

**ORGANISATIONAL,
MANAGEMENT, AND CONTROL MODEL
FOR CRIME PREVENTION
(Legislative Decree No. 231/2001)**

UPDATE of 20/12/2017

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ANNEXES

GENERAL SECTION

1. INTRODUCTION TO THE DOCUMENT

1.1 Contents of the document

This document constitutes the formalisation of the Organisation, Management and Control Model (hereinafter the "Model") pursuant to and by effect of Legislative Decree 231/01 (hereinafter "Decree").

This model is the result of a careful analysis conducted within the corporate structure of Fiera Roma Srl. (hereinafter FR) with the primary purpose of providing it with a model that constitutes an exemption from administrative responsibility in the case of alleged crimes - selected among those enumerated by the aforementioned Decree on the basis of an in-depth valuation and risk mapping - by individuals who are part of the corporate structure or who act on its behalf and in its name.

The document comprises:

General Part which illustrates the essential components of the Model with particular reference to:

- Code of Ethics;
- General principles of Governance and organisational system;
- Disciplinary System;
- Mandate of the Supervisory Body;
- Personnel training and dissemination of the Model in the company and non-company context

Special Part comprising:

- the areas of specific interest in the activities of Fiera Roma Srl, for which a potential risk of alleged crimes is configurable;
- the protocols indicating the control activities to be carried out to prevent alleged crimes;

Annexes:

- Risk Mapping Sheet;
- Organisation Chart;
- Job Description;

- Powers conferred;
- Provisions and forms relating to the application of the Protocols;

The Model has been prepared in compliance with:

- the indications required by the relevant legislation;
- the Guidelines drawn up by Confindustria;
- the AEFI guidelines;
- the Simplified Procedures for the adoption of the Safety Organisation and Management Models approved with the Decree of the Minister of Labour and Social Policy on 13th February 2014.

It also includes the guidelines and developments in the case law.

Any discrepancies that may occur with respect to the content of the guidelines do not in themselves affect the validity of the Model, as the latter has been adapted to the specific reality of the Company and therefore may well deviate from the Guidelines - which are general in nature - for specific protection and prevention needs.

(See par.1 - Guidelines for the drafting of Organisation, management and control models pursuant to 231/2001)

The drafting of the Model was achieved through a series of activities, divided into different phases, aimed at the construction of a system of analysis, prevention and risk management, which are listed below in chronological order:

1. Analysis of the mapping of activities at "predicate offense" risk

The objective of this phase was the analysis of the company context, in order to verify the mapping of all the areas of activity of FR, to identify the processes and activities in which the crimes provided by the Decree could be carried out.

The identification of the company activities at risk was carried out through the examination of the organisational documentation of FR (organization charts, main processes, proxies and mandates, job descriptions, etc.) and the subsequent conduct of a series of interviews with key subjects within the context of company structures: Sole Director, Area Managers, and Departmental Managers.

With reference to the updating of the mapping of company activities, carried out on the basis of the specific context in which FR operates, and to the relative representation of sensitive activities, the potentially viable crimes have been identified.

2. Analysis of the Internal Control System

The system of preventive controls was analysed in terms of existing procedures and operating practices to monitor the "sensitive activities" identified during the previous phase, in order to express the suitability of the same regarding the prevention of risks of offences.

At this stage, the existing internal controls were established (formal procedures and/or practices adopted, conditions for verifiability, completeness of documents or "traceability" of operations and controls, separation or segregation of functions, etc.) through the information provided by the company structures and the analysis of the documentation provided;

3. Gap analysis

On the basis of the results obtained during the previous phase and the comparison of the current controls with those budgeted, FR has identified a series of areas of integration and/or improvement in the control system, with respect to which there were identified the appropriate actions to be undertaken and the prescriptive contents of the necessary Protocols.

1.2 General principles established by Legislative Decree 231/2001

1.2.1 Administrative responsibility regime for legal entities, companies and associations

The Decree aimed at adapting the internal regulations regarding the liability of legal entities to certain international agreements, particularly Community agreements, to which Italy has adhered for some time. Therefore, an administrative liability system has been introduced into the Italian legal system for the Entities, to be understood as companies, consortia and other organizations, for some crimes committed in favour of or against them by:

- persons who hold functions of representation, administration or management of the organisation or of an organizational unit with financial and functional autonomy, as well as persons who exercise and manage the same both as to fact and law (termed senior management);
- persons subject to the management or supervision of one of the persons referred to in the previous paragraph (termed staff working under instructions).

This is a criminal-administrative responsibility that is added to that of the physical person guilty of the offence and which provides for a complex system of sanctions that passes from pecuniary sanctions to bans, such as suspension or revocation of licenses and concessions, the ban to contract assignments with the Public Administration, ban to carry

out the activity, the exclusion or revocation of loans or contributions, the prohibition to advertise goods and services.

This responsibility also occurs in relation to offences committed abroad by companies with their registered office in Italy, provided that the foreign state does not act with respect to the same crimes.

1.2.2 Offences that determine the responsibility of the body

The Entity can be held liable only for the offenses expressly referred to by Legislative Decree 231/2001 and subsequent amendments and additions (so-called predicate offenses), if committed in its interest or to its advantage by the subjects pursuant to art.5, paragraph 1, previously referred to.

The categories of predicate offences whose reference cases can be derived from the legislative decree are listed below:

- Crimes against the Public Administration;
- Crimes against public faith, such as currency fraud, public credit cards, revenue stamps and instruments or signs of recognition;
- Indictable offences connected with a company;
- Crimes relating to terrorism and subversion of the democratic order;
- Crimes against life and individual safety, including the practices of mutilation of female genital organs;
- Crimes against the individual;
- Market abuse;
- Specific transnational offences of criminal or mafia-type criminal associations;
- Offences related to health and safety as a result of manslaughter and serious or very serious negligence;
- Offences related to handling stolen goods, laundering and use of money, assets or benefits of illicit origin, as well as self-laundering;
- IT crimes and illicit data processing;
- Organised crime offences;
- Industrial and trade offences;
- Copyright violation offences;
- Inducement not to make statements or to make false statements to the Judicial Authority;

- Environmental crimes;
- Crimes related to employment of citizens from third countries whose residence status is illegal;

The list of the types of predicate offences is updated at the date of adoption of the Model.

1.2.3 Exemption from liability

Fiera Roma deems to be able to demonstrate that it has implemented a 231 MODEL suitable to prevent the alleged predicate offences of interest and, consequently, of not being punishable by sanctions, without prejudice to personal liability.

If the crime is committed by senior management, the company is able to prove that:

- a) the governing body has adopted and effectively implemented, before the alleged fact, a Model suitable for preventing offences of the type that occurred;
- b) the task of monitoring the functioning, compliance and prompt updating of the Model has been entrusted to an organization with autonomous powers of initiative and control;
- c) the person who committed the fact by fraudulently evading the provisions of the Model;
- d) there has not been omitted or insufficient supervision by the appointed body.

In the event that the offence is committed by staff working under instructions, Fiera Roma will always be able to demonstrate that the fact was made possible by the violation of the provisions and not by the alteration or omission of the management and supervision duties.

Fiera Roma therefore believes that the envisaged Model is efficient and effective as, in accordance with the legislative provisions, it meets the following requirements:

- it identifies the activities in whose context the offences may be committed, assessing their relative risk and control by means of appropriate risk mapping;
- it provides specific protocols aimed at planning the formation and implementation of company decisions in relation to the crimes to be prevented;
- it identifies methods of management of financial resources suitable for preventing alleged offences;
- it provides for obligations to inform the Supervisory Body;
- it introduces a disciplinary system suitable for punishing failure to comply with the measures indicated in the Model.

Fiera Roma also undertakes to ensure, as an additional requirement for effectiveness, a periodic check and any modification of the Model if significant non-conformities are highlighted on compliance with the Model itself, or when changes occur in the corporate structure, in the organization of activities sensitive, in information systems and technologies used.

1.2.4 Disciplinary regulations

For the sake of information to all the subjects required to comply with the Fiera Roma Model, the penalties envisaged for the Company as a result of the commission or attempted commission of the predicate offenses taken into consideration on the basis of the risk mapping are referred to:

- ✓ pecuniary sanctions (and seizure for protective purposes) determined according to a system based on quotas in a predetermined number from a minimum to a maximum and variable in its monetary quantification, in order to increase by degree, the sanctions taking into account the seriousness of the facts and economic and equity conditions of the institution;
- ✓ bans, also applicable as a precautionary measure, with a duration of not less than three months and no more than two years, including forms of disqualification from the exercise of activities, suspensions or revocation of authorizations, licenses and concessions functional to the commission of the offense, prohibition to contract with the Public Administration and to advertise, temporarily or permanently, goods or services;
- ✓ confiscation and preventive confiscation at the preliminary stage of balance sheet items;
- ✓ publication of the judgement.

The bans apply only in relation to crimes for which these are expressly provided and in the presence of ascertained significant profits for the company, serious organizational deficits or recurrence of the offenses. The judge can also allow the continuation of the activities by appointing a Commissioner for a period equal to the duration of the ban.

Finally, in the event of proven attempts to commit the offenses subject to sanction, fines and bans are reduced from one third to one half in terms of duration.

1.2.5 Modifying events of the Company

In order to avoid elusive conduct of its administrative responsibility, Fiera Roma undertakes to comply with the liability regime regulated by Legislative Decree 231/2001 in relation to any operations of transformation, merger, division and transfer of business that

may to be deliberated by the parent company and single shareholder of reference "Gruppo INVESTIMENTI SpA".

1.2.6 Procedure for ascertaining the offence and examination of suitability of the Model reported by the Judge

Knowing the administrative offenses of the institution falls to the criminal court having jurisdiction in respect of the offences on which these depend. For the procedure for ascertaining the administrative offense, the provisions on the constitution of the Court and the related procedural provisions relating to the crimes on which the administrative offense depends are observed. The rule is that the trial against the institution must be combined, as far as possible, with the criminal proceedings instituted against the natural person responsible for the predicate offence. Article 38, paragraph 2 of Legislative Decree 231/01 governs the cases in which, on the other hand, one proceeds separately. The institution participates in the criminal proceedings with its legal representative, unless the latter is charged with the crime on which the administrative offense depends. When the legal representative does not appear, the established body is represented by the defence attorney.

The judge's decision on the abstract suitability of the Organisational Model is conducted according to the so-called "delayed prediction" criterion. The assessment of suitability must be formulated according to a substantially ex ante criterion for which the judge is ideally placed within the company reality when the offence occurred to test the congruence of the current Model. In other words, the Model "suitable for preventing crimes" is the Model which, before committing the offense, could and should be deemed to eliminate or, at least, to minimize, with reasonable certainty, the risk of the commission of the crime subsequently verified. In conclusion, the assessment of the actual commission of a crime does not automatically imply the responsibility of the body.

2. GENERAL GOVERNANCE PRINCIPLES

Fiera Roma is managed by a Sole Director who, for the performance of the controls required by law, uses a Sole Auditor and an audit firm. These tasks are all conferred by the Shareholders' Meeting. The position of Chief Executive Officer is also envisaged where, if conferred in agreement with the parent company and sole shareholder "Gruppo INVESTIMENTI SpA" (hereafter referred to as the parent company), and the Chief Executive Officer is responsible for coordinating all the operational tasks already assigned to the same Sole Administrator.

For the performance of its statutory duties, the company employs the following Corporate Governance guidelines:

the Shareholders' Meeting approves the mandates on the responsibilities of the Sole Director;

the Sole Director is authorized to confer the powers to the Chief Executive Officer and to the individual Area Managers;

the Area Departmental Managers are in charge for the activities concerning the skills assigned to them according to the company job description.

The commitments signed by the Sole Director, the General Manager and the Area/Departmental Managers must comply with the powers conferred to them; the individual Managers commit the company for all the acts within their area of responsibility, with the exclusion of all those concerning expenditure commitments.

In accordance with the aforementioned Corporate Governance guidelines, in the current text approved by the parent company's Board of Directors, the Sole Director is therefore vested with the powers for the ordinary administration of the company, can represent the company vis-à-vis third parties and in court, and may appoint representatives for individual deeds or categories of deeds, including from among employees of the company, establishing their powers within the limits of those falling within their area of responsibility.

The Sole Director has the task of maintaining institutional relations with the parent company: the contact person for the parent company's Board of Directors is the Chairman of the Board of the parent company.

He also acts as the Employer and contact person of the Supervisory Body.

The following fall under the sole responsibility of the parent company:

- acquisition, establishment, or transfers of subsidiaries or equity investments in other companies, or companies carrying out goods-or services-related activities;
- taking out and/or granting of loans and/or guarantees of any amount;
- granting of charitable contributions.

Within the constraints and the rules of Governance, the Sole Director of the FR has the following powers:

- coordinate the establishment of business plans, marketing strategies and forecast spending plans;
- supervise the work of individual project managers responsible for managing individual orders;
- coordinate the company's ordinary activities, including by implementing the decisions of the Board of Directors of the parent company;

purchase, exchange, lease, rent, lease and sell depreciable and amortisable assets, other than real estate and companies or business units, including machinery, up to a maximum amount of Euro 100,000.00 per transaction, however, within the limits of budget and in compliance with the provisions of the civil code;

- purchase, exchange, lease, rent, lease and sell non-depreciable and amortisable assets, including goods and raw materials, up to a maximum amount of Euro 100,000.00 per transaction, however, within the limits of budget and in compliance with the provisions of the civil code;
- endorse for encashment or discount of bills issued in favour of the company or endorsed to the same, order the protested bills and recall them;
- negotiate, stipulate, withdraw from or terminate active contracts of any kind other than those that pertain to social investments, real estate and/or business units or companies, and those that feature "related parties" as counterparties, whose duration does not exceed one year and for not a value not higher than € 100,000.00;
- file and sign company correspondence;
- set up and release security deposits related to ordinary operations;
- transfer receivables and sign all the deeds necessary to the relationship with factoring companies;
- participate in tenders, auctions and public and private tenders organised by any entity, administration or body, presenting and signing offers, even in temporary association with other companies, sign the related minutes, contracts, including mandates to the leader company, with all the appropriate clauses, statements and deeds, releasing the relative guarantees and sureties, and carry out anything else necessary for the successful completion of these operations, even if concerning multi-year contracts and bonds, without any limit of amount;
- demand any sum for whatever reason and without any limit of value, whether from private individuals or from companies or from public bodies, and issue the relative receipts;
- operate on bank accounts with the right to carry out any ordinary bank transaction, based on the cash equivalents or the credit concessions granted, in particular to issue checks on these accounts within the credit limits granted;
- execute national collective bargaining agreements and company agreements;
- make payments by means of bank checks, cashier cheques, bank transfers or other forms permitted by law within the limit of Euro 100,000.00 for each transaction with free and separate signature and in any case within the limits of corporate assignments where these are not in conflict of interests.

The Sole Director is therefore authorized to sign all the ordinary administration and expenditure acts not exceeding Euro 100,000.00 in compliance with the limits indicated above, the Governance guidelines, and on the suitability of the organizational, administrative and accounting structures.

Furthermore, the Sole Director performs the following tasks on the application of the Quality management system:

- defines the Company's quality policy, developing the necessary measures to ensure its proper distribution;
- render means and resources available in order to make the objectives established in the quality policy measurable and enforceable.

The annual financial statements are signed by the Sole Director and countersigned by the Administration and Finance Manager. The legal audit of the accounts is carried out by an audit firm whose assignment, after hearing the Sole Auditor, is conferred by the Shareholders' Meeting.

The approval of Form 231, as well as the appointment of members of the Supervisory Body, is referred to the Sole Director.

The authorised signatories of the business acts of Area/Departmental Managers and Project Managers, with the exception of those reserved for the Sole Director, are identified by the skills reported in the company job description.

For specific organizational needs, for temporary absence or impediment with respect to a Manager position, or for reasons attributable to the reduction of the workforce, the Sole Director is authorized to confer upon its own collaborators additional powers specific to other operating functions. The Sole Director also grants the powers to the Special Mandatory, as required by Legislative Decree 81/08, including all the powers of organization, management and control required to comply with the legal obligations and the duties of the Health and Safety Supervisor, in order to coordinate the ordinary management of the company security and the specific security requirements during fairs, congress events, direct and indirect events licensed to third parties.

The powers conferred in this manner are listed in the attachment.

3. CODE OF ETHICS

Introduction

This Code of Ethics (hereinafter referred to as the "Code") identifies the principles and rules of conduct that Fiera di Roma recognizes as a positive ethical value in order to direct its business activity towards a path of legality, transparency, competence, integrity, and management accuracy.

FR will then inform its internal and external activity of compliance with the principles and rules contained in this Code.

Recipients of the Code of Ethics are the employees, *the Sole Director*, the *Sole Auditor* of FR, the suppliers, including the subsidiaries that provide services, the organizers, the exhibitors and the collaborators of whom FR avails itself for the achievement of its objectives as well as the entities that enter into contractual relationships, even occasional and/or temporary, with the same company.

FR promotes the awareness and observance of this Code and its updates among the aforementioned recipients, who are, therefore, required to be familiar with its content and to contribute, within their respective responsibilities and functions, to the implementation and dissemination of the principles and rules thereof.

Conduct that does not comply with the provisions contained in this Code will affect the application of the disciplinary sanctions provided for by current legal regulations and/or national collective bargaining agreements, as referred to in the section "Penalties system" of the Organisation, Management and Control Model of which this Code is an integral part.

General principles

The recipients of this Code of Ethics must comply, as far as possible, with the following guiding principles that must also be observed in their mutual relations:

- act in compliance with the law and regulations in force;
- treat the organizers, exhibitors, public administration, public authorities or institutions as well as any other third-party with whom the same come into contact for professional reasons with honesty, transparency, fairness, impartiality and without prejudice;
- compete loyally in the market;
- protect the health and safety of oneself and third parties;
- avoid or declare in advance any situations of conflict of interests;

- maintain the confidentiality of the information acquired in the exercise of their functions; avoid or declare in advance any situations of conflict of interests;
- use the intellectual and material assets of FR in order to guarantee full respect of their intended use and protect their condition and functionality.

Business Management

All the operations implemented by the FR must have a proper and adequate registration in order to make it possible to verify the decision-making, authorization and execution process.

For each operation adequate documentary support must exist in order to be able, at any time, to carry out checks that certify the characteristics and reasons and identify the person who authorized, carried out, recorded and verified the operation.

Relations with the Organizers and Exhibitors

Relations with the organizers and exhibitors are inspired by the principles of correctness, loyalty and transparency as well as full compliance with the contractual commitments undertaken.

In relations with the organizers and exhibitors, dation in payment, free gifts, acts of courtesy and hospitality are forbidden, unless they are of a nature and value such as not to compromise the image of FR and cannot be interpreted as aimed at obtaining a favourable treatment that is not determined by market rules. In any case, any gifts, acts of courtesy and hospitality must always be communicated in advance and authorized by the hierarchical superior who will promptly notify the Supervisory Committee that will carry out the necessary checks and adopt, if necessary, the appropriate measures.

Business Relationships with Suppliers

FR's relationships with suppliers are inspired by the principles of fairness, loyalty and transparency.

The selection of suppliers and purchases of goods and/or services must be carried out according to the principles of this Code and internal procedures, in writing, respecting the hierarchical structure and based on objective parameters such as quality, price, convenience, efficiency and ability to provide and guarantee goods and/or services of a level appropriate to the needs of the company. In any case, FR will employ suppliers that operate in compliance with current legislation and with the principles and rules set forth in this Code.

In relations with suppliers, donations, gifts, acts of courtesy and hospitality are forbidden, unless these are of a nature and value that does not compromise the image of FR and that cannot be interpreted as aimed at obtaining a favourable treatment that is not established by market rules. In any case, any gifts, acts of courtesy and hospitality must always be communicated in advance and authorized by the hierarchical superior who will promptly notify the Supervisory Committee that will carry out the necessary checks and adopt, if necessary, the appropriate measures.

Business Relationships with Employees

Human resources are an indispensable factor for the existence, development and success of a company. For this reason, FR protects and promotes the value of human resources in order to improve and increase the assets and the competitiveness of the skills possessed by each employee operating in the organisational context of the same company.

FR offers equal opportunities to all employees on the basis of their professional qualifications and individual skills, without any discrimination of religion, race, political, trade union, or gender, and avoiding favouritism and preferential treatment of any kind.

Therefore, through the competent corporate functions, FR selects and manages the employees following a policy based on the recognition of merits and equal opportunities, and providing programs aimed at professional updating and the acquisition of new skills. FR undertakes to create a work environment that, in addition to being adequate from the point of view of safety and personal health of employees in accordance with current legislation on health and safety, fosters mutual collaboration and team spirit in respect of individual personality, and is free of bias, intimidations, illicit conditioning, or undue disadvantages. In compliance with the current legislation on privacy, FR undertakes to protect information pertaining to the private scope of its employees.

The employee who receives, promises or offers gifts or preferential treatment that goes beyond ordinary courtesy relations, must immediately inform the superior of the hierarchy who will promptly inform the Supervisory Body that will carry out the necessary checks and will take the appropriate measures.

Protection of individual personality

FR undertakes:

- to request the commitment of External Collaborators to comply with legal obligations on the protection of child labour and women, sanitary and safety conditions, trade union rights, or in any case of association and representation required by the legislation of the country in which they operate;
- to select counterparties to provide particular services (such as companies with a high incidence of unskilled labour), be they Partners or Suppliers, with particular

attention and based on a specific internal procedure. In particular, the reliability of these Partners or Suppliers must be evaluated, for the purposes of preventing offences against the individual, also through specific ex ante inquiries;

- to verify, in the case of direct recruitment of personnel, compliance with labour law and union agreements on hiring and the employment relationship in general. The compliance with the rules of correctness and good behaviour in the work environment will also be verified and in any case particular attention will be given to strange or abnormal work situations;

If a Partner's registered office is located abroad and the work is carried out in its favour, so that it complies with local legislation or, if more stringent, to the (International Labour Organisation) ILO conventions on the minimum legal working age and the worst forms of child labour ("C138 Minimum Age Convention 1973" and "C182 Convention on the worst forms of child labour").

Any party who identifies an irregular management of personnel used by the Partner must inform such immediately the SB.

Business Relationships with the Competition

FR believes in free and fair competition and informs its actions in obtaining competitive results that reward capacity, experience and efficiency.

FR and its employees, consultants and collaborators must behave correctly in the affairs of interest of FR and in relations with the competitors, avoiding the implementation of actions that violate the laws on competition or the rights of third parties.

Any action aimed at altering the conditions of fair competition is contrary to FR' company policy and it is, therefore, prohibited to any person acting on its behalf.

In no case may the pursuit of FR's interests justify conduct that does not comply with applicable laws and does not comply with the principles and rules contained in this Code.

Relations with the public administration, and public authorities and institutions

Relations with the P.A. and public authorities and institutions must be undertaken and managed by FR in absolute and rigorous compliance with the current regulations, principles and rules established in this Code and internal procedures.

In the context of these relations, FR will avoid, as far as possible, being represented by a single natural person, on the assumption that the plurality of parties allows to minimize the risk of interpersonal relationships not coherent with the will of FR. The latter will adopt adequate control and traceability mechanisms for information flows intended for the Public Administration or the public authorities or institutions.

In the relations with the aforesaid subjects it is prohibited:

- to carry out acts of active or passive corruption or engage in collusive practice of any nature;
- in the context of business negotiations or commercial relationships of any kind, to behave directly or indirectly in such a manner as to influence inappropriately the decisions of the counterparty;
- to make use of consultants and/or collaborators or to be represented by third parties where this could lead to a situation of potential conflict of interests;
- to obtain inappropriately for FR grants, loans, subsidized loans or public grants, termed in any manner, or concessions, authorizations, licenses or other administrative acts granted or distributed by submitting false declarations and/or documents, or through the omission of due information;
- to allocate the sums received by way of disbursements, grants, subsidies or loans for purposes other than those for which these were granted;
- to alter the functioning of an IT telematics system or manipulate the data contained therein in order to obtain an unfair profit, causing damage to the PA or to public authorities or institutions or to third parties in general;
- obtain unduly any kind of profit (licenses, authorizations, tax relief, also of a social security nature, tax relief or exemptions from the payment of social security contributions) using trickery or deception;
- provide or promise to provide, solicit or obtain confidential information and/or documents that could compromise the integrity or reputation of FR and/or the counterparty;
- accept, offer or promise, even indirectly, money, gifts, goods, or undue services (including in terms of employment opportunities or business opportunities) in relations with public officials, public service officers, or private individuals to influence their decisions for more favourable treatment or underserved services or for any other non-legitimate purpose.

Any requests or offers of money or favours of any kind (including gifts or gifts of no small value) unduly made to those or by those who work on behalf of and/or in the interest of FR in relations with the P.A. or with the public authorities or institutions, must be brought to the attention of the hierarchical superior who will promptly inform the Supervisory Body for the necessary checks and the adoption of the most appropriate measures.

During criminal, civil or administrative processes, it is forbidden to undertake directly or indirectly any illegal action that could favour or damage one of the parties involved.

Favours and Gifts

No form of favours or gifts is allowed that can be interpreted as exceeding the normal commercial or courtesy practices, or in any case aimed at acquiring favourable treatment in the conduct of any activity carried out or otherwise connected to FR. In particular, any form of favours or gifts to public officials or public service representatives, Italian or foreign, or to their family members, which may influence their independence of judgment or induce them to guarantee any advantage, is prohibited.

It should be noted that this provision concerns both favours or gifts promised or offered and those received, favour meaning any kind of benefits (including the promise of a job offer), and gift meaning any initiative aimed at promoting the brand image of FR.

The favours granted, or gifts offered, except those of modest value, must be adequately documented to allow the necessary checks and must be previously authorized by the relevant company manager and reported to the Supervisory Body.

The recipients of this Code of Ethics who receive favours or gifts that do not fall within the permitted circumstances, are required to immediately inform the Supervisory Body that will assess its appropriateness and will inform the addressor of the FR policy on the matter.

Health & Safety

FR guarantees the physical and moral integrity of its employees and collaborators, as well as working conditions that are respectful of individual dignity and current legislation regarding the prevention of accidents at work and protection of workers.

FR carries out its activities in technical, organizational and economic conditions that ensure adequate accident prevention and a healthy and safe work environment.

FR is committed to spreading a safety culture among all its employees and collaborators, developing awareness of risks and promoting responsible behaviour, by all employees and collaborators, aimed at protecting the health and safety of themselves and of third parties.

Employees and collaborators are required to maintain a climate of mutual respect for dignity, honour and personal reputation.

FR upholds a general ban on the abuse of alcohol or the use of drugs, and the prohibition of smoking in the workplace in compliance with the laws in force in this regard, and in any case where smoking may cause danger to the structures and company assets or to the health or safety of employees, collaborators and/or third parties.

Environment

The environment is an asset whose safeguarding is promoted by FR through an effective management system that complies with current legislation in this field. The recipients of this Code contribute, in the performance of their functions, to the process of environmental protection.

Internal data processing

Any information, document or other material obtained from the recipients of this Code according to their professional relationship with FR is strictly confidential. Those who, by virtue of the exercise of their functions, gain access to privileged information regarding FR (by way of example information regarding changes in management, acquisition projects, merger, demerger, strategic plans, budgets, business plans), cannot use them to their own advantage and/or that of family members, acquaintances or third parties. These must also pay particular attention not to disclose such information, to prevent its acquisition by third parties and to avoid any improper use.

The information and/or any other kind of news, documents or data that are not in the public domain and are inherent in the activity of FR, must not be disclosed, nor used or communicated outside without prior authorization from the relevant party. Particular care and attention is placed as to the dissemination of information relevant to the business of FR that can significantly affect the performance of the FR activity or the credibility and reliability of the FR itself, on the assumption that a comprehensive and clear communication guarantees a correct management of relations with internal control bodies, with third parties with whom FR comes into contact, or with public authorities.

Use of IT resources

IT resources are an effective management and control tool that the recipients of this Code are required to use exclusively in the execution of their activities and in full compliance with the procedures established by the FR within the internal procedures.

FR seeks to employ the correct IT tools and to avoid any use involving the collection, storage and/or dissemination of data and information for purposes other than those permitted. The use of the aforementioned instruments will be subject to periodic monitoring and verification by FR and the Supervisory Body.

Furthermore, Fiera Roma Srl must:

- be equipped with IT tools that are constantly updated and developed by leading and reputed companies in the sector that filter access to websites containing material related to child pornography ("content filtering" tools);

- periodically refer their Company Representatives to a correct use of the IT tools in their possession;
- in compliance with current regulations, carry out periodic checks to prevent the abuse of company information systems or the commission of crimes through their use.

Accounting data

FR draws on the principles of truthfulness, accuracy, completeness and clarity in the performance of accounting registration in order to guarantee to shareholders and third parties a clear and truthful representation of the economic, patrimonial and financial standing of the same company.

The registration of each operation or transaction in the company accounting system will be performed according to the criteria established by law and the applicable accounting standards. The supporting documentation relating to the operations to be reported in the accounts must be complete, accurate, clear, truthful and valid in order to allow an immediate determination of the characteristics and reasons underlying the operation itself, its chronological reconstruction and the verification of the decision-making process, authorization and implementation as well as the identification of the responsible parties.

In the case of economic elements and assets based on valuations, the relative registration must be carried out in compliance with the principles of reasonableness and prudence through a clear illustration of the criteria that have guided the determination of the value of the asset.

The administrative and accounting activity is implemented with the use of updated tools and IT procedures that optimize the efficiency, correctness, completeness and correspondence with the accounting principles, and favour the necessary checks and checks on the legitimacy, consistency and congruity of the decision-making process, authorization and execution of operations.

Anyone who becomes aware of possible omissions, falsifications or irregularities in the record keeping and related documentation, or in any case of violations of the principles of this Code or internal procedures, must report to their immediate superior who will promptly inform the Supervisory Committee that will carry out the necessary checks.

Conflicts of interest

The recipients of this Code must avoid any possible conflict of interests, with particular reference to personal or family interests that could influence the independent judgement in deciding what is FR's best interest and the most appropriate way to pursue it.

Any situation that generates a possible conflict of interests must be immediately reported to the hierarchical superior and the Supervisory Committee.

Therefore, it is not permitted to pursue any one's own interests to the detriment of FR's interests, to make unauthorized personal use of company assets or information acquired in the exercise of one's functions, to hold interests directly or indirectly or to perform duties of any kind in competitors.

Code of Control

In compliance with current legislation and with a view to the planning and management of corporate activities aimed at efficiency, correctness, transparency and quality, FR adopts organizational and management measures to prevent illegal behaviour or in any case contrary to the rules and principles of the Code on the part of any person acting in the name and/or on behalf of FR or in the interest of the latter.

The task of supervising the functioning and compliance with the Organisation, Management and Control Model adopted by FR pursuant to Legislative Decree 231/2001 and subsequent amendments, of which this Code is an integral part, is entrusted to the Supervisory Body, with autonomous powers of initiative and control, without any subordination constraints that may prevent or limit the activity in any way.

The Supervisory Body carries out with impartiality, continuity, professionalism and autonomy and in particular, with reference to this Code, the task of:

- monitoring compliance with the Code by those who, within FR, perform functions of representation, administration or management and by those who are subject to the management or supervision of the former, through periodic checks; for this purpose, the Supervisory Body can access all the information of FR and has the right to review all the documents considered relevant and pertinent to the performance of its functions;
- evaluating the possibility of updating the Code in line with the development of FR's activities, with the internal organizational changes of the same or considering the violations found following the checks carried out, as well as on the basis of the reports received;
- verifying any notices of violation of the Code and inform the relevant corporate bodies and departments of the results of the checks carried out for the purpose of implementing potential penalties;
- monitoring the application of disciplinary sanctions imposed for the ascertained violation of the Code.

Report of violations

Cases of violation of the principles and/or rules of this Code must be promptly reported in writing, confidentially, to the hierarchical superior, who will promptly inform the Supervisory Body. If the shortcomings to be reported concern the direct superior, the aforementioned report must be addressed to the hierarchically superior function, which will inform the Supervisory Body in turn.

If not made anonymously, employees, collaborators and third parties can also address the aforementioned reports directly to the Supervisory Body at the address specifically provided by the latter: odv@fieraroma.it.

It will be the responsibility of FR to ensure that nobody in the workplace undergoes retaliation, unlawful conduct, conditioning or discrimination of any kind as a result of the aforementioned report.

Penalties

The violation of the principles and/or rules contained in this Code will constitute a disciplinary offence or non-fulfilment of the contractual obligations of the employment relationship or professional collaboration, for all legal purposes and contractual purposes, also pursuant to articles 2104 and 2105 of the civil code.

FR will impose disciplinary sanctions with impartiality, coherence and uniformity under the specific disciplinary system of the Organisation, Management and Control Model.

Final provisions

This Code has been approved by the Sole Director and communicated to the Board of Directors of the parent company.

Any amendment and/or integration of the same will be promptly distributed to all recipients.

4. ORGANISATION CHART

The current organisation chart, enclosed, indicates all positions that have significant responsibilities in the management of the Protocols and controls provided for in this Model.

Any changes made to the internal organization are communicated to the Board of Directors of the parent company in order to verify their consistency with the governance guidelines.

5. JOB DESCRIPTION

The enclosed Company's Job description indicates the tasks and responsibilities assigned.

6. PARTICULARS PROXIES 24

The special powers listed in the document enclosed indicate the duties and responsibilities assigned by the Sole Director.

7. THE SUPERVISORY BODY

The Supervisory Body of FR is a collegiate body composed of three members, appointed by the Sole Director, one of which is chosen among FR's employees who does not present any incompatibility with the assignment, in consideration of the need to ensure continuity of internal checks; it is chaired by a President appointed by a majority by the members of the Committee itself.

The SB must oversee the correct functioning of the organization, management and control model adopted and verify its effectiveness and adequacy in relation to the company structure and to the effective capacity to prevent the offences contemplated in Legislative Decree 231/2001. Specifically, the SB is entrusted with the task of:

- promoting and ensuring the dissemination and knowledge of the contents of the organisational model, including through the drafting of internal documentation containing instructions and/or clarifications;
- verifying the effective compliance with the provisions contained in the model by the senior management and the staff working under instructions;
- submitting to the Sole Director of FR proposals and observations concerning the updating of the model adopted, adapting it to the legislative and/or jurisprudential amendments, as well as to the changed company conditions;
- promoting and ensuring the training and updating of employees and collaborators to foster full awareness of the legislation pursuant to Legislative Decree 231/2001;

- drawing up an annual report, as a result of the activities carried out and as a program to be carried out during the subsequent period, for the Sole Director of FR, who submits it to the attention of the Board of Directors of the parent company.

The SB reports and responds, through its Chairman, directly to the Sole Director; its members, in carrying out their function, are not subject to the hierarchical power of any corporate body. The results of the checks made, and the periodic reports provided to the Sole Director are also notified to the Board of Directors of the parent company.

The SB has available an annual budget of financial resources available, which the Sole Director agrees upon with the Board of Directors of the parent company; these resources are available to the Supervisory Body for any requirements in the exercise of its functions.

The members of the SB remain in office for a three-year period which can be further extended another three years period.

Each member of the SB may resign at his sole discretion but remain in office until the Sole Director has appointed another member.

In the event that one of the members of the SB is involved in one of the illegal activities under the law, the Sole Director will replace such member and nominate another member in a timely manner.

The adequacy of the organisation, management and control model, in all its components, is constantly monitored according to the procedures outlined below.

The Sole Director is required to promptly inform the Supervisory Body of any changes concerning the changes made to the organisational structures, the exercise of the powers of attorney and the corporate proxies, and to the updating of provisions and forms concerning the integrated system: Model 231 and SGQ. Every six months, the Manager of each Area draws up a report on the implementation of the model in its Area highlighting the strengths, weaknesses and possible integrations. With the same frequency, the results of the checks carried out by the Quality Manager and by the Special Mandatory for Safety are requested.

Further information on presumed irregularities/criticalities detected may be reported in the "Non-compliance reports" issued by Area/Departmental Managers and addressed directly to the SB, as well as by specific reports provided for by the individual Protocols.

The Supervisory Body, in formulating proposals and observations to the Sole Director relating to Model 231, must take into due consideration the relevant reports and apply, in particular, the indications provided in the "Review Protocol".

Therefore, SB is required to verify the correct implementation of the amendments, additions and updates to the Model prepared by the Sole Director who must inform the BoD of the parent company. Following the aforementioned interventions, the Managers of

each Area/Department will be required to inform and update the employees and collaborators.

The annual remuneration attributed to each member of the Supervisory Body is determined by the Sole Director on the basis of the opinion of the Board of Directors of the parent company.

The contents of the Regulations on the functioning of the SB approved by the Supervisory Body are shown below.

8. *DISCIPLINARY SYSTEM*

Objectives and general principles

This disciplinary system, which represents an integral part of the Code of Ethics and of the Organisation, Management and Control Model pursuant to Legislative Decree no. 231/2001 of Fiera Roma has been adopted under art. 6, second paragraph, letter e) and of the art. 7, fourth paragraph, letter b) of the aforementioned decree.

For the purposes of this Disciplinary System and in compliance with the provisions of national collective bargaining agreement, all forms of conduct, commissive or omission, even negligent, that are likely to affect the effectiveness of the same as a tool for preventing the risk of commission of offences constitute violations of the Model for the purposes of Decree 231/2001.

Failure to comply with the Code of Ethics and of the Model constitutes a violation of the diligence and loyalty duties of the worker and, in the most serious cases, is considered detrimental to the relationship of trust established with the employee. The conduct of employees in violation of the individual behavioural rules set forth in the Code of Ethics and in the Model constitute therefore a violation of the rules of discipline.

This disciplinary system does not replace the penalties provided for by the national collective bargaining agreement enforced within the company but intends to sanction violations of company operating procedures and unfaithful conduct towards the company carried out by senior management, by employees and third parties, such as specified below.

The disputed conduct must be expressly provided for by the provisions and prohibitions indicated in the Code of Ethics and in Model 231 and there must be full congruence between the contested charge and the charge placed at the basis of the disciplinary penalty.

In order to render the disciplinary system suitable and effective, the sanctionability of mere conduct that puts the rules, prohibitions and procedures envisaged by the aforementioned Code and Model at risk, even if not aimed at their violation for the implementation of criminal conduct, is assessed.

The application of disciplinary penalties against the violations in question is independent of the possible establishment and the outcome of a criminal procedure for the commission of one of the crimes provided for by Legislative Decree no. 231/2001 and subsequent amendments and additions.

The criteria indicated in the following paragraph "Criteria adopted to impose penalties" will be duly taken into account in assessing the violation and in the implementation of the related disciplinary measure.

Penalty system established for employees

Verbal warning

In case of:

- failure to comply with duties or work obligations which did not effect damage to the Organization,
- execution of the job performance with little diligence, also including the temporary failure or incorrect use of individual protection devices,
- conduct consistent with the tolerance of the aforementioned irregularities by the hierarchical superior.

Written warning

In case of:

- lacks punishable with a verbal reprimand but which, for specific consequences or due to recurrence, have a greater relevance,
- failure to issue non-compliance,
- adoption of a conduct that does not comply with the provisions of the Code of Ethics and the Model,
- failure to register an inspection carried out,
- refusal to present documents and to provide information to the SB,
- conduct consistent with the tolerance of the aforementioned irregularities by the hierarchical superior.

Fine of not more than 4 hours of hourly wage

In case of:

- conduct already penalized with a written warning, if one persists in the violation of the procedures, or one continues to adopt a conduct that does not comply with the Code of Ethics and the Model,
- failure to report required by the Supervisory Body,
- failure to comply with security procedures, if the violation causes a situation of real danger for the physical integrity of one or more persons, including the offender,
- tolerance on the part of the hierarchical superior of repeated irregularities committed by collaborators that are such as to expose the company to an objective situation of danger or to effect negative consequences for the same.

Suspension from work and pay for up to 10 days

In case of:

- recurrence of the violations for which the fine had already been imposed up to the maximum amount,
- negligence of control tasks provided for by the procedures that regulate the activities of sensitive areas, as identified in the Model, or by the instructions reported on the RAD, such as to exclude the will to commit crimes or to conceal the will of others,
- failure to comply with security procedures, if the violation effects a situation of minor injury for the physical integrity of one or more persons, including the offender.

Dismissal with notice

In case of:

- serious violations, such as to cause damage to the Company or expose it to liability towards third parties, the provisions, procedures and internal rules established by the Code of Ethics and the Model and subject to effecting one of the crimes sanctioned by Decree 231/2001,
- conduct preventing the activity of the Supervisory Body, such as to jeopardize the investigations in progress,
- failure to comply with security procedures, if the violation effects an injury that qualifies as “serious” for the physical integrity of one or more persons, including the offender, pursuant to art. 583, paragraph 1, criminal code.

Dismissal without notice

In the case of conduct that is consciously contrary to the provisions and/or protocols and/or the other internal rules of implementation of the Model which, in addition to being able to configure one of the crimes sanctioned by Decree 231/2001, damages the fiduciary element that characterizes the employment relationship, or are so serious that it do not allow, even temporarily, the continuation of the employment relationship.

In particular, if the employee:

- violates and/or circumvents the control system by misappropriation, destruction or falsification of documentation relating to work procedures or company documentation,
- engages in any conduct that allows one to recognize a gross violation of laws, regulations or official duties, aimed at the commission of a crime under Legislative Decree 231/2001 and which caused serious damage to the Company,
- committed one of the crimes for which the company is expected to apply measures pursuant to Legislative Decree 231/2001,
- failures to comply with security procedures, if the violation effects an injury that qualifies as “very serious” for the physical integrity of one or more persons, including the offender, or the death of one or more persons, pursuant to art. 583, paragraph 1, criminal code.

Penalty system for senior management

Pursuant to art. 5, paragraph 1, letter a), Legislative Decree 231/2001, senior management means "persons who perform functions of representation, administration or management of the entity (company) or of an organizational unit featuring financial and functional autonomy as well as persons who exercise, both as to fact and law, the management and control of the same "(i.e.: those who were entrusted with formal powers, those who manage peripheral units with financial autonomy).

In case of violation of the internal procedures or protocols established by the Code of Ethics and the Model or the adoption of a conduct that does not comply with the prescriptions of the aforementioned documents, the most suitable measures are applied to the managers in compliance with the current provisions of the law and, in the case of personnel classified as executives, of the current national collective bargaining agreement for executives.

In particular, senior management receives verbal warnings and, in case of recurring conduct, written warnings in case of:

- minor violation of compliance with the Model, such as to expose the company to a situation of potential danger.

The following effect a fine and, if recurring, suspension from pay to the maximum extent envisaged for employees and the service:

- the omitted supervision, in order to verify the actions in the areas at risk of offence, of the behaviour of the personnel operating within under their area of responsibility,
- failure to report the entry into force of binding legislation,
- failure to comply with the obligations relating to the preparation and delivery of the statement and reports required by the Code of Ethics and the Model.

The following constitute grounds for dismissal with notice:

- failure to report situations of conflict of interests, where knowledge of such is ascertained,
- serious breaches of the provisions concerning authorised signatories,
- serious damaging conduct with respect to the person of customers and collaborators.

The following constitute grounds for dismissal without notice:

- incorrect or omitted information related to accounting, financial statements and other corporate communications that bear a direct impact on personal interests,
- serious omissions in regard to the supervision of the behaviour of personnel operating within its sphere of responsibility, such as not to allow the company to prevent unequivocal direct conduct to commit crimes or to detect the commission of offenses for which the application by the company of the measures set forth in Legislative Decree 231/2001, also as a precautionary measure, is provided,
- failure to comply with the duty to inform the Supervisory Body of any violations committed by other employees, of which there is proof.

Further protection measures

Measures with respect to the Sole Director and the Sole Auditor

In case of serious violations by the Sole Director and the Sole Auditor of the measures set forth in the Code of Ethics and in the Model, such as to jeopardize the maintenance of the fiduciary relationship with the company, the Supervisory Body will inform the Board of Directors of the parent company, which will take the necessary steps required by law, including the examination and adoption of the decision to revoke the appointment for just cause.

Measures with respect to third parties

For the purposes of applying these sanctions, the following entities are considered third parties:

- collaborators who perform services on an ongoing basis,
- workers under a staff leasing agreement,
- business consultants, *including the Statutory Auditors,*
- independent event organizers and exhibitors,
- the company's suppliers, including the directors of subsidiaries that provide services to FR.

In the letters of appointment and in the contractual agreements concluded with third parties, the company inserts relevant clauses indicating specific sanctions in case these entities violate the principles and rules of the Code of Ethics and the Model:

a) warning

In case of:

minor breach of compliance with the Code of Ethics and the provisions of the Model concerning activities within their area of responsibility, provided that one of the conditions set out in the following points is not met.

b) deduction of the payment as a penalty (to the extent provided for in contracts and in accordance with the laws in force)

In case of:

repeated behaviour attributable to the warning or in the case of violations or omissions of controls that could expose the company to the responsibilities deriving from the commission of one of the crimes provided for by Legislative Decree 231/2001.

c) termination of the contract

In case of:

irregularities that lead to the presumption, in an unequivocal manner, of the commission of a crime, also in the form of complicity, provided for by Legislative Decree 231/2001.

To guarantee the effectiveness of the disciplinary provision, the termination clauses provided in the contractual agreements concluded with third parties will be subject to repeated signature by the same according to the provisions of the Civil Code.

In the event that the aforementioned conduct effects damage to the company, the latter reserves the right to request compensation for damages.

Measures with respect to the Supervisory Body

The civil liability of the persons in charge of third parties is excluded.

The assignment is terminated immediately as envisaged by specific contractual clauses included in the mandate, following penalties for Fiera Roma, applied for the ascertained commission of offenses referable to Legislative Decree 231/2001, on the basis of the following assumptions:

- the violation of the due diligence has been ascertained in the performance of the supervisory functions;
- a causal link between the non-performance and the damage suffered by the company is provable.

Prohibitory measures

With regard to the Sole Director and company personnel or third parties with special powers of attorney to represent the company, in addition to the application of the sanctions indicated, the powers and proxies conferred upon will be simultaneously revoked.

The company provides also has the temporary suspension from the exercise of any organizational role or corporate position assumed, in conjunction with the knowledge of the

indictment for crimes attributable to the application of Legislative Decree 231/2001 towards individual subjects.

Criteria adopted for the imposition of sanctions

Without prejudice to the principle of the gradual sanction and proportionality with respect to the gravity of the offence, the type and extent of the sanctions referred to above will be assessed by the Supervisory Board, assisted by those in charge of personnel management, on the basis of the following circumstances:

- the timing and concrete methods of the violation;
- the presence and intensity of the intentional element;
- the extent of the damage or danger as a consequence of the violation for the company and for all employees and stakeholders of the company itself;
- the predictability of the consequences;
- the circumstances in which the violation took place.

Recurrence is aggravating and involves the application of a more serious penalty.

If more than one offense, punishable by different penalties, has been committed with just one act or behaviour, the most serious penalty is applied.

Application of sanctions

On the procedural level, the disciplinary measures are applied in compliance with the same procedures provided for by the national collective bargaining agreement in force for all the non-observance of the provisions contained in the aforementioned contract. Where not proposed directly by the SB on the basis of their own information and any preliminary investigations, the measures are submitted to the opinion of the same Body before the disciplinary sanctions are enforced.

The definitive decision to impose the sanction, having completed the procedures established by the law and contractual provisions, is definitively notified to the interested party by registered letter with return receipt effective from the date of receipt or delivered personally and signed for receipt; a copy thereof is subsequently forwarded to the Supervisory Body.

In the event of violations by third parties, the behaviour will be assessed and documented by the Supervisory Board at the request of the Sole Director; the same SB, upon notice of the interested party, reports promptly in writing to the Administrator the decisions in this regard.

In any case, the company reserves the right to request compensation for damages, if the conduct challenged effects for the same material damage, in particular the application by the judge of the pecuniary or disqualification measures provided for by Decree 231.

Advertising

In accordance with art. 7 of the Workers' Statute, these provisions are brought to the attention of individual workers by posting them in the spaces reserved for employee information and, also reported on the company intranet within the provisions concerning the General Part of Model 231; third parties are notified together with the contractual commitments undertaken.

9. PREPARATION AND CIRCULATION OF THE MODEL

FR, in order to effectively implement the adopted Model, intends to ensure proper disclosure of the contents and principles of the same within and outside its structure.

In particular, the objective of FR is to extend the communication of the contents and principles of the Model not only to its employees but also to those who, even if not holding the formal qualification of an employee, operate occasionally for the achievement of the objectives of FR under contract and with regard to which FR exercises management or supervision.

Although this communication activity is differently characterized according to the recipients to whom it is addressed, the information concerning the contents and principles of the Model will, however, be based on completeness, timeliness, accuracy, accessibility and continuity in order to allow the various Recipients full awareness of those company provisions that must be complied with.

In particular, FR will implement the initiatives aimed at making the Model known and disseminated in a timely manner.

Communication of the Model

FR ensures that the organisational model adopted is available on the company intranet and therefore freely available to all employees. A copy of the hard-copy model can be reviewed on the second-floor desk of the Business Centre.

Area/Departmental Managers are also required to disseminate the knowledge of the organisational model within their Area through one or more meetings.

Employees who, following the introduction of the organisational model, need clarification for the best performance of their work, will have to address the questions in writing to the supervisors of the Area to which they belong, who will promptly forward them to the SB.

The answers to the questions must be collected by the SB in a specific folder.

With regard to consultants and partners, after having heard the Supervisory Body and in collaboration with the Sole Director, specific systems are set up to guide the selection of the same according to criteria that take into due account the principles of prevention and integrity referred to in the present Model, principles of which they will be adequately informed, also through the appropriate contractual clause that will be included in the new contracts.

In line with the provisions of the Code of Ethics, the principles and contents of this Model are communicated to all third parties with whom FR maintains contractual relations. The commitment to comply with the law and the principles of reference of the Model by third parties entertaining contractual relationships with the FR is provided by a special clause of the relevant contract and it is subject to acceptance by the third-party contractor.

Training

The principles contained in Legislative Decree 231/2001, in this Model and in the Code of Ethics, as well as in all the regulations concerning the administrative responsibility of institutions, are disclosed through training courses.

The structure, the frequency, the duration, the start date, and the contents of the training courses are approved by the Supervisory Body on the proposal of the relevant corporate department.

The Supervisory Body, at the request of the relevant corporate department or on the basis of a discretionary assessment carried out in consideration of the specific needs of FR, can identify *training and* targeted information initiatives for managers, employees, workers and managers.

The training courses will be prepared with reference to the needs related to the changes occurred in relation to Legislative Decree 231/2001, this Model and the Code of Ethics.

The concrete organisation of the courses, in accordance with the project approved by the Sole Director, as well as the information about the same to all stakeholders, is carried out in collaboration with the Supervisory Body.

SPECIAL PART

10. PREAMBLE

In order to implement Model 231, it was necessary to examine the individual types of offenses indicated in the same and to verify which were configurable in the reality of Fiera Roma Srl.

In this context, the existing Internal Control System was also identified and analysed to monitor the risks identified, in terms of general rules of Corporate Governance, operating procedures and information flows, in order to identify possible areas for improvement.

The risk mapping was based on the information obtained from the analysis of the available corporate documents (e.g. power of attorney, procedures, budget, etc.) and/or detected during the *interviews conducted with the Sole Director and Area Managers*.

This "Special Part" aims to:

- provide through Protocols the general and specific principles to which the Recipients (Sole Director/General Manager, employees, suppliers and partners), in relation to the type of existing relationship, are required to adapt for a correct application of this Model;
- provide the Supervisory Body and the supervisors of other company departments called upon to cooperate with the same, the operational tools to exercise control, monitoring and verification activities.

Pursuant to the SB, the Sole Director is required to promptly inform the Supervisory Body of any changes concerning the changes made to the organisational structures, the exercise of the powers of attorney and the corporate proxies, and to the updating of provisions and forms concerning the integrated system: Model 231 and SGQ. Every six months, the Manager of each Area draws up a report on the implementation of the model in its Area highlighting the strengths, weaknesses and possible integrations. With the same frequency, the results of the checks carried out by the Quality Manager and by the Special Mandatory for Safety are requested.

Further information on presumed irregularities/criticalities detected may be reported in the "Non-compliance reports" issued by Area/Departmental Managers and addressed directly to the SB, as well as by specific reports provided for by the individual Protocols.

Any omissions on the issue of "reports of non-compliance", of other specific reports or the transmission of copies of documents envisaged for the Body itself allow the application of sanctions according to the provisions of the disciplinary system reported in the General Section.

Now, therefore, the Special Part of the Model is organized as follows:

1. Risk mapping
2. Protocols consisting of:
 - Specific parts of the Quality Manual and Management Procedures referring to quality management systems and safety in the workplace,
 - Specific or supplementary instructions to cover all activities deemed to be sensitive,
 - Requested forms, as already used for the quality management system and the safety management system,
 - Enclosed forms, established for the traceability of specific controls envisaged by the Protocols and for the forwarding of information flows to the Supervisory Body.

The internal control system of the company is therefore based on the set of controls envisaged for integrated risk management that takes into account, in addition to the requirements and safeguards of the Protocols of this Model, the specific operational controls of the Quality and Safety subsystems to which reference is made as they do not form an integral part of the documentation of this Model.

For document management the same rules outlined in Section 4 of the Quality Manual apply.

11. RISK MAPPING

11.1 Framework

The risk mapping of FR is placed within a broader risk management process, within the Quality Management System. The definition of the Protocols is preceded by the indications useful for understanding the objectives for controlling the risks of committing the crimes, considered significant by Fiera di Roma.

The risk assessment reflects the primary objective of guaranteeing on the part of the parent company, the Sole Director, and all company management the individual assumption of responsibilities and the guarantee by all the members of the structure that all obligations and the fulfilments provided for by every legal provision concerning the administration of the company and the supply of the fair services are complied with. The identification of the types of offenses and their association with the relative business activities was therefore mainly limited to the risks deriving from the non-application of mandatory provisions, together with the possible impairment of relations with the Public Authorities with reference to the required authorisations and controls to which the company is submitted.

The mapping of the risks related to Model 231, from which the risks associated with the commission of the predicate offences derive, is documented in the "Risk Mapping" table, attached to this document. This table reports for each sensitive activity:

- The risk identification;
- The type of crime;
- The departments of Fiera Roma involved;
- Risk weighting through an index that correlates the probability of occurrence with the consequent damage;
- How to control the risk;
- The Adjustment Action or intervention;
- Related documents;
- The summary risk indicator (KRI - Key Risk Indicator)

This table, shared and prepared with the participation of the departments involved, is in line with the Management and Organisation Model of this document and is reviewed annually, on the occasion of the management review of the QMS.

The Risk index is calculated through the product between the Probability of occurrence and the relative Impact/Damage, with a numerical rating scale from one to five, which produces a risk scale from 0 to 25. This makes it possible to identify three risk areas:

- Low Risk;
- Medium risk;
- High Risk.

The Low Risk is identified with values obtained from the product between Probability and Damage, from 0 to 5. This risk is considered negligible; therefore, no consequent action is envisaged;

Medium Risk is identified with values obtained from the product between Probability and Damage, from 6 to 15. This risk is considered sustainable through an adequate internal control system;

High Risk is identified with values obtained from the product between Probability and Damage, from 16 to 25. This risk is considered unsustainable; therefore, one or more corrective actions are necessary.

11.2 Agent subjects, At-risk activities, and Predicate offenses

Fiera Roma carried out the analysis and assessment of the possible risks of commission of the offenses pursuant to Legislative Decree 231/01 in relation to all the areas of activity carried out. Both direct risks (correlation between the nature of the activity and the potential offense) and indirect risks (case in which the activity generates the conditions under which the offenses in question may subsequently be committed) were taken into consideration. To allow a more effective use of the document by Fiera Roma departments, the following is a list of the responsible parties, connected to the relevant sensitive activities, combined with the main predicate offences.

1. Sole Administrator

Identification of sensitive activities that can be associated with the position

Mandatory documentation to acquire licences, provisional authorisations, permits, authorizations

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules.

Preparation of bids for public tenders

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules. The preparation of bids for public tenders is also subject to corruption offenses between private parties if the interlocutor is not public. Specific transnational offences of criminal or mafia-type criminal associations are included.

Free gifts management

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules, as well as corruption offences between private parties.

Commercial communications - Advertising and promotional services

Activities exposed to possible Industrial and trade offences resulting from misleading advertising or counterfeiting of trademarks/distinctive signs. Specific transnational offences of criminal or mafia-type criminal associations are included.

Employer's obligations on safety/environmental legislation (RAD Preparation, Installation Maintenance and Equipment Maintenance, Health Surveillance; Mandatory training; Emergency management; Fitters in the exhibition field)

Exposed to possible crimes of culpable homicide and serious or very serious culpable injuries resulting from omissive behaviors or in violation of the accident prevention regulations and the protection of hygiene and health at work complying with the obligations of the Employer.

Waste management - Discharge Control

Exposed to possible environmental crimes deriving from unauthorized waste management activities and illegal waste traffic, and to possible offences of organized crime. Specific transnational offences of criminal or mafia-type criminal associations are included.

Approval of the Financial Statements, relations with the Auditors and with the Shareholders' Meeting

Exposed to possible indictable offence connected with a company, with specific reference to forged corporate communications, prevented control, illegal distribution of profits and reserves, and failure to communicate the conflict of interests.

Hiring/Collaborations

Exposed to possible crimes of corruption between individuals, corruption offenses and crimes against the public administration (assumption of tax of an unqualified person in exchange for favours). The risks of conflict of interests with respect to Executives/Managers already recruited are also considered.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and, more generally, to crimes against the Public Administration, as well as to organized crime.

Bank reports, collection instructions and payments related to current accounts and credit cards

Exposed to the offence of corruption between individuals to obtain availability and contractual conditions without adequate guarantees, and to self-laundering offenses as a result of withdrawals/transfers from corporate current account to render slush funds available. Added to these is the exposure to money laundering and receipt of stolen goods for collection and use of money, assets or utilities of illegal origin and possession of assets

in safe-deposit boxes, as well as, more generally, corruption between private individuals in relation to unjustified receipts and payments.

Purchase requests

Exposed to possible corruption between private individuals and, in general, to offenses against the public administration if the supply or service is requested to favour suppliers.

2. Special Mandatory

Identification of sensitive activities that can be associated with the position

Requests made to acquire licences, provisional authorisations, permits, authorizations

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules.

Other Fulfilment of the safety/environmental legislation (RAD Drafting; Maintenance of Plants and Equipment; Load Handling; Health Surveillance; Mandatory Training; Emergency Management; Preparation for Exhibitions; Signage Use; Purchase of Supplies for Safety at Work; Environmental Measurements)

Activities exposed to possible crimes of culpable homicide and serious or very serious negligent injury deriving from omissive behaviour or in violation of the accident prevention regulations and the protection of hygiene and health at work; in particular, it responds to the riskiness of the exhibition areas, the possible discharge of industrial wastewater containing dangerous substances and any violation concerning the healthiness of the catering sites, as well as the failure to comply with the maintenance of the facilities by the third party Managers. For the purchase of supplies for safety at work exposure to possible crimes of culpable homicide and serious or very serious negligence resulting from failure to verify the special requisites set forth by legislation for the acquisition of exhibition products.

Waste Management - Waste Registration - Discharge Control

Activities exposed to possible environmental crimes deriving from unauthorized waste management activities and illicit waste traffic, breaches of reporting obligations, mandatory record keeping and forms, false registrations or omissions in the registration of data entered in the SISTRI, of omission or fraudulent alteration of paper copies of the SISTRI cards. Also exposed to possible crimes of organized crime. Specific transnational offences of criminal or mafia-type criminal associations are included.

3. HSO

Identification of sensitive activities that can be associated with the position

Fulfilment of the safety/environmental legislation (RAD Drafting; Maintenance of Plants and Equipment; Load Handling; Health Surveillance; Mandatory Training; Equipment Use; Emergency Management; Preparation for Exhibitions; Signage Use; Purchase of Supplies for Safety at Work)

Activities exposed to possible crimes of culpable homicide and serious or very serious negligent injury deriving from omissive behaviours or in violation of the accident prevention regulations and the protection of hygiene and health at work; in particular, it responds to errors and omissions contained in the RAD, the improper use of equipment, the lack of maintenance of plants, machinery and equipment managed by the company, lack of health surveillance obligations and adequate training of workers, lack of or incorrect exposure of signs and omissions/violations in the management of emergencies. For the purchase of supplies for safety at work exposure to possible crimes of culpable homicide and serious or very serious negligence resulting from failure to verify the special requisites set forth by legislation for the acquisition of exhibition products.

4. Administration and Finance Area Supervisor

Identification of sensitive activities that can be associated with the position

Certificate of conformity for supplies

Exposed to possible indictable offence connected with a company, deriving from accounting records of invoices which do not correspond to actual supplies, also as a consequence of corruption between private parties.

Approval of the Financial Statements and relations with the Auditors

Exposed, individually or jointly with Sole Director, to possible indictable offence connected with a company, with specific reference to forged corporate communications, prevented control, illegal distribution of profits and reserves, and failure to communicate the conflict of interests.

Relations with banks and cash flows (Withdrawals from corporate c/c / Transfers on c/c third parties; Cash advances/use of company credit cards by Administrator/employees; Acceptance of bank transfers)

Exposed to possible corruption offenses of public officials for improper cash advances to employees, external collaborators and professionals to make paid cash in hand; equally exposed to corruption between private individuals and to crimes against the Public Administration following withdrawals/transfers from corporate c/c for undue payments; further exposure to money laundering if credit transfers received are accepted in payment from third parties with respect to the client, as well as, in relation to collections, the crimes

of receiving and using money, goods or utilities of illicit origin. Exposed moreover, individually or jointly with the Sole Director, to corruption between private individuals to obtain availability and contractual conditions without adequate guarantees and in relation to unjustified collections and payments; to money laundering as a result of corporate c/c withdrawals to render slush funds available.

Falsification of IT data to Public Administrations

Exposed to possible computer crimes and illegal processing of data as a result of records that may produce falsehoods in a public computer document or bearing evidential effectiveness.

Contractual guarantee management

Exposed to possible corruption crimes between individuals for failure to apply penalties on unanswered/missed/delayed supplies, failure to enforce sureties, missed payment reminders and other irregularities on contractual commitments.

Billing management

Exposed to offenses of corruption between private individuals, as well as to offenses against the public administration, following payments of supplies or fees not due to generate slush funds and payments not responding to authorized expenses or specific contractual commitments.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and to crimes against the Public Administration, as well as to organized crime.

5. Head of Human Resources and Organization, Quality and General Services

Identification of sensitive activities that can be associated with the position

Hiring selection and assignment of tasks

Activities exposed to possible crimes of bribery, undue inducement to give or promise other benefits and bribery for recruitment, contributions of collaborations and frameworks that do not correspond to actual skills to favour people recommended by a public official, or request for appraisals/consultancies not carried out to former public officials; exposed to the employment of third-country nationals whose stay is irregular due to the use of illegal labour or the non-application of residence permit.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and to crimes against the public administration, as well as to organized crime.

Recognition of expense reimbursement

Exposed to a possible crime of money laundering, self-laundering and use of money, assets or other benefits of illegal origin, for the recognition of fictitious expense reimbursements that constitute the creation of slush funds.

Purchase requests

Exposed to possible corruption between private individuals and to offenses against the public administration if the supply or service is requested to favour suppliers.

6. Head of Business Development Area

Identification of sensitive activities that can be associated with the position

Organisation of offers/terms of contract

Exposed to possible extortion crimes, undue inducement to give or promise other benefits and corruption with respect to the preparation of tenders/terms of contract agreed for public tenders. Specific transnational offences of criminal or mafia-type criminal associations are included.

Commercial communications - Advertising and promotional services

Activities exposed to possible Industrial and trade offences resulting from misleading advertising or counterfeiting of trademarks/distinctive signs to which FR reports directly.

Free gifts management

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules, as well as corruption offences between private parties.

Relations with customers

Exposed to possible crimes of market abuse for the sale of exhibition stands, goods or services that do not comply with legislative requirements, or Industrial and trade offences caused by exhibitors who resort to fraud in the exercise of trade. Transnational offences of criminal or mafia-type criminal associations are included.

Contractual guarantee management

Exposed to possible corruption crimes between individuals for failure to apply penalties on unanswered/missed/delayed supplies, failure to enforce sureties, missed payment reminders and other irregularities on contractual commitments

Resale of products

Exposed to possible crimes against industry and trade if the products do not include certifications/guarantees of the manufacturer or, in the case of SW, lacking the regular user licenses; equally exposed to these crimes for sale of non-genuine foodstuffs as genuine. Transnational offences of criminal or mafia-type criminal associations are included.

Purchase requests

Exposed to possible corruption between private individuals and, in general, to offenses against the public administration if the supply or service is requested to favour suppliers.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and, generally, to crimes against the Public Administration, as well as to organized crime.

7. Area Operations Manager

Identification of sensitive activities that can be associated with the position

Preparation of documents for acquisition of licenses, clearance, permits, authorizations

Exposed, individually or jointly with the Sole Director, to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules.

Certificate of conformity supplies

Exposed to possible corruption crimes between individuals following false declarations of conformity of the goods and services purchased or for failure to communicate delays in or interrupted deliveries.

Execution of services for the public - Stand fittings - Catering management

Exposed to possible extortion crimes, undue inducement to give or promise other benefits and corruption for failure to perform services provided by calls for tenders for public tenders, for crimes against industry and commerce for counterfeited use of materials and products in stand fittings or for alteration of test and control results; equally exposed to possible market abuse for the sale of non-genuine food substances as genuine; finally, exposed to possible offences of organized crime by criminal association in agreement with customer and Project Manager on non-execution of works and services. With respect to catering management, specific transnational offences of criminal or mafia-type criminal associations are included.

Resale of products

Exposed to possible crimes against industry and trade if the products do not include certifications/guarantees of the manufacturer or, in the case of SW, lacking the regular user licenses; equally exposed to these crimes for sale of non-genuine foodstuffs as genuine. Specific transnational offences of criminal or mafia-type criminal associations are included.

Approvals of changes during execution

Exposed to possible corruption between private individuals on charges that do not meet the exhibition requirements, and organized crime offenses by criminal association in agreement with the client and the Project Manager for the same purposes. Specific transnational offences of criminal or mafia-type criminal associations are included.

Progress payments

Exposed to crimes of corruption between private individuals and possible crimes of organized crime by criminal association in agreement with client and the Area Operations Manager on the execution of works/services that do not comply with the specifications, or for non-execution of works and services. Transnational offences of criminal or mafia-type criminal associations are included.

Testing

Exposed to possible corruption between individuals following self-certifications for tests not carried out or for undetected defects.

Load Handling

Exposed to specific responsibilities deriving from violations of the provisions concerning the protection of health and safety at work due to errors in handling loads that could cause accidents or dangerous situations.

Fulfilment of the safety/environmental legislation (Installation Maintenance-Use of Equipment, Signage Use, Fair fittings)

Exposed to possible crimes of culpable homicide and serious or very serious negligent injury deriving from omissive behaviours or in violation of the accident prevention regulations and the protection of hygiene and health at work applicable, in particular, to the acquisition of equipment that does not comply with regulations, improper use of exhibition equipment / facilities and their lack of maintenance; these are also exposed to possible environmental crimes due to the lack of precautions in the eventual treatment of dangerous substances. With regard to fair fittings, specific transnational offences of criminal or mafia-type criminal associations are included.

Waste management - Discharge Control

Activities exposed to possible environmental crimes arising from unauthorized waste management activities and illegal waste traffic, violations of reporting obligations, mandatory record keeping and forms, false registrations or omissions in the registration of

data entered in the SISTRI, omission or fraudulent alteration of hard copies of SISTRI cards. Exposed to possible crimes of organized crime. Furthermore, these are exposed to possible environmental crimes related to the inappropriate storage and disposal of waste. For waste traffic and management, specific transnational offences of criminal or mafia-type criminal associations are included.

Purchase requests

Exposed to possible corruption between private individuals and, generally, to offenses against the public administration if the supply or service is requested to favour suppliers.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and to crimes against the public administration, as well as to organized crime.

Issue of orders

Exposed to possible corruption between private individuals, or to offenses against the public administration by issuing an order that does not meet authorized expenses or specific contractual commitments.

8. Purchasing Manager

Identification of sensitive activities that can be associated with the position

Selection and evaluation of suppliers

Exposed to money laundering, self-laundering, receipt and use of money or goods or other benefits of illicit origin, as well as to corruption among individuals, to organized crime even of a transnational nature if the verification of suppliers has not been suitably supervised on honourability requirements.

Litigation management

Exposed to the crimes of solicitation to not make statements or to make false statements to the judicial authorities, of corruption between private parties and, generally, to crimes against the public administration, as well as to organized crime.

Purchase requests

Exposed to possible corruption between private individuals and, in general, to offenses against the public administration if the supply or service is requested to favour suppliers.

9. Information Services Manager

Identification of sensitive activities that can be associated with the position

Falsification of IT data to Public Administrations

Exposed to possible computer crimes and illegal processing of data as a result of records that may produce falsehoods in a public computer document or bearing evidential effectiveness.

Program management

Exposed to possible crimes regarding the violation of copyrights due to lack of control of the licenses on the SW used by employees and external collaborators at the company.

Access to databases

Exposed to possible computer crimes and illicit processing of data for unauthorized access to a database in order to produce false documents and acquire information.

Management of the company premises

Exposed to possible crimes regarding the violation of copyrights for unauthorized reproduction of third party documentation.

Electronic signature management

Exposed to possible IT crimes and illicit data processing owing to undue transmission of information caused by misuse of electronic signature.

10. Project Manager

The PM is the project manager or order manager entrusted to coordinate the activities necessary for the accomplishment of the event. In particular, he manages relations with the organizer/exhibitor customer and oversees the set-up, unfolding, and dismantling.

Identification of sensitive activities that can be associated with the position

Purchase requests

Exposed to possible corruption between private individuals and, in general, to offenses against the public administration if the supply or service is requested to favour suppliers.

Free gifts management

Activities exposed to possible bribery offences, undue inducement to give or promise other benefits, and corruption for non-compliant behaviour and failure to comply with company rules, as well as corruption offences between private parties.

Approval of changes during execution

Exposed to possible offences of organized crime by criminal association in agreement with customer and the Area Operations Manager on expenses that do not meet the exhibition requirements. Specific transnational offences of criminal or mafia-type criminal associations are included.

Progress payments

Exposed to crimes of corruption between private individuals and possible organized crime in agreement with client and the Area Operations Manager on the execution of works/services that do not comply with the specifications, or for non-execution of works and services. Specific transnational offences of criminal or mafia-type criminal associations are included.

Testing

Exposed to possible corruption between individuals following self-certifications for tests not carried out or for undetected defects. Specific transnational offences of criminal or mafia-type criminal associations are included.

Fulfilment of the safety/environmental legislation (Equipment Use, Signage Use, Fair fittings)

Exposed to possible crimes of culpable homicide and serious or very serious involuntary injury deriving from omissive behaviours or in violation of the accident prevention regulations and the regulations on hygiene and health at work with specific reference to the responsibilities of the persons in charge.

11.3 Disciplinary offences and other minor offences

Disciplinary offences concern multiple activities and/or departments of the Fiera Roma organization. Minor offenses are those that feature a very low risk.

In addition, it should be noted that the sensitive activities attributable to fittings, services provided and waste traffic, according to the previous list for the functions involved, may fall within the scope of the offenses termed "**transnational crimes**", if these concern the possible management of relations with foreign partners and foreign exhibitors, or relations with Italian exhibitors in the event of events organized abroad. These cases are to be associated with activities considered sensitive if the single activity involves an organized group and:

- is committed in more than one State,
- is committed in one State, but a substantial part of its preparation, management or control takes place in another State,
- is committed in one State, but it involves an organized criminal group engaged in criminal activities in more than one State,

- is committed in one State but generates substantial effects in another State.

Since these are cases referring to the same activities that are considered sensitive for national events, even if cited as a category of crime, they do not find evidence in the mapping in evaluative terms, involving the same prevention and control measures; since these also refer to marginal activities and in consideration of the type of customers and suppliers with whom Fiera Roma maintains its relationships, these present risks deemed not significant and not influential on their different weighting with respect to national activities.

11.3.1 Criminal offences to be excluded

Fiera Roma, in consideration of its corporate nature, the composition of its management, the type of activities carried out and the qualification of customers and suppliers with whom it entertains commercial and professional relationships, has decided not to provide in the mapping of risks and the Model the offenses indicated below, considering such non-existent, due to lack of conditions, the risk of incurring behaviours such as to affect the commission of the crimes themselves:

- Crimes of criminal association aimed at reducing or maintaining slavery, human trafficking, the purchase and sale of slaves, and crimes relating to violations of the provisions on illegal immigration (Article 416.6, paragraph of the criminal code);
- Kidnapping for the purpose of robbery and extortion (Article 630 of the criminal code);
- Association aimed at illicit trafficking in narcotic or psychotropic substances (Article 74 of Presidential Decree 309/90);
- Crimes concerning the manufacture and trafficking of war weapons, explosives and clandestine weapons (Article 407, paragraph 2, letter a) n. 5, criminal code);
- Criminal offenses concerning counterfeiting related to money and public credit cards and stamps, and crimes related to distinctive signs (Article 25 bis of Legislative Decree 231/01);
- Crimes for the purpose of terrorism or subversion of the democratic order (Article 25 quater Legislative Decree: 231/01);
- Mutilation practices of female genital organs (article 25 quater 1 Legislative Decree 231/01);
- Crimes against the individual (Article 25 quines of Legislative Decree No. 231/01).

The Supervisory Body, independently or at the proposal of the Sole Director, may identify any further activities at risk of which, in relation to the legislation or activity of the Company, the inclusion in the risk mapping will be evaluated. For each variation of the

aforesaid mapping, Fiera Roma will be responsible for assessing any possible further risks that will derive therefrom.

12 INTEGRATED QUALITY MANUAL

Listed below are parts of the Quality Manual and individual documented information (procedures, operating instructions and checklists) which, although not constituting particular documentation of the Model 231, are to be considered an integral part of the FR protocols, together with the specific protocols reported in this Special Section.

Quality manual

- Section 1 Purpose and scope (point 1.1),
- Section 5 Responsibility of the management (points 5, 5.3, 5.5, 5.6, 5.6.1, 5.6.2),
- Sect. 7, points 7.1 (*Planning*), 7.2 (*Requirements*), 7.3 (*Planning*), 7.4 (*Procurement*),
- Section 8 Measurements, analysis and improvements (8.2.2.5, 8.2.2.6, 8.2.4, 8.3.1, 8.5.2).

Procedures

- *Purchases*
- *Preselected suppliers' assignment*

Operating instructions

- *Guidelines the control of the service*
- *Management Installations Structures Maintenance*
- *Planning and layout*

Checklists

- *Control catering services*
- *Control installations and pre-event structures*
- *Control installations and pre-event structures-service provider*
- *Control sample maintenance*

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- *Control of technical supplies for the preparation stage*
- *Check electrical connections*
- *Control event services*
- *Control section services*
- *Control preparation phase*
- *Control end of event and dismantling*
- *Environmental control*

13. PROTOCOLS

The names of the protocols and a range of their contents are listed.

1. Planning and Economic control

Preparation criteria for annual budget, budget management and management control

Governance guidelines of the parent company

2. *Planning, design and control of services provided*

3. Administrative management

Procurement

Settlement of invoices

Treasury

General administrative expenses

Use of company credit cards

Tax requirements

Accounting procedures

4. Personnel Management

Qualification and selection of Personnel

Payment remuneration and expense reimbursement

Use of non-EU personnel

5. Court proceedings and arbitration procedures and settlement agreements with public entities

6. Monitoring of the safety management system

Registering of periodic checks

Maintenance management

Checks on the healthiness of the catering points

Emergency management

AUDIT of the Special Mandatory

Periodic meetings

7. Waste management and environmental measures

General rules on waste management

SISTRi registrations

Environmental controls on the installations

8. Information management

9. Re-examination of the Model

The contents of the Protocols outlined above are expounded upon below.