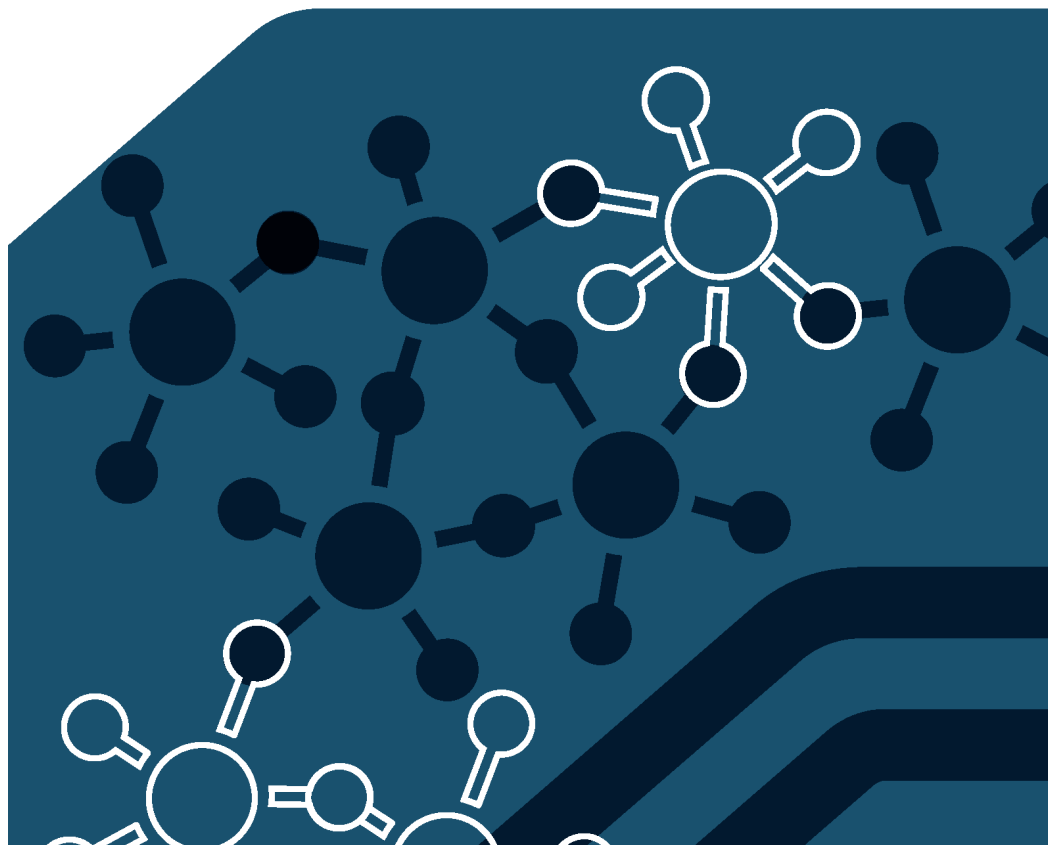


# ATM GROUP'S ANTI-CORRUPTION AND TRANSPARENCY MODEL



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**English Translation of the formal Italian Edition 2, Rev. 00, approved by the Board of Directors on the 13th of December 2021**

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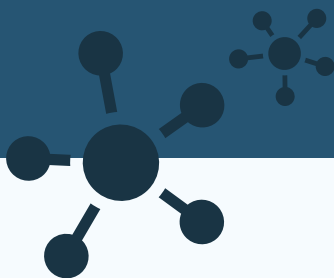
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“IN COMPLIANCE WITH  
THE NATIONAL AND  
INTERNATIONAL REGULATIONS  
AND IN ACCORDANCE WITH  
THE PROVISIONS OF THE  
CODE OF ETHICS AND OF THE  
231 MODELS OF THE GROUP  
COMPANIES, THE ATM GROUP  
REJECTS ANY FORM OF  
CORRUPTION.”





# GLOSSARY

For the purposes of this Anti-Corruption and Transparency Model, the terms listed shall have the meanings specified below:

**Sensitive and/or instrumental activities:**

areas at risk of corruption and/or instrumental to corruption, i.e., areas where the risk of corruption may occur (based on the relevant literature and case law).

**Code of Ethics:** The ATM Group's Code of Ethics.

**Conflict of Interest:** a situation which is not critical in itself, but which represents a risk that must be brought to light, assessed and handled. The conflict of interest can be declined as follows:

- real (or actual): arising when a judgement or

manifestation of will must be made;

- potential: the private interest (financial or non-financial) of a person may tend to interfere, sooner or later, with the primary interest of the company;

- apparent (or perceived): the private interest of a person may apparently interfere, in the eyes of external third parties, with the primary interest of the company, towards which the person has precise duties and responsibilities.

**Subsidiaries (or Subsidiary Companies):** the companies directly or indirectly controlled by ATM.

**Control:** has the meaning set out by art. 2359, paragraphs 1 and 2, of the Italian Civil Code.

**Corruption:** the conduct of anyone who,

directly or indirectly performing activities in the name and/or on behalf and/or in the interest of the Group Companies, offers, promises, receives or gives undue benefits and/or compensation to third parties, either directly or indirectly (thus including by means of a third party), to achieve a personal advantage, or a benefit for the Group Companies or third parties. For the purposes of the ACT Model, no distinction shall be made between “corruption of a Public Official or a Public Service Officer” and “corruption of a private individual”.

Furthermore, for the purposes of this ACT Model, also the definitions of corruption adopted by Transparency International (“the abuse of entrusted power for private gain”), the World Bank (“offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party”) and the GRI Standard 205 Anticorruption (“The GRI 205 deals with anti-corruption. In this Standard, corruption refers to practices such as abuse of office, bribes, fraud, extortion, collusion and money laundering; offering or receiving any gift, loan, commission, reward or other benefit such as a solicitation to engage in an unlawful or illegal activities or in actions representing a breach of a relationship of trust. Corruption may also include practices such as embezzlement, influence during acquisition, abuse of titles, unjust enrichment, concealment, and obstruction of justice.”) are considered.

**Recipients:** Group Personnel worldwide, and all those who operate in the name and/or on behalf and/or in the interest of the ATM

Group or who have professional or business relations therewith.

**ATM Group or Group (or Group Companies):** ATM and its Subsidiaries.

**Public Service Officer:** those persons who, at any title, provide a public service, including for a national or international agency, as defined by the specific national laws to which the public service relates.

**ACT Model:** the Anti-Corruption and Transparency Model adopted by ATM and its Subsidiaries pursuant to chapter 1.

**Anti-corruption regulations:** national regulations applicable in the individual countries where the ATM Group operates, as well as, without limitation, leading practices, guidelines developed by private international organisations (ICC – International Chamber of Commerce, Transparency International, PACI – Partnering Against Corruption Initiative and the United Nations Global Compact, UNI ISO 37001), international law Conventions (OECD Convention on Combating Corruption of Foreign Public Officials in International Business Transactions (1997); Council of Europe Criminal Law Convention on Corruption (1999); United Nations Convention against Corruption (2004)).

**ATM Group Personnel:** employees of ATM and of the Group companies (managers, officers, office employees, operational staff).

**Public Administration:** includes all the

entities, including private operators of public services, public enterprises and bodies governed by the public law, according to EU terminology, which are called upon to operate, in relation to their relevant field of activity, within the scope of a public function.

**Public Official:** persons who exercise a legislative, judicial or administrative public function, regardless of whether the function derives from appointment, election or succession.

**The Group Anti-Corruption Officer (or “ACO”):** is appointed by the Board of Directors of ATM S.p.A. among the managers not affected by a conflict of interest in relation to the office to be taken and the activities to be carried out with a proper knowledge of the organisation and its operations and who are endowed with the necessary autonomy. Unless otherwise specified in the deed of appointment, the office shall be effective until formal revocation by the Board of Directors. The ACO currently in office is the Chief Audit Executive.

**ICRMS:** the Internal Control and Risk Management System consisting of the set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management, monitoring and reporting of the main risks, in order to contribute to the sustainable success of the Group<sup>1</sup>.

**Whistleblower:** any person (inside or outside the ATM Group) who makes a “Report” as defined below (briefly a report of any potential/suspected violation of the Code of Ethics, of the present Anticorruption Model or implying Corporate Criminal Liability).

**Reported Person:** any person the subject of a report refers or can be referred to.

**Report:** any information concerning alleged findings, irregularities, violations, reprehensible behaviours and facts or, in any case, any practice – in relation to employees, members of Corporate Bodies (Board of Directors, Board of Auditors) and/or other Governance Bodies (GB), Auditing Companies and Third Parties (partners, customers, suppliers, consultants, collaborators, etc.) – that does not comply with the provisions of the Code of Ethics, of the 231 Model (i.e. the specific part of the internal control system aimed at preventing corporate criminal liability), of the 231 Models of the subsidiaries and of this ACT Model or, furthermore, that may be detrimental, including to the image, to the ATM Group.

**Whistleblowing Team:** team in charge of the whistleblowing management process, who assess its adequacy/applicability, suggest possible improvements to the process, and promote the necessary information and training for the corporate workforce.

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<sup>1</sup> The DIRECTIVE (EU) 2019/1937 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 23 October 2019 on the protection of persons who report breaches of Union law is considered.





# CHAPTER 1

## ATM GROUP'S ANTI-CORRUPTION AND TRANSPARENCY MODEL - EXECUTIVE SUMMARY

Azienda Trasporti Milanesi S.p.A. (“ATM” or the “Company”), as a State-controlled company which has issued financial instruments other than shares listed on a regulated market, decided to adopt, on a voluntary basis, for itself and its subsidiaries (hereinafter the “ATM Group”), an Anti-Corruption and Transparency Model (hereinafter also the “ACT Model” or the “Model”) since it actually operates by applying strict ethics of legality and transparency.

The ACT Model operates at a Group level and aims to base its operations on the rationale and principles of the regulations on

transparency and anti-corruption (including Legislative Decree no. 33/2013 and Law no. 190/2012)<sup>2</sup>.

The purpose of this document is to establish a structured and organic system of principles and controls aimed at preventing any form of corruption, through the identification of the specific and/or transversal activities exposed to corruption risk (or instrumental to the same), and their consequent translation into procedures.

The ACT Model allows its “recipients” (as defined in this document) to be aware of their obligations to do (compliance with

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<sup>2</sup> ATM is a “listed company” pursuant to art. 2, paragraph 1, letter p) of Legislative Decree no. 175/2016 (TUSP – Consolidated text on public companies), by virtue of the transitional rule set forth in art. 26, paragraph 5, of the TUSP. By virtue of the exclusion rule set forth in art. 2-bis, paragraph 2, letter b) of Legislative Decree no. 33/2013, the provisions of Legislative Decree no. 33/2013 and the provisions relating to the National Anti-Corruption Plan (PNA) set forth in Law no. 190/2012, whose specific scope matches with that of Legislative Decree no. 33/2013, do not apply to ATM and its Subsidiaries.



procedures, reporting) and obligations not to do (compliance with prohibitions). The aforementioned obligations have a legal value since the Company, in case of non-compliance, applies a disciplinary and sanctioning system, which is also expressly detailed herein.

The ACT Model is published on the Company's institutional website. Employees and collaborators are notified of the publication on the corporate intranet, so that they can acknowledge and comply with its provisions. In any case, for those employees who do not have access to the intranet, this documentation is made available by alternative means and, if necessary, upon request, shall be provided by the line manager. The ACT Model is also handed out to new employees when they join the ATM Group, for the purpose of acknowledging and expressly accepting its contents.

The ACT Model is an integral part of ATM's general Internal Control and Risk Management System ("ICRMS"), which is based, among other things, on the following documents, as applicable from time to time:

- ATM Group's Operating Rules;
- ATM Group's Code of Ethics;

- ATM Group's ICRMS Guidelines and associated implementation documents;
  - ATM Group's Enterprise Risk Management ("ERM") Guidelines;
  - ATM Group's Internal Audit Charter;
  - ATM Group's Charter of the "Coordination board"<sup>3</sup> together with the Charter of the Internal Control Functions Board<sup>4</sup>;
  - Organisation, Management and Control Model pursuant to Legislative Decree 231/2001 ("231 Models");
  - Quality and Management Systems ISO 14001, ISO 9001, ISO 45001, SA8000 and the Transport Safety Management System (SGSt);
  - Internal system of policies and procedures.
- The Company has appointed the Chief Audit Executive as the Group Anti-Corruption Officer, who, also by virtue of its role, operates in close synergy with the so-called "231 Supervisory Bodies" ("231 SB")<sup>5</sup>, with a view to improve the efficiency and coordination of the verification activities on the areas exposed to the risks of corruption and the related preventive protocols (measures). Through the Group Anti-Corruption Officer, the Company interacts with the Corruption



Prevention and Transparency Officer of ATM's sole shareholder, the Municipality of Milan, in response to any requests from the latter. The dissemination/sensitisation and training activities on the ACT Model are coordinated with those on 231 Models and Code of Ethics. These activities, which vary according to the recipients to whom they are addressed, are based on the principles of completeness, clarity, accessibility and systematic nature, in order to allow the recipients to be aware both of the company regulations that they

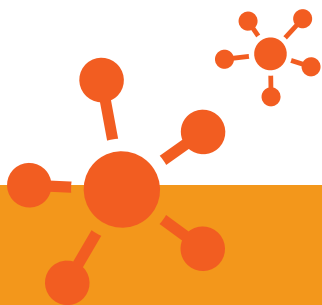
are required to comply with and the ethical standards that must inspire their behaviour. It should be noted that each ATM Group company has its own disciplinary system, in line with the laws applicable from time to time, which shall also be applied in the event of violation of this Model. This Model is periodically reviewed and updated in line with ATM's and its subsidiaries' 231 Models.

<sup>3</sup> The ATM Coordination Board (ATM Tavolo di Coordinamento) is the Group periodical convening whereby the coordination and the flows of information among the parties involved in the internal control and risk management system across the Three Lines of defense is executed. This Board is also coordinated with the periodical Coordination Body among the Internal Control Functions.

<sup>4</sup> This is the ATM Regolamento Interno di Coordinamento delle Funzioni di Controllo.

<sup>5</sup> According to Italian Legislative Decree No. 231, dated 8 June 2001 ("Law 231"), entities, companies and associations may be held directly liable for crimes of subjective intent committed either in Italy or abroad on behalf or for the benefit of a company by a class of persons who have operational authority and are therefore liable on behalf of the company. Such class of persons includes: (i) directors, managers who represent a company or any relevant autonomous business unit, or de facto manage and control a company; or (ii) individuals who are subject to the direction and supervision of the above managers and directors. A company may be held liable under Law 231 only if very specific crimes listed within 231 Law have been committed in the company's interest or for the company's benefit. Conversely, no company liability arises if the top management or the individuals under top management's control acted exclusively in their own or third parties' interest. Corruption-related crimes are also within 231 scope.





# CHAPTER 2

## WHAT IS CORRUPTION RISK? DEFINITION

Corruption is meant as the conduct of anyone who, directly or indirectly performing activities in the name and/or on behalf and/or in the interest of the Group Companies, offers, promises, receives or gives undue benefits and/or compensation to third parties, either directly or indirectly (thus including by means of a third party), to achieve a personal advantage, or a benefit for the Group Companies or third parties (regardless of whether they are subject or entities of the Public Administration<sup>6</sup> or private individuals).

On a closer inspection, the notion of corruption risk, as introduced by art. 1 of Law no. 190/2012, is understood in an even broader sense and not limited merely to the criminal profile, i.e. as the possibility that corruptive conduct may occur in

organisational/management contexts. The concept should be understood herein as encompassing the different situations in which, in the course of the activity, a person abuses his or her role and/or the powers granted to him or her, in order to obtain private benefits.

For the purposes of this Model, as generally accepted references, reference is also made to the definitions of corruption adopted respectively by:

- **Transparency International**: “the abuse of entrusted power for private gain”.
- **World Bank**: “offering, giving, receiving or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party”.
- **GRI Standard 205 Anticorruption**: “The GRI 205 deals with anticorruption. In this



Standard, corruption refers to practices such as abuse of office, bribes, fraud, extortion, collusion and money laundering; offering or receiving any gift, loan, commission, reward or other benefit such as a solicitation to engage in an unlawful or illegal activities or in actions representing a breach of a relationship of trust. Corruption may also include practices such as embezzlement, influence during acquisition, abuse of titles, unjust enrichment, concealment, and obstruction of justice. “

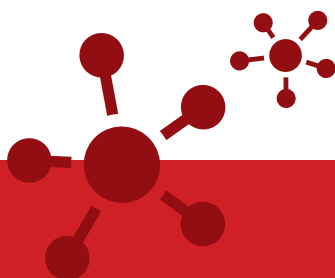
The occurrence of corruption exposes the Group to serious reputational risks, may lead to criminal consequences for the person committing the violation and is absolutely inconsistent with the values, strategy and sustainable success that the ATM Group

pursues every day.

The ATM Group, which does not tolerate any form of corruption, has adopted this ACT Model to prevent any conduct potentially exposed to the risk of corruption and to reinforce the principles of legality, fairness and transparency in the management of its corporate activities, defining specific principles and measures to mitigate the risk of corruption as set out in chapter 4.

The Group intends to concretely create a context unfavourable to corruption by raising the awareness of its employees and, in general, of all the recipients of this Model so that they actively commit themselves to comply with the internal procedures and implement any useful intervention to prevent and mitigate the risk of corruption.

<sup>6</sup> The list of crimes against the Public Administration is governed by Book II, Title II, Chapters I and II, of the Criminal Code (art. 314, 316, 316 bis, 316 ter, 317, 317 bis, 318, 319, 319 ter, 319 quater, 320, 321, 322, 322 bis, 323, 325, 326, 328, 329, 331, 334, 335, 346 bis, 353, 353 bis, 354, 355, 356) and subsequent amendments and additions. For up-to-date references please visit [www.normattiva.it](http://www.normattiva.it)



# CHAPTER 3

## ROLES AND RESPONSIBILITIES IN THE PREVENTION OF CORRUPTION

The ACT Model, which is part of the broader Internal Control and Risk Management System (ICRMS), involves all of the Group's bodies and resources, from the Board of Directors to line managers, each within the scope of their relevant responsibilities and competences. All the controls, including those aimed at mitigating the risk of corruption, are applied thoroughly in every corporate process and at all hierarchical levels, thereby involving all Company Departments.

All ATM Group employees are involved in the corruption risk management process and comply with the measures provided for by the ACT Model, reporting any offences and any situations of conflict of interest.

All employees, including those not holding a managerial status, nevertheless maintain

their personal level of responsibility for the occurrence of corruption events in relation to the tasks actually carried out.

ATM's Board of Directors selects the Group's Anti-Corruption Officer among the managers not affected by a conflict of interest in relation to the office to be taken and the activities to be carried out with a proper knowledge of the organisation and its operations and who are endowed with the necessary autonomy. Unless otherwise specified in the deed of appointment, the office is effective until formal revocation by the Board of Directors. The ACO currently in office is the Chief Audit Executive.

The main functions performed by the Anti-Corruption Officer are as follows:

- monitors the adoption of the ACT Model and



carries out a risk-based assessment about the effective implementation of the corruption prevention measures;

- ensures, where necessary and in agreement with the Legal and Corporate Affairs Department and/or the Compliance Function, the constant monitoring of the regulations and the case law on anti-corruption, the adoption of leading practices, promoting the updating and improvement of this ACT Model;
- reports to the Chairman of the Board of Directors and/or the General Manager on the activities carried out whenever requested;
- monitors the suitability of specific training activities for employees working in sectors particularly exposed to the risk of corruption;
- fosters, with reference to the handling of reports of suspected violations of the ACT

Model, the coordination with the 231 SBs and/or the President and/or the General Manager and/or with other possible recipients, without prejudice to any potential conflict of interest in the reported case;

- is the Focal Point for any specialist anti-corruption support for the employees of the Company and its Subsidiaries.

The Anti-Corruption Officer convenes, at least annually, an Anti-Corruption Working Group (hereinafter also referred to as the “AC WG” or “WG”), composed of the Senior Managers/Managers or their nominees, who support the Group Anti-Corruption Officer to ensure compliance with this ACT Model. If necessary, this WG is convened within the framework of other coordination meetings between the three lines of defence, usually in the context



of the meetings of the Coordination Board.

The activities of the Working Group include, without limitation, the following:

- ensure the correct operational application of the regulatory provisions aimed at preventing corruption in relation to the activities of the relevant Department/Function;
- contribute, to the extent of its competence, to the definition of measures suitable for preventing and combating corruption, also disseminating the contents of training initiatives carried out at central level or promoting autonomous training events at its own Departments;
- report, whenever necessary, to the Group Anti-Corruption Officer on the state of application of the ACT Model, within the reference Department/Function, pointing out

critical issues and proposing the adoption of specific measures deemed more suitable to prevent the occurrence of corruption events;

- support the Group Anti-Corruption Officer in the analysis and mapping the risk of sensitive activities exposed to the risk of corruption and in the identification of the prevention measures and the relevant indicators for the areas of respective competence;
- promptly inform the Group Anti-Corruption Officer of any suspected or ascertained anomaly which may result in a failure to implement this ACT Model.

The Anti-Corruption Officer works in close synergy with the 231 SBs, with a view, as far as applicable and possible, to promote the efficiency and coordination of the risk-based verification activities, on the areas particularly

## **“All ATM Group employees are involved in the corruption risk management process”**

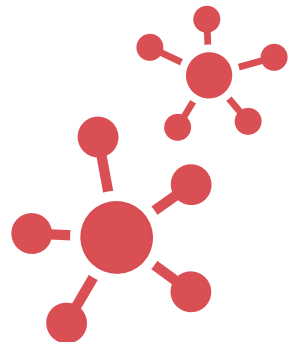
exposed to the risks of corruption and the relevant prevention protocols (measures).

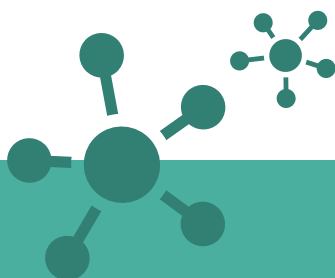
As regards the Subsidiaries, the director with delegated powers and/or the operational manager – specifically appointed by the director with delegated powers – provides an annual certification to the Group Anti-Corruption Officer with reference to the active monitoring and supervision of the anti-corruption risk measures in the specific subsidiary company.

Ultimately, particular attention is drawn again on the following points:

- all ATM Group employees are involved in the corruption risk management process and comply with the measures provided for by the ACT Model, reporting any offences and any situations of conflict of interest;

- all employees, including those without managerial status, maintain their personal level of responsibility for the occurrence of corruption events in relation to the tasks actually carried out.





# CHAPTER 4

## PRINCIPLES OF CONDUCT AND PREVENTION MEASURES IN SENSITIVE ACTIVITIES

### 4.1 Prohibitions and Obligations

The following general principles of conduct apply to the recipients of this ACT Model who, at any title, maintain relations with the Public Administration (including public officials and public service officers) and/or private third parties in the name and/or on behalf and/or in the interest of the Company and/or its Subsidiaries. In particular, the Recipients of the ACT Model shall not:

- promise or give benefits, of any kind, to representatives of the Public Administration (also “PA”), whether Italian or foreign, or private individuals or entities, in order to influence the independence of judgement and/or induce them to secure any benefit to the company;
- perform services or make payments to collaborators, suppliers, consultants, partners or

other third parties who operate on behalf of the Company, which are not justified in the context of the contractual relationship established with them and/or in relation to the type of task to be performed according to the current practices;

- provide or promise to provide confidential information and/or documents;
- promise/offer money and/or any other benefit and/or resort to the use of violence or threats, in order to induce a person called to testify not to make statements or to make false statements before the judicial authority;
- give or promise money or other benefits to intermediaries as a consideration for their unlawful mediation, so that, by exploiting existing or alleged relations with public entities, they may exercise an influence on the PA in order to influence the public service

operations to the benefit of the Company and/or Subsidiaries;

- infringe the duty of good faith in the fulfilment of the obligations and in the performance of the public service contract or, within the framework of a public contract, fail to inform the Company about circumstances arisen during the execution of the works that entail a change in the service;
- solicit or persuade a public or private subject or entity (connected with the PA as defined in the glossary), through an unlawful agreement, to perform an unlawful act (in violation of specific rules of conduct expressly provided for by law or by acts having the force of law and from which no margin of discretion remains, or in violation of the obligation to abstain in case of conflict of interest);
- carry out an unlawful action (in violation of specific rules of conduct expressly provided for by law or by acts having the force of law and from which no margin of discretion remains, or in violation of the obligation to abstain in the event of a conflict of interest);
- engage in a conduct aimed at determining or reinforcing the intention of a third party (whether connected with the Public Administration or private individuals) to misappropriate (also by exploiting the error of others), having possession or otherwise availability of money or other movable property by reason of his/her office or service or professional role held;
- misappropriate (including by exploiting the error of others), having possession or otherwise availability of money or other movable property;
- request or accept, or authorise a third party to request or accept, directly or indirectly, undue benefits, economic advantages of any value or other benefits, including non-economic ones, from a third party (a private individual or a Public Official or Public Service Officer) as an incentive or reward for any act or omission in relation to their duties, regardless of where the

benefit or advantage is given or offered and of where the third party or the Recipient operate.

The above prohibitions shall also apply to indirect relationships (through relatives, relatives-in-law and friends) with representatives of the Public Administration, whether Italian or foreign, and with other third parties.

The violation of the rules set forth in this ACT Model, in addition to constitute a violation of the Code of Ethics and company procedures, may expose ATM and its subsidiaries to the risk of sanctions, as well as to a serious reputational damage.

No objection to the requirements and obligations set forth in this ACT Model shall be accepted by the ATM Group.

The belief of acting to the advantage of the Group shall in no way justify the adoption of conducts conflicting with the above principles.

Each Recipient shall:

- be aware of the principles and contents of this ACT Model;
- know the operating methods applicable to the performance of their activities;
- contribute actively, in relation to their role and responsibilities, to the effective implementation of the ACT Model, reporting any deficiencies found therein.

The ATM Group encourages its staff to raise any doubt promptly. The ACO (see chapter 3) is available ("focal point") for any specialised assistance on ACT matters for employees and Corporate Bodies of the Company and its Subsidiaries. Any employee who is not sure of the right conduct to be adopted shall ask the ACO for assistance in advance, by e-mail at [referenteanticorruzione@atm.it], or by paper correspondence, addressed to the Anti-Corruption Officer.

Any cases of violation, whether actual

or suspected, of the ACT Model shall be immediately reported as provided for in chapter 6 below.

The ATM Group guarantees that no employee shall be sanctioned, dismissed, demoted, suspended, transferred or discriminated in any way (i) for refusing to engage in an unlawful conduct, even if such refusal results in consequences detrimental to the Group's business, or (ii) for making a substantiated report in good faith for violations of the ACT Model

## 4.2 General Principles

In order to comply with the ACT Model, the Group adopts and respects the following general criteria:

- **Segregation of duties:** processes must be organised in such a way as to guarantee a separation of the activities between the subject in charge of authorising, executing and controlling, respectively; furthermore, if it is not possible to guarantee the segregation of duties, it is necessary to activate compensating or mitigating controls that guarantee the ex-post verifiability of the control activities (i.e. they must be duly documented and traced).
- **Authorisation and signatory powers:** authorisation and signatory powers must be: i) consistent with the organisational and management responsibilities assigned, including, where required, an indication of the approval thresholds for expenditures; ii) clearly defined and known within the Company.
- **Impartiality and disclosure of conflicts of interest:** the Recipients of the ACT Model must operate with professionalism, transparency, impartiality and in compliance with the applicable regulations, promptly reporting to the line manager and the Human Resources Department any situation from which a conflict of interest may arise, so that the latter, if necessary, supported by the ACO, may verify

the situation and suggest appropriate measures to mitigate the risk.

The notifications of the existence of a possible conflict of interest must be made in accordance with the provisions of the applicable guidelines/procedures (see paragraph 4.4).

- **Traceability and filing:** every operation must be adequately recorded. The process of deciding, authorising and carrying out company activities must be verifiable ex post, also by means of appropriate documentary supports; the documentation produced must be filed in an orderly manner in accordance with the applicable requirements and retention policies.
- **Existence of corporate regulations/formalised procedures:** some corporate regulations and/or organisational procedures suitable for providing principles of conduct, operating procedures for carrying out sensitive activities, as well as procedures for filing the relevant documentation must be formalised.
- **Know Your Partner/Know Your Third Party:** the relations with partners and/or third parties may only be started and formalised following an assessment of the reliability, as well as of the reputational aspects and suitability of the third parties with whom the ATM Group is considering to establish a collaborative relationship. The agreements with such parties must include specific contractual clauses, which commit them to comply with the principles of the Code of Ethics, the ACT Model and 231 Model. Finally, the Heads of Departments are required to check the actual services rendered by third parties within the framework of the contracts executed with Group companies, as well as to verify the correspondence between what is due and what has been paid/received.

Each Group Company ensures that its commercial and financial partners, professionals, consultants, commercial promoters, collaborators at any title and suppliers/contractual partners are also aware

of the ACT Model. Each of these subjects is required to sign specific express contractual clauses, having as their object the statement of knowledge and obligation to comply with the ACT Model, the Code of Ethics and the 231 Model, with the right for the Group Companies to terminate the contract in case of violation of these obligations and associated main control principles within the ACT Model.

### **4.3 Principles of conduct and preventive measures in the main sensitive and instrumental transversal activities**

The ATM activities identified as the most sensitive and/or instrumental to corruption risk are the specific activities listed in Annex 1. They can also be grouped into transversal activities/ areas of operation, listed herebelow, so that it is crystal clear that all forms of corruption are always repudiated notwithstanding any evolution of the definitions:

1. Relations with the Public Administration and private entities<sup>7</sup>;
2. Gifts, entertainment and hospitality expenses;
3. Relations with trade unions;
4. Purchases of works, services and supplies and related execution;
5. Sales and associated contracts;
6. Selection and management of partners (also for extraordinary operations);
7. End-to-end personnel management, from the selection to the termination/expiry of the contractual relationship;
8. Collaborations, co-marketing agreements, donations and gifts;
9. Keeping of accounts, preparation of financial statements, reports and corporate communications in general, as well as related fulfilment of compulsory disclosure obligations under the applicable law.

With respect to all the activities managed by the Group, the Recipients must comply with the provisions of the Code of Ethics, the

procedures and protocols – as per 231 Models of the Company and its Subsidiaries – defined for the prevention of corruption in relation to the specific sensitive activities listed in Annex 1, as well as with the following principles of conduct relating to the transversal operational activities mentioned above.

The Recipients are strictly forbidden to deviate from these rules in order to achieve challenging objectives and/or in the belief of acting to the benefit of the Group. In fact, the adoption of behaviours conflicting with the anti-corruption principles and regulations shall in no way be tolerated.

### **Relations with the Public Administration and private entities<sup>8</sup>**

The relations that the Group entertains with representatives of the Public Administration (PA), understood in all its possible forms, must be inspired by the strict compliance with the applicable anti-corruption regulations and may not in any way compromise the Group's integrity and reputation.

The assumption of commitments and the management of relations of any kind with representatives of the PA and/or bodies of public relevance are reserved to the appointed and authorised company figures and functions only.

The relations with the PA and private subjects or entities must be managed with the utmost diligence and professionalism so as to provide clear, accurate, complete, faithful and truthful information, reporting in the appropriate form and with suitable means any situations of conflict of interest. In these relations the Group must not seek to improperly influence the decisions or actions of the institution concerned or of the private subject or entity, including by means of the mediation of third parties (either actual or claimed).

In dealing with the representatives of the Public

Administration and private subjects or entities, transparent and lawful channels of accreditation are used, as well as forms of communication suitable to allow the counterparty to easily and immediately identify both the company organisation and the interest represented. The information used is transferred only after its full completeness and reliability has been verified by the relevant corporate functions.

Correct filing of all the documentation produced and delivered to the PA and private subjects or entities is ensured, in order to allow traceability and an ex-post reconstruction of the different stages of the process.

With particular reference to relations with external Authorities (Regulatory, Supervisory, etc.), the Group is always committed to strictly comply with their specific applicable rules and requirements. The Group's employees shall comply with any request from these Authorities within the scope of their inspection functions, collaborating in the relevant activities.

### **Gifts, entertainment and hospitality expenses**

Gifts, presents and other entertainment expenses are permitted as a common practice of professional and business courtesy. It is always forbidden to offer or accept sums of money or goods easily convertible into money.

It is forbidden to offer and/or receive gifts, presents or gratuities of any kind, with the exception of particular "institutional" circumstances appropriately regulated by specific company procedures, as applicable from time to time, which identify the limits and the structured authorisation and decision-making processes. No gift, present or gratuity of any kind may however be construed by an impartial observer as aimed at gaining advantages.

Each Recipient who receives gifts, presents or favourable treatment not directly connected with the normal courtesy, must immediately inform their superiors or the Company Management,

in order to receive instructions on the return or in any case the destination of the gifts. The prohibition to offer and/or receive gifts also applies to family members or associates (i.e., those persons who have contractual or associative relationships of an entrepreneurial nature with the Recipients).

The ACO is available to analyse any interpretative uncertainty.

### **Relations with trade unions**

The Group does not make contributions of any kind, directly or indirectly, to trade unions, nor to their representatives or candidates, either in Italy or abroad, without prejudice to what is established and permitted by the applicable regulations.

### **Procurement of works, services and supplies and related execution**

The selection of suppliers by the Group must be carried out in compliance with the criteria of transparency, traceability, disclosure, free competition, non-discrimination, equal treatment and turnover on the basis of objective criteria connected with the competitiveness and quality of the products and services requested. The company procedures implement the criteria specified above, regulating the relevant processes in detail.

In particular, compliance is ensured with the following minimum obligations:

- scrupulously comply with the applicable regulations of the countries where the Group operates;
- adopt objective and transparent evaluation criteria in the selection of any supplier companies;
- observe and comply, within the framework of the supply relationships, with the applicable legal provisions and contractual conditions;
- uphold the principles of fairness and good faith in correspondence and discussions with

suppliers, in line with the strictest business practices.

The need to pursue the best competitive advantage for the Group must always ensure the adoption by its suppliers of operating solutions in line with the applicable regulations and, more generally, with the principles on the protection of the individual, the health and safety of workers and the environment.

The contracts and/or agreements stipulated with suppliers must specify accurately, clearly and with a proper level of detail the services required and the criteria for accruing the agreed fees.

### **Sales and associated contracts**

The selection of economic operators by the Group must be carried out with a view to guaranteeing the maximum economic return, while ensuring compliance with the criteria of transparency, competitiveness and non-discrimination of the parties concerned. The company procedures implement the criteria specified above, regulating in detail the procedures for identifying the economic operators.

### **Selection and management of partners (also for extraordinary operations)**

Initiatives with partners, including for the purposes of extraordinary Group operations, must entail the proper and reasonable verification of the partners, with particular reference to their identity, reputation and reliability profile, the existence of any proceedings or convictions for corruption offences (or other offences likely to affect their professional conduct) against the counterparty or its relevant persons (e.g.: shareholders, directors, senior managers, etc.).

These checks are carried out under the responsibility of the corporate function “process

owner” with the support of the competent Legal and Corporate Affairs Department and the other units concerned.

In its preliminary assessments, the Group also considers the adoption of anti-corruption policies and procedures within the partners’ organisation.

### **End-to-end personnel management, from the selection to the termination/expiry of the contractual relationship**

The ATM Group’s end-to-end personnel management, from the selection to the termination/expiry of the contractual relationship, is guided by the principles of fairness and impartiality.

The ATM Group hires resources whose profiles effectively meet the company’s needs, making choices (as in the management and development of the career paths of its existing employees) exclusively based on professionalism and competence, excluding all forms of favouritism and discrimination.

The criteria for the selection of candidates must be objective and transparent (e.g. degree/diploma overall classification, knowledge of foreign languages, previous professional experience, etc.) and traceability must be ensured of the assessment procedures and any relations of the candidate with public bodies.

Furthermore, also the resumé sources must be properly tracked (e.g., advertisements, voluntary applications, internal referrals, head-hunting firms, etc.).

At the time of selection, candidates must declare, in compliance with the applicable regulations, the existence of any situations and circumstances that the Group considers relevant for the purposes of evaluating the possible continuation of the selection process (e.g.: criminal convictions, incompatibility, etc.) and/or the necessary compensatory and/



or transparency measures (e.g.: for family relationships with persons operating into the Public Administration).

Human Resources is responsible for ensuring that, in all Group Companies, the processes of selection and recruitment, as well as end-to-end people management, fully comply with the principles of fairness and impartiality, including applications conveyed by Recipients, without either favouritism or discrimination.

#### **Collaborations, co-marketing agreements, donations and gifts**

Collaboration initiatives, co-marketing agreements, donations and gifts are part of the company's discretionary powers according to common business practices and are governed by specific procedures and authorisation processes

compliant to all applicable requirements and laws from time to time in force.

In any case, among the aspects to be considered when choosing the proposals to support, the Group Company concerned must pay attention to any possible conflict of interest of a personal and corporate nature. The categories of possible beneficiaries of promotional initiatives, collaborations, co-marketing agreements, donations and gifts are specifically predetermined.

According to the criteria of reasonableness and proportionality with respect to the entity of the economic commitment entailed for the Group, the corporate function "process owner" must also assess in advance the nature and the relevance of the initiative, the identity and the reputational profile of the recipients of

the collaborations, co-marketing agreements, donations and gifts, and must also verify the concrete performance of the initiative and in particular its consistency with the programme proposed to the Group Company concerned.

### **Keeping of accounts, preparation of financial statements, reports and corporate communications in general, as well as related fulfilment of compulsory disclosure obligations under the applicable law**

Every operation or transaction of the Group must be correctly recorded in the corporate accounting system according to the criteria set out by the law and by the applicable accounting standards. Every operation or transaction must be authorised, verifiable, legitimate, consistent and appropriate.

The rules that clearly define the accounting principles to be adopted for the definition of the items in the financial statements and the operating procedures for their accounting are disclosed to the personnel involved in the preparation of the financial statements. These rules are promptly updated by the competent function in the light of changes in statutory regulations and notified to the recipients specified above.

In order for the accounts to meet the requirements of truthfulness, completeness and transparency, adequate and complete supporting documentation of the activities carried out must be kept on file for each operation, so as to enable:

- accurate accounting;
- the immediate determination of the characteristics of and reasons for the operation concerned;
- the easy formal chronological reconstruction of the operation;
- the verification of the decision-making, authorisation and implementation process and the identification of the different levels of

responsibility.

The computer system used for the transmission of data and information ensures the traceability of each step and the identification of the workstations that enter the data into the system. Any changes to accounting data may only be made with the authorisation of the function that generated them.

The head of each function involved in the process ensures the traceability of the accounting information not automatically generated by the computer system.

Each employee is, therefore, required to cooperate - to the extent of his or her competence - so that every fact relating to the management of the Group is correctly and promptly recorded in the accounts.

### **4.4 Conflict of interest and relations with third parties**

A Conflict of Interest is a non-critical situation in itself that represents a risk that must be brought to light, assessed and handled.

The conflict of interest can be declined as follows:

- real (or actual): arising when a judgement or manifestation of will must be made;
  - potential: the private interest (financial or non-financial) of a person may tend to interfere, sooner or later, with the primary interest of the company;
  - apparent (or perceived): the private interest of a person may apparently interfere, in the eyes of external third parties, with the primary interest of the company, towards which the person has precise duties and responsibilities.
- Each employee is required to report any existing conflict of interest situations, with reference to the activities carried out by him/her and also taking into account the provisions of the Code of Ethics and/or the disciplinary system and/or 231 Model. The statement



must be drawn up in writing and sent to the employee's line manager and to the Human Resources Department.

The Chief Audit Executive, who has been appointed as the Anti-Corruption Officer, may carry out any checks on the process of monitoring situations of potential conflict of interest, according to a risk-based planning and integrated with the audit activities and/or with the 231 supervisory activities or upon request of the Corporate Governance Bodies and/or Senior Management.

With reference to the conflict of interest, further control measures implemented within the Group are functional, such as:

- specific express contractual clauses, with suppliers and/or partners, concerning the declaration of knowledge and obligation to comply with the content of ACT Model, the Code of Ethics and the 231 Model(s)<sup>9</sup>, with the right for the Group Companies to terminate the contract in case of violation of these obligations and associated main control principles within

the ACT Model.

- compilation of a declaration (as provided for in 231 Models adopted by the ATM Group Companies) by the potential supplier of works, services and supplies, on the presence of any conflict of interest or reason for exclusion, pursuant to art. 80 of Legislative Decree no. 50/2016 for relationships to be managed according to the rules of the Tenders Code. For any other supply relationship, including when the Procurement Code is not applicable, a similar declaration shall be required.

#### **4.5 Ineligibility<sup>10</sup> and incompatibility of offices checks pursuant to Legislative Decree no. 39 of 2013**

Legislative Decree no. 39/2013 ("Provisions on ineligibility and incompatibility of offices in public administrations and State-controlled private entities, pursuant to article 1, paragraphs 49 and 50 of Law no. 190 of 6 November 2012 and subsequent amendments and additions") applies to ATM and its Subsidiaries only in

part, as ATM (Ultimate parent company) is a State-controlled company, which has issued financial instruments other than shares listed on regulated markets.

The verification of the non-existence of hypotheses of ineligibility and/or incompatibility takes place at the time of the conferral of the appointment by means of a declaration in lieu of certification made by the interested party as provided for by art. 20 of Legislative Decree no. 39 of 2013.

In particular, the ATM Group is subject to the following provisions:

- **for its Officers** (Dirigenti), at the time of appointment, art. 3 (ineligibility for offices for committing crimes against the Public Administration) and art. 21 (prohibition of pantouflage) of Legislative Decree no. 39/2013;
- **for the member of the Board of Directors of a Group company**, at the time of appointment, art. 3 (ineligibility for offices for committing crimes against the Public Administration), art. 7 (ineligibility for offices for members of political bodies at regional and local level), art. 11 (incompatibility between top management and director positions in public bodies and offices of members of the policy-making bodies in State, regional and local administrations), art. 13 (incompatibility between director positions in State-controlled bodies of private law and offices of members of the policy-making bodies in State, regional and local administrations) and art. 21 (prohibition of pantouflage) of Legislative Decree no. 39/2013.

With reference only to the causes of incompatibility, the declaration must then be made on a yearly basis.

The Anti-Corruption Officer must be promptly notified, for information purposes, by the competent offices of all the measures for the conferral of “Officer” (Dirigenti) positions and the appointment of directors of the companies of the Group and the declarations made by the persons concerned.

#### 4.6 Job rotation

The ATM Group adopts clear guidelines for the application, where possible, of Staff Rotation (hereinafter also referred to as “Job Rotation”) in the ATM Group companies, both to prevent and mitigate the risk of corruption and with a strategic view to optimise career paths and up-skilling resources in volatile and constantly evolving contexts. This is without prejudice to the principles of diversity and inclusiveness in their broadest sense.

Job rotation, as one of the possible measures for preventing and mitigating corruption risks, may be applied in line with the strategic objectives for the sustainable success of ATM and its subsidiaries. When it is not appropriate and/or feasible, evaluations and compensating measures are tracked and documented.

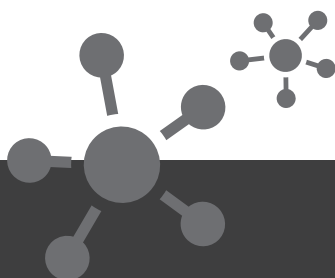
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<sup>7</sup> Both physical and legal persons.

<sup>8</sup> Both physical and legal persons.

<sup>9</sup> This means the 231 Model of the Group company involved in the contractual relationship.

<sup>10</sup> Legislative Decree no. 39/2013 is applicable to ATM and its Subsidiaries only with reference to the regulation of cases of non-eligibility pursuant to art. 3 et seq., while, as provided for by art. 22 of the aforementioned decree, the cases of incompatibility pursuant to arts. 9 and 12 of Legislative Decree 39/2013 do not apply as ATM has issued financial instruments listed on regulated markets.



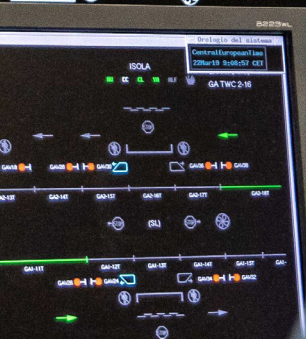
# CHAPTER 5

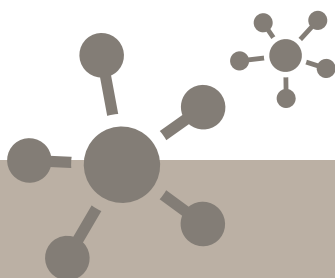
## CODE OF ETHICS

The ATM Group's Code of Ethics, together with the 231 Models of the Company and its Subsidiaries and this ACT Model, forms an integral part of the Internal Control and Risk Management System (ICRMS).

The compliance with the rules of the Code of Ethics is considered an essential part of the contractual obligations of the personnel pursuant to and for the purposes of art. 2104 of Civil Code and their violation entails the application of the sanctions provided for by the disciplinary system of each company of the Group.







# CHAPTER 6

## REPORTS AND WHISTLEBLOWING SYSTEM

The ATM Group has adopted an integrated and systematic approach to the management of reports of suspected/alleged violations and/or offences, as governed by a specific “Integrated report management” procedure, as applicable and systematically updated from time to time (available on the Group’s intranet).

In particular, ATM and its Subsidiaries:

- have defined a process for tracking and managing all reports, meant as any information regarding alleged findings, irregularities, violations, reprehensible behaviours and facts or, in any case, any practice - relating to employees, members of Corporate Governance Bodies (Board of Directors, Board of Auditors) and/ or other governance bodies (231 SB),

Auditing Companies and third parties (partners, customers, suppliers, consultants, collaborators, etc.) - that is not compliant with the provisions of the Code of Ethics, 231 Model, Subsidiaries’ 231 Models and this ACT Model or which may cause damage, including brand damage, to the ATM Group;

- have adopted suitable and effective measures to keep confidential the identity of the person making the report or of providing useful information to identify any conduct that is not in line with the provisions of the procedure for managing reports and, in general, with the Group’s ICRMS, without prejudice to legal obligations and the protection of the rights of ATM and its Subsidiaries and/or persons accused mistakenly and/or in bad faith;
- use a special IT tool for the management

of reports in accordance with the current legislation (art. 2 of Law 179/2017, art. 6, par. 2-bis, letter b of Legislative Decree 231/01, as amended and supplemented) which sets out the obligation to handle the reports also through at least one IT alternative and segregated channel, which is suitable for guaranteeing the confidentiality of the identity of the whistleblower pursuant to the law;

- expressly prohibit acts of retaliation or discrimination, either direct or indirect, against a whistleblower in good faith for reasons directly or indirectly related to the report;
- also accept anonymous reports, where these are properly detailed and based on precise and concordant factual elements, in order to allow the reference company to carry out the necessary checks;
- do not examine reports based on mere suspicion or rumours or where the report contains patently false information.

Ultimately, the proper fulfilment of an employee's obligation to provide information may not give rise to the application of disciplinary sanctions against him or her; and the disciplinary system adopted, as set out in ATM's and its Subsidiaries' 231 Models, includes sanctions against any violation of the measures to protect whistleblowers, as well as against any whistleblower, who intentionally reports facts unfounded or patently false.

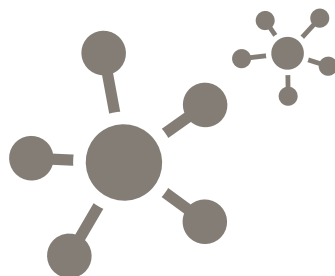
Any Violation, either suspected or actual, of this Model must be reported immediately through one of the following channels, which are alternative to each other:

- IT platform, accessible to all Whistleblowers (employees, third parties, etc.) on the Group's website and, where applicable, on the Group's intranet. The platform, which is released by a specialised independent third party, enables whistleblowers to send reports online without requiring any registration or providing personal details;

- e-mail, to one of the specific e-mail addresses ([referenteanticorruzione@atm.it](mailto:referenteanticorruzione@atm.it); [segnalazioni@atm.it](mailto:segnalazioni@atm.it)) available both on the Group's website and on the company intranet;
- ordinary paper mail, private and confidential to the address specified on the Group's website and the reporting procedure adopted. Although anonymous reports are accepted, personal reports are preferable for the benefit of the speed and effectiveness of the relevant investigation and management, as well as for the possible need for discussing the report with the Whistleblower.

The Team ad hoc appointed for the specific case is in charge of guaranteeing the necessary communication flows within the organisation and/or towards the Corporate Governance Bodies.

For further information on the whistleblowing management process, please refer to the specific procedure adopted by the Group, the corporate website and the company intranet.





# CHAPTER 7

## DISSEMINATION AND TRAINING

### 7.1 Dissemination

In order to effectively implement the ACT Model, the ATM Group has provided for the correct dissemination of its contents and principles within and outside its organisation. In particular, the Group's aim is to communicate the contents and principles of the ACT Model not only to its own employees but also to persons who, although not holding the formal title of employee, operate, including occasionally, for the achievement of the Group's objectives under contractual relationships. The recipients of the ACT Model are in fact both persons who hold representative, administration or management positions within the Group and persons subject to the management or supervision of

one of the aforementioned persons, but also, more generally, all those who work to achieve the ATM Group's purpose and objectives.

The ATM Group intends to:

- raise awareness, in all those who work in its name and/or on its behalf in "sensitive activities" (to the risk of corruption), of the risk to incur, in the event of violation of the provisions contained therein, in an offence punishable by sanctions;
- inform all those who work in any capacity in its name, on its behalf or in any case in its interest, that the violation of the provisions of the ACT Model shall result in the application of appropriate sanctions and/or the termination of the contractual relationship;
- emphasise that no unlawful conduct of any

kind and for any purpose whatsoever shall not be tolerated, as such conduct (even if the Company is apparently in a position to benefit from it) is always conflicting with the ATM Group's ethical principles.

In order to ensure effective and rational communication activities, the ATM Group promotes awareness of the contents and principles of the ACT Model and its related procedures, with a level of detail that varies according to the position and role held by the Recipients.

The ACT Model is published on ATM's institutional website. Employees and collaborators are informed of its publication on the company's intranet so that they may acknowledge and comply with its provisions. In any case, for those employees who do not have access to the intranet, this documentation is made available by alternative means and, if necessary, shall be provided upon request by the line manager. The ACT Model is also handed over to new employees when they join the ATM Group, as well as to members of the Company's Corporate Bodies and individuals who represent the Company when they accept the office conferred upon them, for the purpose of acknowledging and expressly accepting its contents.

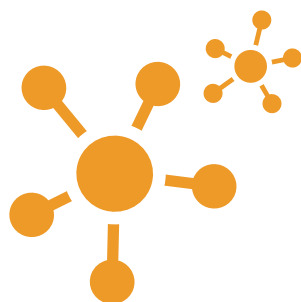
The activity of dissemination of the contents and principles of this Model is also addressed to third parties who have contractually regulated collaboration relationships with the Company (for example: commercial partners, consultants and other independent collaborators), also by making the consultation of the ACT Model available to the contractual counterparts on the institutional website.

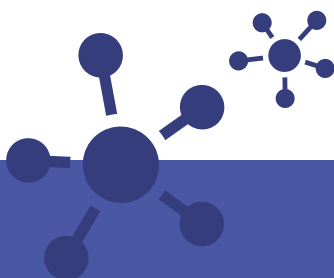
All Recipients are required to strictly comply with the provisions of the ACT Model, also in fulfilment of the duties of loyalty and diligence arising from the legal relations established with the Company.

## 7.2 Training

The training activities on the ACT Model are coordinated with those on 231 Models and the Code of Ethics. These activities, which vary according to the recipients to whom they are addressed, are based on the principles of completeness, clarity, accessibility and systematic nature, in order to allow the recipients to be aware of both the company provisions that they are required to comply with and the ethical standards that must inspire their behaviour. In particular, the Anti-Corruption Officer coordinates with the appropriate company function in the Human Resources Department, in order to identify training initiatives on the prevention of corruption for the company's employees operating in areas with a higher risk of corruption. The resulting Training Plan is an integral part of the Group's lifelong training activities.

The monitoring of the training courses, in terms of attendance and achievement of the certificate of attendance, is carried out by the Human Resources Department, which periodically sends reports to the Anti-Corruption Officer to enable verification and supervision of the training activities carried out.





# CHAPTER 8

## DISCIPLINARY SYSTEM

It should be noted that each ATM Group company has its own disciplinary system, in line with the laws in force from time to time, which shall also be applied in the event of violation of this Model.

In particular, the violation of the ACT Model by the Group's employees shall lead to the adoption of disciplinary measures by the Group Company concerned. The Group shall also ensure its full support to the competent Authorities. Every violation shall be pursued with the application of appropriate and proportionate disciplinary sanctions, also taking into account the criminal relevance, if any, of the conduct.

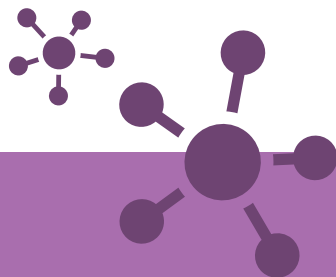
Any violation by third parties of the principles or provisions of the ACT Model may result, on the basis of specific assessments made by

the Group Company concerned, in the refusal to establish or the termination of contractual relationships.



# CHAPTER 9

## MONITORING



The Group Internal Audit Department, on the basis of the risk-based audit plan approved by the Board of Directors, as well as the Supervisory Board of each Group Company, on the basis of their own plan, examine and evaluate the internal control system, within their respective powers, also in order to verify the suitability and effective implementation of the ACT Model.

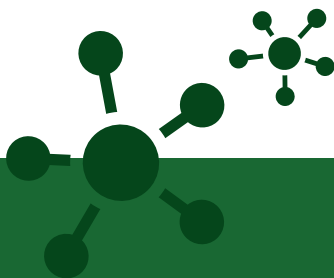
Any suggestions on the ACT Model, of a non-binding nature, may also be made by the legal representatives of the Subsidiaries, and may be considered for the purposes of continuous and progressive improvement of the Group's ACT Model.

In the event of violations, the Group Anti-Corruption Officer shall consider whether any review and amendments to the Model and the internal regulations may help to prevent the recurrence of the violation.

Each Group Company:

- provides an annual certification to the Group Anti-Corruption Officer with reference to the monitoring and active surveillance of the measures for preventing the risk of corruption;
- ensures that the general requirements of the Group ICRMS for the prevention of corruption risk are met;
- is committed to the continuous improvement of the ICRMS.

The Group Anti-Corruption Officer prepares an annual report on the anti-corruption monitoring activities. This annual report is included in the Annual Report of the Internal Audit and Control Department to the Corporate Bodies.



# CHAPTER 10

## TRANSPARENCY

ATM is inspired by the principles of transparency, understood as the publication of information, data and documents on the company website in order to promote the participation of interested parties in its organisation. Transparency is therefore a measure adopted by the ATM Group to prevent corruption, promote integrity and a culture of legality, taking into account, where compatible and not in contrast with its status as an EPI (Entity of Public Interest)<sup>11</sup> pursuant to Legislative Decree 39/2010, the principles

of transparency set forth in Legislative Decree 33/2013.

The table below shows the sections and subsections voluntarily published<sup>12</sup> on the institutional website at: <https://www.atm.it/it/IlGruppo/Pagine/default.aspx>.

The data managers shown in the table are required to promptly provide the relevant data updates to the Data Disclosure Officer (“DDO”), who is currently the Head of the Human Resources Department.

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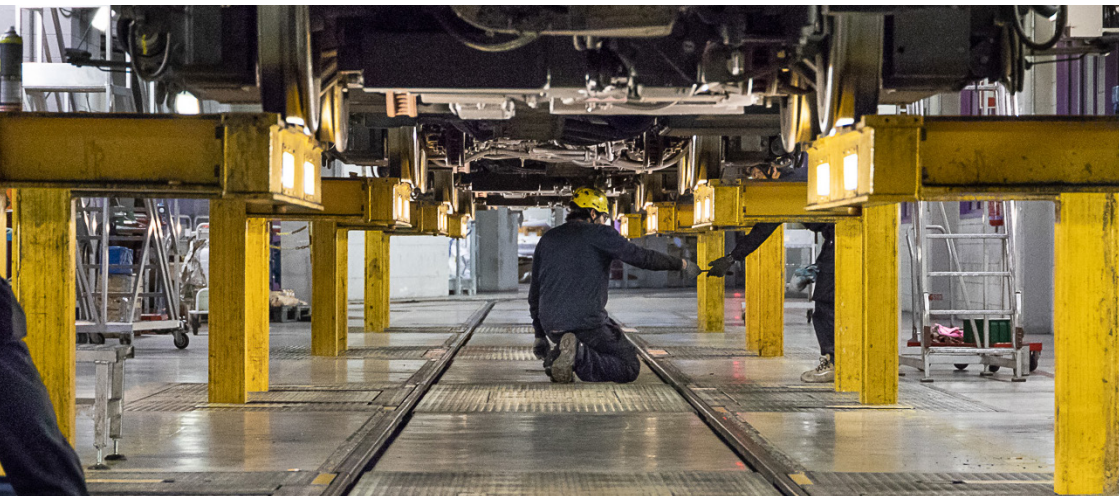
<sup>11</sup> ATM has acquired the EPI status as a State-controlled company that has issued financial instruments other than shares listed on regulated markets.

<sup>12</sup> ATM shares and ensures the transparency of its organisation and activities by voluntarily drawing inspiration from the publication obligations set forth in Attachment 1 of Determination no. 1134/2017 (which represents the reference parameter for State-controlled companies) where these are in practice compatible with its status as an EPI pursuant to Legislative Decree 39/2010.

Sections	Level I subsections	Publication contents [13]
About us	Company and Group activities	Relevant information on the institutional site
	Mission	<a href="https://www.atm.it/it/ILGruppo/Pagine/default.aspx">https://www.atm.it/it/ILGruppo/Pagine/default.aspx</a>
	The value system	
	Services and company in numbers	Mobility Charter, rules for passengers, rules for passengers on underground lines, on the institutional website <a href="https://www.atm.it/it/ILGruppo/Pagine/default.aspx">https://www.atm.it/it/ILGruppo/Pagine/default.aspx</a> as well as periodic financial and extra-financial information
	Contacts	- Addresses and phone numbers of customer relations offices, - Infoline, - E-mail addresses, - Procedure for sending complaints, etc. <a href="https://www.atm.it/it/AtmRisponde/Pagine/default.aspx">https://www.atm.it/it/AtmRisponde/Pagine/default.aspx</a>
The structure	Group structure, including its subsidiaries and affiliates worldwide	Graphic representation, shareholding and other essential elements referred to on the institutional website <a href="https://www.atm.it/it/ILGruppo/Pagine/default.aspx">https://www.atm.it/it/ILGruppo/Pagine/default.aspx</a>
Governance and organisation	Bylaws	Company Bylaws
	Directors and General Manager in office	- Names and deed of appointment including term of office and related responsibilities - Curriculum - Any other information provided to the Municipality of Milan with a direct link to the relevant site.
	Board of Statutory Auditors	- Names and deed of appointment including term of office and related responsibilities - Curriculum - Any other information provided to the Municipality of Milan with a direct link to the relevant site.
	Supervisory Boards and Committees (if any)	- Names and contact details on the institutional website <a href="https://www.atm.it/it/ILGruppo/Pagine/default.aspx">https://www.atm.it/it/ILGruppo/Pagine/default.aspx</a>
	Management	- Name, organisational position of top managers (type of office: fixed-term and open-ended) - Declaration of ineligibility pursuant to Legislative Decree 39/2013 - Professional Curriculum
	Organisation and management model pursuant to Legislative Decree 231/01	- 231 Models (general section) of the ATM Group companies (as applicable from time to time) - <a href="https://www.atm.it/it/ILGruppo/Governance/Pagine/ModellodiOrganizzazioneegestioneexdlgs231_01.aspx">https://www.atm.it/it/ILGruppo/Governance/Pagine/ModellodiOrganizzazioneegestioneexdlgs231_01.aspx</a> - Code of Ethics - <a href="https://www.atm.it/it/ILGruppo/Governance/Pagine/codiceetico.aspx">https://www.atm.it/it/ILGruppo/Governance/Pagine/codiceetico.aspx</a> - Addresses for sending reports pursuant to Art. 6 of Legislative Decree 231/01 (Supervisory Board/other parties where otherwise provided for) and Whistleblowing. Legislative Decree 231/01 (Supervisory Board/other parties if otherwise required) and Whistleblowing. <a href="https://www.atm.it/it/AtmRisponde/Pagine/Inviainasegnalazione.aspx">https://www.atm.it/it/AtmRisponde/Pagine/Inviainasegnalazione.aspx</a>
	Quality, environment, safety management systems	ATM Group Quality, Environment and Safety Policy
	Security	Safeguarding company assets, protecting the safety of employees and passengers - <a href="https://www.atm.it/it/ViaggiaConNoi/Pagine/ViaggiareInSicurezza.aspx">https://www.atm.it/it/ViaggiaConNoi/Pagine/ViaggiareInSicurezza.aspx</a>
	Anti-corruption	This Anti-Corruption and Transparency Model is also available on the institutional website - <a href="https://www.atm.it/it/ILGruppo/Governance/Pagine/anticorruzione.aspx">https://www.atm.it/it/ILGruppo/Governance/Pagine/anticorruzione.aspx</a>

<sup>13</sup> It is understood that the publication of all information/documents will take place in compliance with the EU Regulation no.679/2016 as amended.

Sections	Level I subsections	Publication contents [13]
Staff	Annual number of employees in the workforce	Number of employees (permanent and fixed-term)
	Total annual staff costs	Total annual staff costs
	Macrostructure	Organisational chart
	Annual staff absence rates	Rate table
	National labour agreement	Agreement
	Disciplinary provisions	Extract from the disciplinary provisions
	Selection and job orientation	-Criteria and modalities
		-Open positions
		-Voluntary applications
	Training of internal resources	Total training hours provided
	Strike adhesion	Strike adhesion table
Our Commitment	Remuneration policy - bonuses and incentives	Criteria and modalities
	Equal opportunities	The principle of equal opportunities in ATM S.p.A.
	Social Responsibility, SA8000, Environmental Sustainability	ATM Group Social Responsibility Policy and SA8000 annual certificate for ATM S.p.A. <a href="https://www.atm.it/it/ILGruppo/ILNostroImpegno/Pagine/responsabilita_sociale.aspx">https://www.atm.it/it/ILGruppo/ILNostroImpegno/Pagine/responsabilita_sociale.aspx</a>
Financial information	Annual financial statements and reports of the administrative and accounting auditing bodies	ATM S.p.A. Consolidated Financial Statements and Financial Statements
	Non-financial statement	Consolidated Non-Financial Statement of the ATM Group
	Payments	Table showing the timeliness of payments and total amount of payables
	IBAN	IBAN codes identifying the payment account
Suppliers	Public contracts	Notices, announcements, further acts and information required by Legislative Decree 50/2016
	Supplier qualification systems	Supplier qualification regulations/policy, where applicable
	Information Law 190	Publication of contract data for the previous year, as provided for by art. 1, paragraph 32 of Law 190/12 in xml format.





# **ANNEXES**

# ANNEX 1

## ATM GROUP'S SPECIFIC SENSITIVE ACTIVITIES

The ATM Group has identified the specific sensitive and/or instrumental areas and activities in which corrupt acts may be committed or attempted. This mapping of the specific sensitive and/or instrumental areas/activities has been carried out in an integrated manner, taking into account the context and risk analyses underlying the 231 Models of the Group companies, which are reported in this attachment for convenience and reference.

These specific sensitive activities (integrated with the 231 Models of the Group companies) are related to the following transversal areas of operation:

1. Relations with the Public Administration and private entities;
2. Gifts, entertainment and hospitality expenses;
3. Relations with trade unions;
4. Purchases of works, services and supplies and related execution;
5. Active sales and contracts;
6. Selection and management of Partners (including for extraordinary operations) ;
7. End-to-end personnel management, from the selection to the termination/expiry of the contractual relationship;
8. Collaborations, co-marketing agreements, donations and gifts;
9. Keeping of accounts, preparation of financial statements, reports and corporate communications in general, as well as related fulfilment of compulsory disclosure obligations

under the applicable law.

With respect to all the activities managed by the Group, the Recipients must comply with the provisions of the Code of Ethics, the procedures and protocols – as set out in ATM's and its Subsidiaries' 231 Models – laid down for the prevention of corruption in relation to the specific sensitive activities listed below, as well as with the principles of conduct, summarised for convenience purposes in the transversal areas of operation mentioned above and as detailed in chapter 4 of the ACT Model.

### 1. Relations with the Public Administration and private subjects or entities

**Management of activities connected with integrated tariff systems:** this is the management of relations with the carriers joining the tariff systems in force from time to time and the railways by virtue of the agreements for the definition of tariff integration systems, with reference to the definition and recognition of revenue from the sale of travel documents.

**Acquisition and/or management of contributions/subsidies/grants:** this refers to the activity of requesting, managing and reporting on grants, contributions or other facilities granted by the State, the European Union, other public entities (including, without limitation, those granted by the European Social Fund for training, those for the realisation of special projects, those for the

## ANNEX 1 – ATM GROUP'S SPECIFIC SENSITIVE ACTIVITIES

expansion/renovation of infrastructures, etc.) or private entities.

**Claims settlement management:** this refers to the activities relating to the management and settlement of claims directly carried out by the Subsidiary GESAM S.r.l.

**Management of intragroup relations:** this concerns the management of relations with subsidiaries and affiliated companies with reference both to the management of intragroup services and the related contracts (e.g., administrative services, etc.) and to the appointment of the relevant Corporate Bodies and/or senior management officers.

**Management of relations with Certification Bodies:** this refers to the activities of selecting and managing relations with Certification Bodies.

**Management of pre-litigation, judicial and/or extrajudicial disputes:** this concerns the management of pre-litigation and of judicial and/or extrajudicial disputes involving the Company (concerning, for example, claims, credit recovery, labour and taxation, etc.) as well as the selection and remuneration of any external legal consultants.

**Management of relations with public entities in order to obtain the administrative measures required for carrying out the Company's activities:** this refers to the activity of applying for and obtaining the administrative measures required for carrying out the Company's activities (including, without limitation, the

accreditation of the "Campus" training facility, licences for works on the transport network and buildings, authorisations for lifting/pressure equipment, the granting of frequencies, etc.) and the management of the obligations relating to the Company's registered movable property (including, without limitation, applications for the registration and overhaul of road vehicles submitted to the Public Motor Vehicle Register, etc.).

**Management of institutional relations:** this is the management of institutional relations with different Public Bodies, including, without limitation, Regions, Ministries, Metropolitan Cities, Optimal Territory Environment Agency (ATO), Trade associations, etc.

**Management of controls and inspections by the Public Administration:** this refers to the management of controls and inspections carried out by public entities (e.g., Health Protection Agencies (ATS), National Institute for Insurance Against Labour Accidents (INAIL), Labour Inspectorate, Revenue Agency, Guardia di Finanza [Italian Finance Police], etc.).

**Management of obligations towards the Public Administration:** this entails activities relating to the management of obligations required by law. These include, without limitation, obligations relating to personnel, the hiring of protected categories, etc.

**Management of vehicle and infrastructure maintenance:** this refers to the maintenance of plants, infrastructures and rolling stock

## ANNEX 1 – ATM GROUP’S SPECIFIC SENSITIVE ACTIVITIES

(rail and road), including the definition of maintenance requirements (taking into account the outsourcing of operations to suppliers, if applicable, as well as the disposal of obsolete or damaged structures and components, if required), as well as the planning, definition, execution, monitoring and reporting of maintenance plans.

**Operational management of the Metropolitan and Surface transport service:** this is the planning of the metropolitan and surface transport service, including the planning of the personnel and resources required for the provision of the service, as well as the performance of the activities required to ensure its proper operation, including the monitoring of the regularity of the service, the analysis of performance data, the management of any anomalies, the maintenance of the requirements and the authorisations required to ensure the continuity of the transport services falling under its competence.

**Management of assets and warehousing:** this refers to the activities carried out to ensure the management and safeguarding of company assets, including facility management and maintenance of owned buildings, decisions concerning the acquisition, rental or disposal of assets, as well as all logistics and warehouse activities, including those relating to the supply chain of travel tickets and company-owned assets (excluding vehicle garaging activities, falling within the scope of the Sensitive Activity

“Operational management of the Metropolitan and Surface transport service”).

**Ticket control, Parking and car parks management:** this involves the design, construction (where applicable) and management of the paid parking areas of the Municipality of Milan, aimed at ensuring their correct use, as well as the activities, entrusted by the Municipality, of assessing parking violations, forced removal and detention of removed vehicles. The same Sensitive Activity includes controls on the regularity of tickets on the ATM network, support, information, customer assistance and management of relations with passengers (including specific sector complaints, appeals, etc.), management of administrative activities related to controls on tickets and parking, front and back-office activities in the management of Areas B and C of the Municipality of Milan.

**Security activities, access control and management of video-surveillance footage:** these are “subsidiary security” activities aimed at ensuring access control and the protection of the company’s assets, carried out by means of the services provided by Special Security Guards, Guard and Doorman Agents and, where necessary, in cooperation with the law enforcement agencies. This Sensitive Activity includes the management of the footage taken by video-surveillance systems, also upon requests for use coming from or authorised by the law enforcement agencies.

## ANNEX 1 – ATM GROUP'S SPECIFIC SENSITIVE ACTIVITIES

### 2. Gifts, entertainment and hospitality expenses

**Management of gifts and entertainment expenses:** this concerns the activity of managing gifts, as well as the management of entertainment expenses.

### 3. Relations with trade unions

**Management of relations with trade unions:** this involves the management of relations with trade unions (RSA, RSU, provincial and regional secretariats) during the negotiation and stipulation of trade union agreements, the setting of objectives and performance bonuses for personnel.

### 4. Procurement of works, services and supplies and related implementation phase

**Negotiation/execution of contracts for the procurement of works, services and supplies:** this is the preparatory activity for the execution of tenders, the qualification and selection of suppliers of works, services and supplies, and the contract negotiation/conclusion.

**Performance of contracts for the procurement of works, services and supplies:** this is the management of the performance of the contracts in compliance with the applicable regulations.

### 5. Sales and active contracts

**Negotiation/execution and/or performance of service contracts with the Municipality of Milan:** this refers to all the activities carried out

by ATM for the Municipality of Milan, including the process of reporting, invoicing and the participation in any Technical Committees.

**Negotiation/execution and/or performance of contracts with (public or private) entities other than the Municipality of Milan:** this refers to the sale of services such as Local Public Transport (hereinafter “LPT”), mobility, parking management, management/maintenance of third-party infrastructures, consulting/know-how, LPT and parking subscriptions, training activities through “Campus ATM”, goods (e.g., scrap metal, obsolete goods/materials, used buses, etc.), leasing of advertising spaces and commercial premises, etc., to entities, either Italian or foreign, other than the Municipality of Milan. These activities relate to the pre-bidding stages (e.g., with commercial partners), the preparation of bids, preparatory activities for taking part in public tenders (including in partnership with external third parties), the negotiation, acquisition and verification of orders/contracts and the management of relations during the performance of such contracts (with reference, for example, to variations during construction, testing, the execution of administrative activities such as the management of work in progress and receivables, etc.). In the case of contracts for the sale of goods, the activity also refers to the qualification and selection of purchasers, to the negotiation/execution of the contracts and to the management of their performance

## ANNEX 1 – ATM GROUP'S SPECIFIC SENSITIVE ACTIVITIES

in compliance with the applicable regulations by private subjects or entities.

### 6. Selection and management of Partners (also for extraordinary operations)

**Selection and management of Partners:** this involves the selection of Partners for the creation of joint ventures/temporary associations of companies and/or other special purpose entities and the management of the related relationships.

### 7. End-to-end personnel management from the selection to the termination/expiry of the contractual relationship

**Recruitment, personnel management and management of the remuneration and incentive bonus system:** this involves activities relating to the process of selection, hiring, remuneration and assessment of employees, personnel bonus schemes as well as the management of the professional figures required to carry out company activities.

### 8. Collaborations, co-marketing agreements, donations and gifts

**Management of collaborations, co-marketing agreements, donations and gifts:** this refers to the management of corporate events/gifts and promotional/advertising activities in the form of co-marketing, collaborations for the purpose of promoting the Company's image (e.g. conventions, trade fairs, conferences, etc.),

also using typical Company goods or services for image promotion and advertising purposes, or through the participation of Company representatives in events promoted by third parties.

### 9. Keeping of accounts, preparation of financial statements, reports and corporate communications in general, as well as related fulfilment of compulsory disclosure obligations under the applicable law.

**Keeping of accounts, preparation of financial statements, reports and corporate communications in general, as well as the related fulfilment of compulsory disclosure obligations under the applicable law:** this concerns operations relating to the recognition, recording and representation of business activities in accounting records, financial statements, reports, any other statement relating to the Company's economic, equity and financial situation required by the applicable legal provisions, as well as the legal obligations on the keeping of accounting records and corporate books and in the Non-Financial Statement.

**Cash flows management:** this activity relates to the management and handling of financial resources relating to business activities.

**Management of relations with banks and financial institutions:** this involves the management of relations with banks and financial institutions.

# ANNEX 2

RELEVANCE OF THE CRIMES AGAINST THE PUBLIC ADMINISTRATION

## ANNEX 2 - RELEVANCE OF THE CRIMES AGAINST THE PUBLIC ADMINISTRATION

RELEVANCE OF THE CRIMES AGAINST THE PUBLIC ADMINISTRATION IDENTIFIED BY THE PENAL CODE, MAPPED IN ACCORDANCE WITH THE PROVISIONS OF LEGISLATIVE DECREE NO. 231/2001 AND FOR ANTI-CORRUPTION PURPOSES, NOTWITHSTANDING THE REJECTION BY MODEL 231 AND THE ACT MODEL OF ANY CORRUPT ACTION OR EVENT, REGARDLESS OF THEIR CLASSIFICATION AND IDENTIFICATION

Offences mapped for Anti-corruption purposes	Relevance	
	Anti-corruption	231
➤ Corruption (Articles 318, 319, 320, 321, 322 bis of the Italian Penal Code) – Incitement to corruption (articles 322, 322 bis of the Italian Penal Code)	✓	✓
➤ Graft (Article 317 of the Italian Penal Code)	✓	✓
➤ Undue solicitation to give or promise benefits (Article 319 <del>quater</del> of the Italian Penal Code)	✓	✓
➤ Trafficking in unlawful influences (Article 346-bis of the Italian Penal Code)	✓	✓
➤ Fraud in public supplies (Article 356 of the Italian Penal Code)	✓	✓
➤ Undue receipt of payments to the detriment of the State (Article 316 <del>ter</del> )	✓	✓
➤ Corruption in judicial proceedings (Article 319 <del>ter</del> of the Italian Penal Code)	✓	✓
➤ Misappropriation of funds to the detriment of the State (Article 316 bis of the Italian Penal Code)	✓	✓
➤ Corruption among private individuals (Article 2635, paragraph 3, Civil Code)	✓	✓
➤ Embezzlement (Article 314 of the Italian Penal Code)	✓	✓
➤ Embezzlement of public funds by exploiting the error of others (Article 316 of the Italian Penal Code)	✓	✓
➤ Abuse of office (Article 323 of the Italian Penal Code)	✓	✓
➤ Bid rigging (Article 353 of the Italian Penal Code and Article 353bis of the Italian Penal Code)	✓	✓
➤ Disclosure and use of official secrets (Article 326 of the Italian Penal Code)	✓	
➤ Interruption of a general/essential public service (Article 331 of the Italian Penal Code)	✓	
➤ Failure to perform public supply contracts (Article 355 of the Italian Penal Code)	✓	

\* Within the context of the 231 Model, it is relevant only if the act offends the financial interests of the European Union, such as, for example, in the case of Embezzlement, when funds or assets granted by the EU as funding are misappropriated (a scenario considered unlikely in ATM S.p.A.).

# NOTES

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## This image shows a full page of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page, leaving small gaps between them. There are no margins, text, or other markings on the paper.

In case of doubts or need for clarification about the application of the Anti-corruption and Transparency Model, it is possible to ask for information and specifications to the Supervisory Board of the belonging Company or to the Internal Audit and Control Department of the Group.

