

# ANTI-CORRUPTION GUIDELINES

	Name and Function	Signature
Processed	Rina/Legal Department	
Approved	Chair of the Board of Directors	
Approved	CFO	

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## 1. Introduction

Ignazio Messina, in conducting its business, is committed to combating corruption and preventing the risks of illicit practices, at any working level and in any geographical area, through the distribution and promotion of ethical values and principles and through the effective provision of rules of conduct and the effective implementation of control processes in line with the requirements of applicable regulations and international best practices. In this context, at its meeting on 30<sup>th</sup> March 2022, the Board of Directors approved these Guidelines in order to strengthen the safeguards for preventing and combating possible corrupt practices.

Compliance with the law, transparency and fairness in management, good faith, trust and cooperation with stakeholders and zero tolerance towards corruption are the principles that inspire Ignazio Messina — and from which it derives its models of conduct — in order to compete effectively and fairly in the market, improve customer satisfaction, increase shareholder value and develop the skills and encourage professional growth in its human resources. In particular, the conviction that one is acting in some way to the advantage of the company does not justify behaviour contrary to the aforementioned principles. All the Addressees of these Guidelines, without distinction or exception, are therefore required to observe and ensure observance of these principles within the scope of their functions and responsibilities. Entities with which Ignazio Messina has dealings of any kind area also required to behave towards the company using rules and methods inspired by the same values.

## 2. Scope

Ignazio Messina is a shipowning company that operates in several countries and geographical areas and is among the world’s leading ro-ro container operators.

Ignazio Messina uses its own ships, all of which fly the Italian flag, specialised ro-ro container ships plus a few others on charter.

In view of its size and operations, Ignazio Messina has developed specific compliance measures to prevent the risk of unlawful conduct in performing activities that are most exposed to the risk of corruption and money laundering in its dealings with Italian and foreign public administrations and with private individuals.

These Guidelines standardise and supplement the rules for preventing and combating corruption and money laundering already enshrined in the Company’s Code of Ethics and the Organisational, Management and Control Model for the prevention of crimes pursuant to Italian Legislative Decree 231 of 8 June 2001 which, in Special Parts VII - Protocol for the prevention of offences in dealings with the public administration, VIII - Protocol for the prevention of corporate crimes and XII - Protocol for the prevention of offences of receiving, laundering and using money, goods or benefits of unlawful origin as well as self-laundering, set out specific control measures for the prevention of corruption (in the public and private sectors) and money laundering (in all its forms).

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The Guidelines, therefore, are an organic and coherent system of principles of integrity and transparency aimed at preventing and counteracting the risks of illicit practices in conducting business and corporate activities.

### 3. Area of application

The Guidelines apply to all Addressees, as defined below.

### 4. Definitions

**Business Partner:** third party that has a business relationship with Ignazio Messina and with which operational or commercial agreements are stipulated (e.g. joint ventures, shareholdings, consortia, collaborations, commercial promotion assignments, etc.).

**Code of Ethics:** the Code of Ethics adopted by Ignazio Messina.

**Contributions to associations and entities:** donations to non-profit entities (e.g. associations, foundations, ONLUS).

**Bribery:** anyone who, directly or indirectly carrying out activities on behalf of or in the interest of Ignazio Messina, promises, receives or gives undue benefits and/or compensation to third parties, directly or indirectly, for a personal advantage, or an advantage for Ignazio Messina or for third parties. For the purposes of these Guidelines, the distinction between ‘bribing public officials’ and ‘bribery between private individuals’ is not relevant.

**Addressees:** members of the Board of Directors, the Board of Statutory Auditors and the Supervisory Board pursuant to Italian Legislative Decree 231/2001, as well as employees (land and sea staff), those who work with Ignazio Messina in any capacity and all Business Partners and, in general, anyone with a contractual relationship with Ignazio Messina, whether paid or unpaid.

**Supplier:** a natural or legal person who supplies goods or services.

**Ignazio Messina:** Ignazio Messina & C. S.p.A.

**Commercial promotion assignment:** an agreement aimed at supporting Ignazio Messina’s business when ascertaining conditions and opportunities on markets in which it operates or at assisting Ignazio Messina in the drafting phase of proposals.

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**Anti-corruption measures:** the specific company protocols which, in addition to these Guidelines, provide specific rules and controls on preventing and combating corruption and money laundering. These include, for example, the Code of Ethics, the special parts of the Model and company procedures.

**Model:** Organisational and management model adopted by Ignazio Messina pursuant to Italian Legislative Decree 231/2001.

**Anti-corruption laws:** the relevant laws of the Italian legal system and those of the countries in which Ignazio Messina operates, with particular reference to Italian Legislative Decree no. 231/2001, the Bribery Act (2010), the Organisation for Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997), the relevant Council of Europe Conventions (Civil and Criminal Law Conventions on Corruption - 1999) and the 2003 United Nations Convention against Corruption (known as Merida Convention, General Assembly Resolution 58/4 of 31 October 2003).

**SB:** the Supervisory Board of Ignazio Messina pursuant to Italian Legislative Decree no. 231/2001

**Gift:** a benefit/good, of modest value, provided or received.

**Facilitating payment:** undue payment made, even indirectly, for the purpose of facilitating services, even if due, by the Public Administration.

**Personnel:** Ignazio Messina's employees (executives, captains, middle managers, ship's officers, clerks, seamen, workers).

**Professional services:** any assistance or consultancy service, however titled, including the provision of intellectual work by persons, pursuant to Article 2230 of the Italian Civil Code, whether or not registered with professional bodies.

**Sales Agent:** a person who, on behalf of Ignazio Messina, performs the services which are the subject of commercial promotion Assignments.

**Public Administration:** a national, supranational or foreign body with public functions and authoritative powers, which also acts through private law instruments.

**Private entities:** legal persons under private law and natural persons carrying out activities for/with Ignazio Messina.

**Entertainment expenses:** expenses incurred for the purchase of goods and services for promotional or public relations purposes.

**Sponsorship and advertising initiatives:** contracts related to a specific event, project or activity, entered into by Ignazio Messina to enhance and spread the name, image and brand or to promote the company's business, products and services.

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**Undue advantage:** an advantage not due in relation to the relationship which constitutes its basis, object or cause.

## 5. Legal references and best practices

The Guidelines are inspired by and must be interpreted on the basis of the principles expressed by the anti-corruption laws in force in the countries where Ignazio Messina operates, and in any case

- by Italian law, in particular Italian Legislative Decree no. 231/2001, the Italian Criminal Code (with particular reference to Articles 317 *et seq.*), the Italian Civil Code (with particular reference to Art. 2635 and Art. 2635*bis*);
- by the UK Bribery Act (2010);
- by the 2003 United Nations Convention against Corruption (known as the Merida Convention);
- by the relevant Council of Europe Conventions (Civil and Criminal Law Conventions on Corruption - 1999);
- the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (1997) and the United Nations Convention against Corruption (2003);
- by Italian Law no. 146 of 16 March 2006 (ratifying and implementing the United Nations Convention Against Transnational Organized Crime, adopted by the General Assembly on 15 November 2000 and 31 May 2001);
- self-governance regulations adopted by trade associations (Confindustria);
- guidance, best practices and international standards (UNI ISO 37001) on preventing and combating corruption.

## 6. Anti-corruption objectives

The Addressees, each within their respective spheres of competence, undertake to pursue the objectives set out below:

- repudiate and prevent all forms of corruption;
- ensure compliance with all applicable anti-corruption laws.

It is expressly forbidden for all Addressees to resort to forms of Corruption in the performance of any activities carried out in the name or on behalf of Ignazio Messina, including bribery of public officials, bribery between private individuals and facilitating payments.

Furthermore, for the implementation of the anti-corruption system, it is necessary to:

- implement and comply with the provisions of the Anti-Corruption Measures;
- carry out the controls set out in the Anti-Corruption Measures;
- provide all the training activities required in these Guidelines and in the Anti-Corruption Measures;

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- in case of breaches, apply the disciplinary penalties as provided for in the Model and in the disciplinary protocols;
- identify mechanisms for monitoring and improving the prevention of Corruption.

Also in order to enable the achievement of the objectives above, these Guidelines lay down specific rules of conduct and controls that must be followed with reference to the main risk areas and instrumental areas.

## 7. General principles

All Addressees shall comply with the Anti-Corruption Laws and the provisions of these Guidelines and Anti-Corruption Measures at all times.

Furthermore, in order to comply with these Guidelines, the following general principles should be followed in the main risk areas and in the instrumental areas:

- ❖ **segregation of responsibilities:** tasks, operational activities and control functions must be adequately segregated so that the person responsible for the operational activity is always different from the person who controls and authorises it;
- ❖ **system of signature powers:** formally defined signature powers must be connected to and consistent with the organisational and management responsibilities assigned and exercised within the value limits as defined;
- ❖ **clarity and simplicity:** the tasks and responsibilities of all persons involved in company processes, as well as the activities and related controls, must be clearly defined and must include easy-to-apply mechanisms;
- ❖ **impartiality and absence of conflicts of interest:** the Addressees of the Guidelines must act professionally, impartially and in compliance with anti-corruption laws. They are therefore required to avoid any and all situations from which a conflict of interest may arise, such as to affect — even potentially — their ability to act in the interest of the company and in compliance with the aforementioned Laws;
- ❖ **traceability and archiving:** all activities — and the relevant controls carried out — must be tracked and verifiable after the fact, when possible, also through the use of appropriate documentary and IT support; the documentation produced must be archived in an appropriate manner.

Specifically, dealings with the Public Administration and private individuals must be carried out exclusively by members of corporate bodies and by the corporate structures appointed for that purpose.

No Addressee is permitted to interfere unduly, in particular by directly or indirectly granting, paying or receiving advantages of any nature whatsoever, exceeding normal commercial or courtesy practices or, in any case, aimed at acquiring undue favourable advantages in conducting any business, even in the event that such practices are considered “customary” in the country in which it operates, including facilitating payments.

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## 8. Principles of conduct in the main risk and instrumental areas

With reference to Ignazio Messina's business, the areas in which the risk of corruption is highest have been identified. In relation to these areas, the general principles set out in section. 7 are supplemented by the following commitments that Ignazio Messina makes in conducting its business for itself and on the behalf of the Addressees.

## 9. Principles of conduct in the main risk areas

### 9.1 Accounting management

Ignazio Messina, in compliance with the adopted procedures and information systems, keeps detailed and complete accounting records of every business transaction. All costs and charges, revenue and receipts, incoming amounts, payments and expenditure commitments must be included in a timely manner among financial information, completely and accurately, and have adequate supporting documentation, issued in accordance with all applicable laws and the relevant provisions of the internal control system.

Consistent with the above principles, all payments and transactions for the purchase and sale of goods and services must be accurately recorded in the Company's relevant books and records, so that the books, records and accounts correctly reflect such transactions in adequate detail.

### 9.2 Management of financial resources

Ignazio Messina, in compliance with the adopted procedures and information systems, manages financial resources in accordance with the principles of transparency, verifiability, traceability and pertinence to company activities. Among other things, the following principles must be respected:

- payments are made within the limits of an authorised budget on the basis of internally defined powers;
- only authorised operators are used, which certify that they are equipped with manual and computerised and/or telematic systems capable of preventing unlawful corruption and money laundering;
- appropriate tools are implemented for planning income and expenditure as well as periodic reports on the consistency between planned and actual expenditure;
- checks are performed on counterparties to whom payments are made to ensure that the name of the supplier/customer or their delegate fully corresponds with the name of the account into which payment is to be made/accepted;
- financial transactions are verified to ensure they are always authorised by persons with appropriate powers and all financial transactions are backed with adequate supporting documentation;

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- cash (when present) is monitored to ensure it maintains the defined stock level and periodic checks are performed on the stock (at least quarterly) in order to make the movements traceable and reconstructible.

It is also prohibited to:

- carry out transactions with unregistered counterparties or on the basis of incomplete information (e.g. lack of identification data);
- acquire incoming payments for which there is no adequate supporting documentation (e.g. no sales invoice);
- adopt payment methods that are anomalous with respect to the nature of the transactions or to split payments in a manner not agreed to in the contract;
- make payments in countries other than the country in which the supplier has established its registered office or operational and commercial branch;
- make payments to third parties that are not adequately justified as part of the contractual relationship established with them and the agreements reached;
- use cash in excess of what is permitted by applicable laws or other bearer financial instruments, as well as current accounts or savings books making use of anonymous or fictitious names;
- under any circumstances, make informal payments (so-called facilitating payments) to public entities to facilitate or expedite the approval of a certain transaction or business activity.

### 9.3 Accounts receivable and payable cycle management

Ignazio Messina, in compliance with the adopted procedures and information systems and in accordance with the “Procurement Procedure”, manages its processes for the sale and purchase of goods and services in accordance with the principles of fairness, consistency and impartiality.

Sales management activities must comply with the following principles and obligations:

- the offer must be defined appropriately, transparently and fairly and must be authorised on the basis of internally defined powers;
- the process of drawing up bids, determining the price and any discounts must be traceable;
- high-risk suppliers must be qualified in advance, according to company procedures. In particular, the counterparty’s possible inclusion on international anti-money laundering and anti-terrorist financing blacklists must be checked;

Activities to manage the procurement of goods or services must comply with the following obligations:

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- use only consultants and professionals whose high professional, competence and organisational standards have been verified;
- check international anti-money laundering and counter-terrorist financing blacklists for the inclusion of suppliers;
- use objective and documented selection processes, including requesting offers from more than one supplier, as provided for in corporate procedures;
- ensure contracts and purchase orders are always formalised and signed only by parties with authority or power of attorney;
- ensure the presence in such contracts/orders of safeguard clauses, in relation to the counterparty's commitment to comply with the Code of Ethics and the anti-corruption rules in force, including these Guidelines, and to the right to terminate the business relationship in the event of breach, leaving the Company the right to decide whether or not to exercise this right;
- ensure that the procurement process is managed in accordance with the principle of segregation of roles;
- verify that the supplier performance is in line with contractual requirements.

When managing the procurement of goods or services, it is prohibited to:

- arbitrarily exclude potential suppliers who meet the requirements from bids or requests for bids;
- make payments for supplier services in countries other than the country in which the supplier has established its registered office or operational and commercial branch.

#### 9.4 Managing relationships with Business Partners

Ignazio Messina, by means of clauses in the relative contracts, ensures Business Partners make a commitment to respect the following principles and/or obligations:

- in performing what has been agreed and throughout the duration of the contract, maintain its own management tools to ensure compliance with anti-corruption and money laundering laws;
- ensure that any subcontractor sub-subcontractor which provides services with reference to the contract provides them exclusively on the basis of a written contract that ensures the same guarantees required by Ignazio Messina from the Business Partner;
- the right of Ignazio Messina to terminate the contract or to suspend the execution of the contract and to receive compensation for damages for failure to comply with the above clauses.

#### 9.5 Acquisitions, mergers and joint ventures

In cases of acquisition, merger or joint venture, Ignazio Messina carries out adequate prior verification of the potential partner (due diligence) also with regard to compliance with anti-corruption laws, in order to

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- have a true and complete representation of their status;
- ascertain their commercial and professional reliability;
- assess any risk factors.

Where risk factors emerge (i.e. Red Flags), the internal functions involved and external consultants must immediately inform the SB through the dedicated channel for these reports. Similar disclosure is required where a possible risk-increasing factor emerges.

Ignazio Messina has established a plan for compliance with these Guidelines, which is an integral part of the post-acquisition integration plan.

## 9.6 Personnel selection and recruitment

Ignazio Messina, in compliance with the “Personnel Selection and Management” procedure, manages personnel selection and recruitment activities by applying the following principles and obligations:

- the need for new hires must be demonstrated by a specific plan or contingent necessity authorised by parties with authority;
- candidates must be assessed by separate people and the outcomes of the entire assessment process must be properly tracked;
- during the selection process, obtain a declaration from the candidate that there is no conflict of interest and/or incompatibility between them and the Company;
- compliance with the laws of the country in which recruitment takes place must be ensured (e.g. those on compulsory hiring, the presence and validity of residence permits, etc.).

## 10. Principles of conduct in the main instrumental areas

### 10.1 Gifts and entertainment expenses

All gifts and entertainment expenses, in accordance with the “Managing Sponsorships, Gifts and Gratuities” procedure, must:

- be made or received in good faith and in connection with legitimate business purposes;
- not consist of a cash payment;
- not be motivated by the purpose of exerting undue influence or an expectation of reciprocity;
- be reasonable and in any event such that it cannot be interpreted as being intended to obtain favourable treatment;
- be intended for beneficiaries who perform roles inherent to the company’s business and who meet generally recognised requirements of reputation and integrity;

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- take into account the profile of the beneficiary with regard to customary institutional or professional relationships;
- be provided for by specific company regulations (e.g. gift catalogue, affiliated structures);
- conform to generally accepted standards of professional courtesy;
- comply with applicable laws and regulations.

## 10.2 Contributions to political parties

Ignazio Messina refrains from any direct or indirect pressure on political representatives. It does not finance parties, their representatives or candidates, whether in Italy or abroad, nor does it sponsor conventions or parties with purposes of solely political propaganda.

## 10.3 Contributions to associations and organisations, Sponsorship and advertising initiatives

If it involves a spending commitment in excess of €10,000, any contribution to an association or body and any sponsorship or advertising initiative in compliance with the “Managing Sponsorships, gifts and donations” procedure must include due diligence in order to verify:

- the nature, importance or notoriety of the event, project or activity;
- the identity and the reputation, honesty and integrity requirements for the recipients of the sponsorship or contribution.

## 10.4 Facilitating payments

In the event of a promise, offer or request for facilitating payments, the Addressees shall notify their managers (in the case of Personnel) and the SB. For the latter, the report shall be made through the channel dedicated to the collection of reports.

Ignazio Messina does not allow the payment, offer or acceptance, directly or indirectly, of payments and benefits to or from any entity for the purpose of accelerating services already due from its interlocutors.

## 11. Training and information

In compliance with the “Training” procedure, Ignazio Messina informs and trains its Personnel when they are hired and through refresher courses in order to ensure they understand the responsibilities and risks to which they may be exposed in carrying out their duties.

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New employees are given an information pack containing, among other relevant information, the Code of Ethics, the Management, Organisation and Control Model and/or System applicable to the individual Company and these Guidelines.

The Code of Ethics and these Guidelines are, in general, brought to the attention of all Addressees.

## 12. Control body

The Supervisory Board monitors the application of the Code of Ethics and these Guidelines and is the reference body for anti-corruption laws.

The Supervisory Board also reports annually to the corporate bodies on the implementation of these Guidelines and on any violations thereof.

## 13. Breach reporting system

Ignazio Messina encourages its personnel, third parties, suppliers, Business Partners, collaborators and anyone who becomes aware of events in contrast with the Anti-Corruption Guidelines, the Code of Ethics and the Anti-Corruption Measures and the applicable Anti-Corruption Regulations to report possible breaches, also anonymously, without fear of retaliation, discrimination or punishment. This protection applies to the whistleblower as well as to all staff, third parties, suppliers, Business Partners and collaborators.

Ignazio Messina supports and protects any Addressee who refuses to behave in a manner that is not compliant with the provisions of these Anti-Corruption Guidelines, the Code of Ethics and the Anti-Corruption Measures, even when such behaviour has caused, or contributed to causing, a loss of business or other negative repercussions, in terms of competitiveness, for Ignazio Messina.

Ignazio Messina, in order to protect and safeguard the author of the report against retaliation, discrimination or punishment, ensures discretion and confidentiality throughout the entire process of handling reports, from the reception phase to the preliminary and final investigation.

The following channels are available for submitting reports:

- odv@messinaline.it
- **whistleblowing link:** <https://messinaline.pawhistleblowing.it>

The rules set out in the “Whistleblowing Procedure” published on 24/10/2018 and updated on 17 January 2022 apply in full.

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## 14. Measures and penalties

Breaches of the rules of conduct set out in the Guidelines will lead to an internal reaction, through the application of disciplinary penalties, and an external reaction, through maximum cooperation with the competent public authorities. Breaches shall be prosecuted promptly and immediately, through appropriate and proportionate disciplinary measures, also taking into account the possible criminal relevance of such conduct and the initiation of criminal proceedings in this respect.

### 14.1 Directors and Auditors

In the event of a breach of the rules of conduct indicated in the Anti-Corruption Guidelines or Measures by one or more Directors and/or Auditors, the Supervisory Board shall inform the Board of Directors and the Board of Statutory Auditors concerned, which, according to their respective competences, shall proceed to take one of the following actions, taking into account the seriousness of the breach and in accordance with the provisions of the law and/or the Articles of Association:

- statements in the minutes of the meetings;
- formal notice;
- revocation of the assignment/delegation;
- a request to call or convene a Shareholders' Meeting, including the adoption of appropriate measures against the persons responsible for the violation on the agenda, including initiating legal proceedings aimed at recognising the director's liability towards Ignazio Messina and obtaining compensation for the damages suffered.

### 14.2 Executives

In the event of breaches of the rules of conduct set out in the Guidelines or in the Anti-Corruption Measures, the most appropriate measures will be taken against those responsible, in accordance with the provisions of the law and of the applicable collective bargaining agreement.

Specifically:

- where the breach is so serious as to damage the relationship of trust, not allowing the continuation, even temporary, of the employment relationship, the executive shall be liable to dismissal without notice;
- if the breach is less extreme but still serious enough to cause irreparable damage to the bond of trust, the executive will be dismissed with notice.

### 14.3 Workers, Seamen, Office Workers, Middle Managers, Officers and Captains

Conduct by employees in breach of the rules of conduct set out in the Guidelines or in the Anti-Corruption Measures is, in any case, a "disciplinary offence".

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The penalties that may be imposed are those provided for in the company's disciplinary regulations, in compliance with the procedure laid down in Article 7 of the Workers' Statute and applicable collective legislation.

In relation to the above, the Guidelines also make reference to the disciplinary apparatus provided for in collective labour agreements.

The abstract categories of non-compliance describe the penalised behaviours, identifying the relevant disciplinary measures according to their seriousness.

This document supplements, for all legal purposes, the disciplinary code adopted by the company and is subject to posting requirements pursuant to Article 7 of the Workers' Statute.

#### 14.4 Freelance workers, independent auditors, consultants, business partners, counterparties and other external parties

Any conduct by people other than Ignazio Messina personnel contrary to the Guidelines or the Anti-Corruption Measures will be reviewed in order to assess the adoption of measures, such as the unilateral termination of the contract according to the provisions set out in the relevant contractual clauses.

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