



ER SAI CASPIAN CONTRACTOR LLC

**Organization, Management & Control Model**  
**“OM&C Model”**  
*(includes the Code of Ethics)*

Approved by the Board of Directors of ER SAI Caspian Contractor LLC  
on 4 December, 2015

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### ***Foreword***

ERSAI is a Company incorporated under the Law of the Republic of Kazakhstan, having its registered legal address at Kazybek bi 41, office 406, Medeu district, Almaty city, Republic of Kazakhstan.

ER SAI Caspian Contractor LLC (hereinafter- ERSAI) adopts, in compliance with the Model stated in Saipem S.p.A.'s group organization, the following Organization, Management and Control Model ("OM&C Model" hereafter).

The OM&C Model has been adopted by ERSAI with the aim to comply with international control standards and with best practices, in order to prevent the commission of offences - in the interests or to the advantage of the Company itself - by:

- individuals who are representatives, directors or managers of the Company or of one of its organizational unit that has financial and functional independence, or by individuals who are responsible for managing or controlling the Company (individuals in apical positions or "apicals");
- individuals who are managed or supervised by an individual in an apical position (individuals under the command of others).

In particular, this OM&C Model is aimed to prevent illegal behaviours in terms of corruption, extortion, money laundering, frauds and, in general, any offence that may be committed or attempted to be committed in the interests or to the advantage of a company, setting forth disciplinary measures to be enforced in case of illegal behaviours in breach of laws, regulations and/or internal policies.

The OM&C Model has been drafted taking into account international regulations, referred to within international treaties against domestic or foreign corruption.

Further, the OM&C Model is inspired by the most updated laws and the best practices for the prevention of "white collar" crimes, and specifically by protocols and precautionary measures ruled within the following regulations:

- United Nations Convention against Corruption dated 31 October 2003, ratified by Republic of Kazakhstan on 08 May 2008, No 31-IV with exceptions;
- Republic of Kazakhstan Law On Combating Corruption No.267-1 dated 2 July 1998.

In this regard, at the meetings of **22 February 2010**, the Board of Directors of ERSAI approved for the first time the OM&C Model.

The OM&C Model in second edition was approved by Written Resolution of the ERSAI's Board of Directors on 05 April 2011.

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The OM&C Model in third edition was approved by Written Resolution of the ERSAI’s Board of Directors on 01 February 2013.

The OM&C Model is approved by resolution of the ERSAI’s Board of Directors.

The task of implementing and updating the OM&C Model is entrusted to the General Director, by virtue of the powers granted to the latter. However, the task of updating the Model compulsory general principles (“General Principles”) is entrusted to the Board of Directors.

These General Principles are:

- (a) ERSAI’s Code of Ethics (referred to in chapter 1).
- (b) Risk analysis methodology (referred to in chapter 2).
- (c) Compliance Committee’s role and information flows (referred to in chapter 3).
- (d) Annual schedule of supervision activities (referred to in chapter 3).
- (e) Extension of the OM&C Model to subsidiaries (referred to in chapter 4).
- (f) Disciplinary system (referred to in chapter 5).
- (g) General standards of transparency in the activities (referred to in chapter 6).
- (h) Innovation implementation program (referred to in chapter 7).

Provisions for the implementation of the OM&C Model are issued by the relevant departments. In particular, these provisions contain control tools in compliance with ERSAI OM&C Model.

The Compliance Committee keeps and releases to the relevant company departments the identification of “*Sensitive Activities and Specific Control Standards of OM&C Model*” approved by the Board of Directors, upon approval of the OM&C Model, and by the General Director, upon future updating. Such specific control standards are encompassed within reference company procedures.

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## CHAPTER 1

### ERSAI's Code of Ethics

#### FOREWORD

ERSAI is a Kazakh Joint Venture Company whose founders are ERC Holding (Limited Liability Company incorporated under the laws of Kazakhstan) and Saipem International B.V ( a company incorporated under the laws of Netherlands) (hereinafter- Corporates) and it is part of Saipem group, that is an internationally oriented industrial group which, because of its size and the importance of its activities, plays a significant role in the marketplace and in the economic development and welfare of the individuals who work or collaborate with it and of the communities where it is present.

The complexity of the situations in which ERSAI operates, the challenges of sustainable development and the need to take into consideration the interests of all people having a legitimate interest in the corporate business (“Stakeholders”), strengthen the importance to clearly define the values that ERSAI accepts, acknowledges and shares as well as the responsibilities it assumes, contributing to a better future for everybody.

For this reason the new ERSAI 's Code of Ethics (“Code” or “Code of Ethics”) has been devised. Compliance with the Code by ERSAI's directors, statutory auditors, management and employees as well as by all those who operate in Kazakhstan and abroad for achieving ERSAI's objectives (“ERSAI's People”), each within their own functions and responsibilities, is of paramount importance – also pursuant to legal and contractual provisions governing the relationship with ERSAI– for ERSAI's efficiency, reliability and reputation, which are all crucial factors for its success and for improving the social situation in which ERSAI operates.

ERSAI undertakes to promote knowledge of the Code among ERSAI's People and the other Stakeholders, and to accept their constructive contribution to the Code's principles and contents. ERSAI undertakes to take into consideration any suggestions and remarks of Stakeholders, with the objective of confirming or integrating the Code.

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ERSAI carefully checks for compliance with the Code by providing suitable information, prevention and control tools and ensuring transparency in all transactions and behaviours by taking corrective measures if and as required. The Compliance Committee of ERSAI performs the functions of guarantor of the Code of Ethics (“Guarantor”).

The Code is brought to the attention of every person or body having business relations with ERSAI.

**I. General principles: sustainability and corporate responsibility**

Compliance with the law, regulations, statutory provisions, self-regulatory codes, ethical integrity and fairness, is a constant commitment and duty of all ERSAI’s People, and characterizes the conduct of ERSAI’s entire organization.

ERSAI’s business and corporate activities has to be carried out in a transparent, honest and fair way, in good faith, and in full compliance with competition protection rules.

ERSAI undertakes to maintain and strengthen a governance system in line with international best practice standards, able to deal with the complex situations in which ERSAI operates, and with the challenges to face for sustainable development.

Systematic methods for involving Stakeholders are adopted, fostering dialogue on sustainability and corporate responsibility.

In conducting both its activities as an international company and those with its partners, ERSAI stands up for the protection and promotion of human rights – inalienable and fundamental prerogatives of human beings and basis for the establishment of societies founded on principles of equality, solidarity, repudiation of war, and for the protection of civil and political rights, of social, economic and cultural rights and the so-called third generation rights (self-determination right, right to peace, right to development and protection of the environment).

Any form of discrimination, corruption, forced or child labor is rejected. Particular attention is paid to the acknowledgement and safeguarding of the dignity, freedom and equality of human beings, to protection of labor and of the freedom of trade union association, of health, safety, the environment and biodiversity, as well as the set of values and principles concerning transparency, energy efficiency and sustainable development, in accordance with International Institutions and Conventions.

In this respect ERSAI operates within the reference framework of the United Nations Universal Declaration of Human Rights, the Fundamental Conventions of the ILO – International Labor Organization – and the OECD Guidelines on Multinational Enterprises.

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All ERSAI's People, without any distinction or exception whatsoever, respect the principles and contents of the Code in their actions and behaviors while performing their functions and according to their responsibilities, because compliance with the Code is fundamental for the quality of their working and professional performance. Relationships among ERSAI's People, at all levels, must be characterized by honesty, fairness, cooperation, loyalty and mutual respect.

The belief that one is acting in favor or to the advantage of ERSAI can never, in any way, justify – not even in part – any behaviors that conflict with the principles and contents of the Code.

## **II. Behavior rules and relations with Stakeholders**

### **1. Ethics, transparency, fairness, professionalism**

In conducting its business, ERSAI is inspired by and complies with the principles of loyalty, fairness, transparency, efficiency and an open market, regardless of the importance level of the transaction in question.

Any action, transaction and negotiation performed and, generally, the conduct of ERSAI's People in the performance of their duties is inspired by the highest principles of fairness, completeness and transparency of information and legitimacy, both in form and substance, as well as clarity and truthfulness of all accounting documents, in compliance with the applicable laws in force and internal regulations.

All ERSAI's activities have to be performed with the utmost care and professional skill, with the duty to provide skills and expertise adequate to the tasks assigned, and to act in a way capable to protect ERSAI's image and reputation. Corporate objectives, as well as the proposal and implementation of projects, investments and actions, have to be aimed at improving the company's assets, management, technological and information level in the long term, and at creating value and welfare for all Stakeholders.

Bribes, illegitimate favors, collusion, requests for personal benefits for oneself or others, either directly or through third parties, are prohibited without any exception.

It is prohibited to pay or offer, directly or indirectly, money and material benefits and other advantages of any kind to third parties, whether representatives of governments, public officers and public servants or private employees, in order to influence or remunerate the actions of their office.

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Commercial courtesy, such as small gifts or forms of hospitality, is only allowed when its value is small and it does not compromise the integrity and reputation of either party, and cannot be construed by an impartial observer as aimed at obtaining undue advantages. In any case, these expenses must always be authorized by the designated managers as per existing internal rules, and be accompanied by appropriate documentation.

It is forbidden to accept money from individuals or companies that have or intend to have business relations with ERSAI. Anyone who receives proposals of gifts or special or hospitality treatment that cannot be considered as commercial courtesy of small value, or requests therefore by third parties, shall reject them and immediately inform their superior, or the body they belong to, as well as the Guarantor.

ERSAI shall properly inform all third parties about the commitments and obligations provided for in the Code, require third parties to respect the principles of the Code relevant to their activities and take proper internal actions and, if the matter is within its own competence, external actions in the event that any third party should fail to comply with the Code.

## **2. Relations with shareholders and with the Market**

### **2.1. Value for shareholders, efficiency, transparency**

The internal structure of ERSAI and the relations with the parties directly and indirectly taking part in its activities are organized according to rules able to ensure management reliability and a fair balance between the management's powers and the interests of shareholders and of the other Stakeholders in general as well as transparency and market traceability of management decisions and general corporate events which may considerably influence the market value of the financial instruments issued.

Within the framework of the initiatives aimed at maximizing the value for shareholders and at guaranteeing transparency of the management's work, ERSAI defines, implements and progressively adjusts a coordinated and homogeneous set of behavior rules concerning both its internal organizational structure and relations with shareholders and third parties, in compliance with the highest corporate governance standards at national and international level, based on the awareness that the company's capacity to impose efficient and effective functioning rules upon itself is a fundamental tool for strengthening its reputation in terms of reliability and transparency as well as Stakeholders' trust.

ERSAI deems it necessary that shareholders are enabled to participate in decisions which come within the limits of their competence and make informed choices. Therefore, ERSAI undertakes to ensure maximum transparency and timeliness of information communicated to shareholders and to

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the market – by means of the corporate internet site, too – in compliance with the laws and regulations applicable to listed companies. Moreover, ERSAI undertakes to keep in due consideration the legitimate remarks expressed by shareholders whenever they are entitled to do so.

## **2.2. Company information**

ERSAI ensures the correct management of company information, by means of suitable procedures for in-house management and communication to the outside.

## **2.3. Privileged information**

All ERSAI's People are required, while performing the tasks entrusted to them, to properly manage privileged information such as to know and comply with corporate procedures referring to market abuse. Insider trading and any behavior that may promote insider trading are expressly forbidden. In any case, the purchase or sale of shares of ERSAI or of companies outside ERSAI shall always be based on absolute and transparent fairness.

## **2.4. Media**

ERSAI undertakes to provide outside parties with true, prompt, transparent and accurate information.

Relations with the media are exclusively dealt with by the departments and managers specifically appointed to do so; information to be supplied to media representatives, as well as the undertaking to provide such information, have to be agreed upon beforehand by ERSAI 's People with the relevant Corporate structure/departments.

## **3. Relations with institutions, associations, local communities**

ERSAI encourages dialogue with Institutions and with organized associations of civil society in all the countries where it operates.

### **3.1. Authorities and Public Institutions**

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ERSAI, through its People, actively and fully cooperates with Authorities.

ERSAI's People, as well as external collaborators whose actions may somehow be referred to ERSAI, must have behaviors towards the Public Administration characterized by fairness, transparency and traceability. These relations have to be exclusively dealt with by the departments and individuals specifically appointed to do so, in compliance with approved plans and corporate procedures.

The departments of the subsidiaries concerned shall coordinate with the relevant ERSAI structure for assessing the quality of the interventions to be carried out and for the sharing, implementing and monitoring of their actions.

It is forbidden to make, induce or encourage false statements to Authorities.

### **3.2. Political organizations and trade unions**

ERSAI does not make any direct or indirect contributions in whatever form to political parties, movements, committees, political organizations and trade unions, nor to their representatives and candidates.

### **3.3. Development of local Communities**

ERSAI is committed to actively contribute to promoting the quality of life, the socio-economic development of the communities where ERSAI operates and to the development of their human resources and capabilities, while conducting its business activities according to standards that are compatible with fair commercial practices.

ERSAI's activities are carried out in the awareness of the social responsibility that ERSAI has towards all of its Stakeholders and in particular the local communities in which it operates, in the belief that the capacity for dialogue and interaction with civil society constitutes an important asset for the company. ERSAI respects the cultural, economic and social rights of the local communities in which it operates and undertakes to contribute, as far as possible, to their exercise, with particular reference to the right to adequate nutrition, drinking water, the highest achievable level of physical and mental health, decent dwellings, education, abstaining from actions that may hinder or prevent the exercise of such rights.

ERSAI promotes transparency of the information addressed to local communities, with particular reference to the topics that they are most interested in. Forms of continuous and informed

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consultancy are either promoted, through the relevant ERSAl structures, in order to take into due consideration the legitimate expectations of local communities in conceiving and conducting corporate activities and in order to promote a proper redistribution of the profits deriving from such activities.

ERSAl, therefore, undertakes to promote the knowledge of its corporate values and principles, at every level of its organization, also through adequate control procedures, and to protect the rights of local communities, with particular reference to their culture, institutions, ties and life styles.

Within the framework of their respective responsibilities, ERSAl's People are required to participate in the definition of single initiatives in compliance with ERSAl's policies and intervention programs, to implement them according to criteria of absolute transparency and support them as an integral part of ERSAl's objectives.

### **3.4. Promotion of “non profit” activities**

The philanthropic activity of ERSAl is in line with its vision and attention to sustainable development.

Therefore, ERSAl undertakes to foster and support, as well as to promote among its People, its “non profit” activities which demonstrate the company's commitment to help meet the needs of those communities where it operates.

## **4. Relations with customers and suppliers**

### **4.1. Customers and consumers**

ERSAl pursues its business success on markets by offering quality products and services under competitive conditions while respecting the rules protecting fair competition.

ERSAl undertakes to respect the right of consumers not to receive products harmful to their health and physical integrity and to get complete information on the products offered to them.

ERSAl acknowledges that the esteem of those requesting products or services is of primary importance for success in business. Business policies are aimed at ensuring the quality of goods and services, safety and compliance with the precautionary principle. Therefore, ERSAl's People shall:

- comply with in-house procedures concerning the management of relations with customers and consumers;

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- supply, with efficiency and courtesy, within the limits set by the contractual conditions, high-quality products meeting the reasonable expectations and needs of customers and consumers;
- supply accurate and exhaustive information on products and services and be truthful in advertisements or other kind of communication, so that customers and consumers can make informed decisions.

#### **4.2. Suppliers and external collaborators**

ERSAI undertakes to look for suppliers and external collaborators with suitable professionalism and committed to sharing the principles and contents of the Code and promotes the establishment of long-lasting relations for the progressive improvement of performances while protecting and promoting the principles and contents of the Code.

In relationships regarding tenders, procurement and, generally, the supply of goods and/or services and of external collaborations (including consultants, agents, etc.), ERSAI's People shall:

- follow internal procedures concerning selection and relations with suppliers and external collaborators and abstain from excluding any supplier meeting requirements from bidding for ERSAI's orders; adopt appropriate and objective selection methods, based on established, transparent criteria;
- secure the cooperation of suppliers and external collaborators in guaranteeing the continuous satisfaction of ERSAI's customers and consumers, to an extent adequate to that legitimately expected by them, in terms of quality, costs and delivery times;
- use as much as possible, in compliance with the laws in force and the criteria for legality of transactions with related parties, products and services supplied by ERSAI companies at arm's length and market conditions;
- state in contracts the Code acknowledgement and the obligation to comply with the principles contained therein;
- comply with, and demand compliance with, the conditions contained in contracts;
- maintain a frank and open dialogue with suppliers and external collaborators in line with good commercial practice; promptly inform superiors, and the Guarantor, about any possible violations of the Code;
- inform the relevant Corporate structure about any serious problems that may arise with a particular supplier or external collaborator, in order to evaluate possible consequences for ERSAI.

The remuneration to be paid shall be exclusively proportionate to the services to be rendered and described in the contract and payments shall not be allowed to any party different from the contract party nor in a third Country different from the one of the parties or where the contract has to be performed<sup>1</sup>.

<sup>1</sup> For the purposes of application of the ban, third countries do not include States where a company/entity, counter-party of Saipem, has established its centralized cash management system and/or where the same has established, in whole or in part, its headquarters,

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## **5. ERSAI's management, employees, collaborators**

### **5.1. Development and protection of Human Resources**

People are basic components in the company's life. The dedication and professionalism of management and employees represent fundamental values and conditions for achieving ERSAI's objectives.

ERSAI is committed to developing the abilities and skills of management and employees so that their energy and creativity can have full expression for the fulfilment of their potential in their working performance, such as to protect working conditions as regards both mental and physical health and dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting development of personality and professionalism are fostered.

ERSAI undertakes to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all its employees, making sure that each of them receives a fair statutory and wage treatment exclusively based on merit and expertise, without discrimination of any kind. Competent departments shall:

- adopt in any situation criteria of merit and ability (and anyhow strictly professional) in all decisions concerning human resources;
- select, hire, train, compensate and manage human resources without discrimination of any kind;
- create a working environment where personal characteristics or beliefs do not give rise to discrimination and which allows the serenity of all ERSAI's People.

ERSAI wishes that ERSAI's People, at every level, cooperate in maintaining a climate of common respect for a person's dignity, honor and reputation. ERSAI shall do its best to prevent attitudes that can be considered as offensive, discriminatory or abusive. In this regard, any behaviors outside the working place which are particularly offensive to public sensitivity are also deemed relevant.

In any case, any behaviors constituting physical or moral violence are forbidden without any exception.

### **5.2. Knowledge Management**

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offices or business units functional and necessary for the execution of the contract, in each case subject to all the additional control tools provided by internal regulatory instruments concerning the selection of counter-parties and payments.

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ERSAI promotes culture and the initiatives aimed at disseminating knowledge within its structures, and at pointing out the values, principles, behaviors and contributions in terms of innovation of professional families in connection with the development of business activities and to the company's sustainable growth.

ERSAI undertakes to offer tools for interaction among the members of professional families, working groups and communities of practice, as well as for coordination and access to know-how, and shall promote initiatives for the growth, dissemination and systematization of knowledge relating to the core competences of its structures and aimed at defining a reference framework suitable for guaranteeing operating consistency.

All ERSAI's People shall actively contribute to Knowledge Management as regards the activities that they are in charge of, in order to optimize the system for knowledge sharing and distribution among individuals.

### **5.3. Corporate security**

ERSAI engages in the study, development and implementation of strategies, policies and operational plans aimed at preventing and overcoming any intentional or non-intentional behavior which may cause direct or indirect damage to ERSAI's People and/or to the tangible and intangible resources of the company. Preventive and defensive measures, aimed at minimizing the need for an active response – always in proportion to the attack – to threats to people and assets, are favored.

All ERSAI 's People shall actively contribute to maintaining an optimal corporate security standard, abstaining from unlawful or dangerous behaviors, and reporting any possible activities carried out by third parties to the detriment of ERSAI 's assets or human resources.

In any case requiring particular attention to personal safety, it is compulsory to strictly follow the indications in this regard supplied by ERSAI , abstaining from behaviors which may endanger one's own safety or the safety of others, promptly reporting any danger for one's own safety, or the safety of third parties, to one's superior.

### **5.4. Harassment or mobbing in the workplace**

ERSAI supports any initiatives aimed at implementing working methods for the achievement of a better organization.

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ERSAI demands that there shall be no harassment or mobbing behaviors in personal working relationships either inside or outside the company. Such behaviors are all forbidden, without exceptions, and are:

- the creation of an intimidating, hostile, isolating or in any case discriminatory environment for individual employees or groups of employees;
- unjustified interference in the work performed by others;
- the placing of obstacles in the way of the work prospects and expectations of others merely for reasons of personal competitiveness or because of other employees.

Any form of violence or harassment, either sexual harassment or harassment based on personal and cultural diversity, is forbidden. Such harassment is for instance:

- subordinating decisions on someone's working life to the acceptance of sexual attentions, or personal and cultural diversity;
- obtaining sexual attentions using the influence of one's role;
- proposing private interpersonal relations despite the recipient's explicit or reasonably clear distaste;
- alluding to disabilities and physical or psychic impairment, or to forms of cultural, religious or sexual diversity.

Nobody may be subject to any discrimination in the exercising of employment rights on the basis of gender, age, physical impairments, race, nationality, language, material, social and official status, place of residence, religious persuasion, political beliefs, clan or class, membership of public associations

### **5.5. Abuse of alcohol or drugs and no smoking**

All ERSAI 's People shall personally contribute to promoting and maintaining a climate of common respect in the workplace; particular attention is paid to respect of the feelings of others.

ERSAI will therefore consider individuals who work under the effect of alcohol or drugs, or substances with similar effect, during the performance of their work activities and in the workplace, as being aware of the risk they cause. Chronic addiction to such substances, when it affects work performance, shall be considered similar to the above mentioned events in terms of contractual consequences; ERSAI is committed to favor social action in this field as provided for by employment contracts.

It is forbidden to:

- hold, consume, offer or give for whatever reason, drugs or substances with similar effect, at work and in the workplace;
- smoke in the workplace. ERSAI supports voluntary initiatives addressed to People to help them quit smoking and, in identifying possible smoking areas, shall take into particular

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consideration the condition of those suffering physical discomfort from exposure to smoke in the workplace shared with smokers and requesting to be protected from “passive smoking” in their place of work.

### **III. Tools for implementing the Code of Ethics**

#### **1. System of internal control**

ERSAI undertakes to promote and maintain an adequate system of internal control, i.e. all the necessary or useful tools for addressing, managing and checking activities in the company, aimed at ensuring compliance with corporate laws and procedures, at protecting corporate assets, efficiently managing activities and providing precise and complete accounting and financial information.

The responsibility for implementing an effective system of internal control is shared at every level of ERSAI’s organizational structure; therefore, all ERSAI’s People, according to their functions and responsibilities, shall define and actively participate in the correct functioning of the system of internal control.

ERSAI promotes the dissemination, at every level of its organization, of policies and procedures characterized by awareness of the existence of controls and by an informed and voluntary control oriented mentality; consequently, ERSAI’s management in the first place and all ERSAI ’s People in any case shall contribute to and participate in ERSAI’s system of internal control and, with a positive attitude, involve its collaborators in this respect.

Each employee shall be held responsible for the corporate tangible and intangible assets relevant to his/her job. No employee can make, or let others make, improper use of assets and equipment belonging to ERSAI.

Any practices and attitudes linked to the perpetration or to the participation in the perpetration of frauds are forbidden without any exception.

Control and supervisory bodies, the Internal Audit department and appointed external auditing companies shall have full access to all data, documents and information necessary to perform their own relevant activities.

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## 1.1. Conflicts of interest

ERSAI acknowledges and respects the right of its People to take part in investments, business and other kinds of activities other than the activity performed in the interest of ERSAI, provided that such activities are permitted by law and are compatible with the obligations assumed towards ERSAI.

ERSAI's management and employees shall avoid and report any conflicts of interest between personal and family economic activities and their tasks within the company. In particular, everyone shall point out any specific situations and activities of economic or financial interest (owner or member) to them or, as far as they know, of economic or financial interest to relatives of theirs or relatives by marriage within the 2nd degree of kinship, or to persons actually living with them, also involving suppliers, customers, competitors, third parties, or the relevant controlling companies or subsidiaries, and shall point whether they perform corporate administration or control or management functions therein.

Moreover, conflicts of interest are determined by the following situations:

- use of one's position in the company, or of information, or of business opportunities acquired during one's work, to one's undue benefit or to the undue benefit of third parties;
- the performing of any type of work for suppliers, sub-suppliers and competitors by employees and/or their relatives.

In any case, ERSAI's management and employees shall avoid any situation and activity where a conflict with the Company's interests may arise, or which can interfere with their ability to make impartial decisions in the best interests of ERSAI and in full accordance with the principles and contents of the Code, or in general with their ability to fully comply with their functions and responsibilities. Any situation that may constitute or give rise to a conflict of interest shall be immediately reported to one's superior within management, or to the body one belongs to, and to the Guarantor. Furthermore, the party concerned shall abstain from taking part in the operational/decision-making process, and the relevant superior within management, or the relevant body, shall:

- identify the operational solutions suitable for ensuring, in the specific case, transparency and fairness of behaviors in the performance of activities;
- transmit to the parties concerned – and for information to one's superior, as well as to the Guarantor – the necessary written instructions;
- file the received and transmitted documentation.

## 1.2. Transparency of accounting records

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Accounting transparency is grounded on the use of true, accurate and complete information which form the basis for the entries in the books of accounts. Each member of company bodies, of management or employee shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the books of accounts.

It is forbidden to behave in a way that may adversely affect transparency and traceability of the information within financial statements.

For each transaction, the proper supporting evidence has to be maintained in order to allow:

- easy and punctual accounting entries;
- identification of different levels of responsibility, as well as of task distribution and segregation;
- accurate representation of the transaction so as to avoid the probability of any material or interpretative error.

Each record shall reflect exactly what is shown by the supporting evidence. ALL ERSAI's People shall cause that the documentation can be easily traced and filed according to logical criteria.

ERSAI's People who become aware of any omissions, forgery, negligence in accounting or in the documents on which accounting is based, shall bring the facts to the attention of their superior, or to the body they belong to, and to the Guarantor.

## **2. Health, safety, environment and public safety protection**

ERSAI's activities shall be carried out in compliance with applicable worker health and safety, environmental and public safety protection agreements, international standards and laws, regulations, administrative practices and national policies of the Countries where it operates.

ERSAI actively contributes as appropriate to the promotion of scientific and technological development aimed at protecting the environment and natural resources. The operative management of such activities shall be carried out according to advanced criteria for the protection of the environment and energy efficiency, with the aim of creating better working conditions and protecting the health and safety of employees as well as the environment.

ERSAI's People shall, within their areas of responsibility, actively participate in the process of risk prevention as well as environmental, public safety and health protection for themselves, their colleagues and third parties.

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### **3. Research, innovation and intellectual property protection**

ERSAI promotes research and innovation activities by management and employees, within their functions and responsibilities. Any intellectual assets generated by such activities are an important and fundamental heritage of ERSAI.

Research and innovation focus in particular on the promotion of products, tools, processes and behaviors supporting energy efficiency, reduction of environmental impact, attention to health and safety of employees, of customers and of the local communities where ERSAI operates, and in general sustainability of business activities.

ERSAI's People shall actively contribute, within their functions and responsibilities, to managing intellectual property in order to allow its development, protection and enhancement.

### **4. Confidentiality**

#### **4.1. Protection of business secret**

ERSAI's activities constantly require the acquisition, storing, processing, communication and dissemination of information, documents and other data regarding negotiations, administrative proceedings, financial transactions, and know-how (contracts, deeds, reports, notes, studies, drawings, pictures, software, etc.) that may not be disclosed to the outside pursuant to contractual agreements, or whose inopportune or untimely disclosure may be detrimental to corporate interest.

Without prejudice to the transparency of the activities carried out and to the information obligations imposed by the provisions in force, ERSAI's People shall ensure the confidentiality required by the circumstances for each piece of news they have got to know of because of their working function.

Any information, knowledge and data acquired or processed during one's work or because of one's tasks at ERSAI, belong to ERSAI and may not be used, communicated or disclosed without specific authorization of one's superior within management in compliance with specific procedures.

#### **4.2. Protection of privacy**

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ERSAI is committed to protecting information concerning its People and third parties, whether generated or obtained inside ERSAI or in the conduct of ERSAI's business, and to avoiding improper use of any such information.

ERSAI intends to guarantee that processing of personal data within its structures respects fundamental rights and freedoms, as well as the dignity of the parties concerned, as contemplated by the legal provisions in force.

Personal data must be processed in a lawful and fair way and, in any case, the data collected and stored is only that which is necessary for certain, explicit and lawful purposes. Data shall be stored for a period of time no longer than necessary for the purposes of collection.

ERSAI undertakes moreover to adopt suitable preventive safety measures for all databases storing and keeping personal data, in order to avoid any risks of destruction and losses or of unauthorized access or unallowed processing.

ERSAI's People shall:

- obtain and process only data that are necessary and adequate to the aims of their work and responsibilities;
- obtain and process such data only within specified procedures, and store said data in a way that prevents unauthorized parties from having access to it;
- represent and order data in a way ensuring that any party with access authorization may easily get an outline thereof which is as accurate, exhausting and truthful as possible;
- disclose such data pursuant to specific procedures or subject to the express authorization by their superior and, in any case, only after having checked that such data may be disclosed, also making reference to absolute or relative constraints concerning third parties bound to ERSAI by a relation of whatever nature and, if applicable, after having obtained their consent.

#### **4.3. Membership in associations, participation in initiatives, events or external meetings**

Membership in associations, participation in initiatives, events or external meetings is supported by ERSAI if compatible with the working or professional activity provided. Membership and participation considered as such are:

- membership in associations, participation in conferences, workshops, seminars, courses;
- drawing up of articles, papers and publications in general;
- participation in public events in general.

In this regard, ERSAI's management and employees in charge of illustrating, or providing to the outside data or news concerning ERSAI's objectives, aims, results and points of view, shall not only comply with corporate procedures relating to market abuse, but also obtain the necessary

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authorization from their superior within management for the lines of action to follow and the texts as well as reports drawn up, such as to agree on contents with the relevant ERSAI and Corporates units.

#### **IV. Code of Ethics scope of application and reference structures**

The principles and contents of the Code apply to ERSAI's People and activities.

The representatives indicated by ERSAI in the company bodies of partially owned companies, in consortia and in joint ventures shall promote the principles and contents of the Code within their own respective areas of competence.

Directors and management must be the first to give concrete form to the principles and contents of the Code, by assuming responsibility for them both towards the inside and the outside and by enhancing trust, cohesion and a sense of team-work, as well as providing a behavior model for their collaborators in order to have them comply with the Code and make questions and suggestions on specific provisions.

To achieve full compliance with the Code, each of ERSAI 's People may even apply directly to the Guarantor.

##### **1. Obligation to know the Code and to report any possible violation thereof**

Each of ERSAI's People is expected to know the principles and contents of the Code as well as the reference procedures governing own functions and responsibilities.

Each of ERSAI's People shall:

- refrain from all conduct contrary to such principles, contents and procedures;
- carefully select, as long as within their field of competence, their collaborators, and have them fully comply with the Code;
- require any third parties having relations with ERSAI to confirm that they know the Code;
- immediately report to their superiors or to the corporates bodies they belong to, and to the Guarantor (Compliance.Committee@ersai.kz), any remarks of theirs or information supplied by Stakeholders concerning a possible violation or any request to violate the Code; reports of possible violations;
- cooperate with the Guarantor and with the relevant departments according to the applicable specific procedures in ascertaining any violations;

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- adopt prompt corrective measures whenever necessary, and in any case prevent any type of retaliation.

ERSAI's People are not allowed to conduct personal investigations, nor to exchange information, except to their superiors, or to the body that they belong to, and to the Guarantor. If, after notifying a supposed violation, any of ERSAI's People feels that he or she has been subject to retaliation, then he or she may directly apply to the Guarantor.

## **2. Reference structures and supervision**

ERSAI is committed to ensuring, even though the Guarantor's appointment:

- the widest dissemination of the principles and contents of the Code among ERSAI's People and the other Stakeholders, providing any possible tools for understanding and clarifying the interpretation and the implementation of the Code, as well as for updating the Code as required to meet evolving civil sensibility and relevant laws;
- the execution of checks on any notice of violation of the Code principles and contents or of reference procedures; an objective evaluation of the facts and, if necessary, the adoption of appropriate sanctions; that no one may suffer any retaliation whatsoever for having provided information regarding possible violations of the Code or of reference procedures.

### **2.1. Guarantor of the Code of Ethics**

The Code of Ethics is, among other things, a compulsory general principle of the Organization, Management and Control Model adopted by ERSAI, and by its parent company Saipem S.p.A..

ERSAI assigns the functions of Guarantor to the Compliance Committee established pursuant to the above-mentioned Model. Each direct or indirect subsidiary, in Republic of Kazakhstan and abroad, entrusts the function of Guarantor to its own Compliance Committee by formal deed of the relevant corporate body.

The Guarantor is entrusted with the task of:

- promoting the implementation of the Code and the issue of reference procedures; reporting and proposing to the General Director of the company the useful initiatives for a greater dissemination and knowledge of the Code, also in order to prevent any recurrences of violations;
- promoting specific communication and training programs for ERSAI's management and employees;
- investigating reports of any violation of the Code by initiating proper inquiry procedures; taking action at the request of ERSAI 's People in the event of receiving reports that violations of

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the Code have not been properly dealt with or in the event of being informed of any retaliation against ERSAI's people for having reported violations;

- notifying relevant structures of the results of investigations relevant to the adoption of possible penalties; informing the relevant line/area structures about the results of investigations relevant to the adoption of the necessary measures.

Moreover, the Guarantor of ERSAI drafts a six-monthly report on the implementation and possible need for updating of the Code. This is submitted to the Chairman/General Director, who refers back to the Board of Directors.

All information flow is to be sent to the following email address:  
Compliance.Committee@ersai.kz

## **2.2. Code Promotion Team**

The Code is made available to ERSAI's People in compliance with applicable standards, and is also available on the internet and intranet sites of ERSAI.

## **3. Code review**

Reviews of the Code of Ethics are approved by the Board of Directors of ERSAI, upon proposal of the General Director with the agreement of the Chairman.

The proposal is made taking into consideration the Stakeholders' evaluation with reference to the principles and contents of the Code, promoting active contribution and notification of possible deficiencies by Stakeholders themselves.

## **4. Contractual value of the Code**

Respect of the Code's rules is an essential part of the contractual obligations of all ERSAI's People pursuant to and in accordance with applicable law.

Any violation of the Code's principles and contents may be considered as a violation of primary obligations under labor relations or of the rules of discipline and can entail the consequences provided for by law, including termination of the work contract and compensation for damages arising out of any violation.

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## CHAPTER 2

### RISK ANALYSIS METHODOLOGY

#### 2.1. Risk analysis and system of internal control

The identification of company activities which may entail the risk to commit the offences that this OM&C Model is aimed to prevent (hereinafter *Sensitive Activity*), is the result of company process analysis.

Each Sensitive Activity is associated with a reference person for individual company processes (*Key Officer*), as well as existing operational and management conditions, and existing control factors.

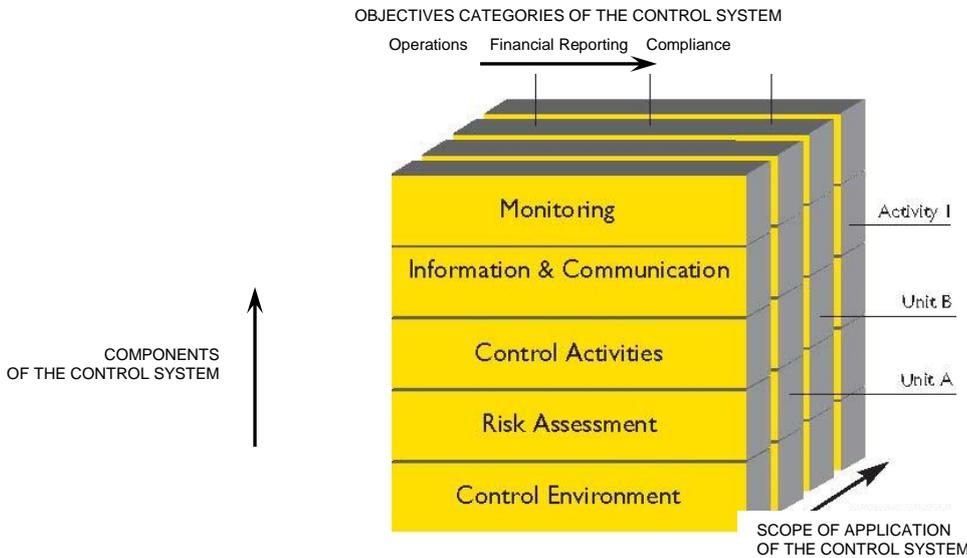
A comparative analysis is then carried out between the existing control environment and the principles and contents of the OM&C Model (in particular control tools).

According to the document issued by the *Committee of Sponsoring Organizations (CoSO)* entitled *Internal Control-Integrated Framework (CoSoIC-IF)*<sup>2</sup>, the system of internal control can be defined as a set of facilities, procedures and tools prepared by management in order to ensure the achievement of the objectives of corporate functioning efficiency, financial information reliability, compliance with laws and regulations, and protection of corporate assets.

According to the CoSO Report, *Internal Control – Integrated Framework*, the system of internal control is made up of the elements shown below:

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<sup>2</sup> *Committee of Sponsoring Organizations of the Treadway Commission (1992), internal control-integrated framework, AICPA, www.coso.org.*



**Control environment:**

It reflects the attitudes and actions of Top Management with reference to control within the organization. The control environment includes the following elements:

- integrity and ethical values;
- management philosophy and style;
- organizational structure;
- assignment of authorities and responsibilities;
- personnel policies and practices;
- personnel's skills.

**Risk Assessment:**

Definition of processes aimed at identifying and managing the most relevant risks that may prevent the achievement of corporate objectives.

**Information and Communication:**

Definition of an information system (computer system, reporting flow, system of process/activity indicators) enabling both upper management and operational staff to perform the tasks assigned to them.

**Control Activity:**

Definition of corporate regulations ensuring an organized management of risks and corporate processes, and allowing to achieve set objectives.

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**Monitoring:**

It is the process checking the quality and results of the internal controls over time.

The above-mentioned components of the system of internal control are taken into consideration for the analysis of the risk of violation of the OM&C Model.

In particular, the analysis activity (i) focuses on control environment design aspects, with the identification of sensitive activity types and – after analyzing actual applicability – a check for compliance with the standards applicable to each type of sensitive activity, (ii) is integrated into the overall updating of the risk map concerning all ERSAs' structures drawn up by ERSAs' Internal Audit department (except for the innovation implementation program pursuant to chapter 7).

The activity objective is to ensure maintenance and updating of the risk area identification, mapping and classification system for the purposes of supervisory activities.

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## CHAPTER 3

### TASKS OF THE COMPLIANCE COMMITTEE

#### 3.1. The Compliance Committee of ERSAI

##### 3.1.1. Collective operating process

The Compliance Committee defines and carries out its duties in accordance with the rule of collective operating process and in accordance with relevant Corporate Procedure. The Compliance Committee governs its functioning through its own set of rules.

The autonomy and independence of the Compliance Committee are guaranteed by the position recognized to it within the organizational structure of the company, and by the necessary requisites of independence, good reputation and professionalism of the Compliance Committee's members, as well as by the reporting lines towards Upper Management assigned to the Compliance Committee.

The Compliance Committee is supported by the General Counsel, Company Affairs and Governance of Saipem S.p.A and ERSAI Legal Department, the Human Resources, Organisation and ICT Department of ERSAI, and the Internal Audit Team of ERSAI or ERSAI Parent Companies.

##### 3.1.2. Appointment

The Compliance Committee is a collective body made up of **3** Members, one of whom is the Chairman of the Compliance Committee.

The members of the Compliance Committee, and any changes thereof, are approved by resolution of the ERSAI Board of Directors, upon proposal of the General Director in accordance with the relevant Corporate Procedure.

The term in office of Compliance Committee's members coincides with the one of the Board of Directors which appointed them.

Without prejudice to a possible modification of the Compliance Committee's role based on experience made, members of the Compliance Committee may be replaced or may be added thereto in case of:

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- assignment of tasks, roles and/or responsibilities within the Company organizational structure not in line with the Compliance Committee’s requirements of “autonomy and independence” and/or “action continuity”;
- termination or waiver by any Compliance Committee’s member to his/her Company function and/or office;
- termination or waiver by any Compliance Committee’s member because of personal reasons.

Reasons for ineligibility and/or removal of individual members of the Compliance Committee are:

- (i) parentage, marriage or affinity within the 4<sup>th</sup> degree of kinship with members of the Board of Directors, individuals who are representatives, directors or managers of the company or of one of its organizational unit that has financial and functional independence, or with individuals who are responsible for managing or controlling the company, statutory auditors of the Company and of the auditing company as well as any other parties according to law;
- (ii) conflicts of interest – even potential ones – with the Company or with subsidiaries, compromising the independence thereof;
- (iii) direct or indirect shareholdings allowing to exert a great influence on the Company or on subsidiaries;
- (iv) executive director office held during the three business years before appointment as member of the Compliance Committee, in companies subject to bankruptcy, forced liquidation or similar procedures;
- (v) civil service in central or local government during the three years before appointment as member of the Compliance Committee;
- (vi) judgment, even not become final, or application of the sanction on request (so-called “plea bargaining”), for the violations relevant to administrative liability of legal entities;
- (vii) judgment, even not become final, or “plea bargaining” for a sentence implying legal persons’ and undertakings’ disqualification, even temporary, from holding public office, or temporary disqualification from holding management office.

Should one of the above-mentioned reasons for replacement or addition or ineligibility and/or removal be applicable to one member, he/she shall immediately inform the other members of the Compliance Committee, and automatically be removed from his/her office. The Compliance Committee shall inform the General Director about this, for the submittal of the replacement proposal to the Board of Directors pursuant to this paragraph.

In particularly serious cases, the Board of Directors may order the suspension of the functions and/or powers of the Compliance Committee and the appointment of an interim body or the revocation of its powers.

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Reasons for suspension or revocation are:

- Compliance Committee's failure to provide supervision or insufficient supervision arising out of a judgment, even not become final, pronounced towards the Company pursuant to the OM&C Model and the relevant law or arising out of a plea bargain judgment;
- serious default to the functions and/or powers of the Compliance Committee.

### **3.1.3. Functions, powers and budget of the Compliance Committee**

The tasks of the Compliance Committee are defined as follows:

- (i) supervision on effectiveness of the OM&C Model; monitoring of the OM&C Model implementation and updating activities;
- (ii) review of the OM&C Model adequateness, i.e. of effectiveness in preventing any infringement of the Code of Ethics;
- (iii) analysis on maintenance, in time, of the requisites of soundness and functionality of the OM&C Model; promotion of the necessary updating, in a dynamic sense, of the OM&C Model;
- (iv) approval of the annual schedule of supervisory activities within the Company's structures and departments (hereinafter "Supervision Program"), in compliance with the principles and contents of the OM&C Model as well as with the plan of checks and controls of the system of internal control; coordination between the implementation of the Supervision Program and the implementation of scheduled and unscheduled control interventions; examination of the results of the activities carried out and of the relevant reports; drawing up of directives for company departments;
- (v) care of relevant information flows to company departments and to the Corporate level;
- (vi) any other task assigned according to the OM&C Model.

While performing its tasks, the Compliance Committee has access without any limitation to corporate information for investigation, analysis and control activities. Any company department, employee and/or member of company bodies is subject to an information obligation in case of any request by the Compliance Committee, or in case of relevant events or circumstances, for the performance of the activities falling within the field of competence of the Compliance Committee.

The Compliance Committee is granted:

- the power to enter into, modify and/or terminate professional contracts – with autonomous representation powers – with third parties having the specific expertise necessary for the best execution of the task concerned;
- the availability of the financial resources necessary for the performance of the activities falling within the field of competence of the Compliance Committee. In case of transactions with amount higher than 1 million Euro, the relevant requirement is notified to the General Director of ERSAI

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### 3.2. Information flows

#### 3.2.1. Information flows of the Compliance Committee towards upper management

The Compliance Committee reports on the implementation of the OM&C Model, and on possible critical aspects emerged, and communicates the result of the activities carried out while performing its tasks. The following reporting lines are provided for:

- (i) continuous reporting line, towards the ERSAI General Director who informs the Board of Directors through the information notes regarding the implementation of the delegations granted;
- (ii) six-monthly reporting line the Board of Directors; in this regard, a six-monthly report on the activities carried out is drawn up, with indication of the outcome of checks and of changes of legislation on administrative liability of bodies; on this occasion, specific meetings with the Board of Directors are organized; the six-monthly report is transmitted to the ERSAI General Director;
- (iii) immediate reporting line, in case of ascertained facts of special importance and significance, towards the General Director.

#### 3.2.2. Information flows towards the Compliance Committee: compulsory information notes

The Compliance Committee shall be informed by the parties subject to compliance with the OM&C Model about any events that may lead to responsibilities falling on ERSAI as consequence of any infringement of the OM&C and/or of the Code of Ethics. In this regard:

- the Manager in charge of drawing up the company's accounting documents shall meet the Compliance Committee, at least on a six-monthly basis, for the examination of the audits carried out on the management of financial resources;
- the Managing Director/CEO of the ERSAI affected by Significant Legal Events shall ensure that the Compliance Committees of the ERSAI is informed of each individual Significant Legal Event and/or kept updated via specific periodical reports;
- each manager or employee shall report any behaviours which are not in line with the principles and contents of the OM&C Model, contacting the Compliance Committee; consultants, collaborators and business partners, shall report on their activity carried out for ERSAI directly to the Compliance Committee; the Compliance Committee shall evaluate the reports received and the actions to be taken.

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The reporting parties in good faith are protected against any form of retaliation, discrimination or penalization and in any case confidentiality on their identity shall be ensured, without prejudice to the obligations according to law and the protection of the rights of the company or of the individuals wrongly accused or accused in bad faith.

“Dedicated Information Channels” are established in order to facilitate the communication and information flow. In particular, each information flow shall be addressed to:

ER SAI Caspian Contractor LLC;  
 Almaty city, Republic of Kazakhstan  
 Kazybek bi 41, office 406, Medeu district,  
 Compliance.Comittee@ersai.kz

### **3.3. Relations between the Compliance Committee of ERSAI and the Compliance Committee of Saipem S.p.A.**

The Compliance Committee of ERSAI shall inform the Compliance Committee of Saipem S.p.A. about the acknowledged facts, any disciplinary measures and adjustments of its model.

The Compliance Committees of subsidiaries may, if necessary, use external resources for the execution of checks and controls. In any case, special agreements defining, among other things, service levels, information flows and the protection of confidentiality, shall be entered into.

Upon request of the Compliance Committee of Saipem S.p.A., or in case of events or circumstances relevant to the performance of the activities falling within the field of its competences, the Compliance Committees of ERSAI shall report to the Compliance Committee of Saipem S.p.A.

### **3.4. Collecting and keeping information**

Any information, report, notice provided for in the OM&C Model is kept by the Compliance Committee in a paper and/or computer archive. Without prejudice to legitimate orders of Authorities, any data and information contained in the archive is made available to parties outside the Compliance Committee only with the prior authorization of the Compliance Committee itself.

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## CHAPTER 4

### ADDRESSEES OF THE OM&C MODEL AND EXTENSION THEREOF

#### 4.1. Foreword

The principles and contents of the OM&C Model are widely publicized both inside and outside ERSAI.

The Compliance Committee monitors the initiatives for the extension of the OM&C Model to subsidiaries as well as for communication and training.

#### 4.2. Addressees of OM&C Model

The principles and contents of the OM&C Model concern the members of corporate bodies, of *management*, and the employees of ERSAI: as well as everybody who works in Kazakhstan and abroad for the achievement of ERSAI’s objectives (hereinafter referred to as the “Addressees of OM&C Model”).

#### 4.3. Training and Communication

Communication and personnel training are important requirements for the implementation of the OM&C Model. ERSAI undertakes to facilitate and promote the knowledge of the OM&C Model by *management* and employees – with different knowledge degrees based on their function and role – and to promote their constructive contribution to a better understanding of the Model principles and contents.

##### 4.3.1. Communication to the members of corporate company bodies

Each individual member of all corporate bodies is formally informed of the OM&C Model by the Compliance Committee, and must sign a declaration stating that they have read the OM&C Model and agree with its principles and contents. This declaration is filed and kept by the Compliance Committee.

##### 4.3.2. Training and communication to managers, Unit Officers and *Key Officers*

The OM&C Model is formally communicated by the Compliance Committee to all Company managers (on the rolls and in office), all Officers in charge of Units and *Key Officers* (the latter if not belonging to the first two categories).

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The principles and contents of the OM&C Model are also explained in training courses. Attendance to the courses is mandatory. The structure of the training courses is approved by the Compliance Committee upon proposal of the relevant company departments.

#### **4.3.3. Communication to supervisors, office staff and manual workers (non Key Officers)**

The OM&C Model is displayed on company notice boards and notified to each employee of the company. In addition, specific initiatives are focused to ensuring that supervisors, office staff and manual workers (non Key Officers) are informed of the Model.

#### **4.3.4. Training and communication by means of computer tools**

The OM&C Model is available for consultation by all employees on the ERSAI intranet site; in addition, it is available for consultation by all visitors – including non employees – of the internet site of ERSAI. Specific training and communication initiatives may be carried out by using computer based distance learning techniques.

#### **4.4. Communication to third parties and the market**

In accordance with the regulations contained in ERSAI's Code of Ethics of the company, all individuals who have business relations with ERSAI are informed of the principles and contents of the OM&C Model. All agreements with third parties who have contractual relationships with ERSAI must include a clause, to be accepted by the third party concerned, requiring such party to respect the law and the reference principles of the OM&C Model.

In this regard, internal regulations define standard clauses providing for the application of the OM&C Model in whole or in part according to the activity governed by the contract such as providing for the right to terminate the contract, and/or the payment of penalties, and/or other tools and remedies protecting ERSAI.

#### **4.5. Extension of OM&C Model to subsidiaries**

The OM&C Model also represents a set of principles and the point of reference for defining the model of each subsidiary.

Subsidiaries must align to the general activity transparency standards and the specific control standards contained in the Model such as identify other specific measures linked to the characteristics of each single company (organizational structures and business activities). Each subsidiary shall establish its own autonomous and independent Compliance Committee.

In line with the above:

- (i) the OM&C Model is transmitted to each subsidiary by the General Director of ERSAI;

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- (ii) each subsidiary adopts and/or updates its model in accordance with the above; the General Principles are fundamental elements which may not be changed by any subsidiary;
- (iii) a copy of the subsidiary's model, and of its revisions thereof, is sent by the CEO/Managing Director of the subsidiary either to the General Director of ERSAI or to the competent ERSAI Manager, and in any case to the Compliance Committee of ERSAI.

The representatives indicated by ERSAI in the corporate bodies of partially owned companies, in consortia and *joint ventures*, promote the principles and contents of the OM&C Model within their own field of competence.

The Compliance Committee of ERSAI monitors the progress of the extension of the OM&C Model to subsidiaries.

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## CHAPTER 5

### DISCIPLINARY SYSTEM STRUCTURE

#### 5.1. Function of the disciplinary system

The sanctions commensurate with the violation committed, that are applicable in case of violation of the OM&C Model, are designed to contribute to: (i) the effectiveness of the OM&C Model, and (ii) the effectiveness of the control process carried out by the Compliance Committee.

For this purpose, a disciplinary system suitable for punishing the failure to comply with the prescriptions contained in the OM&C Model is established, with reference both to individuals in apical positions and individuals subject to the command of others. The disciplinary system is applied independently from the development and results of any possible criminal procedure carried out by the relevant judicial Authorities.

The Compliance Committee reports any violation of the OM&C Model to the relevant departments, and monitors, along with the Management of the Human Resources and Organisation function of ERSAl the application of disciplinary measures.

#### 5.2. Violation of the OM&C Model

Possible violations of the OM&C Model according to law are for example:

- (i) actions or practices that do not comply with the prescriptions contained in the OM&C Model and/or in ERSAl's Code of Ethics, or the failure to carry out actions or adopt practices prescribed by the OM&C Model and/or by ERSAl's Code of Ethics, when carrying out Sensitive Activities;
- (ii) actions or practices that do not comply with the prescriptions contained in the OM&C Model and/or in ERSAl's Code of Ethics, or the failure to carry out actions or adopt practices prescribed by the OM&C Model and/or by ERSAl's Code of Ethics, when carrying out activities connected with Sensitive Activities and/or supply management processes, or the failure to comply with the obligation to inform the Compliance Committee as laid down in the OM&C Model that:

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- (a) expose the Company to situations characterized by an objective risk of committing one of the offences referred to the activities reported in the OM&C Model;  
and/or
- (b) are univocally aimed at facilitating the commission of one or more offences referred to the activities reported in the OM&C Model;  
and/or
- (c) are such to determine application to the company of sanctions provided for commission of offences referred to the activities reported in the OM&C Model.

It is hereby specified that, while performing Sensitive Activities, failure to comply with reference corporate procedures embedding control tools is a violation of the OM&C Model.

### **5.3. Measures for supervisors, office staff and manual workers**

Upon each notice of violation of the OM&C Model notified by the Compliance Committee, the procedure “Investigation on alleged unlawful behaviours of ERSA’s employees” is put into operation by the Human Resources and Organisation Manager:

- (i) when, following ascertainment of a failure based on the relevant contract, a violation of the OM&C Model or of the Code of Ethics is unveiled, the disciplinary measure provided for by the applicable contract is identified pursuant to the above-mentioned procedure, and applied by the relevant Human Resources, Organization and ICT Manager of the company to the defaulting party;
- (ii) the sanction applied is proportional to the gravity of the offence. The following aspects shall be taken into consideration: intentionality of the behaviour or relevance of negligence; overall behaviour of the employee with particular reference to previous disciplinary records, if any; level of responsibility and autonomy of the employee who has breached disciplinary rules; seriousness of the effects of the violation, i.e. level of the risk that the company may reasonably be exposed to – pursuant to applicable laws - because of the employee’s behaviour; any other particular circumstances relating to the committed violation of disciplinary rules.

The disciplinary measures provided for by the applicable contract are:

- verbal warning;
- written warning;
- severe reprimand;
- termination of the labour contract.

The relevant Human Resources, Organization and ICT Manager is responsible for informing the Compliance Committee about the disciplinary sanctions that have been applied or about any provision of closure of the procedure and the reasons therefor.

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All legal and contractual obligations concerning the application of disciplinary sanctions shall be complied with.

Any employment relationships with employees working abroad, also due to secondment, are governed by the applicable provisions pursuant to the rules provided by the Convention of Rome of June 19, 1980 on the law applicable to contractual obligations, enforced within the contracting States as well as, outside them, by the rules from time to time applicable.

#### **5.4. Measures for managers**

When the Compliance Committee indicates that a violation of the OM&C Model has taken place, if the violation has been committed by one or more managers and it has been established pursuant to paragraph 5.3 lett. (i) above, the company adopts the relevant regulations and sanctions towards the defaulting party as provided for by law and the applicable contract, making reference to the criteria laid down in paragraph 5.3 lett. (ii). If the violation of the OM&C Model undermines the position of trust, the sanction of just cause dismissal shall apply.

#### **5.5. Measures for Directors**

The Compliance Committee informs the Chairman of the Board of Directors and the General Director of any violation of the OM&C Model by one or more members of the Board of Directors. The Board of Directors, with the abstention of the party concerned, subsequently carries out all necessary investigations, and takes, the appropriate disciplinary measures, which may include the precautionary revocation of the delegated powers, such as the calling of the Shareholders' Meeting in order to provide for replacement, if necessary.

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## CHAPTER 6

### CONTROL TOOLS

#### 6.1. Structure of control tools

The tools aimed at preventing the risk of committing the offences referred to in the OM&C Model support compliance of ERS AI's Code of Ethics<sup>3</sup>, a general compulsory principle of the OM&C Model, and are structured on two control levels:

1. **general standards of transparency of the activities**, which must always be present in all Sensitive Activities taken into consideration by the OM&C Model;
2. **specific control standards**, which contain special provisions aimed at governing the typical aspects of Sensitive Activities and which must be included in reference corporate procedures. These procedures indicate the OM&C Model among reference regulations.

**General standards of transparency of the activities** are:

- a) **Segregation of duties**: there must be segregation of duties between executing parties, controlling parties and authorizing parties<sup>4</sup>;
- b) **Rules**: company regulations must exist which are capable of providing at least general reference principles for governing sensitive activities;
- c) **Signatory powers and powers of authorization**: formal rules must exist for the exercise of signatory powers and internal powers of authorization;
- d) **Traceability**: the parties or departments concerned and/or the information system used must ensure the identification and traceability of sources, of information and of the checks carried out supporting formation and implementation of Company's decisions, as well as financial resources management modalities.

<sup>3</sup> *Compliance with the principles and contents of ERS AI's Code of Ethics is also required for preventing crimes against individuals regarding female genital mutilation practices. In any case, any behaviours constituting physical or moral violence are forbidden without any exceptions.*

<sup>4</sup> *This standard is defined as follows:*

- *the segregation principle must take into consideration the sensitive activity within the context of the specific process in question;*  
 - *segregation occurs in case of codified, complex and organized systems where individual phases are identified and governed in a consistent way within management, with a consequent limitation of enforcement discretion, such as traced through the decisions made.*

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The competent departments ensure that the general transparency standards referring to Sensitive Activities are embedded into corporate procedures. Corporate procedures are communicated and disseminated by the relevant departments in compliance with applicable laws and contracts. ERSAI's *management* and employees are required to comply with corporate procedures.

## 6.2. Sensitive Activities and specific control standards

The identification of “*Sensitive Activities and specific control standards of OM&C Model*” approved by the Board of Directors, upon approval of the OM&C Model, and by the General Director, upon future updates, includes special provisions aimed at governing the typical aspects of Sensitive Activities.

“*Sensitive activities and specific control standards of OM&C Model*” (i) are kept by the Compliance Committee, (ii) are notified by the Compliance Committee to company Managers. Specific control standards are embedded into corporate procedures referring to Sensitive Activities by the relevant departments. Such Sensitive Activities and standards, moreover, are notified to the Internal Audit department of Saipem (ERSAI) for the performance of its control activity.

Reference corporate procedures are communicated and disseminated by the relevant company departments in compliance with applicable laws and contracts. Without prejudice to the compliance with ERSAI's Code of Ethics, a compulsory general principle of the OM&C Model, ERSAI's *management* and employees are required to comply with corporate procedures.

## 6.3. Supply management processes

The following supply management processes:

1. **Financial transactions:** ERSAI's payment management process and corresponding flows to any relevant service company, including credit management and facilitated financing;
2. **Procurement of goods and services:** process of procurement of goods and services with reference to i) purchases managed by the Procurement Management of ERSAI, ii) process phases concerning procurement requests, supplier selection and contracting stages, (iii) the adoption and management of open contracts, (iv) review of contracts entered into,
3. **Consultancy and professional services:** award process for professional services,
4. **Intermediation:** management process for intermediation relationships,
5. **Benefits:** benefits in kind management process with particular reference to the management of gifts, sponsorships, donations and costs of representation,
6. **Agents' management:** agents' management process with particular reference to: the characteristics of existing agency contracts and procedures according to which the agent is permitted to assume obligations on ERSAI's behalf; the activities included within the agency's relation; the agent selection and appointment procedures; procedures for the

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recognition of commissions and the reimbursement of expenses, and the amount of commissions and expenses; procedures for the payment of commissions and expenses; ERSAI's control procedures regarding the activity of its own agents,

7. **Development and implementation of Commercial Policies:** process for the definition and enforcement inherent to the Development and Implementation of the commercial policies (e.g. transfer pricing, commercial discount policy),
8. **Hiring of personnel:** personnel selection and recruitment process,
9. **Contract management:** process for managing the contracts entered into by the company,

are governed by corporate procedures, in which the relevant departments ensure that the following standards are embedded: (a) general standards of transparency in the activities (paragraph 6.1), and (b) specific control standards (paragraph 6.2) aimed at governing the peculiar aspects of the Sensitive Activities linked to the above-mentioned supply management processes.

Reference corporate procedures are communicated and disseminated by the relevant departments in compliance with applicable laws and contracts. Without prejudice to the compliance with ERSAI's Code of Ethics, a compulsory general principle of the OM&C Model, ERSAI's *management* and employees are required to comply with corporate procedures.

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## CHAPTER 7

### RULES FOR UPDATING THE OM&C MODEL

#### 7.1. Foreword

Because of the complexity of the organizational structure of the Company and of the OM&C Model that is encompassed within the latter, the updating of the OM&C Model is based on an innovation implementation program (hereinafter referred to as the “Implementation Program”).

#### 7.2. Implementation Program drafting criteria

It is necessary to draw up the Implementation Program in case of (a) legislative changes with references to the regulations on the liability of companies for violations of administrative rules deriving from the offences described in the model, (b) periodical review of the OM&C Model also in connection with significant changes in the organizational structure or business activities of the Company, (b) significant violations of the OM&C Model and/or relating outcomes of checks on the Model effectiveness, or of experience in the public domain within the sector concerned. The activity carried out is aimed at keeping the Model effective with the progression of time.

The task of drawing up the review of the OM&C Model is entrusted to the General Director who is also in charge of its implementation, according to the methodology and the principles provided for in the OM&C Model. In detail:

- the Compliance Committee reports to the General Director any information determining the need to update the OM&C Model;
- the General Director starts the Implementation Program, informing the Board of Directors about this;
- the Implementation Program is drawn up and enacted with the cooperation of the relevant company departments; the Implementation Program identifies the activities necessary for updating the OM&C Model with the definition of responsibilities, timeline and implementation modes. The relevant companies departments deals in particular with the identification of the legal and statutory requirements for the proper updating of the OM&C Model, as well as the modification and/or integration of Sensitive Activities and control standards;
- the results of the Implementation Program are submitted to the General Director, who approves them along with the measures to take within the latter’s field of competence

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and, as far as General Principles are concerned, proposes to the Board of Directors the approval of these results and the actions to be taken.

The Compliance Committee monitors the progress and results of the Implementation Program as well as the execution of the measures taken and informs the General Director about the outcome of these activities.