

# Organization, Management and Control model

## Italian Legislative Decree 231/01

On 25.05.2021, the Board of Directors of Marittima Etnea S.r.l. approved a review of its Organization, Management and Control model (Italian Legislative Decree 231/01), in order to prevent committing any offences that could cause the administrative responsibility of the Company, in the event that the individuals mentioned in article number 5 of the above mentioned decree committed such offences.

The Model was drawn up following the guideline of Confitarma and Confindustria and it is divided in two parts.

**The General part** is divided into two sections: the first one, the illustrative part, is a synthesis of legislation 231 and the liability regime of legal entities. This part ends with the description of the shipping company reality, which undoubtedly presents peculiarity that with the introduction of Model 231, are destined to stand out.

The subject of the second section is the description of the group structure, but also the description of the Company activity. Here we define the general principals of the internal control on which the specific control protocols are based, precisely the behaviors that the recipients of the Model must adopt when carrying out sensitive activities to avoid committing crimes listed in Decree 231.

The Risk Assessment activity is certainly of interest and considerable importance. It is carried out upfront of the preparation of Model 231 of the Company and made it possible to identify the activities at risk of committing the aforementioned crimes, develop principles and specific behavior protocols and identify the corporate functions most exposed to the risk of committing crimes. The methods of managing financial resources suitable for preventing committing crimes are then identified and consequently, a suitable disciplinary system has been developed to sanction the violation of the measures indicated, in full compliance with national collective bargaining agreements and current legislation (for both shoreside and shipboard employees).

Drawing up the Model, the Company has prepared a dynamic tool that affects company operations and needs constant review and update.

The function of operation supervision, Model compliance and updating, has been assigned to a monocratic Supervisory Body that must guarantee: (i) autonomy and independence, (ii) professionalism, (iii) continuity of action.

We want to emphasise the importance of the information flow from the Company's employees to the Organization, as well as communication and spreading of the Model to the corporate bodies and all Company's employees, and the communication of the present extract to suppliers and third parties having difficulties in reading right now the integral version of the Model.

**The special part** is totally focussed on the various Company's activities on board and on land at risk of committing crimes (in relation to the predicate offences mentioned in the Italian Legislative Decree 231/01), on the protocols that the Company had deemed necessary to prepare for each sensitive activity, as well as on the identification of company functions more exposed to the risk of committing crimes.

The following criminal acts, were deemed relevant for the Company:

- *Crimes related to relations with public administration (art. 24 Legislative Decree 231/01)*
- *Computer crimes and the illegal treatment of data (art. 24 Legislative Decree 231/01)*
- *Crimes related to corruption (art. 25 Legislative Decree 231/01)*
- *Crimes of organised crime and transnational offences (art. 24 –ter Legislative Decree 231/01 and l. 6 march 2006 n. 146)*
- *Corporate crimes (art. 25 – ter Legislative Decree 231/01)*
- *Crimes of manslaughter (art. 589 c.p.) serious injuries or very serious injuries (art. 590 c.p.) committed in violation of regulations of health and safety protection at work (art. 25-septies Legislative Decree 231/01)*
- *Crimes of fencing, money laundering, use of money, goods or utilities of illicit origins, self-laundering (art. 25-octies Legislative Decree 231/01)*

- *Copyright infringement crimes (art. 25-novies Legislative Decree 231/01)*
- *Inducement not to make statements or to make false statements to the Judicial Authority - art. 377-bis c.p. (art. 25-decies Legislative Decree 231/01)*
- *Environmental crimes (art. 25-undecies d.lgs. 231/01).*

The Model has been updated with the following types of crime:

- *Employment of illegal third-country nationals (art. 25 – duodecime Legislative Decree 231/01)*
- *Racism and xenophobia (art. 25- terdecies Legislative Decree 231/01)*
- *Tax crimes (art. 25 - quinquiesdecies Legislative Decree 231/01)*

Supplier selection is a sensitive activity, quite common to all businesses – not only shipping – mainly attributable to corruptive crimes. The specific control protocols, have the aim to use suppliers of goods and services, for both land and shipboard activities, in possession of moral and ethical requirements to prevent the possibility to entertain business relationships with suppliers who have been the recipients of final criminal sentences.

The Company pays special attention to possible behaviours of Public Officials or persons in charge of a public service that attempt to solicit the choice of one supplier instead of another. Relationships with suppliers, when not contractually formalized, must result from supply orders of goods or services. Also, in terms of purchasing management, the Company has a control procedure called “Management of Purchasing Department”.

Relationships with suppliers are a sensitive activity also in relation to crimes of organised crime and transnational offences. The Company in order to avoid committing such crimes, has her own *vendor list*: the Companies that among other requirements, are in compliance with the contribution rules of their employees and collaborators are included in this list.

The Company paid special attention to the crimes of manslaughter, serious injuries or very serious injuries committed in violation of regulations of health and safety at work, believing it is essential for the purpose of prevention and protection a careful and correct application of the Legislative Decree 81/2008 concerning shoreside activities.

Regarding the safe management of ships and in regards to all safety aspects of shipboard activities for the purpose of safeguarding human lives, health, environment and property of others and private, the Company strictly complies with the provisions of all national regulations (Flag Regulations and Legislative Decree 271/99) and international regulations (for example SOLAS and MARPOL); in order to prevent any damage to people and any damage and/or environmental crimes, the Company enforces the SMS Manual drawn up in accordance with the ISM code; the Company implements the “Management manual for the safety of the work environment on board” which is an integral part of the SMS Manual where tools and procedures employed by the Shipowner are listed in order to comply with the provisions of decree 271/99 and with the relevant international standards.

Regarding both crimes of manslaughter, serious injuries or very serious injuries committed in violation of regulations of health and safety at work, and environmental crimes, international codes, Manuals and Procedures implemented by the Company are considered an integral and essential part of the Organization, Management and Control Model of Marittima Etna S.r.l.