
**LEGALITY PROTOCOL
BETWEEN
MINISTRY OF THE INTERIOR
AND
FINCANTIERI
—
EXCERPT**

WHEREAS

- only an environment of legality and security guarantees the principles of free enterprise and contributes to healthy market development;
- FINCANTIERI is one of the largest and most diversified shipbuilding groups in Europe and in the world which, due to the size and importance of its activities, plays a significant role in the economic development and wellbeing of the communities in which it operates;
- on 27 February 2017, the Ministry of the Interior and FINCANTIERI signed the National Framework Tender Protocol to strengthen action to prevent and combat the infiltration of economic activities by organised crime;
- FINCANTIERI has long been engaged - also in compliance with its Code of Conduct, which requires all those working in and with FINCANTIERI to commit to the highest ethical standards of conduct and to comply with the law - in a series of initiatives aimed at supporting and re-emphasising the value of integrity in business activities, such as the signing of the Supplier Code of Ethics and the Human Rights Policy;
- the Ministry of the Interior believes that these actions can make a significant contribution to the proper and regular conduct of business activities, through the introduction of safeguarding measures aimed at countering the interference of criminal organisations and which complement the coordinated interventions of public authorities to assist and support businesses;

HAVING REGARD TO

- Article 3, paragraph 7 of Decree-Law no. 76 of 16 July 2020, converted, with amendments, by Law no. 120 of 11 September 2020, introduced Article 83-*bis*, paragraph 1, into Legislative Decree no. 159 of 6 September 2011, providing for the possibility for the Ministry of the Interior to sign protocols or other agreements, howsoever denominated, with companies of strategic importance for the national economy for the prevention and countering of organised crime, extending the possibility of issuing anti-mafia documentation also at the request of private entities.

WHEREAS



- the experience gained since the implementation of the Protocol signed in 2017 has increased FINCANTIERI's awareness of the importance of compliance with rules and the adoption of good organisational and behavioural practices;
- in the light of the regulatory changes that have occurred, it is the intention of the Ministry of the Interior and FINCANTIERI to renew and amend the current agreement, introducing new measures to ensure a higher level of prevention of attempts by organised crime to infiltrate FINCANTIERI activities;

HAVING REGARD TO

- resolution 2004/C116/07 of 29/04/2004 of the Council of the European Union whereby - in line with the consolidated political and operational policy previously adopted by the Ministry of the Interior on integrated and joint security - the Member States are encouraged to adopt protocols aimed at establishing and developing cooperation between the public and private sectors, based on mutual trust and the common objective of reducing the detrimental effects of organised crime;
- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016;
- The Personal Data Protection Code (Privacy Code) set out in Legislative Decree no. 196 of 30 June 2003;
- Legislative Decree no. 101 of 10 August 2018;
- Law no. 136 of 13 August 2010;
- Legislative Decree no. 159 of 6 September 2011;
- Decree-Law no. 152 of 6 November 2021, converted, with amendments, by Law no. 233 of 29 December 2021;
- Prime Ministerial Decree no. 193 of 30 October 2014;
- Law no. 190 of 6 November 2012, art. 1, paragraphs 52 to 56;
- Prime Ministerial Decree of 18 April 2013, coordinated with the Prime Ministerial Decree of 24 November 2016;
- Decree-Law no. 189 of 17 October 2016, converted, with amendments, by Law no. 229 of 15 December 2016, art. 30;



- Opinion no. 284 dated 22 July 2021 of the Italian Data Protection Authority on the processing of personal data carried out in implementation of memoranda of understanding entered into by the Ministry of the Interior '*aimed at extending, on a voluntary basis, as part of initiatives to strengthen legality and prevent the infiltration of crime into economic activities, the anti-mafia verification regime governed by Legislative Decree no. 159 of 6 September 2011*'.

**NOW THEREFORE
THE MINISTRY OF THE INTERIOR AND FINCANTIERI
AGREE AS FOLLOWS**

ART. 1
(*Purpose*)

1. With the signing of this Protocol, the Ministry of the Interior and FINCANTIERI regulate their respective and mutual commitments in order to strengthen the prevention of attempts at infiltration by organised crime into the contracts entered into by FINCANTIERI with its suppliers of goods and services and contractors (jointly also 'Operating Companies') as well as towards any subcontractors of the latter operating within the scope of the aforementioned contracts and accessing the company Production Units ('subcontractors');
2. This cooperation also involves the subsidiaries subject to the management and coordination of FINCANTIERI (also 'subsidiaries') which have their registered office in Italy; in this context, the reference to FINCANTIERI in this document shall be construed, where applicable, as referring also to the latter companies.

[...]

ART. 3
(*FINCANTIERI commitments*)

1. In particular, Fincantieri undertakes to:
 - a) make its Operating Companies aware of the need for correct and effective adherence to the Protocol;



- b) promote the adoption of rules to regulate the responsible choice of Operating Companies and possible subcontractors;
 - c) prepare a special company list, called the 'Legality Protocol', in which the Operating Companies and any subcontractors subjected to investigations resulting from the Protocol will be recorded, along with the relevant outcomes;
 - d) monitor the commitments undertaken as a result of adhering to the Protocol, providing for the procedures deemed most appropriate to monitor, prevent and manage any non-compliance;
 - e) promote specific in-depth activities to spread the culture of legality.
2. The presence of the companies in the list referred to in paragraph 1(c) shall not give rise to any liability for the Ministry of the Interior and FINCANTIERI in the event of inaccuracies, omissions or errors, as well as for any damages or prejudicial events that may arise from the use of the said data. Furthermore, no claims may be made against them as a result of the outcome of the investigations carried out under the Protocol.
 3. For the purpose of effective implementation of the Protocol, also in accordance with art. 1, paragraph 2, FINCANTIERI S.p.A. undertakes, at a date subsequent to the finalisation of this Protocol, to promote adherence to the Protocol by its subsidiaries which, by means of a specific resolution, may declare their acceptance of all the principles and commitments provided for in the Protocol. A copy of the resolution shall be sent, without delay, both to FINCANTIERI S.p.A. and to the competent Prefecture of the province where the subsidiary has its registered office.
 4. Adherence by subsidiaries entails the following main commitments: to disseminate knowledge of the Protocol; to promote the adherence of its Operating Companies and, through them, of any subcontractors and compliance with the related commitments; to manage the fulfilments deriving from such adherence, also in terms of relationships with the competent Prefectures.
 5. For the purpose of adherence to this Protocol, FINCANTIERI undertakes to take steps to verify compliance, by the Operating Companies and their subcontractors, with the regulatory requirements concerning the payment of wages and salaries, social security and insurance contributions and withholding taxes, the latter relating solely to the provisions of art. 17-bis, paragraph 5, of Legislative Decree no. 241 of 9 July 1997. To this end, the aforesaid companies are obliged to provide any appropriate documentation proving full compliance with these obligations such as,

by way of example, copies of the DM10, F24 and DURC (Certificate of Labour Compliance) forms.

6. For the same purpose, FINCANTIERI undertakes to verify that the Operating Companies, and the latter with respect to their subcontractors, adopt all the measures necessary to ensure compliance with the regulations on health and safety in the workplace and environmental protection, and that the workers are provided with identification cards in accordance with the provisions of art. 18, paragraph 1(u) and art. 21, paragraph 1(c) of Legislative Decree no. 81/2008, where applicable supplemented in accordance with the provisions of Article 5 of Law no. 136/2010.
7. In the event of any breaches by the Operating Companies or any subcontractors, FINCANTIERI undertakes to assess, or to have the Operating Companies assess, with respect to their respective subcontractors, the procedures deemed most appropriate to contest and sanction any non-compliance.
8. FINCANTIERI also undertakes to obtain the anti-mafia communication for the Operating Companies and any subcontractors by consulting the Single National Database referred to in Article 96 of Legislative Decree no. 159 of 2011, unless the companies are already registered in the white lists or in the Anti-Mafia Register of Contractors available on the Ministry of the Interior website.

[...]

13. Where consultation of the Single National Database referred to in Article 96 of Legislative Decree no. 159 of 2011 reveals that the Operating Companies and/or their subcontractors are subject to a debarment, suspension or prohibition referred to in Article 67 of Legislative Decree no. 159/2011 or a previously issued anti-mafia prohibition notice, the competent Prefect, in accordance with Articles 87 and 90 of Legislative Decree no. 159/2011, shall order the necessary checks within thirty days from the date of consultation, which may be extended to forty-five when the checks are particularly complex. [...]
14. In particular, with reference to the foregoing paragraph 13, FINCANTIERI undertakes to include in the contracts with the Operating Companies special termination conditions which, while allowing the conclusion of the contract even before the issue of the release notice, provide for its termination with subsequent prohibition on accessing company production units, in the event of a subsequent notice confirming the existence of one of the grounds for debarment, suspension or prohibition referred to in Article 67 of Legislative Decree no. 159/2011 or anti-mafia

information which results in such prohibitions, without prejudice to payment for services already carried out and the reimbursement of the costs incurred for the performance of the remaining services, within the limits of the benefits obtained.

[...]

16.FINCANTIERI also undertakes to include in its contracts with its Operating Companies the following clause, the breach of which shall be sanctioned in accordance with art. 1456 of the Civil Code:

‘Contracting parties undertake to report to the judicial authorities or to the judicial police any attempt at extortion, any unlawful request for money, services or other benefits (such as, for example, pressure to hire personnel or to entrust work, supplies or services), any act of intimidation and any other form of criminal influence that manifests itself against the contractor, members of the company structure, employees or their family members. The Prefect shall also be promptly informed of the complaint.’

17.FINCANTIERI furthermore undertakes to include in the contracts with the Operating Companies clauses ensuring their compliance with the provisions of this Protocol, providing, in the event of non-compliance, for the termination of the contracts in accordance with art. 1456 of the Civil Code.

ART. 4

(Commitments of Operating Companies)

1. The requirement set forth in the preceding paragraph entails the commitment of the Operating Companies within the scope of the contracts entrusted to them by FINCANTIERI to:

- a) submit to anti-mafia inspections and to request the equivalent commitment from any of its subcontractors;
- b) comply with legal requirements concerning the payment of wages and salaries, social security and insurance contributions and withholding taxes;
- c) adopt all the measures necessary to ensure compliance with the regulations on health and safety in the workplace and environmental protection, as well as to ensure that any site workers are provided with an identification card in accordance with the provisions of art. 18, paragraph 1(u) and art. 21, paragraph

1(c) of Legislative Decree no. 81/2008, where applicable integrated in accordance with the provisions of article 5 of Law no. 136/2010.

2. If the company is already registered in a prefectural white list or in the Anti-Mafia Register of Contractors and the registration is valid, it shall inform FINCANTIERI. [...]
3. Within the scope of the contracts awarded to the Operating Company by FINCANTIERI, the Operating Company undertakes to use subcontractors, if any, that have been subjected to anti-mafia checks, i.e. for which the anti-mafia clearance notice has been previously acquired in accordance with the operating procedures set forth in article 3, paragraph 8, unless such subcontractors declare that they are already registered in the white lists or in the Anti-Mafia Register of Contractors.
4. In the latter case, the Operating Company shall inform FINCANTIERI which of the subcontractors are registered in the white lists or in the Anti-Mafia Register of Contractors.
5. Within the scope of the contracts awarded to the Operating Company by FINCANTIERI, the Operating Company undertakes to include in the contracts with any subcontractors specific termination conditions which, while allowing the conclusion of the contract even before the issue of the release notice, provide for its termination in the event of a subsequent communication certifying the existence of one of the causes of debarment, suspension or prohibition referred to in Article 67 of Legislative Decree no. 159/2011 or anti-mafia information which results in such prohibition, without prejudice to payment for services already carried out and the reimbursement of costs incurred for the performance of the remaining services, within the limits of the benefits obtained.
6. In the context of the contracts awarded to the Operating Company by FINCANTIERI, the Operating Company also undertakes to include in the contracts with any subcontractors the following clause, the breach of which shall be sanctioned in accordance with art. 1456 of the Civil Code:
‘Contracting parties undertake to report to the judicial authorities or to the judicial police any attempt at extortion, any unlawful request for money, services or other benefits (such as, for example, pressure to hire personnel or to entrust work, supplies or services), any act of intimidation and any other form of criminal influence that manifests itself against the contractor, members of the company structure,



employees or their family members. The Prefect shall also be promptly informed of the complaint.'

7. In the context of the contracts awarded to the Operating Company by FINCANTIERI, the Operating Company undertakes, finally, to include in the contracts with any subcontractors clauses ensuring their compliance with the provisions of this Protocol, providing, in turn, in the event of non-compliance, for the termination of the contracts in accordance with art. 1456 of the Civil Code.

[...]

ART. 6

(Provisions on the protection of personal data)

1. Data processing under this Protocol is carried out on the basis of the legal and regulatory provisions referred to in the recitals.

[...]

Rome, 3 June 2025