

SUPERJET INTERNATIONAL S.P.A.

ORGANIZATIONAL, MANAGEMENT AND CONTROL MODEL

PURSUANT TO ITALIAN LEGISLATIVE DECREE NO. 231, 8th June 2001

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1. DOCUMENT INFORMATION

VERSION	DATE OF BOD APPROVAL	DESCRIPTION OF THE CHANGES
1	5 October 2011	First adoption of the model and the articles of association of the Supervisory Board
2	28 April 2014	Additions and updates of the model with reference to the following crimes: <ul style="list-style-type: none"> - Environmental crimes - Employment of irregular workers - Undue inducement to give or promise benefits - Corruption between private individuals

3	24 October 2018	Update of the model following the intervening corporate and organizational changes, a complete review of the risk mapping, updating with reference to the newly introduced offences and to the provisions on whistleblowing.
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2. PREMISE

SuperJet International S.p.A. (hereinafter "SuperJet" or the "Company") was established in 2007.

The Company operates in the civil aviation sector and, in particular, in the development of programs for the development, engineering, production, marketing, purchase, sale, rental and leasing of civil aircraft, including the rental and leasing of any civil aeronautical product, including parts and spare parts, after-sales service, repair, maintenance and certification of civil aircraft, including the provision of certification services for civil aeronautical programs, as well as the supply, organization, promotion and marketing of aeronautical training activities.

SuperJet started its activity by implementing the "Super-Jet 100 Program" project, which is part of the "Russian Regional Jet Program".

The Sukhoi SuperJet 100 is the first aircraft manufactured in Russia to have achieved international certification standards.

The business is carried out at the following locations:

- registered office: via Triestina 24, Tessera, Venice, Italy
- local unit: via Alvise Da Mosto 25, Tessera, Venice, Italy
- branch: Polkarpova Street 27, Moscow, Russia
- warehouse: via Venier 12/14, Marcon, Venice, Italy
- warehouse: 34th Street, Suite 1, Fort Lauderdale, FL, USA
- warehouse: Munich Airport, Germany
- warehouse and training centre: Moscow Airport, Russia

SuperJet's business is subject to many regulatory provisions relating to the sector and over the years its development has been characterized by the progressive formation of company policies and procedures that involve all areas.

The Company has always been characterized by a constant commitment to comply with the laws in force in the various countries in which it operates and continuous investments in corporate compliance, worker safety and respect for the environment. In light of the changes occurred in the company structure (see annex A) and in the corporate structure (see Annex C) and taking note of the extension of the crimes contemplated by Italian Legislative Decree 231/2001, the SuperJet Board of Directors approved this version of the "Organization, management and control model" pursuant to Italian Legislative Decree no. 231 of 8 June 2001, containing the "Discipline of the administrative responsibility of legal persons, companies and associations even without legal personality, pursuant to Art. 11 of Italian Law no. 300 of 20 September 2000".

During 2018 the Company also deemed it appropriate to revise the entire risk mapping in order to assess the potential risk of commission of the offences and to structure an efficient and detailed information flow towards the Supervisory Board.

3. ITALIAN LEGISLATIVE DECREE NO. 231/01, THE CONTEMPLATED CRIMES AND APPLICABLE PENALTIES

With Italian Legislative Decree no. 231/01, issued in implementation of the proxy pursuant to Art. 11 of Italian Law no. 300/2000, the Italian legislation on the liability of legal persons has been adapted to some international agreements signed by Italy and, in particular, the Brussels Convention of 26 July 1995 on the protection of the financial interests of the European Community, the Brussels Convention of 26 May 1997 on the fight against corruption of public officials by both the European Community and the Member States, and the OECD Convention of 17 December 1997 on combating bribery of foreign public officials in economic and international transactions.

In this way, a regulation on the administrative responsibility of legal persons and entities without personality in relation to crimes committed in their interest or to their advantage by natural persons who hold functions of representation, administration and management of the same bodies (so-called senior managers) or by persons subject

to the management or supervision of the former (so-called subordinate persons) has been introduced into our legal system.

The purpose pursued by Italian Legislative Decree no. 231/01 is to prevent and suppress the crimes with which so-called economic criminality takes shape, by involving in the penalty those bodies that benefited from the commission of a crime.

The responsibility of entities has an additional character compared to that charged to natural persons and is anchored on autonomous conditions.

The crimes whose commission may result in criminal charges against the entity are the following:

1. Art. 24 of Italian Legislative Decree 231/01: crimes against the Public Administration

- Art. 316 bis Italian Criminal Code: misappropriation against the State
- Art. 316 ter Italian Criminal Code: misappropriation of funds received from the State
- Art. 640 para. 2 no. 1 Italian Criminal Code: aggravated fraud to the detriment of the State
- Art. 640 bis Italian Criminal Code: aggravated fraud to obtain public funds
- Art. 640 ter Italian Criminal Code: computer fraud

2. Art. 24 bis Italian Legislative Decree 231/2001 computer crimes and illegal processing of data

- Art. 491 bis Italian Criminal Code: falsities concerning an electronic document
- Art. 615 ter Italian Criminal Code: unauthorized access to a computer or data transmission system
- Art. 615 quater Italian Criminal Code: illegal possession and circulation of access codes to computer or data transmission systems
- Art. 615 quinquies Italian Criminal Code: distribution of equipment, devices or programs aimed at damaging or interrupting a computer or data transmission system
- Art. 617 quater Italian Criminal Code: intercepting, impeding or interrupting computer or electronic communications

- Art. 617 quinquies Italian Criminal Code: installation of equipment designed to intercept, impede or interrupt computer or electronic communications
- Art. 635 bis Italian Criminal Code: damage to information, data and programs
- Art. 635 ter Italian Criminal Code: damage to information, data and programs used by the State or other public body, or otherwise providing public services
- Art. 635 Italian Criminal Code: damage to computer or data transmission systems
- Art. 635 quinquies Italian Criminal Code: damage to computer or data transmission systems providing public services
- Art. 640 quinquies Italian Criminal Code: computer fraud by the subject providing electronic signature certification services

3. Art. 24 ter Italian Legislative Decree 231/01: organized crime offences: ratification and execution of the UN Convention against Transnational Organized Crime

- Art. 377 bis Italian Criminal Code: inducement to not make statements or to make false statements to the Court
- Art. 378 Italian Criminal Code: aiding and abetting
- Art. 416 Italian Criminal Code: criminal conspiracy
- Art. 416 ter Italian Criminal Code: mafia-type associations, including foreign ones
- Art. 630 Italian Criminal Code: kidnapping for ransom
- Art. 407, c.2 subpara. A) no. 5 Italian Code of Criminal Procedure: crimes related to arms
- Art. 74 Italian Presidential Decree 309/1990 Controlled Substances Act: Organization aimed at illicit trafficking in narcotic drugs and psychotropic substances
- Art. 291 quater Italian Presidential Decree 43/1971: criminal conspiracy for smuggling foreign tobacco

4. Art. 25 Italian Legislative Decree 231/01: crimes against the PA (extortion, illegal inducement to give or promise benefits, and corruption)

- Art. 317 Italian Criminal Code: extortion
- Art. 318 Italian Criminal Code: corruption for the exercise of the function
- Art. 319 Italian Criminal Code: corruption for an act contrary to official duties
- Art. 319 ter Italian Criminal Code: corruption in judicial acts
- Art. 319 quater Italian Criminal Code: illegal inducement to give or promise benefits;
- Art. 321 Italian Criminal Code: penalties for the corrupting party
- Art. 322 Italian Criminal Code: incitement to corruption

5. Art. 25 bis of Italian Legislative Decree 231/01: counterfeiting in coins, in public credit papers and in duty stamps and in identity instruments or marks; Art. 25 bis 1 Italian Legislative Decree 231/01: offences against commerce and industry

- Art. 453 Italian Criminal Code: forgery of money, spending and introducing forged money into the State, involving conspiracy
- Art. 454 Italian Criminal Code: forging money
- Art. 455 Italian Criminal Code: spending and introducing counterfeit currency into the State, without conspiracy
- Art. 457 Italian Criminal Code: spending of forged money received in good faith
- Art. 459 Italian Criminal Code: forging of duty stamps, introducing them into the State, purchasing, possessing or circulating counterfeit duty stamps
- Art. 460 Italian Criminal Code: forgery of watermarked paper used for the manufacture of public credit paper or revenue stamps
- Art. 461 Italian Criminal Code: manufacture or possession of watermarks or tools intended for the counterfeiting of currency, duty stamps or watermarked paper
- Art. 464 Italian Criminal Code: use of forged or altered duty stamps
- Art. 473 Italian Criminal Code: counterfeiting, alteration or use of trademarks or distinguishing marks or patents, models and drawings
- Art. 474 Italian Criminal Code: introducing into the State and marketing products with false marks
- Art. 513 Italian Criminal Code: obstruction of industry and commerce
- Art. 513 bis Italian Criminal Code: illegal competition with threats or violence

- Art. 514 Italian Criminal Code: fraud against national industries
- Art. 515 Italian Criminal Code: fraudulent trading
- Art. 516 Italian Criminal Code: sale of non-genuine food items as genuine
- Art. 517 Italian Criminal Code: sale of industrial products with false marks
- Art. 517 ter Italian Criminal Code: manufacture and sale of goods made by usurping industrial property rights
- Art. 517 quarter Italian Criminal Code: counterfeiting of geographical indications or appellations of origin of products for food products

6. Art. 25 ter Italian Legislative Decree 231/01: corporate offences; Art. 25 ter bis Italian Legislative Decree 231/01: corruption between private individuals

- Art. 2621 Italian Civil Code: false corporate reporting
- Art. 2621 bis Italian Civil Code: false corporate reporting with facts of minor importance
- Art. 2622 Italian Civil Code: false corporate reporting of listed companies
- Art. 2625 Italian Civil Code: obstruction of audits
- Art. 2626 Italian Civil Code: unlawful return of contributions
- Art. 2627 Italian Civil Code: illegal distribution of profits and reserves
- Art. 2629 Italian Civil Code: transactions prejudicial to creditors
- Art. 2629 bis Italian Civil Code: failure to disclose a conflict of interest
- Art. 2632 Italian Civil Code: fictitious capital formation
- Art. 2633 Italian Civil Code: unlawful distribution of company assets by liquidators
- Art. 2635 Italian Civil Code: corruption between private parties
- Art. 2635 bis Italian Civil Code: instigation of corruption between private individuals
- Art. 2636 Italian Civil Code: undue influence over the Shareholders' Meeting
- Art. 2637 Italian Civil Code: stock price manipulation
- Art. 2638 Italian Civil Code: obstruction of public supervisory authorities performing their functions
- Art. 173 bis Italian Legislative Decree 58/1998: false statements

- Art. 27 Italian Legislative Decree 39/2010: falsity in relations or communications with audit firms

- 7. **Art. 25 quater Italian Legislative Decree 231/01: crimes for the purposes of terrorism or subversion of the democratic order (introduced by Italian Law No. 7/2003); Art. 25 quater 1 Italian Legislative Decree 231/01: female genital mutilation (introduced with Italian Law no. 7/2006)**
 - Art. 270 bis Italian Criminal Code: criminal conspiracies for the purposes of terrorism or subversion of the democratic order;
 - Art. 270 ter Italian Criminal Code: assistance to the conspirators;
 - Art. 270 quater Italian Criminal Code: recruitment for the purposes of terrorism, including international terrorism
 - Art. 270 quinquies Italian Criminal Code: training for the purposes of terrorism, including international terrorism
 - Art. 270 sexies Italian Criminal Code: conduct with the purpose of terrorism
 - Art. 280 Italian Criminal Code: attacks for terrorist or subversive purposes
 - Art. 280 bis Italian Criminal Code: act of terrorism with deadly or explosive devices
 - Art. 289 bis Italian Criminal Code: kidnapping for the purpose of terrorism or subversion
 - Art. 302 Italian Criminal Code: instigation to commit one of the crimes against the personality of the State
 - Art. 583 bis Italian Criminal Code: mutilation of female genital organs

- 8. **Art. 25 quinquies Italian Legislative Decree 231/01: offences against individuals (introduced by Italian Law No. 228/2003)**
 - Art. 600 Italian Criminal Code: reduction to or maintenance in slavery or servitude
 - Art. 600 bis Italian Criminal Code: child prostitution
 - Art. 600 ter Italian Criminal Code: child pornography
 - Art. 600 quater Italian Criminal Code: possession of pornographic material
 - Art. 609 undecies Italian Criminal Code: solicitation of minors
 - Art. 603 bis Italian Criminal Code: illicit brokering and exploitation of labour

9. **Art. 25 sexies: market abuse (introduced with Italian Law No. 62/2005)**
 - Art. 184 TUFID Italian Legislative Decree 58/1998: abuse of privileged information
 - Art. 185 TUFID Italian Legislative Decree 58/1998: market manipulation

10. **Art. 25 septies Italian Legislative Decree 231/01: offences related to the violation of regulations on accident prevention and occupational health and safety (introduced with Italian Law no. 123 of 3 August 2007)**
 - Art. 589 Italian Criminal Code: culpable homicide
 - Art. 590 Italian Criminal Code: negligent serious or very serious injuries

11. **Art. 25 octies Italian Legislative Decree 231/01: receiving, laundering and using money, goods or benefits of illicit origin (introduced with Italian Legislative Decree 231/2007)**
 - Art. 648 Italian Criminal Code: receiving stolen goods
 - Art. 648 bis Italian Criminal Code: money laundering
 - Art. 648 Italian Criminal Code: using money, goods or benefits of illicit origin
 - Art. 648 ter 1 Italian Criminal Code: self-laundering

12. **Art. 25 novies Italian Legislative Decree 231/01: offences related to copyright infringement (introduced by Italian Law No. 99/2009)**
 - Art. 171 Italian Law no. 633 of 22 April 1941: disclosure of intellectual works through the internet
 - Art. 171 bis Italian Law no. 633 of 22 April 1941: crimes relating to software and databases
 - Art. 171 ter Italian Law no. 633 of 22 April 1941: offences relating to intellectual property intended for radio and television and cinema or literary, scientific and educational circuits
 - Art. 171 septies Italian Law no. 633 of 22 April 1941: violations against the SIAE (Copyright Agency)
 - Art. 171 octies Italian Law no. 633 of 22 April 1941: tampering with devices for decoding audiovisual signals with conditional access

13. Art. 25 decies Italian Legislative Decree 231/01: inducement to not make statements or make false statements to the judicial authority

- Art. 377 bis Italian Criminal Code: inducement to not make statements or to make false statements to the Court

14. Art. 25 undecies Italian Legislative Decree 231/01: environmental crimes

- Art. 452 bis Italian Criminal Code: environmental pollution
- Art. 452 quater Italian Criminal Code: environmental disaster
- Art. 452 quinquies Italian Criminal Code: negligent offences against the environment
- Art. 452 octies Italian Criminal Code: aggravating circumstances (associative offences)
- Art. 452 sexies Italian Criminal Code: trafficking and abandonment of highly radioactive material
- Art. 727 bis Italian Criminal Code: killing, destruction, capture, taking, possession of specimens of protected wild animal or plant species
- Art. 733 bis Italian Criminal Code: destruction or deterioration of habitat within a protected site
- Art. 137 environmental code (Italian Legislative Decree 152/2006): criminal penalties concerning waste water discharges
- Art. 256 environmental code: offences concerning unauthorized waste management
- Art. 257 environmental code: offences relating to site remediation
- Art. 258 environmental code: violation of the obligation to communicate and keep mandatory registers and forms
- Art. 259 environment code: illegal traffic of waste
- Art. 260 environmental code: organized activity for waste trafficking
- Art. 260 bis environmental code: information system for monitoring the traceability of waste
- Art. 279 environmental code: crimes relating to the protection of the air and reduction of emissions into the atmosphere

- Art. 1 - 3 bis, 6 Italian Law 159/1992: offences concerning endangered animal and plant species
- Art. 3 Italian Law 549/1993: crimes relating to ozone and atmosphere
- Art. 8 and 9 Italian Legislative Decree 202/2007: malicious and negligent pollution caused by ships

15. Article 25 duodecies Italian Legislative Decree 231/01: employment of illegal third-country nationals

- Art. 22, para. 12 bis Italian Legislative Decree 286/1998 on immigration: employment of citizens whose residence is irregular, aggravated by:
 - number of irregular workers exceeding three;
 - employment of minors of non-working age;
 - subjection to particularly exploitative working conditions, such as exposure to situations of serious danger, in terms of characteristics of the services to be performed and the working conditions

16. Art. 25 terdecies Italian Legislative Decree 231/01: racism and xenophobia

- Art. 3, para. 3 bis Italian Law 654/1975: racism and xenophobia

The entity found responsible under the Decree is subject to the following penalties:

- pecuniary penalties;
- disqualification penalties;
- forfeiture;
- publication of the ruling.

In particular, the disqualification penalties are:

- disqualification from doing business;
- suspension or revocation of permits, licences or concessions functional to the commission of the offence;
- the prohibition of contracting with the public administration, except for obtaining the services of a public service;
- exclusion from aid, loans, grants or subsidies and possible revocation of those already granted;
- ban on advertising goods or services.

4. THE EXEMPTING RELEVANCE OF THE ADOPTION AND EFFECTIVE IMPLEMENTATION OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

Within the system outlined by the Legislator, the adoption of a Model of organization, management and control can lead to an exemption from liability of the bodies, even when a crime is committed by people working within their organization.

Pursuant to Art. 6 of Italian Legislative Decree no. 231/01, in the case of crimes committed by persons in a "senior" position, the liability of the entity is excluded if it proves that:

- the management body adopted and effectively implemented suitable organizational and management models to prevent the type of crime that occurred before the offence was committed;
- the task of supervising the functioning of and compliance with the models and their updating was entrusted to an internal body with independent powers of initiative and control;
- the individuals involved committed the crime by fraudulently evading the organizational and management models;
- there was no omission or insufficient supervision by the body itself.

In the event that the offences were committed by persons subject to the management or supervision of a "senior management" member, the entity is responsible if committing the offence was made possible by the non-compliance with management or supervision obligations.

In any case, however, the non-compliance with management or supervision obligations is excluded if before the offence was committed the entity adopted and effectively implemented a model of organization, management and control suitable for preventing crimes of the type that occurred.

Italian Legislative Decree no. 231/01 provides that organizational models must meet the following requirements:

- identify the activities where the offences may be committed;

- establish specific protocols aimed at planning the formation and implementation of the entity's decisions in relation to the offences to be prevented;
- identify ways of managing the financial resources in order to prevent the commission of such offences;
- provide information obligations to the body responsible for overseeing the functioning of and compliance with the models;
- introduce a suitable disciplinary system for punishing any failure to comply with the measures indicated in the organizational model.

The organizational and management models may be adopted on the basis of codes of conduct prepared by associations representing the entities, communicated to the Ministry of Justice which, in cooperation with the competent Ministries, may formulate within thirty days comments on the suitability of the models for preventing the offences.

In any case, access to the exemption from liability is subject not only to the actual implementation of the models adopted, but also to an assessment of suitability by the judicial authority.

5. THE PRINCIPLES OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL: THE GUIDELINES OF CONFINDUSTRIA

In order to guarantee the conditions of legality, correctness and transparency in the conduct of corporate activities, SuperJet adopts this Model of organization, management and control (hereinafter the "Model"), in line with the provisions of Italian Legislative Decree no. 231/01.

The adoption of the Model is aimed at preventing crimes that provide for the "administrative" responsibility of the company.

In preparing the Model, the Company was inspired by the guidelines issued by Confindustria for the construction of organizational, management and control models pursuant to Italian Legislative Decree no. 231/01 drafted by Confindustria on 7 March 2002, updated on 24 May 2004, 31 March 2008 and 23 July 2014 and thereafter, approved by the Ministry of Justice (hereinafter also the "Guidelines") which, having heard the consulting Ministries, has judged them suitable for the achievement of the

purpose established by Art. 6, para. 3 of Italian Legislative Decree no. 231/01, as well as the UNI-INAIL Guidelines of 28 September 2001 for a system of management of occupational health and safety or the British Standard OHSAS 18001:2007 (hereinafter also the "Guidelines for the SGSL" and the "SGSL").

The fundamental points that the Guidelines identify in the construction of the models are:

- identification of areas at risk, aimed at verifying in which company areas/sectors it is possible to carry out the offences envisaged by Italian Legislative Decree no. 231/01;
- preparation of an internal control system able to reduce risks through the adoption of specific procedures.

It should be pointed out that failure to comply with specific points of the Guidelines does not invalidate the validity of the Model. The individual Model, having to be drawn up with reference to the concrete reality of the company, can deviate from the Guidelines which, by their nature, are general in nature.

The Guidelines for the SGSL indicate that the latter is aimed at ensuring the achievement of the health and safety objectives that the company/organization has set for itself in an effective cost/benefit perspective.

The SGSL proposes to:

- progressively reduce the overall costs of occupational health and safety including those resulting from accidents, injuries and illnesses related to work, minimizing the risks to which employees or third parties may be exposed (customers, suppliers, visitors, etc.);
- increase the efficiency and performance of the company/organization;
- contribute to improving the levels of occupational health and safety;
- improve the internal and external image of the company/organization.

The SGSL is developed through the following sequences:

- implement an occupational health and safety policy, which defines the general commitments for the prevention of risks and the progressive improvement of health and safety;
- identify the requirements of applicable laws and regulations;
- identify all hazards and assess the relative risks for all workers, including special cases such as new hires, temporary workers, disabled persons, foreign

workers, pregnant workers, postpartum or breastfeeding, etc., associated with the processes, operational and organizational activities (including interactions between employees), dangerous substances and preparations, etc.;

- identify the other potentially exposed subjects (such as, for example, self-employed workers, employees of third parties and occasional visitors);
- set specific appropriate targets that are achievable and consistent with the general commitments defined in the policy;
- develop programs to achieve these objectives, defining priorities, times and responsibilities and assigning the necessary resources;
- establish the most appropriate methods to manage the programs, in terms of procedures and practices;
- raise awareness in the corporate structure towards achieving the established targets;
- implement adequate monitoring, audits and inspections to ensure that the system works;
- initiate the appropriate corrective and preventive actions based on the results of the monitoring;
- carry out a periodic review to evaluate the effectiveness and efficiency of the system in achieving the targets set by the health and safety policy and to assess its adequacy with respect to both the specific corporate reality and to internal/external changes, modifying, if necessary, the health and safety policy and targets, taking into account the commitment to continuous improvement.

The most important components of the preventive control system can be identified as the following:

- code of ethics;
- organizational system;
- manual and IT procedures;
- authorization and signature powers;
- control and management systems;
- communication to staff;
- staff training;
- disciplinary mechanisms.

The internal control system must be based on the following principles:

- verifiability, documentability and consistency of every operation;
- separation of functions (no one can independently manage all the phases of a process);
- documentation of the checks;
- establishment of an adequate system of penalties for violating the rules and procedures established by the Model;
- identification of a supervisory body, whose requirements must be:
- autonomy and independence;
- professionalism;
- continuity of action;
- absence of reasons for incompatibility or conflicts of interest.

The Model responds to the need to prevent the commission of offences provided for by Italian Legislative Decree 231/2001 through the establishment of precise rules of conduct, while the code of ethics is a general scope tool aimed at promoting "corporate ethics", but without a procedural connotation.

However, SuperJet considered it appropriate to supplement the current Organization and Management Model by annexing to it the Code of Ethics (see Annexe B), in order to create a set of internal rules able to draw the lines of conduct that must be followed by those who work on behalf or in contact with the Company.

Therefore, the conduct of the administrative body, the executives, the employees and those acting as external associates to the Company or partners must comply with the rules of conduct outlined by the Model and the Code of Ethics, aimed at preventing the commission of crimes including those identified in the Decree.

6. ORGANIZATION, MANAGEMENT AND CONTROL MODEL OF SUPERJET S.p.A.

SuperJet International S.p.A. is a company established in 2007.

Currently the company structure is distributed as indicated in Annex A.

The corporate purpose of the Company is the implementation of the "Super-Jet 100 Program" project, which is part of the "Russian Regional Jet Program", as well as in

general the development, engineering, production, marketing, purchase, sale, rental, lease of civil aircraft including the rental and leasing of any civil aeronautical product, including spare parts and components, after-sales support, repair, maintenance and certification of civil aircraft, including providing certification services for civil aeronautical programs, as well as the supply, organization, promotion and marketing of training activities in order to guarantee the operability of any civil aircraft.

In order to achieve its objectives, the Company may purchase, market, sell, rent, finance, organize the financing of purchases and sales, as well as customize aircraft, provide personal training, certification, technical assistance and engineering services throughout the world and perform any other instrumental activity.

In summary, the SuperJet business includes the following phases:

- promotion and sales
- sales of spare parts
- delivery and customization
- training of pilots, flight attendants and technicians
- after-sales support and maintenance
- CAMO (Continuing Airworthiness Maintenance Organization)
- AMO (Customization and Maintenance of Aircraft)
- design and development of SSJ100 VIP and cargo
- logistics services

The purchase of the aircraft from Joint-Stock Company Sukhoi Civil Aircraft (hereinafter “SCAC”) to SuperJet is governed by a “Master purchase agreement”, as amended and supplemented.

The SSJ100 is the first aircraft manufactured in Russia to have achieved international certification standards.

Specifically, in February 2011, the aircraft received a Type Certificate from the IAC AR (Russian Certification Authority), which confirmed the SSJ100's compliance with the rules governing aviation and authorized its commercial operations.

In February 2012, the SSJ100 obtained a Type Certificate from the EASA (European Aviation Safety Agency). The recognition achieved allows European airlines, as well as those using the ERSA rules, to use the SSJ100 (RRJ-95B).

The SSJ100 is currently certified by numerous civil aviation organizations, including Indonesia, Laos and Mexico.

Once purchased by SuperJet, the SSJ100 is completed and equipped with a Supplemental Type Certificate (STC) and an additional EASA approval.

From production to maintenance, all the phases concerning the life of the SSJ100 are certified by the competent bodies.

Aircraft/product design -> EASA part 21J

Aircraft/product production -> EASA part 21 G/F

Flight simulators certification and management -> EASA Part ORA FSTD, Russian Order FAR 289

Flight crew training and license -> EASA Part ORA ATO FCL, Russian Order FAR 289

Air Operations -> EASA Part ORO/ NCC

Continuing Airtworthiness -> EASA Part M

Maintenance Staff Training and license -> EASA Part 66/147, Russian order FAR 289

Aircraft/Product Maintenance -> EASA Part 145

SuperJet's main customers are: Interjet, Cityjet, Aeroflot, Gazpromavia

The administration system of the Company is the traditional one, namely a Board of Directors with the identification of a managing director.

The control body is represented by the Board of Statutory Auditors, with three standing members and two alternates.

The accounting audit is carried out by an auditing firm enrolled in the appropriate Register.

7. ORGANIZATIONAL STRUCTURE

The organizational structure of the Company is shown in Annexe C.

8. THE CONSTRUCTION OF THE MODEL AND ITS STRUCTURE

8.1. The inspiring principles of the Model

This Model has been prepared in compliance with the specific features of the Company and its organizational structure as well as the specific tools already used by SuperJet and aimed at planning the formation and implementation of corporate decisions and to carry out checks on company activities and specifically of the following:

- the governance tools
- the internal control system.

8.1.1. The governance tools

The construction of the SuperJet Model took into account the governance tools of the Company that guarantee its functioning, which can be clarified as follows:

- code of ethics
- system of proxies and powers of attorney (documents with which the Company assigns to its employee the power to act on behalf of the Company under certain circumstances and within certain limits)
- policies
- procedures
- operating rules
- organizational guidelines
- documentation relating to safety
- Joint Quality Procedure (procedure developed jointly between SCAC and SuperJet in order to regulate the processes that interface the two companies)
- ARIS platform (architecture of integrated information system)
- SAP system
- industry disciplines (EASA part 145; EASA part 147; EASA part 21/J; EASA part M; JAR FCL-1; JAR FSTD: FAM 145; Order 23)
- accounting audit, administrative and financial control of the company in accordance with the law.

The rules, procedures and principles contained in the documentation indicated above and listed as Annexe E, available and accessible to all employees through the company intranet, although not included in detail in this Model, constitute a valuable tool to monitor illicit behaviours in general, including those pursuant to Italian Legislative Decree 231/2001, which is part of the broader system of organization, management and control that the Model intends to supplement and that recipients are required to comply with, by virtue of the relationship with the Company.

8.1.2. The internal control system

The internal control system already in existence and implemented by SuperJet is a structured and organic system of behavioural rules and activities and organizational structures aimed at constantly monitoring the risks of the Company, which pervades all company activities and involves different parties.

The main objectives of the Company's internal control system are to guarantee the reasonable achievement of operational, information and compliance objectives:

- 1- the operational objective of the internal control system concerns the effectiveness and efficiency of the Company in using resources, protecting against losses and safeguarding company assets: in this case, the internal control system aims to ensure that throughout the organization, the staff works towards achieving the company objectives without putting other interests before those of the Company;
- 2- the information objective translates into the preparation of timely and reliable reports for decision-making within the organization and meets the need to ensure reliable documents directed towards the outside, in compliance with the protection of the confidentiality of the corporate information assets;
- 3- the compliance objective ensures that all transactions are conducted in compliance with laws and regulations, prudential requirements, and relevant internal procedures.

The control system involves every sector of the business carried out by the Company by distinguishing operational tasks from control tasks, reasonably mitigating any possible conflict of interest.

This breakdown of the controls is based on the following general principles:

- every operation, transaction or action must be verifiable, documented and consistent;
- no one person must be able to independently manage an entire process (segregation of tasks);
- the control system must be able to document the execution of checks, including supervisory checks.

The controls involve, with different roles, also the board of directors and the board of statutory auditors, within the scope and in accordance with the regulations in force.

Despite the fact that the existing corporate governance and control system contains elements that can be used to prevent the crimes covered by the Decree, the board of directors, sensitive to the need to ensure correctness and transparency in conducting business and corporate activities, has decided to submit to a new review its organizational, management and control tools. This in order to verify the compliance of the behavioural principles and the procedures already adopted for the purposes of the Decree as amended in recent years, and where necessary, to adapt them in order to make them comply with the aforementioned purposes.

8.2 The construction of the Model

Following the issuance of Italian Legislative Decree no. 231/01, SuperJet had adopted its own Model pursuant to Art. 6 of Italian Legislative Decree no. 231/01. This choice is part of the Company's broader corporate policy, which translates into actions and initiatives aimed at raising awareness of all the Company's staff and the other recipients of the Company's correct and transparent management regarding compliance with the rules and fundamental principles of business ethics in the pursuit of the corporate purpose. Following the new corporate structure and regulatory developments, it was advisable to start a project to update the Model, based on the principles of traceability and verifiability of the performed activities. To this end, the working group appointed by SuperJet – made up of external professionals and internal resources of the Company – has identified the activities at risk of offence.

The activities at risk of offence were identified by examining the company context, the company documentation, and through a series of meetings with the managers of the various corporate business areas.

First phase: collection and analysis of the documentation

The analysis of the documents was preliminary to identifying the activities at risk. Firstly, the official and relevant documentation available at the Company and through the company intranet was collected in order to better understand the Company's activities and identify the corporate areas being analysed.

The following documentation was collected and analysed:

- previously adopted model
- code of ethics

- articles of association of the Supervisory Board
- powers of attorney
- policies
- procedures
- operating rules
- organizational guidelines
- documentation relating to safety
- the penalty system referred to in the CNNL (National Collective Bargaining Agreement) applied by the Company
- significant contracts
- other relevant corporate documentation.

Second phase: risk assessment

Through this analysis we have identified some activities that are possibly vulnerable to the commission of the offences provided for by Italian Legislative Decree no. 231/01.

The corporate activities were broken down as follows:

- human resources
- legal
- communication
- information technology
- administration and finance
- quality
- operations
- procurement
- commercial
- customer services

In view of this classification, the corporate processes involved and the company resources with an in-depth knowledge of the aforementioned areas and control mechanisms were identified. These were interviewed by the working group in order to build a Model as much as possible in line with the specific operational areas and the organizational structure of the Company, with reference to the concrete risks of offence.

The interviews, also aimed at initiating the process of raising awareness on the provisions of Italian Legislative Decree 231/2001, on the Company's adaptation activities to the aforementioned Decree, on the importance of the internal rules adopted by the Company for the prevention of offences, were conducted with the aim of identifying the processes and activities potentially at risk of commission of the offences set forth in the Decree as well as the existing safeguards to mitigate the aforementioned risks.

Subsequently, the methods for managing sensitive activities and the control system for them were assessed.

A review of the Company's past activity was carried out in order to highlight any situations at risk that occurred and their causes.

A mapping of the risks was completed through the operations described so far, with the identification of the area/sector of activity as well as the methods for the possible commission of the offences set forth in Italian Legislative Decree no. 231/01.

9. THE CORPORATE ACTIVITIES "AT RISK OF OFFENCE"

The results of the mapping are formalized in Annexe F "Risk Mapping".

The risks of commission of certain types of offences indicated in Arts. 24, 24 ter, 25, 25 bis, 25 bis 1, 25 ter, 25 ter 1, 25 septies, 25 octies, 25 undecies must be considered.

In particular, the following risk processes were identified:

- participation in public tenders
- management of the Russian branch, warehouses in Munich and Fort Lauderdale
- management of intercompany relations
- sales contracts with foreign counterparties
- service contracts with foreign counterparts
- management of financial flows, intragroup investments and investments with foreign counterparties, financial transactions with foreign counterparties
- selection and management of agents and sales agents
- participation in Consorzio Tessera
- drafting of the financial statements and other corporate reporting

- relations with shareholders, statutory auditors and external auditors
- negotiation, completion and management of contracts for the sale of goods and services
- relations with banking institutions
- verification of the reliability of customers
- compliance with occupational health and safety (Tessera offices and foreign branches)
- fulfilments in environmental matters (Tessera offices)

With regard to the aforementioned offences, it was deemed that the specific business carried out by SuperJet does not present risk profiles such that their commission in the interest or to the benefit of the Company is likely. The reference to the principles contained both in this Model and in the Code of Ethics is therefore considered exhaustive, holding the corporate representatives and associates in compliance with the values of solidarity, protection of the individual, correctness and compliance with the law.

The supervisory body is entrusted with the task of constantly updating the aforesaid mapping, to be carried out with particular care at times of corporate changes or following legislative changes.

Third phase: gap analysis

The purpose of this phase is the identification, for each risk area, of the existing organizational, control and behaviour safeguards for the specific types of offences referred to in the Decree, in assessing their suitability to prevent the risks highlighted in the previous risk assessment phase and, therefore, in the improvement actions to be applied.

A comparative analysis was made between the existing organization, management and control model ("as is") and a Reference Model assessed on the basis of the content of the Decree, the guidelines of broad jurisprudence and the guidelines of Confindustria ("to be").

This comparison revealed some areas of improvement of the existing internal control system, and some specific suggestions have been formulated, in particular a more detailed structuring of the evidencing papers to be sent to the Supervisory Board every quarter.

The areas of improvement, shared with the Supervisory Board and the legal area, will be implemented in the procedural body.

The proposed evidencing papers, with reference to the groups of offences indicated in the Decree, are identified in Annexe I.

10. THE SUPERVISORY BOARD

Pursuant to Art. 6, subpara. b) of Italian Legislative Decree no. 231/01, the task of monitoring and updating the Organization Model must be entrusted to a supervisory body (hereinafter referred to as Supervisory Board), a body with independent powers of initiative and control.

10.1. Requirements of the Supervisory Board

The Supervisory Board must have the following requisites:

- autonomy and independence: the appointed person must not be involved in the management activities subject to his control;
- professionalism: the appointed person must possess technical, professional, organizational and legal expertise in the corporate field;
- continuity of action: the appointment must be at least annual in order to allow the constant and effective implementation of the Model.

10.2. Identification of the Supervisory Board

According to the Decree, the Supervisory Board must have autonomous powers of initiative and control. The duties, activities and functioning of the Supervisory Board are governed by special Articles of Association, in Annexe J.

In addition, the Supervisory Board has a Regulation aimed at governing, in particular, the convocation and operational rules, relations with company functions and third parties, procedures and timing of the activity planning, reporting procedures as well as the processing of the related data.

10.3. Function, duties and powers of the Supervisory Board

On a general level, the following functions are held by the Supervisory Board:

- periodic supervision on the actual application of the Model by all its recipients in relation to the different types of offences set forth in Italian Legislative Decree no. 231/01;
- evaluation, with a predetermined frequency, of the effectiveness of the Model and of its actual ability to prevent the commission of the offences referred to in Italian Legislative Decree no. 231/01;
- identification and proposal to the Board of Directors of any appropriate updates and the need to modify the Model due to changes in legislation or changes in the company.

In carrying out its functions, the Supervisory Board must have adequate facilities and financial and logistical means to ensure its full and normal operations. To this end, the Supervisory Board has an adequate fund, which must be used by the body exclusively for the expenses to be incurred in exercising its functions, and it has a technical secretariat, whose manager is identified based on the Body's proposal.

The term in office, the revocation and the replacement of the members of the Supervisory Board are governed by the Body's Articles of Association. In particular, the Supervisory Board remains in office for three years; the Chairman may be renewed and remains in office until the appointment of his successor. The additional members of the Body remain in office for three years, are renewable, and remain in office until the appointment of their successors.

In order to guarantee the necessary stability of the Supervisory Board and to protect the legitimate performance of the functions and the office holders from an unjustified removal, the revocation of the mandate given to one or more members of the Supervisory Board can only be carried out for a just cause, through an appropriate resolution of the Board of Directors and the other members of the Body.

In this regard, "just cause" of revocation shall be understood as:

- a serious breach of duties as defined in the Model and in the Articles of Association;
- disqualification or incapacitation, or an infirmity or impediment such as to result in the absence from the activity of the Body for a continuous period of more than two months;
- a conviction of the Company pursuant to the Decree or a plea bargain, which has become final, where "lacking or insufficient supervision" by the Body is

determined, in accordance with the provisions of Art. 6, para. 1, subpara. d) of the Decree;

- a conviction or plea bargain against one of the members of the Body for having personally committed one of the crimes provided for by the Decree or offences of the same nature;
- an administrative conviction of the Company for one of the administrative offences under the Decree, which found a "lacking or insufficient supervision" by the Body, according to the provisions of Art. 6, para. 1, subpara. d) of the Decree;
- an administrative conviction against one of the members of the Body or for the Company and for one of the administrative offences referred to in Articles 185, 187 bis and 187 ter of the TUF (Leg. Decree n. 58, February 1998);
- the violation of the obligations of confidentiality, as detailed in the Articles of Association of the Supervisory Board.

If the revocation of the mandate is exercised against all the members of the Supervisory Board, the SuperJet Board of Directors will appoint a new Body.

Where there are serious reasons of expediency, the Board of Directors will proceed – having heard the opinion of the other uninvolved members of the Supervisory Board – with the suspension from the functions of one or all the members of the Supervisory Board, promptly providing for the appointment of a new member or the entire Supervisory Board ad interim.

Within the scope of the functions indicated above, the following duties are assigned to the Supervisory Board:

- through appropriate planning, constantly carry out a survey of the company's activities and propose updates and additions to the Model and the procedures, where deemed necessary;
- on the basis of the approved Activity Plan, verify the effectiveness of the Model in relation to the company structure and the actual ability to prevent the commission of the crimes referred to in the aforementioned Decree, proposing – where deemed necessary – any updates to the Model, with particular reference to the evolution and changes in the organizational structure or business operations and/or current legislation;

- monitor, on the basis of the approved Activity Plan, the validity of the Model and of the procedures over time, promoting, also after consulting the other company structures involved, all the necessary actions in order to ensure its effectiveness. This duty includes the drafting of proposals for adaptations to be forwarded to the competent corporate structures and senior management and to subsequently verify the implementation and functionality of the proposed solutions;
- evaluate, on the basis of the approved activity plan, the maintenance over time of the soundness and functionality requirements of the Model and of the procedures;
- carry out, on the basis of the approved activity plan, periodic checks on the corporate structures deemed to be at risk of offence, to check that the activity is carried out in compliance with the Model;
- verify the implementation and actual functionality of the solutions proposed by the same Body;
- carry out, on the basis of the approved Activity Plan, a check of the existing authorization and signature powers, in order to ascertain their consistency with the defined organizational and managerial responsibilities and propose their updating and/or modification where necessary;
- carry out, through appropriate planning of the interventions, a check of the acts performed by the persons with signature powers and of the reports periodically sent by them to the delegating body in order to verify their consistency with the mission and the powers attributed;
- propose, on the basis of the results obtained, to the competent corporate structures the possibility of preparing, supplementing and modifying the operating and control procedures, which adequately regulate the performance of the activities, in order to implement a suitable Model;
- in implementation of the Model, define and manage the information flow that allows the Supervisory Board to be periodically updated by the involved corporate structures on the activities deemed at risk of offence, as well as to establish communication methods, in order to gain knowledge of any violations of the Model;

- in compliance with the Model, implement an effective information flow towards the relevant corporate bodies that allows the Supervisory Board to report to them on the effectiveness of and compliance with the Model;
- promote, in conjunction with the human resources function, a suitable training process for personnel by appropriate departments for the dissemination of knowledge and understanding of the Model;
- promote and coordinate, on the basis of the approved activity plan, the initiatives aimed at facilitating the knowledge of the Model and the procedures related to it by all those who work on behalf of the Company;
- with the support of the other competent functions, periodically check the validity of the standard clauses in documents and/or contracts aimed at ensuring:
 - a. compliance with the contents of the Model pursuant to Italian Legislative Decree 231/01 and the Code of Ethics by consultants, external associates, proxies, suppliers, agents, partners and third parties who have relations with the Company as part of the company's activities potentially exposed to the commission of the crimes referred to in the Decree;
 - b. that SuperJet can carry out effective control actions against the recipients of the Model, in order to verify compliance with the provisions contained therein.

For performing the functions and tasks indicated above, the following powers are recognized to the Supervisory Board:

- access to company documentation, particularly that relating to contractual and non-contractual relationships established by the Company with third parties;
- make use of the collaboration of the corporate structures concerned or involved in the control activities;
- assign specific consultancy and assistance duties to professionals. To this end, in the resolution of the Board of Directors appointing the Supervisory Body, specific powers of expenditure are assigned to this body.

For the purpose of a better and more effective performance of the assigned tasks and functions, the Supervisory Board may call upon, in order to perform its operating activities, the various corporate structures, which, from time to time, may be useful in performing the specified activities. Regarding the issues of protection of occupational health and safety, the Supervisory Board can use all the resources activated for the

management of the related aspects (RSPP, ASPP, RLS, occupational physician, first aid staff, emergency staff in case of fire).

The Supervisory Board may also decide to delegate one or more specific obligations to its individual members, on the basis of their respective expertise, with the obligation to report on the matter to the Body. In any case, also with regard to the functions delegated by the Body to individual members or concretely carried out by other company functions, the collegial responsibility of the Body remains.

10.4. Disclosure of the Supervisory Board to the corporate bodies

The Supervisory Board reports on the implementation of the Model and the emergence of any critical issues connected to it.

In particular, the Supervisory Board provides the following information:

- a) annually, a report to the Board of Directors and the Board of Statutory Auditors regarding the activity carried out during the year;
- b) every six months the minutes of the meetings held during the financial year, forwarding them to the Chairman.

The annual reporting will concern:

- the overall activity carried out during the period, with particular reference to the verification of sensitive processes pursuant to Italian Legislative Decree 231/01;
- the critical issues that have emerged both in terms of conduct or events inside the Company, and in terms of effectiveness of the Model;
- the necessary and/or appropriate corrective and improvement actions of the Model and their state of implementation;
- a review of all reports/information received during the year and the actions taken by the Supervisory Board and by other concerned parties;
- the status of implementation of the Model;
- the identification of the Activity Plan for the following year.

The Supervisory Board must promptly report to the Chairman of the BoD regarding:

- any violation of the Model deemed to be founded, that it has been alerted to or that the Supervisory Board has ascertained;

- detected organizational or procedural deficiencies that engender the concrete danger of crimes being committed under the Decree;
- regulatory changes that are particularly relevant for the implementation and effectiveness of the Model;
- lack of cooperation from company structures;
- existence of criminal proceedings against parties operating on behalf of the Company, or proceedings against the Company in relation to crimes under the Decree;
- outcome of the investigations ordered following the launch of investigations by the Judicial Authority concerning crimes under the Decree;
- any other information deemed useful for the purpose of taking urgent decisions by the BoD.

Furthermore, the Supervisory Board must report without delay:

- to the BoD any violations of the Model by the Chairman, the CEO, the directors and other executives of the Company or members of the Board of Statutory Auditors or the auditing firm;
- to the Board of Statutory Auditors any violations of the Model by the auditing firm or, so that it adopts the provisions of law in this regard, by members of the BoD.

10.5. Information flows towards the Supervisory Board

10.5.1. Reports by company representatives or third parties

Art. 6, para. 2, subpara. d) of the Decree demands that the Model provide for an obligation to inform the Body appointed to supervise the functioning and observance of the Model.

The obligation of a structured information flow is designed as a tool to ensure the supervision of the effectiveness and actual application of the Model and any subsequent verification of the causes that made it possible for the offences envisaged by the Decree to occur, also for the purpose of giving greater authority to requests for documentation that are necessary to the Body during its audits.

In addition to the documentation set forth in the Model, within the scope of the company the Supervisory Board must be informed of any other information, of any

kind, coming from third parties and pertinent to the implementation of the Model in the areas of activities at risk.

All employees, whether executives, managers or employees, or third-party consultants, associates, employees of third-party companies who collaborate in any capacity with the Company, must bring to the attention of the Supervisory Board, even anonymously, detailed reports of significant illegal conduct pursuant to Italian Legislative Decree 231/01 and based on precise and concordant factual elements or breaches of the Model they have become aware of due to their functions.

Pursuant to Italian Law 179/2017 (known as "whistleblowing") any act of retaliation or discrimination, either directly or indirectly, against the whistleblower for reasons connected to the report is prohibited.

As required by the Articles of Association, the employees of the Company and third parties are required to provide the Supervisory Board with any information relating to:

- the commission of offences or deeds conducive to their commission;
- the implementation of administrative offences;
- behaviours not in line with the rules of conduct established by this Model and by the related protocols;
- any shortcomings in the current procedures;
- any changes in the company or organizational structure or in the current procedures;
- transactions of particular significance or presenting risk profiles such as to lead to the recognition of a reasonable risk of commission of offences.

Failure to comply with this obligation constitutes a disciplinary offence subject to specific penalty, which – depending on the seriousness of the fact – may consist of a verbal warning, written warning or suspension from work or remuneration.

The Supervisory Board may also ask the auditing firm for information on news acquired during its activity that is relevant for the purposes of implementing the Model. In compliance with the duty of confidentiality, the Supervisory Board will evaluate the reports received, including those in anonymous form, and any subsequent initiatives at its own reasonable discretion and responsibility, possibly listening to the author of the report and/or the person responsible for the alleged violation and motivating in writing any decisions not to proceed with an internal investigation.

In order to facilitate the flow of reports and information to the Supervisory Board, a dedicated information channel has been set up (odv@superjetinternational.com). The notifications may also be sent by post to the Supervisory Body pursuant to Italian Legislative Decree 231/01, SuperJet International S.p.A., via Triestina 214, Tessera 30030, Venice, Italy or entered in the dedicated box located at the Company's registered office.

10.5.2. Disclosure requirements relating to official acts

In addition to the above reports, the information concerning the following must be promptly sent to the Supervisory Board by the managers of each area by completing the table provided in Annexe H:

- any measures and/or information coming from the Judicial Authority, or from any other Authority, which indicates that investigations are under way, even in relation to unknown persons, for the crimes or administrative offences referred to in the Decree;
- requests for legal assistance forwarded by managers and/or employees, in the event of the start of a judicial proceeding for the offences set forth in the Decree;
- reports or alerts prepared by the heads of the company functions as part of their checks from which elements of critical issues might emerge regarding compliance with the provisions of the Decree;
- information concerning the actual implementation, at all company levels, of the Model with evidence of the completed disciplinary proceedings and of any penalties imposed or of the measures for filing these proceedings with the associated reasons;
- statements to verify the absence of causes of incompatibility between the auditing firm and SuperJet;
- the division of powers and the system of proxies adopted by the Company and any changes that affect them;
- any financial transfers between the Company and other companies of the Leonardo Group and the Sukhoi Holding Group that are not justified by a specific contract stipulated on market terms;

- any transactions of a financial and commercial nature carried out in countries governed by tax regulations privileged pursuant to Italian Ministerial Decree 21.11.2001 (CFC discipline) and 23.1.2002 as amended and supplemented;
- any anomaly detected during the audit of the invoices received and issued by the Company;
- any changes to be made to SuperJet's organizational structure and protocols with regard to the Decree's provisions;
- the DUVRI drawn up pursuant to Italian Legislative Decree 81/2008, the accident log and any other document relevant to the occupational health and safety management system;
- internal reports that reveal offences under Italian Legislative Decree 231/01;
- all documentation relating to the information and training activity to be carried out and being carried out in implementation of the Model and the staff's participation in it;
- the IT security policy document, the guidelines on data management and protection and any other document useful to assessing the establishment and maintenance over time of adequate safeguards aimed at preventing illegal behaviour in the use of IT and data processing tools and systems.

10.5.3. Single operations at risk: identification of internal managers and evidencing papers

The Company is obliged to give due notice to the Supervisory Board of the operations carried out in the areas at risk identified in the attached mapping and indicated in this Model.

For this purpose, the Chairman of the Board of Directors, the CEO, the Employer appointed pursuant to Italian Legislative Decree 81/08, and the directors become internally responsible for each individual operation at risk, i.e. that could be a "predicate offence" or "quasi-predicate offence" directly executed by them or carried out within the function they head.

The activities at risk must be brought to the attention of the Supervisory Board by the aforementioned managers by filling in the evidencing papers (Annexe I) to be updated on a quarterly basis and to be sent by the fifteenth day after the end of each quarter.

The managers of the areas at risk have the task of ensuring their subordinates fill out the statements and of transmitting these to the Supervisory Board to the email addresses of the individual members of the Body, which takes care of their storage and checks the contents also during the hearings that it schedules each year with the various managers.

The Supervisory Board may carry out further checks on the operations in question, at any time and based on necessity, of which written evidence will be given.

11. TRAINING AND DISSEMINATION OF THE MODEL

SuperJet promotes the knowledge of and compliance with the Model among all employees and associates, including external and occasional ones, who are therefore required to be familiar with its content and contribute to its implementation.

For the purposes of implementing the Model, the Supervisory Board has the task of defining, together with the Human Resources Department and the other company functions involved from time to time, a specific training programme for all employees and associates, based on training courses to be held on an annual basis.

The training activity is differentiated, in terms of content and methods of delivery, according to the qualification and function covered by the recipients, as well as the level of risk in the area where they operate.

In particular, the Company has established various levels of training for:

- employees who do not hold the function of managers;
- employees who hold the function of managers;
- associates.

Professionals, consultants, partners, customers and, more generally, anyone who has dealings with the Company will be provided with specific information on the principles and procedures that the Company has adopted based on the Model.

For the parties listed above, the disclosure takes place through the circulation of an official communication on the existence and update of the Model and of the Code of Ethics, with an invitation to consult it on the Company's website.

SuperJet inserts in the contracts with commercial, financial and consulting counterparties a specific contractual clause (see Annexe G) which provides, in the event of failure to comply with the ethical principles and/or the standards of conduct

deduced in the Model, some sanctions including the application of penalties, compensation for damages, and the possible termination of the agreements.

12. DISCIPLINARY SYSTEM

The preparation of an adequate system of penalties for violating the provisions contained in the Model is intended to guarantee the effectiveness of the Model and, pursuant to Art. 6, para. 2, of Italian Legislative Decree no. 231/01, constitutes an essential requisite of the same for the entity's exemption from liability.

The application of disciplinary sanctions presupposes the simple violation of the provisions of the Model and is unrelated to the performance and outcome of any criminal proceedings initiated by the Judicial Authority, in the event that such violation is also part of a specific type of offence pursuant to Italian Legislative Decree no. 231/01.

The functioning of the disciplinary system established in this Model is subject to the provisions of the Italian Civil Code, of the special laws and of the applicable CCNL (National Collective Bargaining Agreement), which are referred to below as an integral part of this Model.

The disciplinary system is subject to constant monitoring by the Supervisory Board and the Human Resources Department.

12.1. System of penalties against employees

12.1.1. Employees who do not hold the qualification of managers

Any conduct by employees in violation of the provisions contained in this Model constitute disciplinary offences.

The disciplinary penalties applicable to employees, in compliance with the procedures established by Art. 7 of Italian Law no. 300/1970 and any special regulations applicable, are those provided by the National Collective Bargaining Agreement applied by the Company.

In particular, any violation by employees of the provisions contained in the Model may give rise, according to the seriousness of the violation and in compliance with the principle of proportionality and criteria of correlation between violation and penalty, to the following disciplinary measures:

- verbal reprimand, in case of minor violations;

- written warning, in case of recurrence in the offences referred to in the previous point;
- fine, not exceeding four hours of normal salary;
- suspension from pay and service;
- disciplinary dismissal.

Any employee who does not comply with the procedures set forth in or in any case referred to in the Model, or who behaves in ways not compliant with the Model's provisions while carrying out activities in "areas at risk of offence", is subject to the disciplinary sanctions indicated above.

12.1.2. Employees who hold the qualification of managers

In case of violations by managers of the provisions contained in this Model or behaviours not compliant with the Model's provisions while performing activities at risk of offence, the Company will impose on the responsible persons the disciplinary sanctions in compliance with the provisions of the National Collective Bargaining Agreement applicable to the worker concerned or in compliance with the provisions of this Model.

12.2. System of penalties against directors and statutory auditors.

In case of violation, by one or more members of the Board of Directors or by one or more statutory auditors, of the provisions of this Model, the Supervisory Board will inform the Board of Statutory Auditors and the entire Board of Directors for the appropriate assessments and the adoption of the most appropriate measures.

In the event of the indictment of one or more of the members of the Board of Directors, alleged perpetrators of the offence from which the administrative responsibility of the Company derives, the Chairman of the Board of Directors must call the Shareholders' Meeting to resolve on the revocation of the mandate.

12.3. Measures against associates, professionals, consultants, partners

In accordance with the specific contractual clauses included in the relevant contracts, the violation of the provisions set out in this Model by associates, professionals, consultants or partners may cause the immediate termination of the relationship with

the Company, without prejudice to any request for compensation for any damages to SuperJet.