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***Synthesis on Organizational
Model by Italian Decree n°
231/01***

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1. THE ITALIAN LEGISLATIVE DECREE N° 231/2001

1.1. THE BODY OF LAWS AND RULES GOVERNING THE ADMINISTRATIVE LIABILITY OF LEGAL PERSONS, CORPORATIONS AND ASSOCIATIONS

The Italian "Legislative Decree" (hereinafter, "*Decreto Legislativo*" or "the Decree") was enacted on 8 June 2001 and then came into force on 4 July 2001 in accordance with Art. 11 of Law N° 300 of 29 September 2000, as a result of the Legislator's intention to harmonize Italy's internal regulations with international conventions concerning the liability of legal persons already shared by Italy.

In particular, the *Brussels Convention* of 26 July 1995 on the protection of the financial interests of the European Communities, the Convention signed in Brussels on 26 May 1997 on the fight against corruption involving officials of the European Community or its member States, and the OECD Convention of 17 December 1997 on the fight against the corruption of foreign public officials in economic and international transactions.

The Decree, the title of which reads "*Discipline of the administrative responsibility of legal persons, corporations and associations, including those having no legal entity status*", introduced in the Italian legal system a set of rules governing the administrative liability (essentially equivalent to the criminal liability) attributable to legal entities (such as corporations, associations, consortia, and so forth, hereinafter referred to as "entities") in respect of offences that are clearly specified and committed in their interests and to their advantage:

- (i) by individuals acting as representatives, managers or directors of the entities themselves or of one of their organizational units having both a financial and operating autonomy, as well as by individuals managing and controlling, even *de facto*, the entities themselves, or
- (ii) by individuals subject to the direction or supervision of one of the above mentioned subjects. The liability of the entity is additional to that of the individual who materially committed the offence.

The provision for administrative liability as referred to in the Decree involves, in the prosecution of the offences clearly identified therein, those entities in the interests of whom the crime appears to have been committed and/or which have taken an advantage of it.

Among the sanctions that may be imposed, the most burdensome are certainly those represented by disqualifying measures, such as the suspension or revocation of licenses and concessions, the ineligibility to contract with public authorities, the prohibition to exercise one's activity, the exclusion from or revocation of loans and contributions, the prohibition to advertise goods and services.

The liability referred to above, applies also to offences committed abroad, unless prosecuted by the country where the same have been committed.

In its original version, the Decree sets forth, out of the offences entailing the administrative liability of the entities, exclusively those committed against public authorities and those committed to the detriment of the property of the State or other Public Authority and, more precisely:

- undue collection of State of contributions, loans or other funds granted by the State or other public authority (Article 316-*bis* of the Italian Criminal Code)
- fraud against the State or other public authority (art. 640, par. 2, no. 1 of the Italian Criminal Code);
- aggravated fraud in order to obtain public funds (art. 640-*bis* of the Italian Criminal Code);
- computer fraud to the detriment of the State or other public authority (art. 640-*ter* of the Italian Criminal Code);

- corruption for an official act (art. 318 of the Italian Criminal Code);
- corruption for an act contrary to one's official duties (art. 319 of the Italian Criminal Code);
- corruption in judicial acts (art. 319-ter of the Italian Criminal Code);
- instigation to corruption (art. 322 of the Italian Criminal Code);
- concussion, corruption, instigation to corruption of members and officers of European Community or of other foreign countries (art. 322-bis of the Italian Criminal Code);
- concussion (art. 317 of the Italian Criminal Code);
- embezzlement to the detriment of the State or other public authority (art. 316-bis of the Italian Criminal Code).

Subsequently, art. 6 of Law No. 409 of 23 November 2001, the title of which reads "*Urgent Provisions in view of the Introduction of the Euro*", by art. 25-bis, has included the following additional offences among those envisaged by the Decree:

- counterfeiting currency, organized spending and introducing in the country counterfeit currency (art. 453 of the Italian Criminal Code);
- falsifying currency (art. 454 of the Italian Criminal Code);
- spending and introducing in the country, without organization, counterfeit currency (art. 455 of the Italian Criminal Code);
- counterfeiting watermark paper used to make public credit instruments or stamps (art. 460 of the Italian Criminal Code);
- making or holding watermark paper or instruments for counterfeiting currency, stamps or watermark paper (art. 461 of the Italian Criminal Code);
- using counterfeit or falsified stamps (art. 464 of the Italian Criminal Code).

Subsequently, as part of the corporate law reform, art. 3 of Italian *Decreto Legislativo* No. 61 of 11 April 2002, which came into force on 16 April 2002, introduced in the Decree art. 25-ter, which extended the entities' administrative liability to the commission of the following additional offences, then amended by *Decreto Legislativo* No. 61/2002 itself:

- false corporate communications (art. 2621 of the Italian Civil Code);
- false corporate communications to the detriment of shareholders or creditors (art. 2622 of the Italian Civil Code);
- unfair auditing firms' reports or communications (art. 2624 of the Italian Civil Code);
- obstruction to control activity (art. 2625 of the Italian Civil Code);
- unlawful restitution of contributions (art. 2626 of the Italian Civil Code);
- unlawful allocation of profits and reserves (art. 2627 of the Italian Civil Code);
- unlawful operations on shares or corporate quotas or on the shares of the parent company (art. 2628 of the Italian Civil Code);
- transactions to the detriment of creditors (art. 2629 of the Italian Civil Code);
- fictitious formation of capital (art. 2632 of the Italian Civil Code);
- unlawful sharing of corporate assets by liquidators (art. 2633 of the Italian Civil Code);
- illicit influence on shareholders at meetings (art. 2636 of the Italian Civil Code);
- agiotage (art. 2637 of the Italian Civil Code);
- obstruction to the exercise of the functions of public supervisory bodies (art. 2638 of the Italian Civil Code);

- failure to give notice of a conflict of interests (art. 2629-bis of the Italian Civil Code).

Art. 3 of Law No. 7 of January 14, 2003 (ratification and enforcement of the international convention for the suppression of the financing to terrorism, enacted in New York on 9 December 1999, and regulations for the harmonisation of national laws) added art. 25-*quater* to *Decreto Legislativo* 231/01 mentioned above, which extended the entities' administrative liability also to "crimes committed for purposes of terrorism or subversion of the democratic order, provided for by the Criminal Code and by special laws", as well as to crimes "that have anyhow been committed in breach of the provisions set forth in article 2 of the International Convention for the suppression of the financing of terrorism enacted in New York on 9 December 1999".

Art. 5 of Law No. 228 of August 11, 2003, the title of which reads "Measures against the trade in human beings" introduced art. 29-*quinquies* within the above-mentioned *Decreto Legislativo* 231/01 which extended the entities' administrative liability to the commission of specific crimes against the individual as envisaged by and set forth in the Italian Criminal Code.

Art. 9 of Law No. 62 of April 18, 2005 (Provisions on the fulfillment of obligations deriving from Italy's membership in the European Communities) supplemented the above-mentioned *Decreto Legislativo* 231/01 by the new Art. 25-*sexies* which extended the entities' administrative responsibility to the crimes of abuse of privileged information (art. 184 of the T.U.F.2) and or market abuse (art. 185 of the T.U.F.- *the Italian Consolidated Finance Act*)

1.2. THE ADOPTION OF THE "ORGANIZATION, MANAGEMENT AND CONTROL MODEL" AS A CONDITION RELEASING THE LEGAL ENTITY FROM ADMINISTRATIVE LIABILITY

The entities' administrative liability having been stated (art 6 of the Decree) for those employees on somebody else's direction (Art. 7), provide that the entity is not held liable if it can show that, before the offence was committed, it had adopted and effectively implemented, "*suitable organization, management and control models to prevent offences of that kind*".

The same regulation requires, as a condition releasing the entity from any administrative liability, the setting up of the entity's *Supervisory Body* having the task of monitoring the operation, effectiveness and compliance with the previously mentioned models, as well as taking care of updating them.

Such organization, management and control models (ex art. 6, par. 2 and 3, of *Decreto Legislativo* 231/2001), must meet the following requirements:

- identify the activities within which the offences provided for by the Decree may be committed;
- provide for specific protocols designed to plan the making and implementation of the entity's decisions in respect of the offences to be prevented;
- identify suitable ways to manage financial resources so as to prevent the commission of such offences;
- provide for obligations to supply information to the body whose function is to supervise the operation of and compliance with the models;
- introduce a suitable disciplinary system sanctioning any failure to comply with the provisions of the model.

Should the offence be committed by individuals acting as representatives, managers of the entity or of one of its organizational units having financial and operational autonomy, as well as by individuals who manage and control, even *de facto*, the same, the entity shall not be held liable if it can prove that:

- (i) the ruling body has adopted and effectively implemented, before the offence was committed, a suitable model to prevent offences of that kind;
- (ii) the task of supervising the operation of and compliance with the model and of taking care of its updating has been entrusted to a body having autonomous powers of initiative and control within the entity;

- (iii) the individuals have committed the offence by fraudulently eluding the model;
- (iv) there has been no case of lack of or insufficient supervision on the part of the supervisory body in respect of the model.

In the event, instead, that the offence is committed by individuals subject to the management or supervision of one of the subjects indicated above, the body shall be liable if the commission of the offence has been made possible by the failure to comply with the obligations of management and supervision.

The non-compliance, in any case, shall be excluded if the body has adopted and effectively implemented, before the commission of the offence, a suitable model to prevent offences of that kind.

Finally, Art. 6 of the Decree, provides that organization and management models can be adopted on the basis of codes of conduct drawn up by representative trade associations, communicated to the Ministry of Justice which, in agreement with the competent Ministers, may express its opinions, within 30 days, on the models' suitability to prevent offences.

1.3. « CONFINDUSTRIA'S » GUIDELINES

On 7 March 2002, "Confindustria" (the leading organisation representing the manufacturing and service industries in Italy) approved the "Guidelines for working out organization, management and control models as per Decreto Legislativo 231/2001", only in respect of offences committed against the Public Authorities, the main features of which may be summarized as follows:

- identification of the risk-related areas of activity, in order to highlight the corporate functions within which the prejudicial events provided for by the Decree may occur;
- arrangement of a control system able to prevent risks through the adoption of proper protocols. The most significant elements of the control system conceived by *Confindustria* are:
 - code of ethics;
 - organizational system;
 - manual and IT procedures;
 - powers of authorization and signature;
 - control and management systems;
 - communication to and training of personnel.

The elements of the control system must be based on the following principles:

- each transaction must be verifiable, supported by evidence, consistent and appropriate;
- application of the principle of separation of functions (one person alone cannot manage an entire process autonomously);
- controls must be duly supported by evidence;
- arrangement of an adequate system of sanctions in case of breach of the code of ethics and of the procedures envisaged by the model;
- definition of the supervisory body's requirements, which can be summed up as:
 - autonomy and independence;
 - professionalism;
 - continuous action.
- arrangement of a financial resource management system;
- obligation to provide information to the supervisory body.

Failure to comply with the fundamental points of the above-mentioned Guidelines does not invalidate the model. The model adopted by the entity, in fact, must be necessarily drawn up with specific reference to the corporation's particular reality and, therefore, the same may also differ from *Confindustria's* Guidelines which, by their very nature, have a general character.

2. ADOPTION OF THE ORGANIZATION, MANAGEMENT AND CONTROL MODEL

2.1. THE PURPOSES AND GOALS PURSUED BY THE ADOPTION OF THE MODEL

The companies « CSC Italia srl » et « CSC Computer Sciences Italia S.p.A. » (hereinafter "CSC Italia" for both) feels the need to ensure conditions of fairness and transparency in the conduct of its business and corporate activities, for the protection of its position and image, of the expectations of its shareholders and of the work of its own employees, and is aware of the importance of setting up an appropriate internal control system for the prevention of unlawful behaviour on the part of its directors, employees, representatives and business partners.

For this purpose, although the adoption of the model is regarded by law as discretionary and not as compulsory, CSC Italia, following to the coming into force of *Decreto Legislativo 231/01*, analyzed its own organization, management and control instruments, with the aim of assessing whether the principles of corporate behaviour and the procedures already adopted are consistent with the provisions of the Decree and, if necessary, of supplementing the existing Model.

Such an initiative has been taken in the conviction that the adoption of this organization, management and control model (hereinafter also referred to as the "Model") - though considered as discretionary not compulsory – can be an effective instrument to make all those who act in the name and on behalf of CSC Italia well aware of such issues, and make them adopt proper behaviours while fulfilling their duties, so as to prevent the risk of committing any of the offences envisaged by the Decree.

In particular, through the adoption of the Model, CSC Italia pursues the following main targets:

- to make all those who act in the name and on behalf of CSC Italia in risk-related areas of activity fully aware that, should they breach any of the provisions set out therein, they may commit an offence subject to criminal sanctions that may be imposed on them and to administrative sanctions imposable on the company;
- to reassert that such forms of unlawful behaviour are strongly condemned by CSC Italia, since (even in case the company appears to be in a position to take any advantage of them) these are anyhow contrary, not only to the provisions of law, but also to the ethical principles which CSC Italia intends to observe in the carrying out of its corporate activity;
- to enable the company, thanks to the monitoring of risk-related areas of activity, to promptly take proper measures in order to prevent or oppose the commission of the offences.

With the purpose to implement a program of systematic and rational intervention for the adjustment of its own organization and control models, CSC Italia has mapped its corporate activities and has identified within the same the so-called "risk-related" activities, or, in other words, those which, because of their very nature, fall within the activities to be analysed and monitored in consideration of the provisions of the Decree.

The analysis has concerned both the activities linked to the commission of offences set forth in arts. 24, 25 and 25-*bis* of the Decree (offences against the public administration and against property to the damage of the State or other public entity), and the activities linked to the commission of offences as set forth in art. 25-*ter* of the Decree (offences against corporate law) and, finally, the offences provided for by Art. 25-*sexies*.

Following to the recognition of the "risk-related" activities (as briefly described following) CSC Italia has deemed advisable to define the reference principles of the Organization Model implemented, taking into account not only the provisions of the Decree but also the Guidelines worked out by the trade associations to this respect.

2.2. FUNDAMENTAL ELEMENTS OF THE CSC ITALIA'S MODEL

With reference to the "requirements" identified by the legislator in the Decree, the focal points identified by CSC Italia in the definition of the Model may be summarized as follows:

- map of "risk-related" corporate activities, or, in other words, those within which, due to their very nature, the offences specified by the Decree are likely to be committed and, therefore, requiring analysis and monitoring;
- analysis of existing Policies & Procedures and definition of their implementation, if any, with the purpose to guarantee, in respect of "risk-related" corporate activities, the control principles as set out below;
- definition of ethical principles relating to the behaviours that may entail any of the offences envisaged by the Decree (please refer to the company's Code of Ethics which is binding on all its employees and collaborators) in order to:
 - comply with current laws and regulations;
 - establish relations with the public authorities based upon the principles of fairness and transparency;
 - demand that all subsidiaries, main suppliers, contractors and sub-contractors adopt a policy which is in agreement with the general principles of the Code of Ethics.
- proper management of financial resources so as to prevent any offences from being committed;
- define the Supervisory Body (hereinafter also referred to as the "Body") and attributing to the same some specific tasks of supervision on the effectiveness and correct implementation of the Models;
- definition of the information flows towards the Body;
- activities of information and training, sensitization and diffusion, at all company levels, concerning the rules of conduct and the procedures established;
- definition of the responsibilities for the approval, adaptation, integration and implementation of the Model, as well as for ensuring the proper operation of the same and re-adjustment of corporate behaviour with the regular updates thereof (*ex post* control).

2.3. STRUCTURE AND ELEMENT OF THE CSC ITALIA'S MODEL

The Model is structured by the following elements some of them are already used and put in place inside CSC:

- CSC Policies & procedures,
- CSC MPS – Management Policies Statement,
- CSC HRMP – Human Resources Management Policies,
- CSC F&A Policies & Procedure – Finance Policies – F&A Manual,
- CSC approval matrix (Authority Matrix),
- Organizational Structure,
- Specific Organization units or Departments,
- SGPA (the system of all policies and procedures in Italy),
- Proxy of power system,
- Specific rules.

2.4. MODEL, CODE OF ETHICS AND DISCIPLINARY SYSTEM

CSC Italia, by the adoption of the Model (that comprise the CSC Corporate Code of Ethics), approved by the Board of Directors on 02 February 2006, has defined the ethical principles in relation to the kinds of behaviour entailing any of the offences envisaged by the Decree, in order to:

- comply with laws in force, the Code of Ethics itself, internal Policies & Procedures, the CSC “MPS”-Management Policy Statements, internal rules, CSC F&A *Manual&Procedures*, “SGPA” internal system;
- establish relations with third parties, and in particular with the Public Administration, based on principles of fairness and transparency;
- draw the attention of employees, collaborators, suppliers, contractors and sub-contractors and, in general, of all operators, to the punctual compliance with the regulations set out in the Code of Ethics, as well as with the procedures implemented to protect such values;
- define a suitable disciplinary system to sanction the failure to comply with the rules laid down by the model.

The fundamental principles of the Model are complementary to those of the Code of Ethics adopted by CSC Corporate, although the scope of Model, because of the specific purposes of the same concerning the implementation of the provisions of the *Decreto Legislativo 231/01*, is different from the scope of the Code of Ethics.

In this respect, it is appropriate in fact to specify that:

- the Code of Ethics has a general scope since it contains a series of principles of “corporate deontology”, adopted by CSC and requiring compliance by all its employees and by all those who cooperate in the pursuit of the company’s aims;
- the Code of Ethics, to which we refer, as provided for by art.6, par. 2, letter e) of *Decreto Legislativo 231/2001*, provides for a suitable disciplinary system sanctioning failures to comply with the provisions of the Model;
- the Model, on the other hand, has been conceived as an answer to the specific provisions contained in the Decree, aimed at preventing the commission of particular kinds of offences (for facts that, having been committed in the interests or to advantage of the company, may lead to administrative liability under the provisions of the Decree itself).

2.5. APPROVAL AND IMPLEMENTATION OF THE FUNDAMENTAL PRINCIPLES OF THE MODEL

Since the Model is “established by the managing body” (in compliance with the provisions set out in art. 6, paragraph 1, letter a) of the Decree), on February 2, 2006, the *CSC Italia Board of Directors* approved the adoption of this model which was subsequently supplemented for compliance with law provisions enacted thereafter.

3. RISK-RELATED AREAS OF ACTIVITY

The areas of activity within which the offences described by the *Decreto Legislativo* 231/2001 may be committed concern:

- a) relations with the Public Authorities and those situations in which the latter is anyhow involved (offences against Public Authorities and against State property);
- b) the offences against company law, envisaged by *Decreto Legislativo* No. 61 of 11 April 2001 and by art. 9 of Law No. 62 of April 18, 2005.

The analysis of the areas entailing a risk has not involved the offences of counterfeit currency as per art. 25 bis and the offences in matter of terrorism as per art. 25 quater and the offences in matter of trade in human beings as per art. 25 quinquies since, although the commission of the same cannot be completely excluded, their actual occurrence appears to be extremely unlikely, considering the kind of activity carried out by CSC Italia and, in particular, considering that the necessary basis for an entity an administrative responsibility is represented by the fact that the offence is committed in the interest or to the advantage of the entity itself.

Taking into account the peculiarity of CSC Italia's company business and the internal structure that has been adopted, the main areas of activity entailing a potential risk, as identified with respect to relations with Public Authorities, are the following:

- identification of business initiatives;
- definition of methods of taking part in and preparing pre-selections to tenders;
- studying and defining the bid, analysis of contract specifications;
- technical analysis and price definition;
- negotiation and acquisition of the contract;
- management, monitoring and control, planning and economic processes;
- management of supplies;
- management of equipment;
- executing the works and managing the contract;
- formulation and management of claims;
- management of human resources;
- maintenance service following the delivery phase;
- finance management;
- administration and financial statements;
- monitoring of quality of production;
- controls and prevention for workers' safety and security.

In particular, the risk-related activities identified within the above-mentioned areas are listed below:

- promotional activity, individuation of new initiatives: management of contacts with public entities, acquisition of information on tenders;
- negotiation and stipulation of contracts with public authorities through private negotiations and/or participation in public procedures of award (e.g. tenders);
- execution of public works on contract;
- obtaining public funds (contributions, financing, soft loans, grants, etc.);
- management of public funds (contributions, financing, soft loans, grants, etc.);
- management of relations with public authorities or individuals entrusted with a public service, for the issue of administrative measures or acts;
- fulfillment of tax obligations and relations with the revenue offices;
- fulfillment of regulations concerning personnel social security contributions and/or management of the relevant assessments/inspections;
- management of assessments and inspections with regard to the protection of the environment and landscape, cultural assets, safety and hygiene in the workplace and management of compliance with building-site safety regulations;

- recruitment of personnel belonging to protected categories or whose recruitment is supported by the State;
- management of lawsuits and out-of-court disputes, appointment of lawyers and coordination of activities;
- activities for the promotion or sponsoring of initiatives (shows, events, etc.) in cooperation with public entities.

With reference to offences against the corporate law, the areas entailing a potential risk have been examined.

The areas of activity entailing a potential risk for the commission of the above-mentioned offences:

- general accounting and drawing-up of financial statements;
- budget planning and business plan;
- continuous information;
- relations with corporate bodies, auditors and shareholders;
- relations with supervisory authorities.

In particular, the risk-related activities identified within the above-mentioned areas are as follows:

- preparation of corporate communications required by law;
- transmission of corporate communications required by law;
- preparation of the prospectuses required for proposals of investment or admission to the listing on regulated markets and of the documents required on the occasion of take-over bids and offers for sale;
- public disclosure of the prospectuses required for the proposals of investment or admission to the listing on regulated markets and of the documents required on the occasion of take-over bids or offers for sale;
- management of relations with auditing firms;
- management of relations with shareholders and corporate bodies performing controlling functions over the management of the company;
- safe-keeping of accounting records and company books;
- auxiliary activities in relation to shareholders' meetings;
- management of relations with public supervisory authorities and of communications and information addressed to the same;
- carrying out of activities such as allocation of profits, reserves and refunds of contributions;
- drawing-up of price-sensitive news;
- transmission of price-sensitive news;
- transactions concerning capital, shares or shareholdings or shares of the parent company;
- carrying out of activities within the field of non-recurring operations (mergers, splits, etc.).

4. PRINCIPLES OF CONTROL OVER RISK-RELATED AREAS OF ACTIVITY

Within the development of the activities aimed at defining the necessary protocols for preventing subject matter offences/risks, the main processes, sub-processes or activities within which, in principle, the offences may be committed or opportunities or means may arise for the commission of the same, have been identified, on the basis of the knowledge of the internal structure and company documentation.

With reference to such processes, sub-processes or activities, the existing management and control procedures have been identified and, where appropriate, the measures regarded as necessary to ensure compliance with the following principles have been defined:

- **behavioural rules:** existence of behavioural rules suitable to guarantee the exercise of business activities in compliance with laws and regulations and protecting the integrity of the company's assets;
- **procedures:** existence of internal procedures governing the processes within which the offences envisaged by *Decreto Legislativo* 231/2001 may be committed or within which conditions, opportunities or means may arise for the commission of the offences themselves. The basic characteristics that have been examined are:
 - adequate formalization and spreading of the subject matter corporate procedures;
 - definition and regulation of the procedures and scheduling of activities;
 - traceability of records, operations and transactions through adequate evidence attesting the characteristics and reasons for the transaction and identifying the subjects who, irrespective of their capacity, are involved in the transaction (authorization, implementation, recording, verification of the transaction);
 - clear definition of the responsibility for each activity;
 - existence of objective criteria for taking corporate decisions;
- **segregation of tasks:** correct distribution of responsibilities and setting up of suitable authorization levels, in order to avoid any functional overlapping or allocation of authority centralizing critical activities in one sole subject;
- **authorization levels:** clear and formal attribution of powers and responsibilities, with the express indication of the relevant limits consistently with the tasks assigned and with the positions held within the organizational structure;
- **control activity:** existence and evidence of control and supervision activities on the company's transactions;
- **monitoring activity:** existence of security mechanisms which guarantee adequate protection of / access to company data and property.

5. SUPERVISORY BODY

5.1. PROFILE, POSITION AND OPERATION OF THE SUPERVISORY BODY

Art. 6, paragraph 1, letter b), of *Decreto Legislativo* 231/2001, sets out a further requirement for releasing the entity from the responsibility arising out of the commission of the offences envisaged thereby: the setting up of a Supervisory Body (in Italian, called "Organismo di Vigilanza" – *OdV*), with powers of initiative and control and having the task of monitoring the operation of and compliance with the model, and taking care of its updates.

It is a body established within the company, acting as a third party and independently from the other bodies of the entity.

The **requirements** which the supervisory body must meet in order to effectively perform the abovementioned functions are:

1. **autonomy and independence:** the Supervisory Body must have no operating tasks and must have only staff relations with the company's top management;
2. **professionalism in performing its institutional tasks.** For this purpose, the members of the above-mentioned body must have specific knowledge of any technique useful to prevent the commission of offences, to find out those already committed and identify their causes, as well as to verify compliance with the models by all the people belonging to the company's organization;
3. **continuity of action**, such a requisite, by excluding that the control function being considered may be exercised by the board of auditors (or other department inside the Company), imposes that Model be constantly monitored by the Supervisory Body.

Taking into account the characteristics highlighted above, the specific nature of the tasks assigned to the Supervisory Body, as well as the current organizational structure adopted by CSC Italia, we deemed advisable to outline such a body as follows:

- the Supervisory Body has a boarder structure, identified into the HR - Organisation & Quality depth. The Body receive the support by and cooperate with the CSC Italy F&A Director, CSC Italy HR Director and CSC Italy Legal Director.
- The Supervisory Body can operate through the internal or external support in order to put in place specific control or analysis;
- the Chief Executive Officer in charge, in order to guarantee the compliance with the above-mentioned requirements, regularly assess the adequacy of the Supervisory Body in terms of organizational structure and powers conferred, changing and/or supplementing the same as necessary;
- the Supervisory Body is regarded as a top-management staff unit, reporting directly to the Board of Director (or to the Chief Executive Officer) on the results of its activity, on any possible critical issues that may arise and on any necessary correction and improvement action which, if particularly significant, may be brought to the attention of the Board of Directors;
- the operation of the Supervisory Body is governed by a Policy n° « *DIR-POI-04000_Modello Organizzativo ex DLgs 231* », arranged by the Body itself and approved by the CSC Italia Board of Director. Such regulation This Policy is available to all by accessing to the Repository lotus notes called "SGPA" (or via web/internet of CSC Italia).
- the above Policy, provides, among other things, for: a) the manner of appointment, termination and substitution of the members of the Body; b) the flow of information to be provide to the Body;

c) the functions, powers and duties of the Body. To this respect, it is advisable that each activity of the Supervisory Body be supported by written evidence and each meeting or inspection which it takes part in be evidenced by proper minutes

5.2. FUNCTIONS AND POWERS OF THE SUPERVISORY BODY

On the basis of the provisions of the *Decreto Legislativo* 231/2001, the **functions performed by the Supervisory Body** may be outlined as follows:

- **monitoring the effectiveness of the model**, which consists in checking whether actual behaviour complies with the model;
- **assessment of the model's adequacy**, in other words, assessing whether the model is adequate, in relation to the kinds of activity and characteristics of the company, so as to avoid the risk that offences may be committed. This requires that the models be updated in order to reflect any changes in corporate organizations, as well as any possible amendments to the law. The update may be proposed by the Supervisory Body, but must be adopted – as already stated – by the Managing Body of CSC Italia.

The Supervisory Body, on the other hand, has neither operating tasks nor decision-making powers, not even of a prohibitive nature, with regard to the performance of the entity's activities.

In order to **perform the above-mentioned functions effectively**, the Supervisory Body has a series of powers and privileges.

In fact, it can:

- activate control procedures through special provisions or service orders;
- carry out systematic checks on transactions or specific acts performed within risk-related areas;
- collect and process the information relevant to the model;
- request information from those in charge of each single corporate function and, if necessary, also from top management, as well from external collaborators, consultants, etc.;
- carry out internal investigations, and carry out inspections to ascertain any alleged breach of the model's provisions;
- promote initiatives for spreading the knowledge and understanding of the models' principles and arrange the internal documentation necessary for the implementation of the model itself, containing instructions, explanations or updates (organize training courses, publish information material, etc.).

For this purpose, the Body is entitled to:

- issue provisions and service orders aimed at regulating its own activity;
- have access, even through the Directors or Department Responsible, to any and every company document relating to the fulfillment of the functions attributed to the same as set forth in *Decreto Legislativo* No. 231/2001;
- avail itself of the services of external professional consultants if necessary in order to carry out the assessment and control activities or to update the Model;
- make arrangements, even through the Board of Directors, so that those in charge of company functions promptly supply any requested information, data and/or news necessary to define the aspects connected with the various corporate activities which are considered as significant to all intents and purposes of the Model and to verify that the same are actually implemented by the company's organizational structures.

The Supervisory Body prepare a six monthly report for the Board of Directors. The Supervisory Body may be called at any time by its Chairman and, for reporting purposes, by each Directors or by the Chief Executive Officer in charge.

5.3. FLOWS OF INFORMATION TO THE SUPERVISORY BODY

Any and all notices concerning any alleged breach of this Model of organization shall be addressed to the Supervisory Body. To this purpose, it will arrange for the setting up of 'dedicated' information channels conceived so as to facilitate the flow of notices and information to the Body itself.

All the employees, managers and those who co-operate to achieve the Company's purposes within the context of their respective relations with the Company, are bound to promptly inform the Supervisory Body of any breach or alleged breach of the Model, of its general principles and of the Code of Ethics connected with the offences envisaged by *Decreto Legislativo* No. 231/01, as well as with respect to the inconsistency and ineffectiveness of the same, and any other aspect reasonably connected therewith.

In particular, all the subjects mentioned above are bound to promptly transmit to the Supervisory Body any information concerning:

- the activities classified as "sensitive" for the relevant risk applying;
- provisions and/or information coming from criminal police bodies, or from any other authority, evidencing that an investigation is under way in connection with the offences envisaged by the Decree, even though promoted against unknown people;
- applications for legal aid filed by managers and/or employees in the event of a lawsuit against them for any of the offences envisaged by the Decree;
- reports drawn up by the those in charge of corporate functions in connection with the control activities carried out, bringing out facts, events, acts, or omissions possibly entailing non-compliance with the provisions of the Decree;
- information about the actual implementation, at all company levels, of the Model, setting forth the disciplinary procedures carried out and any possible sanctions imposed (including any measures taken in respect of employees), or any well-grounded decisions to dismiss disciplinary procedures;
- exceptions to or departures from the behavioural rules provided for by the Code of Ethics and corporate procedures in connection with the offences envisaged by Decree.

In accordance with art. 6, paragraph 2, letter d) of *Decreto Legislativo* 231/2001, such notices must be made in writing (even via e-mail), and addressed to the Supervisory Body.

The Body shall act in such a way so as to safeguard those providing such information against any form of retaliation, discrimination or disadvantage, further ensuring their anonymity and the confidentiality of the facts notified by the same, subject to the obligations envisaged by the law and the protection of the Company's rights.

The procedure aimed at verifying the alleged breach shall be carried out according to the Company's Code of Ethics.

5.4. TRAINING OF PERSONNEL AND INFORMATION TO THE COMPANY'S BUSINESS PARTNERS

To the purposes of implementation of the Model, the training of personnel will be carried by the HR Management, even through the and closely in agreement with the Supervisory Body, and will be organized as follows:

- Managers holding functions of representation of the entity: first seminar, extended – from time to time - to all newly recruited staff; access to an intranet site dedicated to the such a topic and updated by the Body; specific e-mail updates; information contained in the letter of recruitment for new staff;
- Other personnel: access to the Policies and powerpoint slides (comprises into the repository called "SGPA"), internal information note on the standard principles concerning the adoption of the Model and on the Code of ethics; information contained in the letter of recruitment for new staff; access to intranet; e-mail updates.

Furthermore, additional information notes concerning the policy and procedures adopted by CSC Italia on the basis of its Model of Organization and its Code of ethics, and the consequences that behaviours in conflict therewith or with the laws in force may have on the contractual relations, may be given to Company's collaborators (suppliers, agents, consultants, professionals, etc.) by the relevant Departments, in agreement with the Supervisory Body.

The Company's Code of Ethics has been made known to all the employees.

5.5. GUARDIANSHIPS FOR THE MEMBERS OF THE SUPERVISORY BODY

For a full respect of the founding principles of the Organization, Management and Control Model, it is due to underline some forms of guardianship for the Supervisory Body' members, explained for the purpose to guarantee the effectiveness of the Model and to avoid that the activity of the Body can be hindered, prevented or to avoid that the activity could result not-effective.

Particularly, it is guaranteed the independence of the members, therefore, all transfers, other assignment, moves to others organizational units or to other country, role changes for every member of the Body, must to be discussed and approved by the Board of Directors of CSC Italia. It is also required a specific communication to the Body and accepted by the majority of the members.

Besides, in line also with the Human Resources processes, each matter about performance evaluation, improvement plan of career, salary review, moving, variation of role and professional growth of the members must to be showed to the Board of Director within the end of every Fiscal Year.

It is needed to underline, in order to allow the Supervisory Body to develop its duty with the necessary serenity, to ensure the efficiency and the operational activity, it is necessary to indemnify and keep indemnified from and against every consequence that could derive them in case of monetary sanctions, from Public Authority or third subjects requests. It is enclosed the full legal support and assistance, connected to each law infringement, excluded the cases of fraud or guilty that are verified through a final judgment (verdict passed in judged).

6. AMENDING, IMPLEMENTING AND VERIFYING THE OPERATION OF THE MODEL

6.1. AMENDING AND SUPPLEMENTING THE STANDARD PRINCIPLES OF THE MODEL

The Board, also by means of the Chief Executive Officer in charge, deals with the implementation of any possible subsequent amendments and integrations of the standard principles of the Model, in order to ensure the continuous consistency of the Model itself with the provisions of the Decree and with any changes occurred within the Entity's structure.

6.2. IMPLEMENTING THE MODEL AND CARRYING OUT CHECKS ON RISK-RELATED AREAS OF ACTIVITY

The Chief Executive Officer in charge of supervising the corporate internal auditing system deals with the implementation of the Model, through the valuation and approval of the actions necessary to implement the fundamental elements of the same (as described above).

In order to define such actions, the Chief Executive Officer avails himself of the support of the Supervisory Body, as described above.

The Chief Executive Officer in charge of supervising the corporate internal auditing system must further ensure, also through the Supervisory Body's contribution, that the Company's Model be updated according to the Company's future needs.

The effective and actual implementation of the Model as approved by the Board of Directors is ensured by:

- the Supervisory Body, by exercising its powers of control over the operations carried out by each single corporate function within risk-related areas of activity, according to the procedures described below;
- by the appropriate level of management on the basis of the advices given by those in charge of CSC Italia's various company functions (Departments and second-level Organizational Units), with regard to the operations carried out by the same within risk-related areas activities.

7. CORPORATE GROUPS AND ASSOCIATION STRUCTURES: SHIFTING OF RESPONSIBILITIES

CSC Italia operates both individually and with other partners in Italy and abroad.

'CSC Italia's operating network' comprises a number of operating units, foreign offices, association structures, companies - located both in Italy and abroad – either managed or not by CSC Italia itself.

The association structures which CSC Italia has more often recourse to are: the so-called "A.T.I." (literally from the Italian: *temporary association of companies*), consortium companies, consortia, special purpose companies, *joint ventures* and other equity investments in Italy and abroad.

Such an 'operating' structure, though being the most effective operating instrument, does not completely shelters the group for a possible extension of the criminal liability to the individuals managing the various companies.

In fact, although the offence may be committed by an individual other than those operating for CSC Italia, the administrative liability can shift to the latter as well, with the consequent imposition of sanctions under *Decreto Legislativo 231/2001*.

Such an hypothesis, however, could only actually take place if, for each entity involved, both conditions envisaged by art. 5 of the above-mentioned *Decreto Legislativo 231/01* are met, that is to say when the offence has been committed (even if only in complicity with third parties):

- by top managers or their inferiors in rank (of CSC Italia);
- in the interests or to the advantage of the entity itself.

Taking into account the above, and in order to limit the risk of a possible shifting of criminal liability, CSC Italia has undertaken different measures according to the kind of entity:

CSC Italia proposes to set up, within each of the entities, an own and specific Model or organization, control and monitoring in agreement with the provisions of *Decreto Legislativo 231/01*, which is autonomous and separate from the CSC Company.

As to the setting up of new association structures, CSC Italia undertakes to verify, since the very beginning, whether the other partners have complied with *Decreto Legislativo 231/2001* or to the laws which may be in force in each partner's country, governing the entity's administrative liability.

FINE DOCUMENTO



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Fondata nel 1959, Computer Sciences Corporation è un leader mondiale tra i fornitori di servizi IT.

La sua missione è assicurare ai clienti, del settore privato come di quello pubblico, soluzioni di business focalizzate sulle loro peculiari esigenze e in grado di trarre profitto dall'utilizzo strategico dell'information technology.

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La sede corporate si trova a El Segundo, California; la sede europea è ad Aldershot, in Gran Bretagna.

In Italia, CSC è una delle maggiori società nel settore dei servizi IT, con una offerta specifica e strategica per i settori: assicurazioni e banche, defense & homeland security, government, industria, moda, telecomunicazioni, trasporti e utilities.

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