

A.S. ROMA S. R. L.

Model of organization, management and control
Pursuant to Legislative Decree No. 231 of June 8,
2001.

CODE OF ETHICS.

Annex 1



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1. The aims of the Code of Ethics of AS ROMA

A.S. Roma S. r. l. (hereinafter also referred to as "AS ROMA" or "Company") is a professional soccer club with a well-established tradition at national and international level.

The primary requirement of the Society is to ensure in the scope of its activities, both in sports and business, the absolute legitimacy and transparency of its operations.

With this in mind, AS ROMA has adopted this Code of Ethics (hereinafter, also only "Code of Ethics" or "Code"), the purpose of which is to illustrate the ethical and behavioral principles to which the Company recognizes fundamental value in the performance of all activities.

This Code constitutes an integral part of the "Organization, Management and Control Model" adopted by the Company pursuant to Legislative Decree No. 231/2001 as well as the "Organizational and Management Model for the prevention of sports offenses" adopted pursuant to Article 7 of the Statute of the Federazione Italiana Giuoco Calcio (hereinafter, also only "FIGC") and Article 13 of the FIGC Code of Sports Justice (both of the above models are hereinafter jointly referred to as "Organizational Models").

The principles and values expressed in the Code of Ethics of AS ROMA are an extension and completion of the principles and values expressed in the Code of Ethics adopted by the Friedkin Group INC ("Code of business conduct"), which the Company is inspired by in the conduct of its business.

2. Structure and recipients of the Code of Ethics

This Code is composed of two sections: in the first, the ethical and behavioral principles of reference for AS ROMA are illustrated; in the second, the control principals set up by AS ROMA to verify compliance with the Code of Ethics are indicated.

The ethical and behavioral principles outlined in the Code of Ethics apply to all company activities and must be respected by all those who act in the name and/or on behalf of AS ROMA, including, but not limited to, directors, auditors, employees, athletes and registered personnel (hereinafter, also only 'Registered members'), technical and medical staff, consultants and suppliers (hereinafter, collectively referred to as 'Recipients').



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All Recipients are required to observe and, to the extent of their competence, enforce the principles contained in the Code of Ethics, which also applies to the Company's activities abroad.

Any requests for clarification regarding the interpretation or application of the Code of Ethics may be addressed to the Supervisory Body (hereinafter also "SB") of AS ROMA, which may be contacted, in writing, according to the following dedicated channels:

- a) PEC to the mailbox odvasroma@legalmail.it, reserved for the Supervisory Board and only accessible by it;
- b) e-mail to the mailbox odv@asroma.it, reserved for the Supervisory Board and only accessible by it;
- c) traditional mail to the following address: **Supervisory Body, at AS ROMA S. r. l., Piazzale Dino Viola No. 1, 00128 Rome**

In contractual relations with the external parties referred to in the article, AS ROMA requires the counterparty's acknowledgement and acceptance of this Code of Ethics unless the counterparty has its own code of ethics, in which case AS ROMA and the counterparty will mutually acknowledge that they have read each other's codes of conduct provided that the principles contained in the counterparty's Code of Ethics are compatible with those of AS ROMA itself.

Counterparties must behave in accordance with the principles contained in the Code of Ethics and Organizational Models referred to above. Any violations of the Code of Ethics and the Organizational Models may be considered as a serious breach of the duties of fairness and good faith in the execution of the contract with AS ROMA, grounds for injury to the fiduciary relationship and just cause for termination of the contract itself.

3. Approval, updating and dissemination of the Code of Ethics

The Code of Ethics has been approved by the Company's Board of Directors, which also takes care of updating it.

It is made available to all Recipients by delivery of hard copy or electronically or otherwise by posting on the Company's intranet and website.



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SECTION I

AS ROMA'S GUIDING ETHICAL PRINCIPLES

All Recipients must conduct themselves in accordance with the principles set forth in this Section.

Under no circumstances does the claim of acting in the interests of AS ROMA justify the adoption of conduct contrary to those set forth in the Code.

Compliance with the rules of the Code must, in particular, be considered an essential part of the contractual obligations of the Company's employees pursuant to and in accordance with the provisions of Article 2104 et seq. of the Civil Code.

Violation of the rules of the Code of Ethics damages the relationship of trust established with the Company and may lead to disciplinary action and compensation for damages, without prejudice, for employees, to compliance with the procedures set forth in Article 7 of Law No. 300 of May 20, 1970 (so-called Workers' Statute) and collective bargaining agreements.

1. Compliance with laws

In the context of all activities carried out in the name and/or on behalf of AS ROMA, it is necessary to ensure constant and full compliance with current national, EU and international regulations.

With this in mind, it is also necessary to ensure compliance with the sports regulations, including with regard to the rules, including those of a regulatory and deontological nature, of the Serie A Football League, the FIGC, UEFA and FIFA.

It is absolutely forbidden to engage in conduct, including omissions, that may constitute the crimes referred to in Legislative Decree No. 231/2001 and/or the sports offenses provided for in the Code of Sports Justice.



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Under no circumstances may the claim of acting in the interest or to the advantage of the Company justify conduct that does not comply with current regulations or the Organizational Models.

2. Probity and fairness

Recipients must conform their conduct to the principles of probity and fairness, carrying out their activities responsibly, honestly, diligently and with good judgment, in compliance with company procedures and Organizational Models.

Recipients are prohibited from acting in situations that may be potentially harmful to the Company or otherwise in actual or even potential conflict of interest with the Company.

In this regard, it should be noted that a "conflict of interest" arises when personal interests or activities actually or potentially affect the ability to operate in the total interest of the Company. Any form of collaboration that conflicts with the responsibilities assumed towards the Company must, therefore, be avoided.

By way of example and not limitation, the following situations may result in a conflict of interest:

- Hold a top management position (chief executive officer, director, department head) or otherwise have economic interests with suppliers or customers (possession of stocks or shares, professional assignments, etc.), including through family members;
- perform, even through a family member, work or consultancy activities with a supplier of AS ROMA and manage, on behalf of the Company, business relations with the same supplier;
- accepting, for oneself or others (e.g., a family member) money or other benefits (e.g., employment opportunities or sale of goods at particularly advantageous prices) from individuals who are or intend to enter into business relationships with AS ROMA;
- Carrying out, including through a family member, work or consultancy activities with a sports agent and managing relations, on behalf of the Company, with the same agent;



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- To carry out consultancy or intermediation activities for AS ROMA and to have economic interests with Tesserati of the Company for whom the aforementioned consultancy and/or intermediation activity has been carried out.

Recipients must avoid situations in which conflicts of interest may arise and refrain from taking advantage of themselves or third parties with respect to business opportunities of which they may have become aware in the course of performing their duties.

It is also forbidden, where not expressly authorized, for the Company's executives, members and card-carrying members to engage in any activity pertaining to the transfer, assignment of contracts and enrollment of players and coaches except in the exclusive interest of the Company and in full compliance with applicable sports regulations.

In dealings with professional sportsmen and sportswomen referred to in Art. 2 Law No. 91 of March 23, 1981, as well as with players' brokers or agents, it is forbidden to enter into contracts that are not permitted by current sports rules and/or to pay compensation, bonuses or allowances that are not justified or in violation of those rules.

If a situation of conflict of interest, even if only potential, arises, Recipients are obliged to inform their hierarchical contact and refrain from carrying out the transaction in the absence of written authorization from the latter.

3. Impartiality, integrity and fair competition

In the context of the activities carried out in the name and/or on behalf of AS ROMA, it is necessary to ensure behavior marked by the principles of impartiality and integrity, evaluating things objectively and acting with honesty and rectitude.

The Recipients, in the actions or operations carried out in the name of and/or on behalf of the Company, must operate with diligence, responsibility and professionalism, making the best use of the tools and time available to them and assuming, according to their role, the responsibilities related to their actions or omissions.



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AS ROMA also recognizes the importance of imbuing the initiatives carried out in the name and/or on behalf of the Company with respect for the rules of fair competition, which it considers to be a fundamental and indispensable value in the context of its activity.

On this principle of fair competition must also be hinged all sporting activity and the behavior of individual members in the management of relations between them and the various components of the national and international football organization.

4. Transparency

AS ROMA considers it its duty and interest to provide customers, members, suppliers, financial institutions, sports bodies and, in general, third parties with complete, transparent, understandable and accurate information, in compliance with current regulations.

With this in mind, the following principles should be ensured:

- a) every operation and transaction must be legitimate, consistent and congruous;
- b) in all cases where possible, actions and operations must have an adequate record and it must be possible to verify the relevant decision-making, authorization and implementation process;
- c) in all cases where possible, there must be adequate documentary support for each transaction in order to be able, at any time, to carry out checks that attest to the characteristics and reasons for the transaction;
- d) the documents must be drafted in clear, objective and comprehensive language, including for the purpose of enabling the required checks and controls.

5. Protection of individual personality and the management of human resources

Human resources constitute the main factor on which corporate development is based. The management of human resources is based on respect for the personality and professionalism of each of them, in line with the provisions of the laws regulating labor relations and any other applicable regulations and ethical principles.

AS ROMA is aware that the high professionalism of its human resources and their dedication to the Company are essential and determining factors for the pursuit of the



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company's objectives and is committed to ensuring that, within it, there is a serene working environment in which everyone can work in compliance with the laws, principles and shared ethical values.

AS ROMA offers all resources equal employment opportunities, making sure that everyone can enjoy fair treatment, based on merit criteria, disallowing and repudiating any discrimination based on gender, sexual orientation, ethnicity, nationality, religion, personal and political opinions, age and health status.

In this sense, the Company safeguards workers from acts of psychological violence, and counteracts any attitude or behavior that is discriminatory or harmful to the person. Harassment of any kind is not allowed, and behavior and speech that may disturb a person's sensibilities must be avoided. Forms of exploitation, harassment, bullying, isolation for personal and/or work-related reasons are not tolerated.

AS ROMA also repudiates any phenomenon of prostitution, pornography and sex tourism, including child sex tourism.

Any employee or collaborator of AS ROMA who believes he or she has been subjected to harassment or has been discriminated against for reasons related to age, sex, sexual orientation, race, state of health, nationality, political opinions, and religion, etc. may report the incident to the Supervisory Body, which will assess the actual violation of the Code of Ethics, taking the necessary and appropriate determinations, as indicated in Article 5 of Section II, below.

AS ROMA will not apply any disciplinary or contractual sanctions against human resources or other collaborators who have legitimately refused a work service unduly requested from them by any person related to the Company. AS ROMA protects those who in good faith and in a circumstantial manner report such situations, as better specified in Article 5 of Section II, below.

AS ROMA repudiates "undeclared work" and child and child labor, as well as any other conduct that offends the individual personality or exploitation of labor and/or the state of need of workers. In this regard, it constitutes a precise commitment of the Company to comply with all current regulations regarding wages and working hours.



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Every employment and collaboration relationship is established by regular contract. Human resources are properly and fully informed of the rights, duties and obligations arising from the contract.

Moreover, the use, for any reason whatsoever, of resources and collaborators without a regular and valid residence permit is prohibited. With this in mind, it constitutes a precise commitment on the part of the Company to verify, at the time of hiring and during the course of the entire working relationship, that workers from third countries are in order with their residence permits and, in the event of their expiration, have renewed them.

Professional sportsmen and women referred to in Article 2 of Law No. 91 of March 23, 1981 are hired in compliance with the requirements therein and in accordance with federal regulations and applicable collective agreements.

In addition to the above, the acquisition and evaluation of registered members shall be carried out taking into account the investment policy and the amount of payroll envisaged by the Company for each sports season when establishing the budget.

AS ROMA condemns all forms of recommendation and patronage. The selection of human resources is carried out on the basis of the correspondence of the candidates' profiles and their skills to the highest technical professionalism and the greatest tension towards compliance with the ethical principles required by the Company.

Recognition of salary increases or other incentive tools and access to higher roles or positions are linked, in addition to the rules established by law or by collective bargaining agreement, to the individual merits of personnel, including, in particular, the ability to achieve the company's objectives with behaviors and organizational skills marked by the Company's ethical principles of reference, set forth in this Code.

The Company is committed to ensuring that in its business organization, the annual goals set are such that they do not induce unlawful behavior and are instead focused on a possible, specific, concrete, measurable result and related to the expected time for its achievement.



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AS ROMA recognizes training as an indispensable value for increasing staff skills and business value, ensuring the creation of opportunities for professional development and growth through coaching, training and appropriate training tools.

6. Repudiation of criminal organizations

AS ROMA repudiates any form of criminal organization (in particular, mafia-type associations), of a national and transnational nature, and to this end undertakes not to establish any relationship of a working, collaborative or commercial nature with subjects - whether individuals or legal entities - directly or indirectly involved in criminal organizations or, in any case, linked by ties of kinship and/or affinity with exponents of known criminal organizations, just as it does not finance or, in any case, facilitate any activity referable to such organizations.

The Company takes the necessary measures to prevent the danger of its own or its employees/collaborators' involvement - in relations as well as activities entertained in any capacity and in any manner, even in the form of mere assistance and aid, with such organizations.

7. Repudiation of slavery and human trafficking

Modern slavery is a crime and a violation of basic human rights. It takes different forms, such as slavery, forced and compulsory labor, and human trafficking, all of which have in common the deprivation of a person's freedom by another individual in order to exploit him or her for personal or commercial gain.

AS ROMA rejects, opposes and sanctions all forms of modern slavery and prohibits the use of forced or compulsory labor, as well as the employment of labor that is held in a state of slavery and servitude, whether adult or minor.

AS ROMA expects the same standards of protection from all suppliers, licensees, partners and other contractual counterparts.



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8. Repudiation of all forms of violence, terrorism and discrimination

AS ROMA rejects, opposes, and sanctions all forms of violence, terrorism, and discrimination, Recipients being forbidden to engage in conduct that conflicts with the principles of the Company.

AS ROMA expects the same standards of protection from all suppliers, licensees, partners and other contractual counterparts.

9. Fair play and sports loyalty

AS ROMA recognizes the primary importance of the values of fair play and sports loyalty, with the aim of ensuring the transparency and fairness of the work of its personnel and Tesserati participating in sports competitions.

In this regard, the Recipients, including Cardholders, must refrain from engaging in conduct contrary to the spirit of sports loyalty or otherwise to the sporting order, being absolutely, by way of example and also through third parties:

- The performance of acts aimed at altering the conduct or outcome of sports competitions;
- The making or receiving of bets involving sports competitions organized within the framework of FIFA, UEFA and the FIGC;
- the offer, even indirectly, of money or other benefits, including non-pecuniary benefits, to directors, managers or members of other football clubs, with the aim of altering the result of sports competitions or aimed at favoring or conditioning the conclusion of player transfer agreements or memberships.

10. Occupational health and safety

Health, safety and the environment are three major values that underpin the Company's business philosophy. These concepts are referred to in the Health, Safety and Environment Policy, a document that identifies the principles through which the company intends to pursue its goals.

The Company is committed to ensuring safety in its activities and business operations through the adoption of policies, procedures and operational actions aimed at reducing



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safety & security risks and managing crisis situations. The measures undertaken are aimed at minimizing the impact and likelihood of occurrence of events that may cause, even potentially or incidentally, direct or indirect damage to people and property - tangible and intangible - of the Company and stakeholders.

The Company takes such measures in full compliance with applicable national and international norms as well as human rights and the highest reference standards.

With regard to occupational health and safety, decisions of all types and at all levels are made and implemented based on the following fundamental principles and criteria:

- risk avoidance;
- Assess risks that cannot be avoided;
- Combat risks at the source;
- adapt work to man, particularly in the design of workplaces and the choice of work equipment and work and production methods, especially to mitigate monotonous and repetitive work and to reduce the health effects of such work;
- Take into account the degree to which the technique has evolved;
- Replace what is dangerous with what is not dangerous or is less dangerous;
- planning prevention, aiming for a coherent whole that integrates in it technique, work organization, working conditions, social relations and the influence of factors in the work environment;
- Give collective protective measures priority over individual protective measures;
- Give appropriate instructions to workers.

These principles are used by the Company to take the necessary measures for the protection of the safety and health of workers (and third parties who legitimately come into the same situation of exposure as the worker), including risk prevention, information and training activities, as well as the provision of necessary organization and means.

It is, moreover, necessary for the Recipients to pay attention to their own health and safety and that of other people in the workplace, and to contribute, within the limits of their duties and responsibilities, to the fulfillment of the obligations provided for the protection of health and safety in the workplace, having to, in particular:



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- Ensure compliance with the provisions and instructions issued by the employer, managers and supervisors for the purpose of collective and individual protection;
- Use the protective equipment made available according to the instructions given by the employer;
- Use work equipment and, in general, safety equipment appropriately;
- Provide for the timely reporting, to the appropriate parties according to internal procedures, of any malfunctions or inconveniences of the adopted means of protection and safety devices, as well as any hazardous conditions of which they become aware;
- Participate in training and education programs organized by the employer of work;
- Undergo health checks required by current regulations or otherwise ordered by the competent physician.

AS ROMA prohibits serving under the influence of alcohol and/or drugs or consuming or disposing of such substances in any capacity during or on the occasion of employment.

Resources who attend events representing the Company where alcohol is served must consume it responsibly, in compliance with relevant regulations.

11. Health of Registered Athletes and Anti-Doping

AS ROMA recognizes as fundamental the protection of the health of its athletes who are members of the first team and the different teams of the Youth Sector.

AS ROMA bases all its sports activities on the correct use and administration of drugs, in compliance with current national and international doping regulations, and firmly repudiates the use of any substance contrary to anti-doping regulations.

AS ROMA evaluates with extreme care the respect of these principles by each of its Members, considering it a qualifying and essential element of the relationship between the same and the Company. Respect for this principle is also an essential condition of the affiliation relationship between AS ROMA and the soccer schools, which will be automatically terminated in the presence of a violation of the aforementioned principles.



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12. Protection and enhancement of the youth sector

It constitutes a primary value for the Society to promote positive values in youth sports, knowing that good example to young people is the most immediate form of education in mutual respect.

To this end, Recipients, and in particular those working in the youth sector, are required to comply with the principles, obligations and prohibitions set forth in this Code.

Youth sector activities are organized in such a way that:

- those in charge of the sector (educators, managers, coaches, technicians, doctors, etc.) have suitable professionalism and constantly supervise the minors entrusted to the Company, preventing them from being left unsupervised;
- relations with the boys are conducted in an unimpeachable manner from the standpoint of moral propriety, no form of abuse, either psychological or physical, being tolerated;
- the sporting and competitive commitment required, in relation to age, is appropriate to the physical condition and level of preparation achieved;
- the guidance and education of young people are conducted in accordance with models that value ethical and moral principles in general and fair play in sports in particular, fostering the individual growth of each player and preventing boys from accruing expectations disproportionate to their possibilities.

13. Proper use of computer systems

AS ROMA aims to use computer and/or telematic services correctly, in accordance with the regulations in force and in such a way as to guarantee the integrity and genuineness of the data processed, protecting the interests of the Company and third parties, with particular reference to Public Authorities and Institutions.

To this end, the Company undertakes to adopt all appropriate measures to ensure that access to telematic and computerized data takes place with the utmost respect for the regulations in force and the privacy of the subjects that may be involved, as well as in such a way as to ensure the confidentiality of the information and to ensure that its processing is carried out by subjects expressly authorized to do so, so as to prevent undue intrusions.



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14. Protection of industrial and intellectual property rights

AS ROMA operates in full compliance with current legislation on the protection of trademarks, patents and other distinctive signs as well as copyright.

15. External communications

AS ROMA's communications to the outside world must be marked by respect for the right to information and the principles of clarity and transparency; in no case, and without exception, is it permitted to divulge false or tendentious news or comments, as well as confidential news, and news relating to the personal sphere of each Recipient, including news relating to the health status, injuries and recovery times of each Card-carrying member.

All communication activities must comply with the relevant regulations, both federal and civil law, with respect to AS ROMA's own status as a listed company, the Internal Dealing Regulations, the Company's internal policies and professional conduct practices.

Particular attention must be paid to the management of so-called Confidential Information, i.e. information, news, data and documents that are not in the public domain and which, if made public, could significantly influence the price of the financial instruments issued or have an impact on the activities of AS ROMA.

16. Accounting management

Accounting management is generally based on the principles of clarity, truthfulness, fairness, completeness, adequacy and transparency and is carried out in full compliance with relevant regulations.

AS ROMA employees involved in the preparation of financial statements and other accounting documents must comply with the fundamental and general principles set forth in the Civil Code and national and international accounting standards and may not act in cases of conflict of interest.

All operating events must be adequately documented and provide an accounting representation that accurately reflects the nature and substance of each transaction, in



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accordance with legal and regulatory requirements, including for the purpose of enabling verification of the process of decision-making and authorization of those transactions. With this in mind, the documentation must be easily traceable and ordered according to logical criteria.

Each person, when requested, is required to cooperate, within the scope of the activities performed, in carrying out the activities of control and review of the accounting process legally attributed to corporate bodies, auditors or Supervisory and Control Authorities specifically provided for by law, and by federal regulations so that truthful, correct, complete and transparent information is rendered to these subjects.

17. Tax compliance management

AS ROMA and all of its employees shall refrain from engaging in activities and conduct aimed at pursuing purposes of evasion of income or value-added taxes, or other taxes in general, as well as customs and border duties (see *below*, para. 32), either in the interest or advantage of the Company or in the interest or advantage of third parties.

Also for the purposes of tax transparency and fairness, the Company and the Recipients (each within the scope of their assigned role and in compliance with regulations, internal and external):

- do not introduce fictitious taxable items, using invoices or other documents for non-existent transactions (subjectively or objectively), in declarations relating to said taxes and in their preparation;
- check that the invoices and accounting documents received refer to services actually performed by the issuer and actually received by the Company;
- do not record in mandatory accounting records, or hold for evidence against the tax authorities, invoices or other documents for non-existent transactions;
- Verify the regular application of value-added tax;
- refrain from engaging in simulated transactions, objectively or subjectively, as well as from using false documents or other fraudulent means capable of hindering the assessment and misleading the tax authorities;
- refrain from reporting in income tax or value-added tax returns assets in an amount less than the actual amount or fictitious liability items or fictitious credits and deductions;



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- refrain from issuing or issuing invoices or other documents for non-existent transactions in order to enable third parties to evade income or value-added taxes;
- shall refrain from concealing or destroying all or part of accounting records, or documents required to be kept, in such a way that income or turnover cannot be reconstructed, for the purpose of evading income tax or value-added tax, or to allow third parties to evade them;
- refrain from simulously alienating or performing other fraudulent acts on their own or others' property suitable for rendering ineffective, in whole or in part, the procedure of compulsory collection by the Tax Administration, with the purpose of evading the payment of income or value-added taxes or interest or administrative penalties relating to such taxes.

Personnel who become aware of omissions, errors, falsifications and violations of tax regulations must promptly inform their supervisor and the Supervisory Board.

18. Protection of the reputation of AS ROMA

AS ROMA considers its image and reputation to be values that must be, as a common heritage, protected and developed also through the full dissemination, sharing and observance of the ethical principles of loyalty, sports fairness and behavior contained in this Code.

The Recipients must, therefore, refrain from any behavior, whether in public or in private, that may harm the image and reputation of the Company, and work to ensure respect for it, this also on all occasions when the Recipients participate in competitions with their respective national teams.

19. Privacy protection

The privacy of Recipients is safeguarded by adopting appropriate standards of protection according to technological and interrelated needs. In addition, the Company conforms to and complies with the obligations under applicable European and national regulations for the processing of personal data. To this end, the Company has adopted precise organizational and security measures regarding the processing of personal data, appointing



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Data Processors and Data Trustees for each area of AS ROMA's activity, issuing specific written instructions.

Any investigation into the ideas, preferences, personal tastes and, more generally, the private life of personnel is precluded. These standards expressly provide for the prohibition, subject to the specific hypotheses provided for by law, of communicating and/or disseminating personal data without the prior consent of the person concerned and establish the rules for the control, by each Recipient of the standards protecting privacy.

Access to personal information is permitted at any time and at the request of the person concerned, who may, in addition, modify the information contained therein and proceed to update it.

20. Environmental protection

The Company is attentive to the environmental impact of its business activities, and human resources are sensitized to this issue.

In particular, the Company recognizes the need to contribute, insofar as it is within its means, to the protection of the environment both through compliance with current regulations and through constant monitoring of its processes and activities.

The Recipients of the Code of Ethics are therefore required, in the performance of their duties, to implement sustainable behavior, using the resources made available to the Company, in order to minimize the environmental impacts resulting from their actions.

21. Use of corporate assets

In order to protect corporate assets, Recipients are required to work diligently, through responsible behavior and in line with the operating procedures prepared for their use, accurately documenting their use.

It is, in particular, necessary:

- Use company assets scrupulously and sparingly;



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- avoid improper uses of company assets, which may cause damage or reduce efficiency, or otherwise be contrary to the interest of the Company;
- Avoid misuse of company assets for purposes and purposes unrelated to one's duties and work.

AS ROMA reserves the right to prevent distorted uses of its assets and infrastructure through the use of accounting, reporting, financial control and risk analysis and prevention systems, subject to compliance with the provisions of applicable laws (privacy law, workers' statute, etc.).

With regard to computer applications, each Recipient is required to observe the specific provisions of the company's recommendations and, in particular, to:

- scrupulously adopt the provisions of the Company's security policies in order not to compromise the functionality and protection of information systems. By way of example, it is prohibited to: download unauthorized material that may introduce viruses/malware into the Company's system; open suspicious links, e-mails or attachments;
- not surfing websites or participating in group chats with content that is indecorous and offensive and, in any case, not relevant to the company's work (e.g., content that is racist, pornographic or incites violence and intolerance).

22. The protection of transparency in business transactions (anti-money laundering)

The Recipients are required to comply with the regulations in force and the provisions issued by the competent Authorities, as well as the internal procedures on anti-money laundering, refraining from carrying out any activity, initiative or operation that may involve, even indirectly, in the laundering of goods or money from illegal or criminal activities, or self-money laundering.

With specific reference to the area of business transactions, personnel are obliged to equip themselves with the tools and take appropriate precautions to ensure transparency and fairness.

To this end, special attention should be paid to the rules listed below:



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- 1) all assignments must be in writing, with precise indication of the subject of the assignment and the conventionally agreed consideration;
- 2) the coincidence between the person in whose name the payment order is made and the person collecting the relevant amounts must always be verified;
- 3) no false, incomplete or misleading records shall be created, and no concealed or unregistered funds shall be established, nor shall any funds be deposited in personal accounts or accounts not belonging to the Society or made any unauthorized use of the Society's funds or resources;
- 4) compliance with internal procedures on cash flow control and supplier selection must be ensured;
- 5) the formalization of negotiation agreements with suppliers and contractors is subject to the positive verification of their commercial and professional reliability;
- 6) It is prohibited to purchase, receive or conceal or otherwise meddle in causing the purchase, receipt or concealment of money or things from crime;
- 7) it is forbidden to transfer or replace money, goods or other utilities resulting from non-culpable offenses or to carry out, in connection with them, other transactions that hinder the identification of their criminal origin;
- 8) It is prohibited to employ in economic or financial activities money, goods or other utilities derived from crime.

AS ROMA's counterparties are also committed to operating in a manner that avoids implications in transactions even potentially conducive to money laundering from illegal or criminal activities.

23. Giveaways and sponsorships

Only gifts and sponsorships of modest value directly ascribable to normal business courtesy relations and, in any case, such that they cannot create, in the other party or in an extraneous and impartial third party, the impression that they are aimed at acquiring or granting undue advantages, or such that they would in any case create the impression of illegality or immorality, are permitted. In any case, such gifts, gratuities or sponsorships must always be made in accordance with company rules and adequately documented



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In the selection of initiatives to support, AS ROMA operates in accordance with fairness, transparency and in compliance with internal rules and regulations, avoiding any possible situation of conflict of interest at a personal and corporate level.

AS ROMA's participation in training initiatives or conferences, and more generally its promotion and marketing activities, are undertaken in strict and scrupulous compliance with the dictates of the relevant regulations.

24. Relations with the Public Administration

Relations with the Public Administration, Public Officials and Persons in Charge of a Public Service must be marked by the utmost transparency and honesty, any form of corruption or attempted corruption being absolutely prohibited.

To this end, it is absolutely forbidden for the Recipients to give, offer or promise, even indirectly through third parties acting in their name and/or on their behalf, any utility (by way of example, money, goods, services, benefits, gifts, favors, even in terms of employment opportunities) in relation to relations entertained with public officials and/or public service appointees - or their spouses or relatives, whether Italian or from other countries - in order to influence their decisions, with a view to more favorable treatment or undue benefits or for any other purpose. In any case, if Recipients receive an undue request for money or other benefit from public officials and/or public service appointees, they are required to promptly notify the Supervisory Board.

The only exception to the above prohibition concerns gifts, benefits and acts of courtesy of modest value that, as such, do not impair the integrity and independent judgment of the parties and cannot be interpreted as a means of obtaining improper advantages. Where these prerequisites are met, it is still necessary to ensure documentary traceability of the initiative.

AS ROMA condemns any behavior that may constitute an act of corruption, including with regard to private individuals. Any attempt at extortion, extortion or inducement to give undue benefits by a public official or a person in charge of a public service must be reported without delay to the Supervisory Board.



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Relations with the Public Administration Public Officials and Persons in Charge of a Public Service on behalf of the Company must be handled by delegated or otherwise authorized persons.

Recipients of the Code of Ethics must in all cases disclose business relationships or economic activities undertaken in a personal capacity with public officials.

In the course of dealings with public officials, public service officers and, in general, with the Public Administration, it is also expressly forbidden:

- a) Attempt to improperly influence the decisions of the Public Administration or determine them by violence, threat or deception;
- b) Propose employment and/or business opportunities from which advantages may be derived, for themselves or others, to Public Administration employees or their relatives or kin;
- c) Solicit or obtain confidential information that could compromise the integrity or reputation of either party;
- d) Be represented by a third party if conflicts of interest may arise;
- e) employ former employees of the Public Administration, the State or the European Communities in the two years following the performance of acts involving the Company.

It is a violation of AS ROMA policy to engage in conduct that constitutes any form of bribery/ (even if attempted) even in foreign countries where such conduct was not punished or otherwise prohibited.

The aforementioned principles also apply to relations with the persons specified in Article 322 *bis* of the Criminal Code.

AS ROMA acts in compliance with the law and promotes the proper administration of justice and cooperates, within the limits of its competence, with the judicial authorities, law enforcement agencies and any public official who has powers of inspection and conducts investigations against it, including the Supervisory Authorities.



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In anticipation of a judicial proceeding, investigation or inspection by the Public Administration or Supervisory Authorities, no one shall destroy or alter records, minutes, accounting entries and any kind of document, lie or make false statements to the competent authorities. No one shall attempt to persuade others to provide false or misleading information to the competent Authorities. No one shall engage in business activities, give professional appointments, give or promise gifts, money, or other benefits to those who carry out the assessments and inspections, or to the Competent Authorities

The aforementioned principles must be respected by all Recipients, including Third Party Recipients who represent AS ROMA within the framework of relations with the Public Administration, who are obliged to keep abreast of current regulations.

25. Relations with Sports Institutions

Particular sensitivity is shown by AS ROMA in the care of relations and relationships with Sports Institutions (e.g., the FIGC and its various components, including the Italian Referees' Association, the Serie A Football League, the supervisory and control bodies, as well as FIFA, UEFA and all other national and international sports bodies) and with other Sports Clubs.

Relations with Sports Institutions and Sports Clubs must be marked by the canons of transparency, honesty, fairness and good faith, as well as truthfulness of statements and cooperation, any behavior directed at attempting to improperly influence the decisions of these bodies being prohibited.

In particular, without prejudice to the exercise of the right of defense and the review, to the extent and in the forms permitted, of the decisions of adjudicating bodies, Recipients must refrain from attempting to influence the decisions of the aforementioned bodies in any way, particularly where they carry out jurisdictional activities.

Recipients must cooperate, if requested, with sports authorities and institutions in order to facilitate their activities. In particular, they have the duty to appear before the Sports Justice bodies and produce all documents requested by them or by the CO.VI.SOC. Recipients also have the duty to inform the sports institutions of any illegal facts of which they have knowledge.



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26. Relations with prosecutors and sports brokers

Particular attention is paid by A.S. Roma to the management of relations between individual Recipients and sports agents and brokers, which must be undertaken in respect of the provisions and sports regulations in force or, as an exception, the principle of fair play (see *back*, art. 7).

AS ROMA has also adopted a special policy in order to avoid the emergence of situations of conflict of interest between Recipients (including the Company's management, technical and medical staff and players) and sports agents and brokers.

If, in the course of negotiations, it is necessary to use one or more consultants/brokers/sports consultants, it is the specific duty of the Sports Management to ascertain in advance whether a conflict of interest situation exists.

Recipients must operate only with qualified individuals. In addition, it is prohibited to use and/or have contact with brokers or agents of inhibited or disqualified players.

27. Relationships with personnel pertaining to other sports clubs

Relationships with personnel pertaining to other sports companies (directors, managers, coaches, players, etc.) are conducted in compliance with current sports provisions and regulations and, in general, under the banner of the principle of fair play; this is also in order to ensure the full fairness of sports competitions and to avert the performance of acts aimed at altering the conduct or outcome of sports competitions (see *back*, art. 7).

In general, relations with personnel afferent to other football clubs on behalf of the Company must be handled by delegated or otherwise authorized individuals. Disclosure of conflict of interest situations remains mandatory.



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28. Relations with fans

In its relations with supporters, the Company undertakes to promote fair and responsible cheering. To this end, it is prohibited to contribute financial support to the establishment and maintenance of groups, organized or not, of its own supporters.

The Company undertakes to prevent the introduction and use in sports facilities of pyrotechnic material, instruments/objects likely to offend, writing or symbols bearing obscene, outrageous or, in any case, inciting violence, racism and xenophobia.

The Company repudiates and opposes any conduct that, directly or indirectly, involves offense, denigration on the grounds of race, color, religion, language, sex, sexual orientation, nationality, origin, or configures ideological propaganda prohibited by law or, in any case, inciting discriminatory behavior.

29. Relations with the mass media

AS ROMA addresses the press and mass communication organs only through the corporate bodies and company resources authorized to do so, in an attitude of fairness, availability and transparency in compliance with the communication policy defined by the Company and the regulations to which it is subject as a listed Company.

Recipients are required not to provide information to media organs without having been specifically and previously authorized by the relevant functions, in compliance with the company's procedures on the management of relevant and privileged information and the Internal Regulations for the Technical Area, to which this Code makes explicit reference.

The Company opposes and rejects any form of misinformation and/or inaccurate and/or inaccurate dissemination of news concerning itself, its activities and its personnel, whether employees or members. In the cases highlighted above, all appropriate initiatives directed at protecting the image and interests of the Company and its members and ensuring the accuracy of information concerning the Company, including information of a legal nature, will be taken.

In any case, information and communications related to AS ROMA and intended for the outside world must be accurate, truthful, complete, transparent among themselves



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homogeneous and disseminated in compliance with company procedures and current regulations.

30. Relationships with suppliers, licensees, partners, and other contractual counterparts

In the context of relations with suppliers, licensees, partners and other contractual counterparties (hereinafter "counterparties"), compliance with current regulations and company policies must be ensured, including with regard to this Code of Ethics and current internal procedures.

AS ROMA sets relationships with counterparties exclusively on the basis of criteria of trust, quality, competitiveness, professionalism and respect for market dynamics. In particular:

- the procedure for selecting suppliers and contractors must be marked by maximum transparency and impartiality, with a view to balancing the economy of the choice, understood as maximum economic advantage for the Company, with the need to ensure the high quality standard of the goods or services supplied/contracted;
- relations with suppliers and contractors should be guided by the principle of good contractual faith and proper performance of mutual obligations;
- counterparties do not owe any undue pressure to perform non-contracted services;
- unless a specially justified exception is made, there must be adequate separation of roles between the party requesting the supply or procurement and the party entering into the contract;

31. Relations with parties, labor organizations and associations

AS ROMA does not finance and does not sponsor (directly or indirectly), either in Italy or abroad, trade union organizations, political parties, their representatives or candidates, nor does it make sponsorships of congresses or parties that have an exclusive purpose of trade union or political propaganda, refraining from any direct or indirect pressure to trade union or political representatives (e.g., by granting facilities, accepting recommendations for hiring, consulting contracts). AS ROMA manages relations with trade unions and political parties in the forms and ways provided by law and according to the principles of transparency, fairness and cooperation.



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AS ROMA does not make contributions to organizations with which there may be a conflict of interest (e.g., to trade unions, environmental or consumer protection associations); however, it is possible to cooperate, including financially, with such organizations for specific projects based on the following criteria:

- 1) cultural, sporting or otherwise related to the *mission* of AS ROMA;
- 2) Clear and documentable allocation of resources;
- 3) express authorization from the functions responsible for managing such relationships within AS ROMA.

The Society may accede to requests for contributions limited to proposals from non-profit organizations and associations that are duly established and have high cultural or charitable value.

Sponsorship activities, which may relate to the themes of social, environmental, sports, entertainment and art, are intended only for events that offer a guarantee of quality or with respect to which the Company can collaborate in planning, so as to ensure their originality and effectiveness.

32. Relations with Customs Authorities

Within the framework of intercurrent relations with the Customs Authorities, AS ROMA is committed to scrupulous compliance with the relevant regulatory provisions in force, adopting all control and supervisory measures suitable for the prevention of any possible conduct aimed at smuggling.

To this end, the Company adopts, among others, the following prohibitions on conduct:

- Prohibiting the diversion of goods from the customs control system established for the assessment and collection of border duties, either by not declaring them to the same or by concealing them or falsifying transport and/or commercial documents;
- Prohibiting the misuse of foreign goods imported/exported duty-free and duty-reduced, by allocating or using them in a manner different from that for which the duty-free or duty-reduced was granted;
- Prohibition of bringing foreign goods into the state as a substitute for domestic or nationalized goods shipped in cabotage or in circulation;
- Prohibition of withholding goods from the payment of border fees through the artificial manipulation of them or through the use of fraudulent means;



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- Prohibition of omitting or delaying the filing of customs declaration, that is, improperly handling customs formalities through the provision of untrue information about the quantity, quality or value of goods.

Finally, with reference to customs compliance, the Company pays special attention to the selection of freight forwarders and, more generally, to all stages of the process of importing goods, in order to ensure full compliance with the relevant regulations.

33. The Usage Regulations of the Olympic Stadium

AS ROMA recognizes the particular importance of the need to ensure compliance with the Regulations for the Use of the Olympic Stadium (hereinafter, also only 'Regulations'), with a view to preventing or otherwise interrupting any conduct or event from which a danger to public safety may arise or which constitutes, even indirectly, a manifestation of violence, discrimination or intolerance.

The Recipients have the obligation, each within the limits of the duties and responsibilities related to the role played within the AS ROMA organization, to promote compliance with the Regulations also at sporting events in which AS ROMA participates.

SECTION II

MONITORING COMPLIANCE WITH ORGANIZATIONAL MODELS AND THE CODE OF ETHICS

1. The role of the Supervisory Board

The task of supervising the adequacy of and compliance with this Code of Ethics, as well as the Organizational Models adopted by AS ROMA, is the responsibility of the Supervisory Body.

The SB, in accordance with the provisions of the "Bylaws of the Supervisory Board," approved by the Board of Directors, must, in particular:

- i) check the adequacy of the Organizational Models and the Code of Ethics, understood as suitability to prevent the commission of unlawful conduct or to highlight its possible realization;



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- ii) Checking the effectiveness of the Organizational Models and the Code of Ethics, understood as consistency between the concrete behaviors and those envisaged by the Models;
- iii) see to the updating of the Models and the Code of Ethics, by means of special proposals for adaptation forwarded to the relevant functions.

2. The duties of the Recipients for the purpose of implementing the Code of Ethics

All Recipients are obliged to cooperate with the Supervisory Board in the course of the verification and supervisory activities carried out by the latter, providing the information, data and news requested, with particular regard to the communications provided for in Section 3 below.

Recipients may, in addition, turn to the Supervisory Board for any clarification or elucidation concerning the interpretation or application of the Organizational Models and the Code of Ethics, including with regard to the legitimacy of a given behavior or decision.

3. Reporting obligations to the Supervisory Board

Recipients are obliged to promptly inform the Supervisory Board of any possible violation of current regulations and/or Organizational Models, including with regard to internal procedures or this Code of Ethics.

In order to assure the Supervisory Board of the availability of all information and data potentially relevant to the proper and effective performance of the duties assigned to it, the Recipients must transmit to the Supervisory Board, as promptly as possible or in any case within the terms provided by the internal procedures in force, all information and documents concerning:

- 1) orders received from the superior and deemed contrary to the law, internal regulations, or Organizational Models;
- 2) requests for or offers of money, gifts or other benefits from, or intended for, public officials, public service officers, individuals belonging to Sports Institutions (or their family members), as part of the activities carried out in the name and/or on behalf of AS ROMA;
- 3) omissions or falsifications in the keeping or maintenance of accounts;



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- 4) measures and/or news from judicial and/or sports police organs or any other authority from which it is inferred that investigations or controls or inspections are being carried out that affect, even indirectly, the Company or Recipients;
- 5) Violation of internal procedures regarding the selection of suppliers or contractors.

All information, news and data indicated in the Organizational Models must also be communicated to the SB.

4. Communication channels with the Supervisory Board

In order to facilitate information flows between the Recipients and the Supervisory Board, AS ROMA has established dedicated communication lines.

In particular, Recipients may send information, data, documents and reports, including anonymously regarding possible violations of the Organizational Models and the Code of Ethics in writing, in one of the following ways:

- a) by PEC to the mailbox odvasroma@legalmail.it, reserved for the Supervisory Board and only accessible by it;
- b) by e-mail to odv@asroma.it, reserved for the Supervisory Board;
- c) By traditional mail to the following address: **Supervisory Body, at AS ROMA S. r. l., Piazzale Dino Viola No. 1, 00128 Rome.**

Reports must be made in good faith and must contain the relevant information so that the necessary checks and investigations can be carried out to assess their merits.

Reports transmitted anonymously are also allowed, provided they are adequately documented or made with an abundance of detail and capable of bringing out facts and situations by relating them to specific contexts. In this case, the Supervisory Board proceeds preliminarily to assess their substantiation and relevance to its tasks.

The confidentiality of the identity of the person making the report is ensured, as the communication channels indicated above (see *above* a) b) c)) are reserved for the Supervisory Board and only accessible by it. The PEC address is also external to the company servers and managed by independent and specialized third parties.



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In any case, the Supervisory Board ensures that the person making the report, if identified or identifiable, is not subject to retaliation, discrimination or, in any case, penalization, for reasons directly or indirectly related to the report, providing for sanctions against those who engage in conduct detrimental to the dignity, reputation or physical and moral integrity of the reporter.

Any found abuse of the reports - meaning the reporting of alleged violations of the Organizational Models with the knowledge of their actual non-existence - will constitute a violation of the ethical duty of probity and fairness and, as such, will be sanctioned under the Disciplinary System.

5. Violations of the Organizational Models and the Code of Ethics

In the presence of a violation, even if only potential, of this Code of Ethics or, in any case, of the Organizational Models, the Supervisory Board must be promptly informed, using the specially dedicated communication channels.

Upon receipt of the report, and if it does not appear to be manifestly unfounded, the SB shall carry out such checks and verifications as it deems appropriate.

If it ascertains the actual violation of the Organizational Models or the Code of Ethics, the Supervisory Body informs the competent parties in order to possibly activate the sanctioning procedure provided for by the Disciplinary System adopted by AS ROMA, which is an integral part of the Organizational Models.