

University of Nottingham Italy Scarl

THREE-YEAR PLAN FOR THE PREVENTION OF CORRUPTION AND TRANSPARENCY (2021 - 2023)

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1. Regulatory background

On 28 November 2012, Law no. 190 of 6 November 2012 (hereinafter, Law no. 190/2012) on "*Provisions for the prevention and repression of corruption and illegality in public administration*" and subsequent amendments, issued in implementation of Article 6 of the United Nations Convention against Corruption, adopted by the General Assembly of the United Nations on 31 October 2003 and ratified by law of 3 August 2009, entered into force, No. 116. This introduces new rules for the prevention and contrast of illegal phenomena in public administrations, rules that, in part, are in continuity with those issued on the promotion of integrity and transparency in public administrations.

The regulatory framework on the prevention of corruption was then affected by further regulatory provisions and guidelines that have, among other things, specified the application of the legislation also with regard to private law entities under public control.

Considering this, the University of Nottingham Italy Scarl (hereinafter also called UNIT or Company) should be considered excluded from the application of the legislation referred to in the introduction, being an Italian legal entity participated for the entirety of its capital by foreign subjects.

Despite this, in consideration of the particular attention paid by the Company's Administrative Body to the issues of corruption prevention and transparency, this "Three-year Plan for the Prevention of Corruption and Transparency (2021-2023)" was implemented.

2. The operational and organizational context in which the University of Nottingham Italy Scarl operates.

The "University of Nottingham Italy Scarl", a company incorporated under Italian law, was established on 15 December 2020, by the "UNIVERSITY OF NOTTINGHAM", a body incorporated under the laws of the United Kingdom, and by the company "EMINATE LIMITED", a limited liability company under United Kingdom law, to date the only shareholders of the same.

The Company has as its object the promotion, non-profit, of research and development activities and advanced training mainly but not exclusively in the aeronautical and space sectors and the ecologically sustainable development of the air transport system; to be realized also through participation in regional, national, European and international research programs, in adherence to the scientific, technological and economic evolution of the same sectors.

The Company's corporate governance is structured as follows:

- Shareholders' Meeting, competent to resolve in ordinary and extraordinary session on matters reserved to it by law or by the Articles of Association.
- The Board of Directors, appointed by the Shareholders' Meeting, is vested with all the powers for the management of the company and may perform all the necessary and appropriate acts for the implementation and achievement of corporate purposes, excluding those that by law or by statute, are, in an exhaustive manner, devolved to the Shareholders' Meeting.
- The Company, at the date of preparation of this Plan, does not yet have any employees in charge, but, with the effective start of corporate activities, it will have an adequate organization.
- The Company's activities are divided into production and administration activities.

3. Object and purpose of the Three-Year Plan for the Prevention of Corruption and Transparency

It should be noted that this Plan for the prevention of corruption and transparency takes into account the peculiarities of the Company as a private law entity and its organizational structure.

With this document it is intended to prepare a programmatic plan that contemplates the introduction of strategies and tools aimed at preventing and combating the phenomenon of corruption, in the awareness that the repression of corruption can be implemented through a policy of prevention of the same that: (i) acts on the moral integrity of employees through

prescriptions contained in the codes of ethics, (ii) clearly regulates the various forms of incompatibility, (iii) intervenes in staff training, and (iv) ensures the transparency of administration and the effectiveness of internal controls.

In this perspective, the adoption by the Company of a plan to combat and prevent corruption is, moreover, an opportunity for sound management and also a tool for spreading the culture of legality.

In accordance with the requirements of the relevant legislation, the Company has identified the processes and activities in which the crimes provided for by the relevant legislation may be committed.

It should be noted that the areas of application of this Plan concern all the Company's activities: productive and administrative.

4. External context analysis

The importance of the analysis of the external context should be highlighted, as a strategic tool to collect relevant information to understand how the risk of corruption can occur within the Company.

The Head of Corruption Prevention and Transparency annually carries out an analysis of the external context in which the Company operates. This analysis shall take into account:

- Organisational specificities of "University of Nottingham Italy Scarl";
- the main actions, activities or projects developed by "University of Nottingham Italy Scarl" independently and/or in cooperation with its Members;
- of its main stakeholders (consultants, collaborators, suppliers of goods and services, trade associations, public and private bodies, etc.).

The preventive analysis highlighted the scarce and/or reduced influence that the various "external" subjects can have on the Company, highlighting, at the same time, the validity of the measures to prevent corruption and to enhance the transparency of fact adopted and used.

5. Responsible for corruption prevention and transparency

The Board of Directors has appointed Mr. Serhiy Bozhko as the Company's RPCT.

The Company has identified the following tasks to be performed by the RPCT.

- prepares the PTPCT to be submitted to the Company's Board of Directors for approval.
- publishes the PTPCT on the Company's website.
- verifies the effective implementation of the PTPCT and its suitability, proposing its modification in the event of ascertained and significant violations or in the event of changes in the organization or activity of the Company.
- proposes the contents of the training program, developing specific training procedures, and collaborates with the Company's Administrative Body in identifying the personnel to be trained most exposed to the risk of committing crimes.
- verifies the implementation status of the training program and identification of training contents and possible candidates.
- takes care of the dissemination and knowledge of the Company's Code of Ethics.
- reports annually on the activity to the Company's Administrative Body, in all cases where the latter requests it or if the Manager deems it appropriate.
- supervises compliance with the rules on the non-transferability and incompatibility of

assignments.

- has the right to identify representatives of the Company called to provide, each for its own offices, the monitoring of activities exposed to the risk of corruption and the adoption of measures to prevent corruption. In particular, the contact persons:
 - contribute, also through risk analysis, to the definition of suitable measures to prevent and combat corruption phenomena and to control compliance with them by the employees of the offices in which they are responsible.
 - provide the information requested by the person responsible for identifying the activities in which the risk of committing crimes is highest and make specific proposals aimed at preventing the risk.
 - monitor the activities in which the risk of committing crimes is higher, also through random checks on the activities carried out by employees, collaborators, consultants and/or suppliers of their offices.
 - send timely communication of violations of the measures indicated in the PTPCT or of any criticality / anomaly found in the management of office activities.
- publishes on the Company's website the annual report sent to the Company's Board of Directors containing the results of the activities carried out.
- plans and implements appropriate internal audits aimed at control.
- monitors the activities and procedures most exposed to the risk of corruption, also through sample checks on the activities carried out by the identified contacts.
- implementation of the measures set out in the PTPCT.
- defines and implements, with the support of those responsible for the transmission and publication of information and data documents, the organizational measures for the effective implementation of transparency obligations.

6. Risk areas

In compliance with the legislation and on the basis of the organizational structure of the University of Nottingham Italy Scarl, a mapping was carried out of the areas and activities of the Company exposed to the risk of commission of corruption phenomena.

Such identification of the activities in which the risk of corruption is highest is, indeed, instrumental in order to promptly activate specific measures and ensure dedicated levels of transparency.

The following main risk areas have been identified:

- a. Measures extending the legal sphere of the addressees without direct and immediate economic effect for the addressee.
- b. Measures to expand the legal sphere of the recipients with direct and immediate economic effect for the recipient.
- c. Public contracts.
- d. Acquisition and management of personnel.
- e. Management of income, expenditure and assets.
- f. Controls, verifications, inspections and sanctions.
- g. Appointments and appointments.
- h. Legal affairs and litigation.

It should be noted that this Plan may be subject to future additions and/or amendments and that it has been prepared on the basis of what, at present, is the operating structure of the Company.

7. Staff training

Law no. 190/2012 requires that the Head of Corruption Prevention identifies the units of personnel called to operate in sectors particularly exposed to the risk of committing crimes and, to this end, provides that the same Head of Corruption Prevention must define the appropriate procedures to select and train the employees indicated above.

For the above, the following potential categories of staff to be trained have been identified:

- the subjects who will be identified as referents.
- the staff of the offices exposed to the risk of committing a crime.
- the same Head of Corruption Prevention and Transparency.

8. Risk control and prevention

This Plan is intended for all employees of the Company, both permanent and fixed-term.

The recipients of this Plan are also the members of the Corporate Bodies, the management and, in any case, all those who perform management, administration, management or control functions in the Company, suppliers of goods and services, permanent or occasional collaborators.

For the purposes of risk control and prevention, the Head of Corruption Prevention and Transparency involves the structures and personnel responsible for carrying out the highest risk activities in the analysis, evaluation, proposal and definition of preventive measures to be adopted.

Forms of acknowledgment of the Three-Year Plan for the Prevention of Corruption and Transparency by the Company's employees are envisaged, both at the time of recruitment and for those in periodic service.

For the fulfillment of its duties, the RPCT may at any time verify (and request clarifications in writing and verbally from all employees) on behaviors that may even potentially integrate corruption crimes.

The RPCT may take into account non-anonymous reports from possible stakeholders, sufficiently substantiated, highlighting anomaly situations and configuring the possibility of a probable risk of corruption.

The reports must be detailed, concern facts known and verified directly by the whistleblower and, if possible, identify with certainty the author of the illegal conduct. On the other hand, reports based on mere suspicions or rumors are not worthy of protection.

It is up to the RPCT to assess whether the essential requirements contained in the report are met.

Once the admissibility of the report has been assessed, the RPCT starts the internal investigation of the facts or conduct reported. To carry out the investigation, the RPCT may initiate a dialogue with the whistleblower, asking the same for clarifications, documents, and further information. Where necessary, it can also acquire acts and documents from other offices of the administration, make use of their support, involve third parties through hearings and other requests, always taking care that the protection of the confidentiality of the whistleblower and the reported person is not compromised.

If, as a result of the activity carried out, the RPCT finds elements of manifest groundlessness of the report, it orders its archiving with adequate motivation, informing the Administrative Body in advance and keeping the personal details of the whistleblower confidential.

In the event that the report is well-founded, the RPCT shall inform the Administrative Body. The deadline for the preliminary examination of the report, which follows the start of the investigation, is established at fifteen working days.

The deadline for starting the investigation is fifteen working days from the date of receipt of the report.

The deadline for the definition of the investigation is sixty days from the date of initiation of the same. It is understood that, where necessary, the Administrative Body may authorize the RPCT to extend the aforementioned terms by providing adequate reasons.

The identity of the whistleblower is protected at all stages of the procedure described in the preceding paragraphs. Therefore, the same cannot be disclosed without the express consent of the whistleblower.

The violation of the obligation of confidentiality is a source of disciplinary liability, without prejudice to the other forms of liability provided for by law.

In the context of criminal proceedings, the identity of the whistleblower is covered by secrecy in the manner and within the limits provided for by art. 329 c.p.p.

As part of the disciplinary procedure, the identity of the whistleblower cannot be revealed, if the challenge to the disciplinary charge is based on separate and additional investigations with respect to the report, even if consequent to the same. If the complaint is based, in whole or in part, on the report and knowledge of the identity of the whistleblower is essential for the defense of the accused, the report will be usable for the purposes of disciplinary proceedings, subject to obtaining the consent of the whistleblower, consent that must be given or acquired in writing.

The Company protects the whistleblower from any form of retaliation or discrimination, direct or indirect (such as, for example, transfers, disciplinary sanctions, mobbing, dismissal).

The whistleblower, in the event of applications of retaliatory measures, may communicate it.

- RPCT of the Company, which will inform the top management.
- Judicial authority.

9. Disclosure requirements

In making reference to the disclosure obligations provided for by the RPCT and its contact persons, it should be noted that each employee, collaborator, consultant of the Company is required to promptly notify the RPCT of violations of the measures indicated in the PTPCT as well as to report the existence of conduct that may possibly integrate, even potentially, cases of corruption and illegality.

10. Code of Ethics

The Code of Ethics was approved by the Administrative Body and was disseminated among all employees and corporate bodies.

11. Transparency and access to information

The company has published on its website all the relevant information pursuant to the aforementioned legislation and will update and implement the content of its institutional website by providing access to the related information.

12. Job rotation

The legislation provides, as a further preventive measure of the risk of corruption, the possible rotation of assignments in the offices responsible for carrying out activities in which the risk of corruption crimes is higher.

13. Report of the activity carried out

The Head of Corruption Prevention and Transparency draws up a report containing the results of the work carried out and publishes it on the website.

14. Three-year programming

The three-year program is as follows:

Year 2021

- a) identify in a complete and thorough manner any other processes at risk of corruption, including specific activities within each process.
- b) involve the managers of each area/referents, who must, by the end of 2021:
 - verify the activities of their competence at risk of corruption.
 - provide the RPCT with the necessary information and appropriate proposals for the adoption of appropriate measures to prevent and combat corruption phenomena and to monitor compliance with them.
 - if a real and concrete risk of corruption emerges, make proposals.
 - report to the RPCT any event or data useful for the performance of its functions.
 - monitor, for each activity within their competence, compliance with the deadlines for concluding proceedings.
- c) provide for a recognition of internal legislation aimed at combating the phenomenon of corruption, evaluating the possible integration of current regulations and the issuance of new internal rules.
- d) carry out random checks on sensitive activities.
- e) monitor the three-year plan for the prevention of corruption.
- f) provide training on the topic of preventing and combating corruption, with particular focus both on administrative and organizational processes in the Company, and on particularly exposed subjects.

Year 2022

- a) analysis of the results of the application of the procedures activated in 2021.
- b) definition of specific monitoring procedures for the critical issues encountered.
- c) plan training on the topic of preventing and combating corruption, with particular focus both on administrative and organizational processes in the Company, and on particularly exposed subjects.
- d) possible revision of the procedures put in place in 2021.

Year 2023

- a) analysis of the results of the application of the procedures activated in 2022.
- b) definition of specific monitoring procedures for the critical issues encountered.
- c) plan training on the topic of preventing and combating corruption, with particular focus both on administrative and organizational processes in the Company, and on particularly exposed subjects.
- d) possible revision of the procedures put in place in 2022.

15. Updating the Plan

This Plan is an act of emanation of the Company's Administrative Body.

The Administrative Body is therefore responsible for the definition and implementation of the Plan drawn up by the RPCT.

The supervision of the adequacy and implementation of the Plan is entrusted to the RPCT.

The Administrative Body, also on the proposal of the RPCT, shall carry out subsequent and possible amendments and additions to the Plan, in order to ensure its correct compliance with the legislative requirements and any changed conditions of the Company's structure.

Regardless of the occurrence of circumstances that require immediate updating (such as, for example, changes in the internal structure of the Company and/or in the methods of carrying out activities, regulatory changes, etc.), this Plan will, in any case, be subject to periodic review.

16. Transparency

The Company also takes into account:

- the provisions on personal data, as prescribed by the resolutions of the Guarantor Authority.
- the type of activity carried out and the organizational structure of the Company.

The data are subject to continuous monitoring to ensure the effective updating of the information.

The Company undertakes to observe the quality criteria of the information published on its institutional website: integrity, constant updating, completeness, timeliness, ease of consultation, comprehensibility, homogeneity, easy accessibility, compliance with original documents, indication of origin and reusability.

To this end and to allow easy consultation of the data, the Company may use tables for the

summary presentation of data, documents, and information to find clear and immediately usable information. The Company may also clearly display the date of updating of the data, document and information, as a general rule.

The Company's Head of Corruption Prevention and Transparency ensures and certifies the fulfillment of transparency obligations and monitors the acts, data and information identified by current legislation and published on the Company's website; periodically monitors the implementation of transparency obligations, verifying the constant updating of data and compliance with legal provisions by the Company's offices.

Furthermore, the publication on the Company's website of news on the activities carried out and their regular updating represents the most effective and direct way to promote and achieve the objectives of transparency.

On the more general issue of spreading the culture of transparency, other specific and targeted initiatives will be activated which, over the three-year period 2021-2023, will lead to the realization of:

- A) monitoring of the Company's website.
- B) training and information activities within the Company on the subject of transparency.
- C) implementation of any other form useful for sharing initiatives and good practices in terms of transparency.