

**Ferrovie dello Stato Italiane Group**  
**ANTI-CORRUPTION POLICY**

APPROVED BY THE FERROVIE DELLO STATO ITALIANE S.P.A.  
BOARD OF DIRECTORS ON 6 JULY 2022

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# Foreword

The Ferrovie dello Stato Italiane Group (hereinafter, also “FS Group” or “Group”) is committed to preventing and combating all forms of corruptive practices in the performance of its activities, in line with the direction already undertaken with the adoption of the Group Code of Ethics and with the adoption of the United Nations Global Compact whose X principle commits companies to combat corruption in all its forms.

The FS Italiane Group Anti-Corruption Policy (hereinafter “Anti-Corruption Policy” or also “Policy”), aimed to implement the “zero tolerance for corruption” principle, standardizes and integrates the rules and controls for preventing and combating corruption already existing in the Group in a unitary framework for all FS Group Companies, Italian and foreign, with the aim of further raising awareness of the rules and behaviors that all Recipients (including third parties outside the Group with whom professional or business relationships are established) are required to observe.

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<sup>1</sup> Businesses should work against corruption in all its forms, including extortion and bribery

# Glossary

# Glossary

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

**Business Partner:** third-party companies or other legal entities (grouping of companies, consortia, etc.) with which the Group Company intends to participate in a commercial or business development initiative in international markets through the creation of associative or collaborative models for joint or complementary projects (e.g. contractual or corporate joint ventures, temporary business partnerships, consortia, etc.).

**Code of Ethics:** FS Group Code of Ethics.

**Commercial Consultant:** A natural or legal person who provides commercial consultancy services for a Group Company in support of policies, strategies or business activities abroad (e.g. geopolitical studies, market surveys for commercial initiative, assistance with the market strategies in the geographical areas of reference), in relation to a single operation/project or multiple operations/projects within a specific country or geographical area.

**Subsidiaries:** Italian and foreign companies directly or indirectly controlled by FS S.p.A. pursuant to Article 2359, paragraph 1, numbers 1) and 2) of the Italian Civil Code.

**Corruption:** consists of offering, promising, granting, soliciting, requesting or accepting, directly or through third parties, advantages, compensation or other benefits of any nature and value, inclu-

ding through the use of personal or third-party resources, in order to obtain or maintain an undue personal advantage, of FS Group Companies or third parties. For the purposes of the Policy, the distinction between “corruption against a Public Official or a Public Service Officer” and “corruption against a private individual” is not relevant, as is the distinction between international or internal corruption.

**Recipients:** members of the Corporate Bodies and the Supervisory Board, the Personnel and collaborators in any capacity of the FS Group, and all third parties outside the Group who operate in the name and/or on behalf of one or more FS Group Companies and, more generally, all those who, directly or indirectly, permanently or temporarily, have (or intend to have) relationships with FS Group Companies (e.g. suppliers, business partners and consultants).

**FS Group Companies:** Ferrovie dello Stato Italiane S.p.A. (FS S.p.A.) and its Italian and foreign subsidiaries.

**Public Service Officer:** a person who in any capacity performs a public service, including that for a national or international agency, as defined by the individual national laws to which the public service belongs.

**Anti-Corruption Regulation:** national regulations applicable in the individual countries where the FS Group operates or could opera-

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te (such as, but not limited to: Foreign Corrupt Practices Act issued by the United States and UK Bribery Act issued by the United Kingdom) and the guidelines developed by private international organizations (ICC – International Chamber of Commerce, Transparency International, PACI – Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), as well as the following Conventions of international law, listed by way of example but not limited to:

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

**Personnel:** employees of FS Group Companies.

**Commercial Promoter:** a natural or legal person who assumes the task of promoting an FS Group Company's commercial interests abroad for a specified period of time within a specific country or geographical area, whether in relation to and operation or project, including activities aimed at obtaining a contract.

**Public Official:** a person who exercises a public legislative, administrative or judicial function, regardless of whether the function derives from appointment, election or succession, as well as assimilated parties in accordance with the applicable national legislation.

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# Policy Statement

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The FS Group bases its business on the principles of loyalty, fairness, honesty, integrity and transparency, in compliance with international laws, regulations, standards and best practices.

Therefore, FS Group does not allow any conduct contrary to the principles, provisions and prohibitions referred to in the Policy and the Anti-Corruption Regulation, even if it is adopted in the belief of acting for the benefit of FS Group Companies, and encourages Recipients to promptly raise any doubts about the conduct to be held as well as to report any case of violation without delay.

The FS Group adopts the principle of zero tolerance for corruption, in the full awareness that acting in accordance with legality and integrity, in addition to being a legal obligation and a moral duty, reflects on the achievement of the objectives and the reputation of individual companies and the Group and represents an essential foundation to guarantee their reliability and credibility in the pursuit of sustainable success.

In particular, in relation to the Group's current or potential business and, in any case, for each business area of interest to the Group itself, the Recipients are prohibited from:

- offer, promise, give, pay, authorize a third party to directly or indirectly give or pay undue

benefits, economic advantages of any value or other benefits, even non-economic, to a third party (whether a Public Official, or a Public Service Officer or a private individual) as an incentive or reward for acting or omitting actions in relation to their duties, regardless of the place where the bestowal is made or offered and the place where third parties or the Recipient operate;

- directly or indirectly request or accept, or instruct a third party to request or accept undue benefits, economic benefits of any value or other benefits, even non-economic, from a third party (a private individual or, in this case, even a Public Official or Public Service Officer) as an incentive or reward for acting or omitting actions in relation to their duties, regardless of the place where the bestowal is made or offered and the place where the third parties or the Recipient operate.

In implementing the commitment to "zero tolerance for corruption", the FS Group defines principles, rules of conduct, organizational safeguards and control measures for the prevention of corruption, monitors their due implementation and compliance and promotes the dissemination of a culture inspired by the values of integrity and transparency within FS Group Companies.

This commitment also extends to the parties with whom the FS Group Companies entertain

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(or intend to entertain) professional or business relationships, in any capacity, so that they act according to principles and rules of conduct inspired by the same values.

Prohibited conduct remains prohibited regardless of whether it is carried out:

- to the detriment or against the interest of FS Group Companies or for a personal interest or advantage, or also for the benefit or advantage of FS Group Companies, or in the belief to act in this sense;
- using resources of FS Group Companies or also (in whole or in part) made personally available by a Recipient or a third party.

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# Field of application

The Policy applies and is mandatory for all Recipients, since all participate in risk management and are called to collaborate in the implementation of the related anti-corruption prevention measures to protect the integrity and reputation of the FS Group.

Recipients are required to know the Anti-Corruption Regulation applicable in the countries in which they operate and to comply with them; if certain provisions of the specific applicable legislation are more stringent, they must still be complied with. In any case, their violation will also constitute a violation of the Policy.

## Adoption and implementation by FS Group companies

La Policy è adottata da FS S.p.A. e da ciascuna The Policy is adopted by FS S.p.A. and each of the Subsidiaries.

If, due to the specificities of the regulatory context, a foreign FS Group Company should need to adopt its own anti-corruption code, this code must in any case comply with the Policy, reflecting its content as an indispensable basis, with any necessary adaptations according to local laws.

Each FS Group Company adopts any further prevention and control tools to address its specific risks and regulate the processes characteristic of its activities, having specific regard to the legal and operational context of reference.

Each FS Group Company publishes a copy of the Policy on its website.

The Policy is also communicated to companies in which the FS Group Companies have a non-controlling interest in order to promote its adoption or compliance with principles and behaviors consistent with its contents.

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# **Roles and Responsibilities**

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# Roles and Responsibilities

The Policy is approved by the FS S.p.A. Board of Directors to which the related updates are subject.

The FS S.p.A. anti-corruption department has the task of reviewing the Policy and proposing adjustment and updating interventions with particular regard to the evolution of the business, best practices and the reference legislation or in the event of a gap or critical issue, also on the recommendation of the Supervisory Board and on the indication of the other actors of the internal control and risk management system (e.g. Internal Audit, Legal department, Ethics Committee, business unit) as well as any needs received from Group Companies.

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# **Transversal control principles**

# Transversal control principles

FS Group Companies adopt and respect the following principles:

- *Segregation of duties and responsibilities:* the person in charge of a business activity must always be a person other than the person who monitors the aforementioned activity (and/or who, where applicable, authorizes it), it being necessary that the business activities and control functions are adequately segregated for this purpose;
- *Respect for process roles and responsibilities:* the roles and responsibilities entrusted in the management of company activities must be clearly and formally identified;
- *Powers of representation before third parties:* the powers to represent and commit the company to third parties must be adequately formalized and clearly defined, and must be attributed in close connection with corporate signature needs to the corporate organizational and management specific responsibilities of the prosecutor; their actual exercise must comply with both the limits defined by value or by subject, the company directives and procedures, as well as the applicable regulations;
- *Impartiality and absence of conflicts of interest:* the Recipients must operate with professionalism, transparency, impartiality and in compli-

ance with the Anti-Corruption Regulation, and must promptly report any situation from which a conflict of interest may arise; with regard to Group Company employees, communications regarding the existence of a possible conflict of interest must be made according to the methods defined by the appropriate company procedures.

- *Traceability:* all the activities and the related controls carried out must be traced and verifiable a posteriori; the documentation produced must be neatly filed and remain easily available;
- *Confidentiality:* in compliance with the principle of transparency and the duties imposed by the legal provisions in force, all employees and those who, directly or indirectly, permanently or temporarily, have relations with the FS Group, must ensure the confidentiality of information, documents and data belonging to or related to the FS Group that are not public, which, as such, cannot be used, communicated and disseminated without specific authorizations in full compliance with the applicable company regulations on classification and protection of information confidentiality.

Also as a general criterion, for the purposes of applying the Policy, the following must be consid-

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ered prohibited (as well as the conduct referred to in the prohibitions referred to in the Policy):

- any other conduct, although not expressly prohibited by the Policy, which has the same purpose as one or more of the conducts referred to in the prohibitions referred to in the Policy;
- any method of circumventing or evading the prohibitions referred to in the Policy (and therefore, by way of example but not limited to: a) a conduct referred to in the Policy is prohibited even if the author uses funds or personal means or made available by a third party outside the Group; b) a donation of money or other benefit referred to in the Policy is prohibited even if the beneficiary is not the person directly involved in the company activities - Public Official, supplier, partner, etc. - but a family member, nominee, intermediary, creditor, debtor, etc.; c) the prohibition to make or receive gifts that are not of modest value also prohibits the same Recipient from giving/accepting – to/from the same party - a significant plurality of gifts each of modest value, within a period of time reasonably appreciable for the purposes of the Policy).

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**Principles of behavior  
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# Principles of behavior in the main sensitive areas

With regard to the types of activities of the FS Group, the following areas can be identified as more sensitive to Corruption risk:

- a) Relations with the Public Administration (understood in all its articulations)
- b) Relations with third parties
- c) Business Partners, Promoters and Sales Consultants
- d) Gifts and hospitality
- e) Facilitation and extortion payments
- f) Relations with political and union organizations
- g) Consultancy, specialist and professional assignments
- h) Work, supply and service assignments
- i) Extraordinary transactions
- j) Personnel selection, recruitment, management and development
- k) Sponsorships, Co-marketing (and/or partnerships), contributions to associations, organizations, foundations and donations
- l) Obtaining and managing public or private funding/contributions
- m) Real estate management
- n) Accounting records

In relation to the current or potential business of the Group and in any case for each area of activity of interest to the Group, the Recipients must comply with the provisions of the Code of Ethics, the procedures and protocols defined for compliance with the Anti-Corruption Regulation, as well as the following principles of conduct.

The company procedures and anti-corruption models adopted by the Companies articulate and implement these principles, taking into account the organizational and business specificities.

Each FS Group Company adopts any further prevention and control tools to address its specific risks, having specific regard to the operational context and reference regulations.

## a) Relations with the Public Administration (understood in all its articulations)

Relations with the Public Administration (P.A.) must be inspired by the principles of fairness, professionalism, loyalty and full cooperation, ethics, integrity, transparency and compliance with applicable laws and must be maintained by the

company managers formally delegated to this and/or by formally authorized parties.

Reports relating to relations with the Public Administration must be ensured and correctly filed in accordance with the relevant company procedures.

In these reports, the following are prohibited:

- provide information or deliver documents with inaccurate, incorrect, incomplete and/or false contents;
- behave in a reticent or deceptive manner that may induce, even through the omission of due information, the P.A. in error in order to guide decisions in favor of Group Companies or third parties;
- promise, offer or pay, directly or indirectly (through a third party), sums of money, goods or other benefits to P.A. employees (even in those foreign countries where such practices are permitted or widespread in practice) or their family members or intermediaries who boast existing or alleged relationships with the aforementioned as the price of their illegal mediation in order to obtain advantages, improperly influence their independence of judgment or impartiality or remunerate the adoption or omission or delay of a decision or an act of the P.A., whether or not it is contrary to official duties and aimed at providing the company, him/herself or others with an unfair financial advantage or causing unfair damage to others;
- act in conflict of interest.

With particular reference to relations with the Regulatory, Supervisory and Control Boards, the Group undertakes to strictly observe the rules dictated by them for compliance with the regulations in the areas of its remit. The Group's employees comply with each request of these Boards in their inspection functions, collaborating in the related activities.

### **b) Relations with third parties**

Each corporate department responsible for a process must implement, within the scope of his/her own remit and as provided and/or permitted by the applicable rules, appropriate methods (according to criteria of reasonableness and proportionality with respect to the type of relationship to be established) aimed at:

- (i) verifying the reliability, reputation profile and adequacy of the third parties with whom the Group is considering establishing a professional or business relationship;
- (ii) providing for specific contractual clauses that commit third parties to comply with the principles contained in the Code of Ethics, the Policy and the procedures and protocols defined for compliance with the Anti-Corruption Laws;
- (iii) monitoring the effectiveness of the services rendered by third parties in the execution of the contracts stipulated with the Group Company, as well as ascertaining the amount due and adequacy of the fees to be paid.

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### c) Business Partners, Promoters and Sales Consultants

Considering the specificities of international markets, relations with Business Partners, Promoters and Commercial Consultants in the context of commercial or business development initiatives, in the aforementioned markets are subject to specific preliminary due diligence activities, in order to intercept, evaluate and mitigate any risk factors (red flags) that may compromise the initiatives in which the Group is involved and/or produce negative effects on the Group's reputation. The checks, carried out in compliance with the applicable regulations, are carried out with different levels of intensity, also depending on the risk profiles and red flags identified, and take into account the possible presence of policies, procedures, anti-corruption compliance programs and/or codes of ethics and conduct in the counter-party's organization. The results of the checks and the proposals for "mitigation" or "remedy", identified for any red flags that have emerged, are documented in a due diligence report submitted to the authorization levels provided for by the relevant company procedures. The services of the commercial promoter/commercial consultant are regulated by a written contract, which provides for specific integrity and compliance clauses for the purpose of preventing corruption offenses, and monitored through the request for specific reports on activities and the execution of reinforced checks prior to payments. All activities, at the various stages of the process, are supported by adequate documentation, in-

cluding through the use of standard forms, duly archived in order to ensure correctness, transparency and ex post traceability of the contractual relationship.

### d) Gifts and hospitality

Gifts, hospitality and other entertainment expenses are allowed as a common practice of professional and commercial courtesy, without prejudice to the prohibition of offering or accepting sums of money or equivalent securities.

To this end, the gifts, hospitality and other entertainment expenses, and any other benefit or utility that the Recipients offer to (or accept from) public or private parties must, in relation to the circumstances:

- (a) be appropriate, reasonable and in good faith;
- (b) be such as not to (i) compromise the integrity, independence, impartiality and/or reputation of any party to the relationship, nor (ii) create the impression, in the beneficiary or in an impartial third party, that they are aimed at acquiring, maintaining or rewarding undue advantages or exercising an unlawful or improper influence on the activities or decisions of the beneficiary, (iii) be solicited/requested/motivated by the expectation of reciprocity;
- (c) be registered, ensuring the ex post traceability and reconstruction of the relevant beneficiaries, and in any case not offered or accepted in a hidden manner;
- (d) comply with the Anti-Corruption Regulation and any other applicable legislation - including the codes of ethics or conduct, where

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known, of the organizations belonging to the third-party beneficiaries - and company procedures and protocols.

Without prejudice to compliance with the criteria indicated above:

- the Recipients may offer or accept gifts or any other benefits or advantage if of modest value, meaning a value, actual or commonly perceived, not exceeding the threshold of 150 Euro;
- hospitality is allowed at business meetings, conferences, meetings (meals; transport; overnight stay; entertainment, etc.) exclusively for business purposes, for the promotion of the Group's activities and for the development of business relationships and partnerships and must take into account the beneficiary's profile, also in relation to customary institutional or professional relationships.

For any doubt on this matter, including possible cases of exceeding the threshold of modest value for gifts (with particular regard to cases of non-immediate quantification of economic value), the opinion of the pertinent company function indicated in the relevant company procedures must be obtained in advance.

Anyone who receives offers of gifts or any other benefits or advantages or hospitality that do not comply with the aforementioned general principles must:

- refuse them and notify the head of their department in writing;

- or in the case of gifts, where appropriate (for example for reasons of institutional or relational courtesy), subject to the favorable opinion of the pertinent manager indicated in the company procedures on the subject, accept them by informing the giver that internal policy requires them to be made available to the company for charitable purposes.

Gifts or any other benefits or advantages outside the uses and in any case that exceed the modest value as understood above are not allowed between Group employees in a reciprocal relationship of hierarchical subordination.

#### **e) Facilitation and extortion payments**

The Group expressly prohibits, both in Italy and abroad, all so-called "facilitation and extortion payments", i.e. non-official payments of sums of money of any amount and/or the attribution of other benefits made, directly or indirectly, in favor of Public Officials or Public Service Representatives, both in Italy and abroad<sup>2</sup>, in order to speed up, facilitate or ensure the performance of services within the scope of their duties (e.g. payments to speed up customs operations, obtaining documents, permits, licenses, issuing visas, providing services of public utility, etc.), as well as payments claimed with extortion intent by Public Officials or Public Service Representatives.

#### **f) Relations with political and union organizations**

The FS Group does not provide contributions of

<sup>2</sup> Including those countries where such benefits or behavior are requested and presented as customary or otherwise in accordance with widespread practice.

any kind, directly or indirectly, to political parties, movements, committees and political and trade union organizations, nor to their representatives or candidates, both in Italy and abroad, without prejudice to what is established and permitted by the applicable regulations.

### **g) Consultancy, specialist and professional assignments**

The selection process of the professional to be employed must comply with the criteria of professionalism, transparency, impartiality, cost-effectiveness and validity.

In particular, the following basic arrangements shall be ensured, without prejudice to compliance with the applicable standards:

- the need to make use of advice must be duly justified in advance, taking into account the reasons for assigning the task;
- the choice of the professional must be made by favoring the competitive comparison between several candidates with characteristics suitable for the performance of the activity to be assigned and following rotation criteria as far as possible;
- where, in relation to the purpose of the assignment, the prevalence of *intuitu personae* as a selection criterion is justified, upon justification of the need for the assignment of the task, the assignment is made to a specific professional;
- in all cases, the pertinent company departments, with a special investigation, must ascertain:
  - » that the professional to whom the assign-

ment is conferred has the requirements of integrity, standing, reputation, reliability, organizational profile, qualifications/registrations in registers that may be required for the nature of the activities, technical-professional qualifications and skills necessary for the performance of the assignment;

- » that there is no incompatibility or conflict of interest for the professional, and must also verify that the country in which the professional resides (or the entity is based) is not included in the list of countries with a preferential tax regime, if that country is different from the one in which the services must be performed.

The contracts and/or agreements stipulated with the selected professionals must clearly, precisely and adequately indicate the services requested, the relative methods of performance and the criteria for accrual of the agreed fees.

The professional selection process, the contracts and agreements stipulated with them and the services rendered must be documented and justified.

### **h) Work, supply and service assignments**

FS Group must select suppliers in compliance with the criteria of transparency, traceability, advertising, free competition, non-discrimination, confidentiality, absence of conflict of interest, equal opportunity and rotation on the basis of objective criteria related to the competitiveness and quality of the products and services requested. In particular, the following basic obligations shall

be ensured:

- scrupulously observe the regulations in force in the countries in which the Group operates;
- adopt objective and transparent evaluation criteria in the selection of potential suppliers;
- in supply relationships, observe and comply with applicable provisions of law and with the contractual terms and conditions;
- comply with the prohibition to communicate and/or disclose documents, data or information relating to the procedures for the assignment (and related activities) of works, services and supplies: i) outside the company; ii) within the company where not necessary and/or permitted;
- verify the execution of the supplies/services, appropriately documented, in accordance with the terms contractually provided, before payment;
- be guided by the principles of fairness and good faith in correspondence and dialog with suppliers, in line with the most strict commercial practices.

The need to pursue the maximum competitive advantage for the Group must in any case ensure the adoption, by its suppliers, of operational solutions in line with current legislation and, more generally, with the principles relating to the protection of the person, the health and safety of workers and the environment.

### **i) Extraordinary transactions (M&A)**

In extraordinary operations, an integrity due diligence activity must be carried out aimed at

previously intercepting any risk factors (so-called “red flags”) concerning:

- i) the target to be acquired, in the event of a purchase of company shares, as well as company or business branch transfers;
- ii) the third parties (natural or legal persons) involved in the transaction (e.g. Counter-parties - buyers, sellers, joint venture partners and any trade facilitators/consultants).

These checks, carried out in compliance with the applicable regulations, provide, among other things, for the reconstruction of the corporate composition and the chain of control of the counter-parties for the purposes of analyzing the reputation, good standing and integrity requirements of the same and its relevant parties (e.g. shareholders, directors, management, etc.) as well as the existence of internal control safeguards for any areas at risk of corruption of the company subject to the transaction.

The appropriate checks to be carried out for the target must also concern the identification and assessment of the possible so-called “hereditary” risks connected to any acts of Corruption committed in the past.

Integrity due diligence activities are carried out with measured levels of depth/extent in consideration of the type of transaction, the country risk and the nature of the counter-party, as well as according to the results emerged during the analysis.

At the end of the verification activities, the pertinent departments document the results of the due diligence activities and the mitigation or

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remedy proposals, identified for any critical issues that have emerged, in an integrity due diligence report submitted to the authorization levels provided for by company procedures.

In its preliminary assessments, the Group also considers the possible adoption of anti-corruption policies, procedures, programs, certifications and/or codes of ethics and conduct within the counter-party's organization. If the target of the M&A initiative becomes part of the FS Group, the same target will adopt the Policy (i.e. its own code in any case compliant with the contents of the Policy, where the adoption of its own code should be necessary for the specificities of the reference context).

### **j) Personnel selection, recruitment, management and development**

The selection, recruitment, management and development of FS Group Personnel are guided by the principles of fairness, transparency, impartiality, equal opportunity and recognition of merit, and ensure segregation between the department that manifests the need to hire personnel, the one that approves the recruitment budget and finally the one that selects and hires candidates.

The FS Group hires resources whose profiles effectively respond to company needs, operating (as for the management and development of the career path of resources already in the workforce) choices exclusively based on criteria of professionalism and skill, in line with the necessary professional profiles.

The recruitment phase aimed at recruiting staff

must be implemented by ensuring the adoption of predetermined and objective criteria, which allow the verification of the actual skills and professionalism of the candidates, favoring the choice between a plurality of candidacies.

Furthermore, already at the time of selection, candidates must declare, in compliance with the applicable legislation, the existence of any situations and circumstances relevant for the purposes of evaluations on the possible continuation of the selection process (e.g.: situations of incompatibility and conflict of interest, kinship relationships with employees and/or members of the company's administrative, control or supervisory boards as well as with employees of public administrations who exercise, or who have exercised in the last three years of service, authoritative or negotiating powers on their behalf towards FS and/or FS Group Companies, etc.).

New hires are required to share and respect the essential principles for the FS Group in terms of legality, integrity, responsibility and business ethics. The personnel career and compensation processes must be carried out by making choices exclusively based on criteria of professionalism, skill, fairness, meritocracy and transparency, through organized, objective and tracked methods as well as in line with the applicable legal and contractual provisions.

### **k) Sponsorships, Co-marketing (and/or partnerships), contributions to associations, organizations, foundations and donations**

Sponsorships, Co-marketing, payment of contribu-

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tions to associations, organizations and foundations, and donations, are part of the company's assessment according to common business practices. The aforementioned activities are carried out by the FS Group Companies in compliance with the procedures, protocols and authorization procedures in force, as well as the applicable laws.

In any case, among the aspects to be considered in the choice of proposals to adhere to, the concerned FS Group Company must identify and avoid any possible situation of incompatibility and conflict of interests of a personal and corporate nature. According to criteria of reasonableness and proportionality, the nature and relevance of the initiative, the communicational value, the image and/or promotional return, the alignment with the strategies of the communication plan and the corporate and Group objectives (with the exception of donations), as well as the identity and reputation profile of the recipients of the initiative (promoters, organizers, etc.) must also be ascertained in advance.

These initiatives must be regulated on the basis of contractual standards that (i) define the object and purpose of the initiative; (ii) provide for mechanisms to verify the effective and correct execution of the service and in particular its consistency with the program proposed to the concerned FS Group Company; and (iii) contain contractual clauses that commit the counter-party to comply with the principles of loyalty, fairness, integrity and transparency, and operate in full compliance with all applicable laws, rules and regulations in the management of its business.

## l) Obtaining and managing public or private funding/contributions

Obtaining and managing public or private funding/contributions must comply with the principles of transparency, verifiability and essentialness in the company's activity.

In particular, in the management of funding:

- the relationships maintained with the institution or the investor must be based on the full and loyal cooperation and collaboration necessary for the regular performance of the activity;
- the existence of the necessary requirements to access the funding/contributions must be verified;
- the correctness, completeness, truthfulness and updating of the documents, data and information to be provided in the terms and in the manner requested must be guaranteed and no information due for the purposes of obtaining the funding/contributions must be omitted;
- the monitoring of the regular execution of the funded project and the related reporting to be submitted within the terms and in the manner provided by the disbursing entity must be carried out;
- contributions, grants and funding may not be used for purposes other than those for which they were granted.

## m) Real estate management

- Real estate assets must be managed in such a way as to ensure compliance with current regulations, transparency, impartiality, verification of economic and financial soundness and the

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integrity of the contractual counter-party. More specifically, the following principles must be guaranteed:

- the definition of an adequate system of powers and responsibilities for the disposal of assets (sale, lease, loan, etc.);
- identification of objective criteria and activities to estimate the value of the assets to be proposed for sale or lease;
- the use of transparent and impartial contractor selection procedures;
- formalization and documentation of the investigative and decision-making phases, in order to ensure the ex post traceability and reconstruction of the process;
- correctness in the relationship with the Public Administration for the purpose of obtaining and managing the authorizations, concessions, requests and permits necessary for the management of real estate assets.

### n) Accounting records

Every FS Group operation or transaction must be correctly and promptly recorded in the company accounting system according to the criteria indicated by law and applicable accounting standards. Every operation and transaction must be authorized, verifiable, legitimate, consistent and appropriate.

In order for the accounts to meet the requirements of truthfulness, completeness and transparency, adequate and complete supporting documentation of the activity carried out must be kept on file by the Group for each transaction, so as to

allow for the following:

- accurate accounting records;
- the immediate determination of the characteristics and motivations underlying the transaction;
- the easy formal and chronological reconstruction of the operation;
- the verification of the decision-making, authorization and implementation process and identification of the various levels;
- the internal controls and audits by the external auditor.

Each employee must, therefore, collaborate – to the extent of their remit – so that every fact relating to the management of the FS Group is correctly and promptly recorded in the accounts.

Each accounting entry must provide an accurate reflection of the information contained in the supporting documentation. Therefore, it will be the responsibility of each employee to ensure that the supporting documentation is easily available and in order.

The internal control system provides for specific controls at different organizational levels, with adequate implementation methods also in order to monitor potentially abnormal economic transactions (receipts and payments) or those that present risk profiles.

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# **Training and Communication**

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# Training and Communication

The FS Group promotes knowledge of the Policy, the Code of Ethics, Model 231, the anti-corruption models adopted by the Companies, the Anti-Corruption Regulation and the procedures and protocols defined for compliance by all Personnel.

The Group plans and manages training activities on the subject, with the aim of ensuring that, for each Group Company, employees and collaborators (as applicable) can concretely understand, in relation to and with respect to the role held:

- the Corruption risks to which they and the organization to which they belong are possibly subject;
- the Corruption prevention policy;
- the aspects relating to their role within the Group of the anti-corruption system;
- the preventive actions to be taken and the reports to be made in relation to the risk or suspicion of illegal practices;
- the consequences of violating the Policy and other company procedures and protocols.

Participation in training activities is mandatory. The Human Resources departments monitor that the planned training is attended by all Personnel. In order to ensure the maximum deployment of the content of the Policy and the effectiveness

of the rules of conduct and prevention measures contained therein, the Policy must be made available to all Recipients, disclosed - also in English - through internal (e.g. company intranet) and external communication channels (website) and referred to in specific contractual clauses and/or declarations that guarantee its full visibility and enforce compliance.

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# Reporting

The violation, or suspected violation, of the Policy and/or the Anti-Corruption Regulation, as well as any behavior not in line with the Policy (including the request, direct or indirect, aimed at obtaining undue payments, gifts, personal benefits or other benefits for him/herself or others) must be promptly reported through the appropriate reporting channels (including the dedicated IT platform) made available by each Group Company, with the application of the management rules, guarantees and protections provided for by the company procedures in this matter (which ensure the confidentiality of the identity of the reporting party, prohibiting any form of retaliation or discrimination against anyone who has made a report and third parties connected to the reporting party, and providing for measures to protect the rights of the reported parties).

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# Contractual sanctions and remedies

The violation of the Policy and/or the Anti-Corruption Regulation by Recipients is a source of liability for the perpetrator of the violation, according to the rules that govern the tasks and duties of each.

In particular, it will involve the adoption of disciplinary measures by the concerned Group Company for FS Group Personnel. Any violation will be prosecuted with the application of appropriate and proportionate disciplinary sanctions, also taking into account the possible criminal relevance of the conduct.

Violation of the principles or provisions of the Policy by third parties may result, on the basis of specific assessments of the Group Company concerned, in the non-establishment or termination of contractual relationships.

In any case, the FS Group will also ensure its full cooperation with the pertinent Authorities.

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# **Monitoring and ongoing improvement**

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# Monitoring and ongoing improvement

The Policy is subject to review and monitoring aimed at verifying its suitability, adequacy and effectiveness.

Also on the basis of the results of these activities, the ongoing improvement of the anti-corruption system is pursued and its constant updating is guaranteed with respect to best practices (national and international) in this regard, the regulatory framework and the evolution of the business, economic and social context referred to.

The pertinent Internal Audit department (if established) of each FS Group Company, on the basis of the approved audit program, examines and evaluates the internal control system, in order to verify that the provisions of the Policy are applied.

In addition, in the event of any corrupt act or violation of the Anti-Corruption Policy or Anti-Corruption Regulation, which is reported, detected or reasonably presumed, internal custom reviews/investigations are carried out - where necessary/appropriate. These interventions can be carried out by the pertinent Internal Audit department or entrusted, on the basis of specific mandates, to parties outside the organization with the necessary skills and professional requirements.

The FS S.p.A. anti-corruption department periodically reviews the Policy to ascertain its adequacy, ensure maximum efficiency and guarantee its constant updating with respect to best practices (national and international) in this regard, the regulatory framework and the evolution of the business, economic and social context referred to. In addition, the Supervisory Board and the other players in the internal control and risk management system may recommend improvements to the Policy based on the results of the activities carried out.

The FS S.p.A. anti-corruption department prepares a half-yearly report on the activity carried out to be sent to the FS S.p.A. administration and control boards (Board of Directors, Board of Statutory Auditors, Control, Risk and Sustainability Committee, Supervisory Board).

Each FS Group Company guarantees the satisfaction of the general requirements of its management system for the prevention of the risk of Corruption and is committed to the continuous improvement of the aforementioned system.

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