activity at risk of committing the planned crimes (cd. Mapping or "*Matrix of Activities at Risk of Offences*") and the considerations carried out on the possible feasibility of the aforementioned crimes, were also carried out through interviews with the company subjects of each competent Organizational Unit, as such provided with the widest and deepest knowledge of the operations of each individual sector of the company's activity.

In consideration of the risk analysis carried out, the following crimes were potentially achievable in the business context of Advanced Jet Training:

- **SMUGGLING IN THE MOVEMENT OF GOODS BY AIR (ART. 285 PRESIDENTIAL DECREE 43/1973)** (*inserted in a prudential way*)

This offence punishes the aircraft commander:

- a) transporting foreign goods into the territory of the State without being accompanied by a manifest, where this is required;
- b) whereas, at the time of departure of the aircraft, it does not carry foreign goods, which should be found there in accordance with the manifest and other customs documents;
- c) removing goods from the landing places of the aircraft without carrying out the required customs operations;
- d) that, landing outside a customs airport, fails to report, within the shortest term, the landing to the Authorities indicated by art. 114. In such cases, the aircraft shall also be deemed to have been smuggled into the customs territory in addition to the load.

Any person who throws foreign goods into the customs territory from an aircraft in flight and hides them in the aircraft in order to evade customs examination is punished by the same penalty.

The penalties referred to above shall apply independently of the penalties imposed for the same act by the special laws on air navigation, in so far as they do not concern customs matters.

- **SMUGGLING FOR UNDUE USE OF GOODS IMPORTED WITH CUSTOMS FACILITIES (ART. 287 PRESIDENTIAL DECREE 43/1973)** *(inserted in a prudential way)*

This type of crime can be configured if a person gives, in whole or in part, to foreign goods imported free of charge and with reduction of the rights themselves a destination or a use different from that for which the exemption or reduction was granted, except as provided for in art. 140.

- **SMUGGLING ON TEMPORARY IMPORT OR EXPORT (ART. 291 PRESIDENTIAL DECREE 43/1973)** *(inserted in a prudential way)*

Such an offence may arise where a person, in import or temporary export operations or in re-export and re-importation operations, in order to evade payment of duties due to goods, subjects the goods to artificial handling or uses other fraudulent means.

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## **2. Identification of sensitive activities**

The activities that the Company has identified as sensitive, in the context of smuggling crimes, are indicated in the "*Matrix of Activities at Risk of Offences*", kept by the Company, together with further examples of methods and purposes of carrying out the crime to those listed above.

The areas of activity deemed more specifically at risk for the purposes of this Special Part "R" are summarized below:

- Managing the import and export of goods to and from foreign countries.

### 3. General principles of conduct

Consistent with the corporate ethical principles set out in the General Part of the Organizational Model ex Legislative Decree 231/2001 and the Code of Ethics adopted by the Company, in carrying out the sensitive activities mentioned above, all Recipients of the Model are required to observe the following principles of conduct.

In particular, the Addressees of this Special Part are prohibited from:

- engage in conduct integrating the types of offences provided for in Articles 25-*sexiesdecies* of Legislative Decree No. 231/2001, concerning smuggling crimes presented in Chapter 1 "*Offences applicable to the Company*" and identified in the "*Matrix of Activities at Risk of Offences*" (containing the ways in which offences may be committed);
- bringing in foreign goods in violation of the requirements, prohibitions and limitations established by law (e.g., crossing the goods outside the established points/customs lines);
- concealing foreign goods on one's person or in one's luggage or parcels or among other goods or in any means of transport, in order to evade customs inspection;
- remove goods from the customs area without having paid the duties due or without having guaranteed their payment;
- taking out of the customs territory national or nationalized goods subject to border duties in breach of the requirements;
- to give foreign goods imported duty-free and duty-reduced, in whole or in part, a use or destination other than that for which relief or reduction was granted;
- subjecting the goods to artificial forms of handling or using other fraudulent means in import or temporary export or in re-export and re-import operations, with a view to evading the payment of duties due.

#### **4. Specific control principles**

In addition to the general rules of conduct indicated above, further operational control measures are reported below, to prevent the commission of smuggling offences, with particular reference to the processes instrumental to the commission of the crimes provided for by art. 25-*sexiesdecies*:

##### ***Purchases of goods, services and advice***

- the Company ensures the correct performance of activities related to relations with customs as well as with the representatives of the Public Administration in charge of controlling import and export activities and the correct payment of customs duties due *ex lege*;
- the Company, also with the help of appropriately contracted consultants, verifies the correctness as well as the appropriateness of the documentation to be submitted to the Customs Authorities on the basis of the regulations in force on the subject;
- the documentation necessary for the customs formalities required by law is signed and submitted in accordance with the power and delegation system adopted by the Company;
- definition of the management methods for the traceability of incoming and outgoing logistic flows, including checks on the integrity of the seals of incoming goods;
- definition of the operating methods aimed at the complete and correct fulfilment of the declaration of entry and registration of goods in the warehouse registers;
- carrying out specific checks on contracts regarding the legality of the documentation provided by the supplier and the relevant certificates for the purpose of the exact fulfilment of border duties.

Furthermore, with reference to this sensitive process, please refer to the control measures described in Special Part "A" – Crimes against the Public Administration and Special Part "D" – Corporate Crimes.