



**POLICY GRATUITY
OF
A.S. ROMA S.P.A. (THE "COMPANY")**

**In force from October 27, 2021,
as amended on December 7, 2021**



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Società Soggetta ad attività di direzione e coordinamento da parte di NEEP Roma Holding S.p.A.

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1. Introduction

- 1.1 The present "*Policy Gratuity*" (the "**Policy**") defines the standards for the management of gifts, donations and representation expenses incurred by the Recipients (as defined below) of the Company, in order to preserve the highest levels of integrity and reputation.
- 1.2 It is the duty of all Recipients (as defined below) to know and comply with this Policy.
- 1.3 Violating the Policy represents a violation of Company internal regulations and will result in disciplinary actions against those who (in accordance with the provisions of the applicable national collective labor agreement) have not complied with this Policy, without prejudice to any criminal action.

2. Purpose

- 2.1 The purpose of this Policy is to ensure that the relations of the Company and the Recipients with Public Administrations, Public Officials and Persons in Charge of a Public Service are based on the utmost transparency and honesty, being forbidden any corruptive activity even attempted.
- 2.2 This Policy also defines roles, operational responsibilities, principles of control and conduct to which the Company and Recipients must adhere in the management of the following:
 - a) making gifts, including admission tickets for sports competitions and sports equipment;
 - b) offers and/or liberal contributions made by the Company;
 - c) representation expenses.

3. Definitions

- 3.1 For the purposes of this document:
 - (a) "**Recipients**" means all those who act in the name of and/or on behalf of the Company, including, but not limited to, directors, auditors, employees, athletes and registered personnel, technical and medical staff, consultants and suppliers;
 - b) "**Persons in Charge of a Public Service**" means the persons referred to in Article 358 of the Italian Criminal Code;
 - c) "**Offer**" or "**Liberal Contribution**" or "**Charity**" means any sum of money and/or other goods or utilities donated or otherwise given to third parties for the support of humanitarian and social initiatives aimed at creating added value for the Company, also in ethical, civil and moral terms;
 - d) "**Gift**" means:

- any good or benefit given by an employee of the Company, or by anyone acting on behalf of the Company, to third parties (business partners, customers and suppliers, other persons/organisations with relations with the Company, public administrations);

- any good or benefit received by Company's employees from third parties (business partners, customers and suppliers, other subjects/organisations with relations with the Company, public administrations);

e) **"Public Administrations"** means the administrations as defined by Legislative Decree no. 175/2016;

f) **"Public Officials"** means the persons referred to in Article 357 of the Criminal Code;

g) **"Representation Expenses"** means all expenses incurred and documented, for free disbursements of goods and services, made for promotional or public relations purposes reasonable for the purpose of generating (also potential) benefits for the Company or the Group, including non-monetary and/or indirect benefits.

4. **General Principles**

4.1 The process of granting Gifts and/or Offers to third parties as well as the payment of Representation Expenses must take place in compliance with the following principles:

- formal identification of the people involved in the process of granting Gifts and Offers and the payment of Representation Expenses;
- segregation of duties between: (i) the subjects entitled to propose Gifts and Offers by the Company and those delegated to authorise their disbursement; (ii) the subject in charge of authorising Representation Expenses and the subject in charge of carrying out the relevant monitoring activity.

5. **Roles and Responsibilities**

5.1 Decisions concerning the granting of Gifts or Offers or the payment of Representation Expenses to third parties must be made in compliance with the principles and provisions of this Policy.

5.2 In particular, such proposal may be submitted to the Corporate Managing Director (the **"Manager"**) by means of a written request (also via email) to the latter who shall approve, also via email, the proposal.

5.3 The Manager may delegate all or part of his/her functions under this Policy to the Company's General Legal & Compliance Department.

5.4 The monitoring and verification activities regarding the compliance with the provisions of the present Policy are assigned to the Supervisory Body (*Organismo di Vigilanza*).

6. Prohibited behavior

6.1 In any event, the following are never permitted:

- Gifts, Offers or Representation Expenses that are not of a modest value;
- Gifts, Offers or Representation Expenses relating to goods that may give the appearance of impropriety or a conflict of interest (of any value); and
- Gifts, Offers or Representation Expenses to Public Subjects, except as defined below.

7. Relationships with Public Subjects

7.1 Without prejudice to the provisions of the preceding paragraph “Prohibited behavior”, no Gifts, Offers or Representation Expenses may be given, offered or promised, even indirectly through third parties, to employees and/or managers and/or representatives of central or local Public Administrations, to Public Officials and/or Persons in Charge of a Public Service, as well as to public employees, representatives of political parties and of associations, representatives, employees and/or managers of companies controlled by public entities (the “**Public Subjects**”) unless:

- a) the Gifts, Offers or Representation Expenses are of a modest value;
- b) the Gifts, Offers or Representation Expenses are not likely to compromise the integrity and judgment of the persons involved and cannot be interpreted as a means for obtaining improper advantages; and
- c) are expressly and in advance authorised by the Chief Executive Officer of the Company.

7.2 In the relationships with Public Officials, Persons in Charge of a Public Service and, in general, with the Public Administrations, it is also expressly forbidden to a) seek to improperly influence the decisions of the Public Administration or to determine them with violence, threats or deception; b) propose employment and/or business opportunities from which advantages may arise, for themselves or others, to employees of the Public Administration or their relatives or relatives-in-law; c) solicit or obtain confidential information that may compromise the integrity or reputation of both parties; d) be represented by a third party, if a conflict of interest may arise; e) to employ former employees of the Public Administration, the State or the European Union in the two years following the performance of acts involving the Company.

7.3 In any case, if Recipients receive an undue request for money or other benefits from Public Officials and/or Persons in Charge of a Public Service, they must promptly inform the Supervisory Body.

8. Procedures and other related documentation

- 8.1 The principles set forth by the present Policy are contained in the Company's Code of Ethic and shall also be included in the Organisational Model adopted by the Company pursuant to Legislative Decree no. 231/2001.