

MODELLO DI ORGANIZZAZIONE GESTIONE E CONTROLLO - D.Lgs. 231/2001



Resort & Casino



Organisation, management and control model December 2011

Extract

ONLY THE ITALIAN VERSION IS AUTHENTIC



HISTORY

Casino de la Vallée di Saint-Vincent was founded in 1947 following the approval of the Opening decree on 6 April 1946.

The authorisation for the establishment of the casino for twenty years was provided for by article 12 of Legal Decree no. 545 of 7/9/1945, with which the autonomous status of Valle d'Aosta was granted. The aforementioned article assigned administrative responsibility for “initiatives relating to tourism, supervision of hotels, protection of the countryside and supervision of antiques and artistic works” to the regional authority.

On 13 May 1946, the Regional Council approved the conditions for opening and on 17 May it established the allocation of profits between the licensee and the Region. The finalisation of the agreements led to the official opening of the casino at 9 pm on 29 March 1947.

With the regional Law of 30 November 2001, the autonomous region of Valle d'Aosta promoted the formation of a public company with complete public participation, called Casino de la Vallée S.p.A., founded on 2 December 2002, with the following corporate aims:

- management of the Saint-Vincent casino;
- development of all activities, both internal and external, consequent to and instrumental in the abovementioned management, included therein the promotion and execution of all initiatives suitable for encouraging the development of the casino and of the specific management aims;
- professional training of the employees;
- development of the induced economy and local tourism;
- possible participation in similar or additional initiatives in Italy or abroad.

The relationship between Casino de la Vallée S.p.A. and the autonomous region of Valle d'Aosta in relation to the management of the Saint-Vincent Casino is regulated by the Specification approved with resolution by the Regional Council no. 36 on 24 June 2009.





From the moment in which it was founded, as well as managing games, and offering the richest selection of them in the country, the company also organises many cultural initiatives for tradition, which are included in a rich calendar of prestigious events such as, the noted Saint-Vincent prize for journalism, cinema, fiction and radio, founded in 2007. Over the years the Casino has organised numerous events which, through prizes, television events and shows, have aimed to promote, both in Italy and whenever possible also abroad, an image of a small mountainous region strongly oriented towards communication, and of the Casino, which since 1947 has operated within its boundaries.

In the 2010 financial year, the Casino saw the realisation of two important transactions, with consequences on both the organisational structure and dimension, and on the range of facilities on offer to customers.

Since September 2010 (with deed of fusion dated 20 July) the Company Casino de la Vallée S.p.A has taken over the Company S.T.V. S.p.A., and acquired the entire business complex and premises of the Grand Hotel Billia. S.T.V. S.p.A was a public limited company also with total public participation, and owned by the Autonomous Region of Valle d'Aosta, which managed the Grand Hotel Billia, the Congress Centre and all catering and bar activities at the Casino.

Partly as a result of the take over and partly due to the increase in capital (agreed in April of the same year) today's capital stock is €104,995,000.

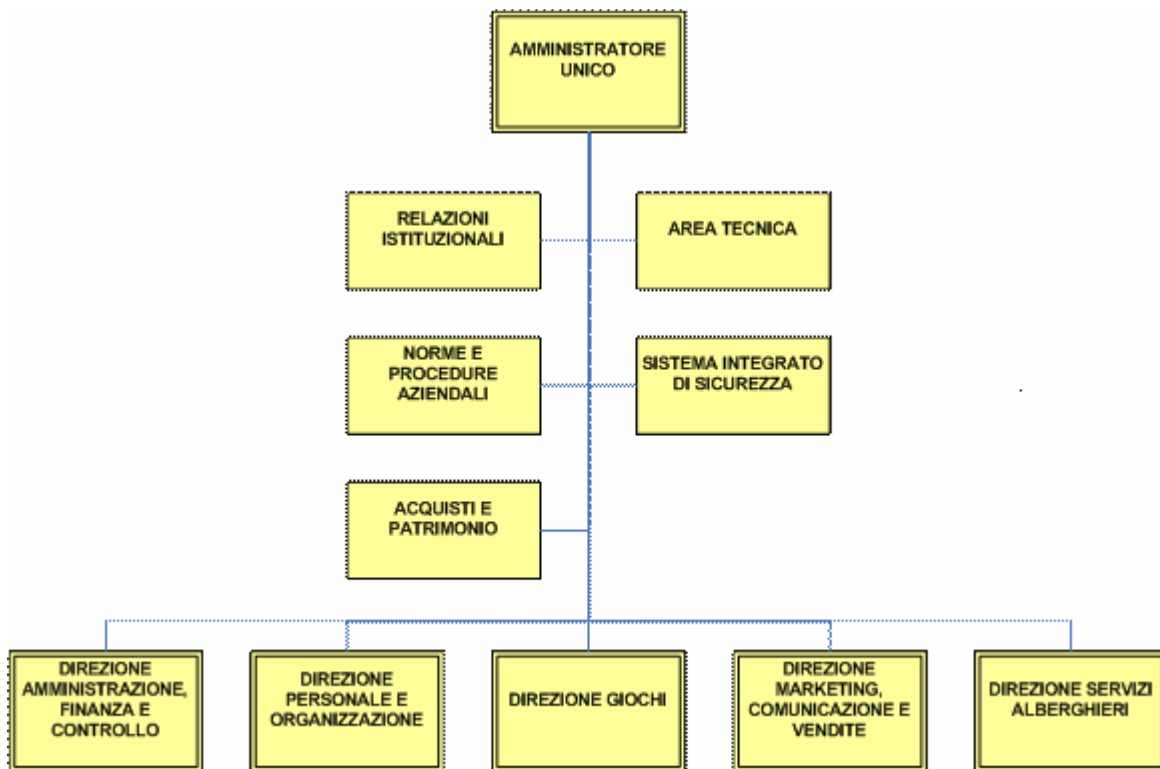
Today the company has more than 830 employees.





Outline of the organisational structure of the Company

The articulation of the functions of the top management and the main relationships between them are represented in the following diagram:





Modular structure of internal controls

Casino de la Vallée S.p.A. has set up an Integrated Management System (Quality, Health & Safety and Model 321) with the aim of pursuing and improving with time the capacity of the Company to offer services which meet the needs of the Customers and comply with the applicable laws in force, whilst also guaranteeing the application of regulations relating to health and safety in the workplace and increasing the efficiency of the management system.

The regulatory system adopted creates a single Integrated Management System, documented and certified according to standards UNI EN ISO 9001:2008 and OHSAS 18001:2007 by an accredited independent body, and allows the company to keep the processes under control, both from a preventative point of view, aiming at the effective prevention of accidents and commission of offences, and from a qualitative point of view, with the aim of Customer satisfaction.



Management role of the Regional Council

The Company and all its parts conform their business activity to the principles of correct corporate and entrepreneurial management, as well as priority public interest in the development of the economy, tourism and employment in Valle d'Aosta.

The relationship between Casino de la Vallée S.p.A. and Valle d'Aosta Regional Council, regarding the management of the Casino, is regulated by Specification No. 36 of 24/06/2009, approved by the Regional Council and signed by the Chairman of the Regional Council and the Chairman of the Company.

The corporate business, due to the peculiarity of the corporate aims, is subject to a particular form of external public control, in accordance with the Specification and the constitutive Regional Law of the company – Regional law no. 36, 24 June 2009.



Main contents

With legislative decree 8 June 2001 no. 231, issued to implement the proxy in accordance with article 11 of Law 29 September 2000 no. 300, the “administrative responsibility of juridical people, of the company and of associations even when lacking legal status” following the commission of an offence, was introduced into the Italian legal system.

The offences for which the decree is applicable (described in detail in the appendix to this document) are:

- article 24: “unauthorised allocation of money, fraud against the State or a public body or for the attainment of allocation of public money and I.T. fraud against the State or a public body”, associates the administrative responsibility of the organisation to the commission of the following offences: the unauthorised allocation of money to the detriment of the State (or another public body, or the European Community), fraud (to the detriment of the State or another public body) I.T. fraud (if committed to the detriment of the State or another public body);
- article 24b: “I.T. offences and illegal data processing” associates the administrative responsibility of the organisation to the commission of the following offences: the offence of illegal access to an I.T. or telecommunication system, the offence of illegal possession and distribution of access codes to I.T. or telecommunication systems, the offence of distribution of computer hardware, devices or programmes intended to damage or block an I.T. or telecommunication system, the offence of illegal tapping, obstruction or blocking of computer or telephonic communication, the offence of I.T. forgery and the offence of damaging information, data and computer programmes, even if used by the State or another public body or anyhow, when of public interest;
- article 24c: “organised criminal offences” which specifically associate the responsibility to the hypothesis of facilitation by the Mafia;



- article 25: “extortion and corruption”, associates the administrative responsibility of the organisation to the commission of the following offences: extortion, the corruption of an official act or of an act contrary to the obligations of an official position;
- article 25b: “forgery of money, credit cards and official stamps and of instruments or identifiable symbols” associates the organisation’s administrative responsibility to the commission of the crimes of the forgery of money, the use of false official stamps, the forgery and use of badges and patents and the introduction and commercial use of products with false symbols;
- article 25b-1: “offences against industry and business” specifically concerning illegal fraudulent acts committed in commerce;
- article 25c: “corporate offences”, which associate the administrative responsibility of the organisation to the commission of the following offences: false corporate communications, false reports or communications by the auditors, stock manipulation, illegal allocation of utilities and stocks, illegal transactions involving stock, company stock or that of the holding company, transactions detrimental to creditors, unlawful influence on the Assembly, lack of communication of conflicts of interest, obstruction of the public supervisory authority in carrying out their job;
- article 25d: “crimes of terrorism or subversion of the democratic order”, which associate the administrative responsibility of the organisation to the commission of crimes with the scope of terrorism or of subversion of the democratic order in accordance with the criminal code and special laws;
- article 25d-1: “the practice of mutilation of female genital organs”;
- article 25e: “crimes against individuals”, which associate the administrative responsibility of the organisation to the commission of the following offences: possession of pornographic material (resulting from the sexual exploitation of minors) and touristic initiatives aimed at the exploitation of underage prostitutes;



- article 25f: “offences of market abuse”, which associate the administrative responsibility of the organisation to the commission of abuse of privileged information and manipulation of the market;
- article 25g: “crimes of manslaughter and serious or very serious accidental injuries, committed due to violation of the regulations on safety and health and hygiene at work”;
- article 25h: “receipt, laundering and use of money, goods or utilities of illegal origin”;
- article 25i “offences relating to the violation of authors’ rights”;
- article 25j “induction not to make declarations or to make false declarations to the judicial authorities”;
- “international crimes”: introduced with law 16 March 2006, no. 146, which associate the administrative responsibility of the organisation to the commission of laundering and criminal association on an international scale.

Applicability of “administrative responsibility” and interested parties

In accordance with article 5, Legislative Decree 231/2001, because the administrative responsibility can be integrated when an offence has been committed by an individual who has a relationship with the organisation, it must have been committed “in its interests or to its benefit”, since the organisation is not responsible if the offender “acted purely in his own interests or in those of a third party”.

Furthermore, so that both the criminal responsibility of the offender (an individual) and the administrative responsibility of the organisation can be identified, it is necessary for the offence to have been committed by someone who holds a top management position within the organisation or someone in a subordinate position.





THE ORGANISATION AND MANAGEMENT MODEL ADOPTED BY CASINO DE LA VALLÉE S.P.A.

Aims of the model

Casino de la Vallée S.p.A. is conscious of the need to ensure conditions of correctness and transparency when carrying out business and the activities of the company in the interests of its position and image, of the jobs of its employees and of the clients' gaming activities. On the basis of the stated reasons, the company considers the creation of the organisation and management model as set out in Legislative Decree 231/2001, to be in accordance with its corporate policy.

This initiative was undertaken with the conviction that the adoption of the Model creates a valid tool for raising awareness among all those who work for and on behalf of the company, so that in the fulfilment of their jobs, their conduct is correct and consistent with preventing the risk of committing the offences set out in the Decree (or later amendments and/or additions).

This Organisation model has been prepared by the Company, taking into consideration both the regulations in the Decree and the Guidelines created by Confindustria, approved on 8 April 2008 (see the following paragraphs for information on the structure of the Model).

The Model is intended for members of the company bodies and employees, that is, all those who have a working relationship with the company, including managers, as well as those who work for or on behalf of the Company in one or more areas of business identified as being at risk.

The regulatory principles of the model

In the agreement, creation and application of their model, Casino de la Vallée S.p.A. observes the following regulatory principles:

- a clear and formal allocation of powers and responsibilities, coherent with the duties already assigned;





- the separation of tasks so that the authorisation of a transaction must come under the responsibility of a different person than whoever records, carries out or controls the operation (if the control is carried out by a single person). This principle should however allow efficient management of the corporate activities;
- the creation of rules for suitable conduct to guarantee the execution of corporate activities in compliance with the law, the regulations and the integrity of the corporate patrimony;
- the provision of regulatory documentation for individual corporate activities, divided into powers of attorney, powers and proxies and procedures.
- the possibility of tracing transactions (connected both to the operational activities and to control) aimed at guaranteeing that every transaction and/or action can be checked and is documented, coherent and consistent.

Contents of the model

Casino de la Vallée's organisation and management model is made up of the following documentation:

1. ***Confindustria Guidelines***, a document used as a methodological guideline, as well as a reference for some precise aspects in relation to operative elements connected to the Decree;
2. ***Casino de la Vallée's organisation and control model***, a document which describes the main regulators, the general aspects and some precise aspects in relation to operative elements connected to the Decree (e.g. Supervisory Board, system of sanctions);
3. ***Casino de la Vallée's Risk Analysis***, a document which describes the activities within each process, the degree of exposure to risk (specific to each type of offence) and the controls suggested as a result of the assessment;
4. ***The Code of Ethics***, a document which illustrates the guideline values of the Company to adopt when carrying out its business, recommending, promoting or forbidding certain behaviour, and if necessary dictating specific bans and limitations in relation to the offences considered;
5. All ***documentation relating to Casino de la Vallée's organisation and management model***.





Creation of the Model

In accordance with Legislative Decree 231/2001, the process of the creation of the organisation and management model and its implementation was divided into the following phases:

- **identification of the process and related interactions**

the processes were mapped out using the self-assessment tool (see figure 2);

- **identification of risk activities**

during this phase interviews were conducted, documents were collected and data relating to all of the Company proceedings was analysed, highlighting the possible activities exposed to the risk of offence. The areas concerning the organisational structure were also analysed (e.g. proxy for operational management) and the policy for the management of corporate gifts and giveaways.

- **identification and analysis of existing risk protection**

on the basis of the results obtained, a comparison between existing procedures and the highlighted risk activities was made. At the end of this activity it was possible to determine Casino de la Vallée's "gap analysis" that is, the areas and/or activities not sufficiently protected to guarantee the effectiveness of the model;

- **definition of the protocols**

in order to fill the gaps referred to above, the activity required the integration of existing company documentation with the activities and controls established by the Management and/or the creation of new regulatory documentation.

General principles of conduct

As well as what will be covered in more detail in the following chapter in relation to each group of offence covered, and the degree of exposure to the risk offence, this paragraph highlights how the company has imposed general rules of conduct on itself, which must be respected when carrying out corporate activities in order to guarantee a suitable system of internal control to prevent the commission of the offences set out in legislative decree 231/2001.



The Code of Ethics, which should be considered an integral part of this Model, sets out all the principles and general rules of conduct in:

- Relations with Public Authorities
- Relations with suppliers
- The assignment of professional roles
- Relations with the Supervisory Board
- Management of the patrimony and accounting activities.



THE OFFENCES UNDER ANALYSIS

Offences against the Public Administration

Public Administration refers to all public organisations, territorial and non-territorial, the members and the internal bodies of the organisations including the public officials.

Under criminal law any juridical person who is responsible for public interests and legislative, jurisdictional or legal work by virtue of regulations of public law and of authorising acts, is generally considered as a “Public Administration Body”. Article 1, paragraph 2 of legislative decree 165/2001, on matters of the work system of the local public administration offices, defines public administration as all State administration. Not all the people who operate in the sector and in relation to the aforementioned organisations are people to whom (or to whose work) the types of criminal cases set out in legislative decree 231/2001 apply.

Specifically the relevant people in this regard are only “public officials” and “those responsible for public service”, the latter being separated into those who are civil servants and those who are not.

The offence of inducement to make false declarations to the Judicial Authorities

This offence has been added to the offences contained in Law no. 116/2009.

This offence is recorded, in the criminal code, amongst the offences “against the administration of justice”, that is those offences whose specific nature, distinguishes them from those generically considered to be an offence against the public administration.

And it is precisely this characteristic of being more specific than those offences analysed in the previous section that lead to their being analysed separately and subsequently to the offences against the Public Administration.

I.T. offences

As is now well-known, Law no. 48 of 18 March 2008, “Ratification and implementation of the European Council’s Convention on I.T. crime, held in Budapest on 23 November 2001, and





amended regulations of the internal code” has led to significant changes in the Criminal Code and legislative decree 231/01.

The main changes can be noted: elimination of the differences between civil law and criminal law in the definitions of “I.T. document”; introduction of the offence of false declaration to the auditor (article 495b criminal code); extensive modification of article 615e (Distribution of computer hardware, devices or programmes intended to damage or block an I.T. or telecommunication system); re-examination of the damaging of data, programmes and I.T. systems, including those in public use, with the introduction of legal action against those who damage “private data”; introduction of a new case in point of I.T. fraud, committed by those who provide electronic signature authentication services; inclusion of “I.T.” offences under the administrative responsibility of the organisation, in accordance with legislative decree 231/01.

Offences committed in violation of the Law regarding authors’ rights

Law no. 99 of 23 July 2009 introduced some criminal laws contained in the law on the rights of authors (Law 633/41) into the offences considered the administrative responsibility of organisations.

Generally speaking, it can be declared that these articles effect the reproduction and duplication of original works. These, in accordance with article 2, point 8 of Law 633/41, are also “computer programmes, in whatever form as long as they are original, are considered the intellectual creation of the author. The ideas and principles behind any element of a programme, including those forming the basis of its interface are excluded from protection by this law. The term *programme* also includes the preparatory material for the design of the programme itself”.

The offences of organised crime

Law 15^h July 2009, no. 94 “Provisions regarding public safety” (with article 2, paragraph 29) introduced article 24c allowing for the extension of the responsibilities of organisations to also include offences dependent on organised crime committed in the State’s territory.

As highlighted by the most recent Guidelines of some associations representing organisations, “the specific relevance of the phenomenon of organised crime, often aimed at entering



entrepreneurial activities and operating by means of conditioning and indirect infiltration of the various sectors, both public and private, dangerously distorting the way of doing business”, the risk analysis which was carried out, examined the exposure to the risk of commission of the above crimes possibly in the behaviour of “granting favours”.

Offences against public trust

The accusations examined in this paragraph (referring to forgery of money, credit cards and official stamps) aim to protect the regularity of the circulation of money (and of stocks in general) including the safeguarding of financial and patrimonial interests, both of the organisations authorised to issue them and of individuals who would be damaged by the forgery.

In general, the forbidden activities are: counterfeiting, altering and introduction into the State of forged money and the purchase, receipt, possession and spending of it and putting it into circulation.

Crimes against industry and commerce

Amongst the examples of offences considered in this category, the crimes of fraud in the activity of commerce (article 515 criminal code), are particularly relevant with regard to the catering services offered by the Casino.

Fraud takes place when: in carrying out a commercial activity, or a shop open to the public, the purchaser is sold something they believe to be something else, or something which, in terms of origin, source, quality or quantity is different from what it was declared or agreed to be. The difference between the above examples of fraud is in the distinction of the victim.

When fraud consists of selling or otherwise commercialising as genuine food products which are not genuine, this is the offence of selling of non-genuine food products for genuine ones (article 516 criminal code).

The genuineness of a product is defined in it not having been modified (use of chemical processes, change of the expiry date, adulteration of the product, etc.)



Corporate offences

In the last few years the subject of corporate offences has been of particular interest. There have been various interventions to the regulations following on shortly after, firstly, the substantial reform of corporate offences to the Legislative Decree 61/2002, subsequently with the law of 18 April 2005, no. 62 (so-called Market Abuse) with acknowledgement of the EC Directive 2003/6/CE, which modified the Consolidated Finance Act and finally with Law 262/2005 (so-called Protection of Savings), which impacted mainly on the sanctions.

The type of offences under discussion – and it is worth specifying that they are committed by qualified people – has provoked and is provoking interest both in the frequency with which they are committed and in the complexity of the interests in need of protection: safeguarding the integrity of the company patrimony; safeguarding the partners and creditors, honest competition, transparency of the financial markets, safeguarding the non-institutional investors and the whole market, etc.

Crimes of manslaughter and serious or very serious accidental injuries, committed due to violation of the regulations on safety and health and hygiene at work

On 1 April 2008, the Cabinet approved the Decree realised in Law 123 of 3 August 2007, regarding safety in the workplace. Article 30 of that Decree cites the Models of Organisation and Management, stating that:

1. the organisation and management model suitable for effective justification of the administrative responsibility of juridical people, of the company and of associations even when lacking legal status in accordance with legal decree of 8 June 2001, no. 231, must be adopted and effectively realised, ensuring a corporate system for the fulfilment of all legal obligations related to:

- a) compliance with the techno-structural standards of law relating to equipment, facilities, workplaces and chemical, physical and biological agents;
- b) risk assessment and preparation of subsequent measures of prevention and protection;
- c) organisational activities like emergencies, first aid, contract management, periodic safety meetings, consultations with the workers' safety representatives;



- d) supervision of health;
- e) supply of information and training to employees;
- f) supervision of compliance with the procedures and with the instructions for employees to work safely;
- g) acquisition of documentation and certification under the obligations of the law;
- h) periodic checks of the application and effectiveness of the procedures adopted.

2. in accordance with paragraph 1, the organisation and management model must provide appropriate systems for recording the implementation of the activities in paragraph 1.

3. in any case the organisation model must provide, according to the requirements of the nature and size of the organisation and of the type of business carried out, an articulation of the functions which ensures the technical skills and powers necessary for checking, assessing, managing and controlling the risk, and a disciplinary system suitable for sanctioning the lack of compliance with the measures set out in the model.

4. the organisation model must also provide a suitable system for controlling the implementation of that model and for maintaining suitable conditions of the adopted measures over time. The re-examining of and possible modification to the organisation model must be adopted, when significant violations of the regulations regarding prevention of accidents and hygiene at work are discovered, or when there are changes in the company and in the activity related to scientific and technological progress.

5. On initial application, models of corporate organisation which conform to the UNI-INAIL Guidelines for a health and safety at work management system (SGSL) of 28 September 2001 or to British Standard OHSAS 18001:2007 are considered to conform to the requirements under related parts of previous paragraphs. Further corporate organisation and management models can be indicated by the Commission in accordance with article 6 with the same scope.

The identification of sensitive activities in accordance with the Decree was carried out in consideration of activities within which incidents can happen and those in whose ambit the





Company can commit the crime of negligent violation of the regulations and preventative measures. Taking that contrast into consideration, the following can be noted:

- activities at risk of accident and occupational illnesses highlighted in the Risk Assessment Document, rev.11 Sept 08, pursuant to article 28 Legislative Decree 81/08, and intended as activities where harmful events could potentially take place:
- activities at risk of crime, intended as activities which could potentially give rise to the crimes cited in article 25g of the Decree, in as much as omitted or inefficient execution of them could combine the Company's responsibility in the ambit of the Management's Responsibility, the ambit of resource management and the ambit of service provision.

Crimes of receipt, laundering and use of goods with illegal origins

The administrative responsibility of the Company, pursuant to Legislative Decree 231/01, can only apply if the offences of receipt, laundering and use of goods with illegal origins are committed, by subjects connected to the Company, and from which the organisation has at least one benefit, on the basis of the relevant articles in the Criminal Code.

Article 25h of the Decree was introduced from article 63, paragraph 3 of the legislative decree of 21 November 2007, no. 231, "Implementation of directive 2005/60/CE concerning the prevention of the use of financial systems to launder money originating from criminal activity and to finance terrorism", which extends the administrative responsibility of the organisation to include the offences of receipt, laundering and use of money, goods and utilities with illegal origins - articles 648, 648b and 648c of the criminal code.



SUPERVISORY AND CONTROL BOARD

General information

According to that stated in article 6, paragraph 1, letter b), the Company is not responsible for offences committed within it if the task of supervision of its running and its compliance to the agreed organisation and management model, as well as updating it, has been entrusted to an Organ (Supervisory Board) of the Organisation with powers of enterprise and control.

In compliance with this term, Casino de la Vallée has established a Supervisory Board as a collegial body, which is nominated directly by the Administrative body.

In the context of the appointment of the Supervisory Board, the task of continually checking compliance with and adequacy of the model is assigned to the people responsible for company organisation, in order to guarantee the most solid and effective implementation of it possible, appointing the people responsible as effective operational and communication links between the Supervisory Board and the areas of business in which risks have been identified.

The execution of the Supervisory Board's tasks is an essential element for the justification stated in the Decree.

Nomination and composition

The SB is a body of a collective nature and is made up of three (3) active members, one of whom has the role of president.

The members of the SB are selected from people who are qualified and are strongly professional and have the requisite of respectability, as set out in article 4, Decree 30 December 1998 no. 516.

In order to guarantee the autonomy and independence of the SB, both external and internal members, who don't work in areas identified as "at risk", can be nominated.

The criteria which the company strives to have for the formation of the SB are:

- A composition of various people
- Professional internal and external resources
- Absence of potential conflicts of interest



- Competent internal personnel.

The components of the SB stay in office for three years and the term can be renewed for the same length of time. In any case each person stays in office until a successor has been nominated.

Requisites of individual members and cases of ineligibility and withdrawal

The members of the SB are selected from people, including those outside the company, who:

- are qualified experts in legal matters, control systems, management systems, auditing or experts in management;
- have notable skills on the basis of the following elements: personal characteristics, knowledge and skills (general and specific), education, experience and training (as specified in the regulations);
- aren't related to or have any relationship of less than the fourth degree with members of the board of auditors or with members of the bodies which they control or are controlled by;
- don't have a conviction, even if it is not yet definite, for one of the crimes set out in the Decree, therefore requiring a ban, even temporary, from public office, or incapability to carry out managerial roles.

Flow of information to the Supervisory Board

In accordance with article 6, paragraph 2, letter d) of the decree, it is obligatory to inform the Supervisory Board of any situations of potential risk, or of actions which constitute violation of the system.

Notification

Company personnel (that is, external collaborators) who intend to notify of a violation (or presumed violation) of the System must contact the Supervisory Board via a special email address or via written communication. In the case of anonymous communication and not in a written form, the Supervisory Board will assess it at its discretion and according to the seriousness of the violation denounced.



The Supervisory Board guarantees the anonymity and confidentiality of any information inherent to the notifying person, except those required by law, so as to protect him from any retaliation.

Other information

It is the duty of the whole Organisation (corporate bodies, directors, managers and employees) to communicate promptly to the SB a series of pieces of information identified analytically.

A periodic flow of communication is also established from the people responsible for the structures to the SB, of information regarding the company's activity, which could be relevant to the execution of the Board's job.



TRAINING

With the scope of rendering this model effective, the Casino aims to guarantee good knowledge and diffusion among the staff of the rules of conduct contained herein. This aim refers to all company resources – both those already in existence in the company and those to be added. The amount of training and information will be supplied in varying degrees of detail depending on both the different amount of involvement of these resources in the risk activities and the role of the trainee, on the level of risk in the area in which they work and whether or not they have a role in representing the company.

Specifically, different levels of information and training, through appropriate means of diffusion, are provided for all managers and other employees through specialist training according to the level of risk and the type of job carried out.

The supply system of information and training is supervised and included in the Supervisory Board's job in collaboration with the Human Resources managers and with the managers of other areas involved in the application of the Model, on a case-by-case basis. Special attention will be given to training employees in top management positions.

In addition, the Casino will give new employees an information pack with which they can acquaint themselves with the most relevant rules. Apart from the rules given to new employees, the information pack contains the Ethical Code and an explanatory presentation of the model with indications on where it can be consulted. Employees must give the casino a signed declaration that the information pack has been received, the main elements of the model have been absorbed and a commitment to observe the regulations has been made.

Supplying information to consultants and partners

The Casino guarantees that adequate information on the principles of the model will be supplied to consultants and partners through explanatory material. On receipt of the information, the consultant/partner must sign a declaration that they are aware of the existence of the Model, the Ethical Code and the principles contained in them and that they make a commitment to respect them.



SYSTEM OF SANCTIONS

General criteria for imposing sanctions

Casino de la Vallée S.p.A. condemns any conduct other than that set out in this model and in the Ethical Code, even if such conduct takes place in the interests of or to the benefit of the Company.

The system of sanctions of this model aims solely to reinforce its effectiveness and all staff's compliance with it.

The agreed disciplinary measures are not a substitute for further possible sanctions of a different nature which may result from the same offence (criminal, administrative, civil sanctions).

The type and extent of the sanctions to apply, once the violation has been assessed, is defined on the basis of the following criteria:

- assessment of the conduct on the basis of intent, guilt, negligence or inexperience,
- the importance of the duties violated;
- the level of responsibility of the subjects involved on the basis of hierarchical criteria;
- the presence of aggravating or extenuating circumstances.

The following actions are disciplinary violations, for which the sanctions set out in the following paragraphs can be applied:

- non-fulfilment of the duties of supervision and control by people who have that responsibility over their subordinates;
- violation, through commission or omission, of the procedures stated and/or put into effect for the fulfilment of the model;
- lack of collaboration or reticence of personnel to provide the SB with information;
- violation of the duty to communicate to the SB, according to the flows of communication established in this model;
- drafting and facilitation in drafting incomplete and false documentation;



- omission in drafting documentation required by this model or by the agreed procedures for its fulfilment;
- violation or evasion of the control system set out in the model.

Sanctions for employees

For employees, the Decree states that the disciplinary system must respect the limits connected to the disciplinary powers imposed by article 7 of law no. 300/1979 (the so-called “Statute of workers”) and by the collective negotiation of the sector or company, regarding both the sanctions applicable and the way in which the powers are exercised.

With reference to the applicable sanctions, it is specified that they will be adopted and applied in accordance with the procedures set out in the national and corporate collective regulations applicable to the working relationship.

The sanctions identified are:

- a verbal reprimand for violations of little importance;
- a written reprimand for a repeated violation of little importance;
- suspension from work for very serious violations which increase the degree of exposure to risk of a crime being committed;
- dismissal for non-fulfilment of contractual obligations, for the violation of the provisions of the model resulting unequivocally in the commission of a crime covered by the Decree.

Sanctions for managers

If managers violate the general principles of the model, the rules of conduct imposed by the Ethical Code and the company procedures, the Company will undertake to impose on the people responsible measures considered appropriate according to the violation committed, also taking into consideration the level of trust which exists in the relationship between the company and the manager.

The sanctions identified are:

- a verbal reprimand for violations of little importance;



- dismissal for very serious violations of the provisions of the model.

Measures for directors

If the administrative body of the organisation violates the law in force, the Model or the Ethical Code, the Supervisory Board will inform a representative of the Regional Council if no other organisation is available.

The sanctions identified are:

- formal written recall for violations of little importance;
- pecuniary disciplinary sanctions and total or partial revocation of the proxy, for serious violations;
- revocation of the appointment, for violations which are so serious as to ruin the Company's trust in him. The revocation is decided by the Assembly.

Measures for Service Companies and other third parties

Every violation of the law in force, the Model or the Ethical Code by the Service Company or other parties with whom the Company has a contract for a business relationship will be sanctioned according to specific clauses, added to the relative contracts, based on the regulations of the applicable law, on acts of withdrawal for legitimate reasons, with every possible result including those in the area of compensation.

The possible request for compensation is still valid whenever such conduct causes real damage to the Company, like when the judge applies the measures set out in the Decree to the Company.

Measures for consultants and partners

Consultants and partners are excluded from the disciplinary procedures and measures described above in relation to the law in force for employees.

In any case, whenever conduct which opposes the regulations in this Model is discovered, the perpetrators will receive a written reprimand and/or, in more serious cases (adapted according to elements such as wilfulness, previous violations of the Model by the same person, level of representation of the organisation etc.) and based on the regulations of the applicable law, on



acts of withdrawal for legitimate reasons, with every possible result including those related to compensation.

Such action is motivated by the fact that it is in the interests of the Company to spread, as much as possible, the culture of the legality of the Company including to all those with whom it has contact, even occasionally; therefore special clauses are added to the contracts, in which these parties are required to formally adhere to all of the procedures of conduct in existence in the company.