

# BRIBERY PREVENTION POLICY

UNI ISO 37001:2016

**SEA**

MilanAirports

APPROVED BY THE SEA BOARD  
OF DIRECTORS ON MARCH 24, 2023

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## INTRODUCTION

This Bribery Prevention Policy (hereinafter the "Policy") forms part of the broader system of business ethics and internal control, which seeks not only to ensure compliance with national and international regulations and standards and to protect the reputation of the SEA Group, but also to prevent repercussions on its operations. It contributes to improving compliance with applicable laws, regulations, and good practices and to concretely enacting a corporate culture that is inspired by the values of honesty, ethical behaviour, and preventing and combatting bribery.

This Policy reflects SEA S.p.A.'s commitment to aligning itself with the principles and requirements set out in the international standard UNI ISO 37001:2016 "Anti-bribery management systems" and respecting the principles of its Code of Ethics and of Legislative Decree No. 231/2001, "Measures on the administrative responsibility of legal persons and of companies and associations, including those without legal personality" where applicable.

The Board of Directors of SEA S.p.A. (hereinafter "SEA" or also the "Company") firmly believes that its commitment to preventing bribery can have a positive influence on its contractual relations and its activities in general, thus ensuring that its ethical principles and values spread to an ever-widening sphere of stakeholders.

The Company bases its operations and strategic choices around a set of values that are described in its Code of Ethics.

The adoption of the Anti-Bribery Management System ("ABMS") and its certification according to the UNI ISO 37001:2016 "Anti-bribery management systems" standard, obtained in 2018 and subsequently renewed until 2024, form part of a virtuous journey that began some time ago and which seeks to increase the sustainability of business activities and to effect continuous improvement.

For the SEA Group, combatting and preventing bribery (including through a "holistic" approach to sustainability and protecting human rights) represent fundamental principles on which to base its work.

In full respect of all laws, regulations and regulatory acts, the Company therefore undertakes to:

- comply with all the requirements of the UNI ISO 37001:2016 standard;
- ban all forms of bribery by adopting a zero-tolerance approach;

- subject to compliance with applicable national anti-bribery laws, adapt to and take inspiration from international guidance and best practices on preventing and combatting bribery;
- enact and update an Anti-Bribery Management System to guarantee ongoing improvement in its performance in this area;
- encourage reporting of cases of suspected illicit behaviour, in good faith or based on reasonable and confidential conviction, without fear of retaliation;
- make this Policy public and accessible to every level of the Company;
- promote awareness and dissemination of this Policy to the addressees defined below.

The Company ensures that every action, operation, transaction, and more generally the conduct of all employees and collaborators is based on the utmost fairness, transparency and impartiality, to prevent any bribery-related risks.

For the definition of bribery, the Company refers to the meaning given to it by the current legislation and the regulations, Policies and Procedures adopted by the Company.

## 1. APPLICABILITY

In line with the Code of Ethics - which constitutes an integral part of the Organisational Model pursuant to Legislative Decree No. 231/2001 adopted by SEA and its subsidiaries, which are referred to herein - the values expressed by the Company's Board of Directors through this Policy apply to Directors, Statutory Auditors, Executives, employees, consultants, collaborators and in general all those who work for or on behalf of the Company or who have business relations with it, each within the scope of their functions and responsibilities (hereinafter the "Addressees").

## 2. GENERAL PRINCIPLES

The Company reiterates that its activities are centred around the principles of integrity, transparency, honesty and fairness. Specifically:

- it rejects and condemns the use of illicit or otherwise improper conduct to achieve its economic goals;
- it does not tolerate any form or manner of bribery in relation to public officials or any other public or private party, in any form and in any jurisdiction. In particular this includes:

- promising or offering - directly or indirectly - to governmental representatives (or to persons “close” or “favoured” by them) or any other public or private party, an economic advantage, money, gifts or other benefit in the name and/or on behalf of the Company and/or in violation of corporate procedures and/or the Code of Ethics;
- accepting a request or solicitation from, or authorising someone to accept or solicit, directly or indirectly, an economic advantage or other benefit from anyone where the intention is (among other things) to:
  - induce a Public Official or a private individual to improperly perform any public function in the exercise of their duties;
  - influence an official act (or omission) by a Public Official or any decision in violation of an official duty;
  - influence or compensate a Public Official or private individual for an act of their office;
- make unjustified entertainment expenses for purposes other than merely promoting the corporate image;
- promise, provide, obtain or receive - including through third parties - work or services for personal benefit;
- provide or promise to provide, solicit or obtain information and/or documents that are confidential or otherwise likely to compromise the integrity or reputation of either or both parties;
- in purchasing processes, favour suppliers and sub-suppliers identified by governmental representatives as a condition for the subsequent performance of activities.
- it prohibits the offer or receipt of any gifts or other benefits that may constitute violation of regulations, or which contravene this Policy and/or the Code of Ethics. The latter only allows gifts, benefits or other assets of modest value - understood as those with a value not exceeding Euro 100 - of purely symbolic character and in any case such that they cannot generate any doubt about the proper conduct, integrity and reputation of the Company and the SEA Group;
- condemns the pursuit of personal and/or third party interests to the detriment of those of the Company and/or the SEA Group;
- establishes organisational tools to prevent the violation of the regulations and principles of

transparency, correctness and fairness by the addressees of this Policy;

- prohibits contributions, benefits or other advantages to political parties;
- prohibits contributions, benefits or other advantages to employee trade unions, their representatives or candidates, to environmental or consumer protection associations, subject to compliance with any applicable regulations. Exceptions are admissible provided that these contributions relate to projects and initiatives consistent with SEA's chosen corporate citizenship criteria, that the destination of the contributions and their results can be documented, and that the contribution is made with the consent of the corporate functions responsible for relations with such organisations.

### 3. SENSITIVE ACTIVITIES AND PROCESSES

SEA has identified the activities and processes within the scope of which - even if only theoretically - acts of bribery may be potentially committed or attempted. These sensitive activities and processes are:

- supplier assessment, contract award and management;
- customer assessment, contract award and management;
- bookkeeping, preparation of the Financial Statements, tax compliance;
- payments, collections, financing, insurance claims;
- corporate transactions on capital and debt;
- disposal and/or acquisition of significant assets;
- issuing/obtaining permits and licences;
- staff recruitment and hiring;
- sponsorship and donations.

### 4. RESPONSIBILITY FOR THE POLICY

The Board of Directors approves the Policy. The Company's Senior Management, represented by the Chief Executive Officer, verifies that this Policy complies with legal and ethical requirements and defines how it will be implemented and complied with by all Addressees. Control and monitoring of the concrete implementation of the Anti-Bribery Management System is the responsibility of the compliance function for the prevention of bribery, identified in the Auditing Department.

## 5. ANTI-BRIBERY TRAINING AND AWARENESS

The Company promotes awareness of this Policy in order that every person understands, in relation to their role:

- the content of the Policy, and particularly the principles outlined therein;
- the bribery risks that may affect them;
- the elements of the Policy that impact their role within the Company and the Anti-Bribery Management System;
- the preventive actions that must be taken and the reports that must be made regarding the risk or suspicion of malpractice.

Employee participation in training activities is mandatory. SEA's Human Resources, Health and Safety at Work Department verifies that the planned training is actually undertaken by all Company personnel.

The Policy is communicated to all Addressees in the manner defined by the Company.

## 6. REPORTING

SEA encourages all Addressees of this Policy - and in any case anyone who becomes aware of bribery or violation of the ABMS - to report these situations without fear of retaliation or discrimination.

Addressees must report any violations of this Policy in the form and manner provided for in the Whistleblowing procedure, which governs the management and verification of reports, guaranteeing the confidentiality of report content, the identity of the reporter and the reported person - subject to legal obligations - protecting the reporter from any discrimination or retaliation. SEA protects and supports any employee that refuses to adopt unlawful conduct, even if this refusal results in adverse consequences for the Company's business, and those who report in good faith any alleged bribery or violation of the SEA Anti-Bribery Management System.

The Whistleblowing procedure is available on the corporate intranet, the relevant instructions and reporting methods are posted on the SEA company website in the "Governance" section, which also provides access to the Whistleblowing IT platform.

## 7. DISCIPLINARY PROCEDURES AND CONTRACTUAL REMEDIES

In the event of violation of this Policy, the internal procedures referred to herein and/or in the applicable regulations, sanctions shall be imposed against those responsible in the manner provided by law, collective agreements and contracts, without prejudice to the responsibilities arising from criminal and administrative proceedings.

Violation of the principles or provisions of the Policy by third parties may result - based on specific assessments by the Company - in the non-establishment or termination of business relationships.

## 8. CONTROL, MONITORING AND IMPROVEMENT

The Company's Auditing Department audits and monitors the enactment, maintenance, updating and continuous improvement of the Anti-Bribery Management System and application of the Policy, and reports these results to senior management and - through the Ethics Committee's Annual Report - to the Board of Directors.

## 9. UPDATES

Any amendments to this Policy are subject to the approval of the Company's Board of Directors, with the exception of those that are merely formal, which will be effected by the Auditing Department with the support of the relevant organisational units.

The Company is committed to ensuring compliance with the general requirements of its Anti-Bribery Management System through a commitment to constant and continuous improvement in the system.

**SEA - Società per Azioni Esercizi Aeroportuali**

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Tax Code and Milan Companies Registration Office No: 00826040156  
Milan REA No.: 472807 – Share Capital: Euro 27,500,000 fully paid-in

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