

ALHA – CODE OF ETHICS

Background

The Alha Group offers goods handling services for the airport sector. The Group is controlled by CBS Srl (the Holding Company) which, pursuant to its *Organisational, Management and Control Model* under Legislative Decree no. 231 of 8th June 2001 (the Model), adopts - and is bound by - this Code of Ethics.

Following approval of the Model and the Code of Ethics, the Holding Company will ensure the provision of documents are passed on to its controlled Companies to ensure that the ethical and behavioural principles of the documents are adopted by the Alha Group as a whole.

In this Code, each ethical and conduct rule is always based on the underlying prerequisite of unconditional respect for the law. Breaching the law, even when it is thought to be in Alha's interests, is never and under no circumstances tolerated. No rule or part of this document can be considered to be outside this unconditional general condition.

1. General Principles

This Code of Ethics ("the Code") is to be understood as a set of ethical principles with subsequent behavioural rules supplementing and exceeding obligations imposed by the law.

1.1. Ethical Principles Adopted by ALHA

For the Holding Company, the following documents are the ethical foundations of its Code:

- The *Constitution of the Italian Republic*;
- The *Charter of Fundamental Rights of the European Union*;
- The *Universal Declaration of Human Rights of the United Nations*;
- The *Fundamental Conventions of the International Labour Organisation*;
- The *Guidelines for Multinational Enterprises of the OECD*;
- The *2020 Strategy of the European Union*;
- Communications of the European Commission on *Corporate Social Responsibility*, corporate governance and the national guidelines implementing voluntary behaviours on social and entrepreneurial issues;
- The *Guidelines* issued by *Confindustria* (General Confederation of Italian Industry) *to develop organisational, management and control models under Legislative Decree no. 231/2001*.

1.2. Purpose of the Code

The purpose of the Code is to take Company management and professional activities beyond the mere respect for the law by looking for and promoting higher behavioural *standards*. This will avert the risk of behaviours – even if only potential – that might be at the basis of crimes, thus improving the overall organisational set-up.

1.3. Voluntary and Sustainable Commitments

Organisational commitments made by the Alha Group Companies to achieve the objectives of this Code are voluntary and not imposed by law. Consequently, they are sustainable and, therefore, financially affordable, organisationally feasible and long-lasting.

1.4. Mandatory Provisions

People following this Code must abide by its provisions and adopt its rules, irrespective of whether they work in Italy or abroad.

1.5. Training

Every recipient must become familiar with the Code and receive regular training on its content. In the case of Directors, managers and other leaders, an in-depth analysis on the Model as a whole should be offered.

2. Recipients and Ethical Principles

The Code is for people working towards achieving the objectives of the Alha Group Companies that have adopted the Model. More specifically:

- 1) Members of Company committees and boards (Directors, Board of Directors, executive committee, auditors);
- 2) Senior executives;
- 3) Staff (employees and agents);
- 4) Contract workers;
- 5) Consultants, professionals and suppliers of goods and services.

2.1. General Ethical Principles

Pursuant to European and international guidelines on ethics and corporate governance adopted by the Holding Company, the Alha Group follows these general ethical principles:

- 1) Protection of human dignity, integrity and safety of people and workplaces;
- 2) Respect for civil, political and religious rights;
- 3) Respect for private and family life;
- 4) Promotion of equal opportunities;
- 5) Protection of the environment and historical assets;
- 6) Impartiality, propriety and transparency of Company actions, choices and information;
- 7) Confidentiality and protection of privacy and of sensitive information;
- 8) Transparent, exhaustive, comprehensible and regular reporting;
- 9) Proper use of Company assets;
- 10) Entrepreneurial innovation and excellence in services;
- 11) Constructive and transparent relationships with stakeholders.

2.1.1. Protection of Human Dignity, Integrity and Safety of People and Workplaces

Human dignity is the subject of the first article of the *Charter of Fundamental Rights of the European Union* and is at the basis of the *Constitution of the Italian Republic*, the *Universal Declaration of Human Rights of the United Nations* and, together with the safety of people and workplaces, is at the very basis of other documents quoted in this Code.

For this reason, as well as diligent application of rules on health and safety at work, the Alha Group Companies are committed to making those additional, sustainable and non-compulsory improvements that can offer people greater safety and skills. They invite all interested parties to adopt useful practices in this regard without omitting information that could highlight potentially critical situations.

2.1.2. Respect of Civil, Political and Religious Rights

Protection of people's rights, particularly vulnerable people, is at the basis of every commitment made at European, EU and national level.

ALHA Group Companies, to the extent that it is their responsibility and within the scope of their business activities, shall promote respect for civil, political, religious and social rights by reducing or eliminating those practices that can potentially produce or hide violations or restrict these rights.

Every assessment that is unjustifiably influenced by factors that do not have anything to do with merit and skills, such as religion, sex, skin colour, sexual preferences, political or trade union opinions, social status, disability or other factors that are not merely professional is to be considered a breach of the ethical principles promoted by the Alha Group Companies and is therefore subject to sanctions.

2.1.3. Respect of Private and Family Lives

The entrepreneurial nature of an activity does not play down the social role that the Italian Republic and the European Union recognise in each Company. In fact, the Alha Group Companies, while respecting their business objectives, take their employees' personal and family lives into account at the time of organising their activities.

2.1.4. Promotion of Equal Opportunities

Assessment of staff and professional services, although properly made, is not considered to be sufficient to promote equal opportunities. The Alha Group Companies require a written and oral statement removing obstacles, prejudice, discrimination and expect behaviour that is in line with this objective.

2.1.5. Protection of the Environment and Historical Assets

The Alha Group Companies operate by assessing every sustainable implementation to improve the quality of their services in relation to the environmental challenges set by the European Union and in relation to the protection of historical and artistic assets with which they come into contact during their activities.

2.1.6. Impartiality, Propriety and Transparency of Company Actions, Choices and Information

Professional relationships with the Code's recipients, both within the Group and outside it, must be based on rigorous and transparent behaviours. Strategies that are misleading or jeopardise properly performed work are not accepted because they can seriously endanger relationships, personal and Company reputation and can lead to a breach of the law.

Full and timely implementation of Company policy is therefore the first pre-requisite to respect this principle.

2.1.7. Confidentiality and Protection of Privacy and Sensitive Information

By increasing the protection and guarantees offered by the legislation on privacy, each recipient has to be aligned with those processes requiring special attention to data management and sensitive information.

Use of information and data (including their storage or disposal), even though it is legal at the time, can still be risky and make people and Company processes vulnerable. Recipients are therefore requested to make prudent use of information in their possession by keeping it where it can be easily and constantly monitored.

2.1.8. Transparent, Exhaustive, Comprehensible and Regular Reporting

Taking care of content and language used, so that regular reporting to shareholders and the outside world is clear, truthful and exhaustive, is one of the main duties of the Directors of the Group and recipients in general.

Furthermore, abidance by two voluntary recommendations made by the European Commission is requested. The first recommendation relates to the "three-fold approach" asking Companies for not only financial but also social and environmental reporting.

In this sense, the Group will promote in the near future this type of reporting in ways it considers most appropriate. The European "comply or explain" principle will be adopted whenever previously made commitments cannot be kept.

2.1.9. Proper Use of Company Assets

In order to strengthen the provisions of law on money laundering, corruption, malfeasance in office and related crimes, the Alha Group Companies shall pay particular attention to the provenance of assets that have been acquired and their use.

Each recipient is asked to ensure that the assets come from regular commercial channels and that there is no suspicion of illegal activity related to their manufacturing, marketing, purchase and use.

2.1.10. Entrepreneurial Innovation and Excellence in Services

The services offered by the Alha Group are complex, require a high level of specialisation and advanced safety procedures and are continuously updated. People working for the Alha Group are therefore constantly proactive in improving the quality of services and technologies that are being used. The main approach of the Group includes, first and foremost, the exchange of good practices and timely technical adjustments to adopt innovative solutions.

2.1.11. Constructive and Transparent Relationships with Stakeholders

Within Company relationships, stakeholders are privileged interlocutors, particularly if they are involved in trade unions.

The Group intends to build stable, long-lasting and fruitful relationships with those who share – in different roles – the positive results of the Group.

Stakeholders include representatives of trade unions, customers, local communities, cooperatives, other types of contract workers, associations (such as consumer, environmental and animal associations and those working on individual rights) and institutions looking after the welfare of communities, shareholders and debenture holders.

3. Recipients' Rules of Conduct

Rules of conduct listed below relate to the application of ethical principles but do not exhaust obligations and duties that might arise from circumstances that are not provided for by this Code.

3.1. Rules of Conduct

Recipients must follow Company procedures and, to do so, they have to comply with the following general rules of conduct.

3.1.1. Work Environment

Recipients must contribute to a safe professional environment that takes people's sensitivities into account. Therefore, the following behaviours are deemed to jeopardise this objective and are subject to sanctions:

- 1) Working under the influence of alcohol, drugs or substances producing the same effects;
- 2) Using or distributing drugs at work;
- 3) Storing on personal electronic devices kept in premises, warehouses, auxiliary buildings or any other place that can be attributed to the Alha Group:
 - a) Pornographic material of any type;
 - b) Propaganda material related to political, religious or other type of organisations exalting values or actions openly clashing with the individual rights laid down by the United Nations, the European Union and the Italian Republic;
 - c) Material that has not been obtained in compliance with the laws of intellectual property rights, privacy, industrial secret and state secret;

- d) Material that has been smuggled or is of illegal or unknown provenance that could jeopardise health and safety;
- e) Sensitive material or information whose use and possession has definitely not been authorised.

In general, documents, work tools, plants, equipment and any other good or asset, whether tangible or intangible, belonging to the Alha Group Companies or in transit have to be used only for Company purposes by adopting the safety procedures that have been specifically laid down. They cannot be used for personal purposes nor can they be illegally transferred or put at the disposal of third parties. They must be used, stored and kept in accordance with procedures and with the same diligence as if they were personal property.

3.1.2. People Management

Assessment and changes of personal profiles have to be traceable, documented and codified.

In the case of new staff and new positions, assessments should be performed by comparing various candidates bearing in mind Company requirements.

The decision-making process should not be interfered with nor should it suffer because of nepotism. It must also be devoid of conflicts of interest.

One of the objectives of the Alha Group is to offer everybody balanced professional relationships based on suitable tasks. These relationships have to be evaluated according to merit criteria. People representing the Alha Group have to supply services efficiently and courteously, even at difficult times, within the limitations of contractual provisions.

In order to safeguard the Group and worthy colleagues, professional conduct not in line with assigned tasks as well as punishable unethical behaviour will be negatively viewed.

Under no circumstances can a professional environment promoting reprehensible behaviour be tolerated or encouraged. Examples of reprehensible behaviour are:

- 1) Authoritarian, disrespectful, rude and misleading behaviour towards colleagues or one's own staff (or staff about to be hired);
- 2) Condoning intimidating and hostile behaviour towards a single employee or a group of workers;
- 3) Allowing sexual or other similar types of comments.

3.1.3. Sponsorships, Donations and Gifts

No gift (or similar) can be accepted if it can be construed to be exceeding normal commercial practice or normal acts of courtesy and is clearly aimed at obtaining favourable treatment in relation to any activity that can be linked to the Alha Group. Gifts that fall under this category and that for contingent reasons cannot be given back will have to be documented and handed over to the Company.

Acts of courtesy and gifts to representatives of the Public Administration or public officials are allowed as long as their value is modest and can be considered typical in relation to the circumstances. The form and modality of such acts of courtesy and/or gifts must, however, be such that they do not jeopardise the integrity and reputation of the Alha Group nor can they influence recipients' independent judgement.

3.1.4. Relationships with the Public Administration, Tenders and Contracts

In order to avert the risk of illegal activities and draw attention to behaviours that can, even potentially, lead to breaching the laws regulating relationships with the Public Administration and Alha Group' services, recipients, whether directly or indirectly through a third party, must not promise, reciprocate, accept (even as a promise) money, gifts or other goods or benefits in any form that can be used to put pressure on them or pave the way for illicit requests.

The choice of suppliers and consultants is governed by internal processes, tenders, technical and economic assessments that are based on quality, the technical features of the offers, the underlying skills and the financial benefits justified by Company requirements.

In the case of choices and operations not included in standard procedures, adequate motivation and prompt reporting to the Supervisory Body (*Organo di Vigilanza*) are required.

3.1.5. Accounting, Financial and Budget Management

When drafting accounting and budget-related documents, anything that is not clear and any operation that might potentially lead to a breach of provisions of law, codes and existing accounting principles must be reported.

Technical and accounting choices that can weaken barriers against the risk of illegal activities concerning capital, assets, rights of parties and corporate communication should be paid close attention to. Clear, truthful and transparent presentation of assets and finances is the main objective to be met by employees in charge of financial management and administrative reporting.

3.1.6. Reports of violations

In order to create a social and legal conscience, and in order to implement the Model, Alha Group, through the Supervisory Body, protects the identity of those who report illicit or violations of the Code, also protecting them from any retaliation either direct or indirect discrimination. Confidentiality about the identity of the reporter and its protection is regulated by law.

The violation of the reporting protection measures is punished, as well as the abuse of the reporting procedure and the cases of unsubstantiated reports for malice or gross negligence

3.2. Additional Rules of Conduct for Members of the Board of Directors and Executive Committee, Auditors and Managers

In the interests of proper and healthy management of the Alha Group, Directors, Auditors and Managers of the Alha Group Companies are asked to act in line with their professional duties with due independence from external interests in order to attain the purposes and objectives outlined by the owners at their respective meetings.

Therefore, they are asked to:

- 1) be – with their behaviour – an example of abidance of Company procedures, the Model and this Code;
- 2) promote organisational improvements, safety, staff training, technological progress and sustainability of Company processes in compliance with Company and shareholders' guidelines;
- 3) ensure clear, truthful, verifiable and appropriate communication with interlocutors;
- 4) assess the relationship between the professional efficiency of each employee and their remuneration so that the Company is not burdened with financial commitments that do not match professional skills, and individuals do not have to deal with poorly remunerated workload;
- 5) communicate and specify instances where there might be a clash between personal and Company interests;
- 6) guarantee efficient and effective assignment of powers and responsibilities ensuring traceability of every decision-making process;
- 7) make one's reports aware of the importance of using Company tools;
- 8) adopt precautions with suppliers, especially if they operate in countries that do not comply with the legislative standards of the European Union;
- 9) adopt corrective measures immediately in case of variances (or non-application) of provisions contained in the Model and this Code;
- 10) guarantee - where there is knowledge - the protection and confidentiality of any whistleblower or Code violation, ensuring the exclusion of any kind of retaliation (direct or indirect) towards the same
- 11) ensure the lack of any type of pressure on anybody who has to give statements to the Supervisory Body, the Company committees and boards and judicial authorities.

4. Sanctions and the Supervisory Body

The Supervisory Body will be in charge of checking that this Code is implemented and complied with.

4.1. Appointment and General Features of the Supervisory Body

The Supervisory Body is appointed by the Holding Company following adoption of the independence and professional criteria outlined in the Model. Details related to the appointment and running of the Supervisory Body can be laid down in a special appointment protocol.

4.2. Membership and Term of the Supervisory Body

The Supervisory Body can have one or more members. There will be no less than 1 member and no more than 5 members who will serve for 3 years.

At the time of the appointment, the Holding Company will have to name the Chairman/Chairwoman of the Supervisory Body who will be in charge of coordinating it. More specifically s/he will:

1. Call and chair the meetings of the Supervisory Body;
2. Coordinate its activities;
3. Be in charge of external relationships;
4. Sign the Supervisory Body's official documents and its correspondence;
5. Authorise the publication or dissemination of documentation;
6. Attend the Group's coordinating meetings and be invited as observer to the meetings of the Board of Directors and the Shareholders' Meetings;
7. Be able to delegate his/her functions.

4.3. Functions of the Supervisory Body

The Supervisory Body will monitor the actual adoption of the Model and the Code of Ethics by the Holding Company and its controlled Companies.

Checks by the Supervisory Body on the proper application of the Model and compliance with the Code will be performed regularly and can be coordinated with other Company functions.

The Supervisory Body will also be in charge of reviewing compliance with the Model, any variance from its provisions, or areas where it has not been implemented. It is also in charge of initiatives aimed at training recipients of the Code of Ethics, its communication and dissemination.

In brief, the Supervisory Body monitors:

- A. Compliance with the provisions contained in the Model, the Code of Ethics and related documents by recipients and will take any corrective measure;
- B. On the protection of the reporters, both in terms of confidentiality, and verifying the absence of acts of retaliation or discriminatory towards the reporting person and, more generally, for a timely and non-abusive use of the reporting tool
- C. Real effectiveness and efficacy of the provisions laid down in the Model and the Code of Ethics to prevent any crime;
- D. Whether to update the Model or the Code of Ethics when new circumstances arise or when there is clear inaction and lack of activity.

The Supervisory Body can also bring together the monitoring activities of the Group Companies as well as departments in charge of drafting procedures (such as the Quality Office) and set up a single **Monitoring Committee** that will regularly review the state of the Model and the actions to be taken.

4.4. Powers of the Supervisory Body

The Supervisory Body enjoys autonomous and wide inspection powers conferred by a resolution of the Holding Company. These powers are acknowledged and renewed by the Group's individual Companies by adopting the Model itself.

In general, the powers of the Supervisory Body can be summarised as follows:

- Free access, without any prior consent from Company committees and boards, to all Company functions, existing documentation and Company premises;
- Requesting and acquiring all data and information it deems to be important;
- Directors, managers and other executives as well as every recipient must do their utmost and cooperate with the Supervisory Body when it carries out its inspection functions. They will also be required to cooperate in taking those actions aimed at re-establishing compliance with the Model.

The Supervisory Body has independent resources governed by the Model on the basis of special organisational procedures

4.5. Reporting, Information Management and Confidentiality

Every year, the Supervisory Body shall present to the Shareholders' Meeting, the Directors and the Board of Auditors the programmes summarising the work that has been carried out and outlining the following year's plan of activities. The Supervisory Body shall update the committees and boards of the Holding Company and the Companies that have to comply with the Model on the state of its activities, any anomaly, measures that have been taken and actual breaches, on the received reports.

Members of the Supervisory Body shall ensure transparency, promptness and accuracy of the information they disseminate. Furthermore, they shall ensure the confidentiality of information they hold, particularly if it relates to reports they might receive on alleged breaches of the Model and the Code of Ethics.

All information held by members of the Supervisory Body shall be treated pursuant to existing legislation. If they become aware of a crime, they must report it immediately to the competent authorities in accordance with legal obligations.

Every information, report and alert arising from activities carried out by the Supervisory Body shall be kept in a specific electronic or paper file that can only be consulted by its members. The identity of the reporting people – according to the Model, the indications and obligations of the law - it is protected and confidential, not disclosed to other corporate bodies or functions or outside the Group.

Members of the Supervisory Body shall abstain from receiving and using confidential information for purposes other than those related to their functions.

4.6. Disciplinary Sanctions

The Supervisory Body has the power to verify breaches of the Code of Ethics. However, the Human Resources Department of the Company involved shall be in charge of disciplinary procedures and sanctions. The HR Department shall act in line with the Company disciplinary policy on the basis of contractual, trade union and legal provisions as well as the clauses of the Model. It will also impose disciplinary actions in accordance with the proportionality criterion laid down in Article 2106 of the Italian Civil Code taking into account the objective seriousness of the fact that led to the breach, the degree of guilt, any repetition of the same behaviour as well as the intention behind the behaviour itself.

Applying the disciplinary policy and issuing sanctions are independent of the way criminal proceedings, started by the judicial authorities, are carried out and their outcome. The Company in question can, however, recoup its losses for damage and/or liability that can arise from employees' behaviour in breach of the Model and the Code of Ethics.

The Supervisory Body shall be involved in disciplinary procedures, the reporting procedures as well as verification of breaches and issuance of sanctions. Therefore, a disciplinary measure cannot be filed nor can a disciplinary sanction be issued for breaching the Code of Ethics without first informing the Supervisory Body.

For consultants, suppliers and contract workers, contractual provisions will lay down what is required by the individual Group Company involved in this work relationship. In these instances too, the Code of Ethics will be the reference document on behaviours requested by the Group and its Companies.

4.7. Final Rules

The Code of Ethics, with the disciplinary policy, is formally binding for all employees. Under Article 7, paragraph 1 of Law 300/1970, it will be displayed "*by affixing it in a place that is accessible to everybody*". It shall also be published on the website of the Alha Group and/or distributed to all recipients under contract so that they are aware of it.
