eni lubricants trading (shanghai) co., ltd

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Model

模型

Approved by the Board of Directors of eni lubricants trading (shanghai) co., ltd
on March 21, 2014

由埃尼润滑油贸易（上海）有限公司董事会于 2014 年 3 月 21 日批准

The Chinese version is a translation of the english official "Model"
For any conflict or discrepancies between the two texts the English text shall prevail

Organisational, Management and Control Model for Small Size Entity

小规模实体的组织、管理和控制模型

In order to facilitate the collection of information,

the following information channels were set up:

为了便于信息收集，建立了以下信息渠道：

Watch Structure of eni lubricants trading (shanghai) co., ltd
埃尼润滑油贸易（上海）有限公司监管机构

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Chapter 1

The Model

1.1. The Model and its aim

This organizational, management and control model (hereinafter, the "**Model**") has been adopted by eni lubricants trading (shanghai) co., ltd (hereinafter, the "**Company**") with the aim to comply with international control standards and best practices, in order to prevent the commission of offences - in the interest or to the advantage of the Company itself - by:

- individuals who are representatives, directors or managers of the Company or of one of its organizational unit that has financial and functional independence, or by individuals who are responsible for managing or controlling the Company (individuals in apical positions, hereinafter, also referred to as "**Apicals**"); and/or
- individuals who are managed or supervised by one of the individuals mentioned above (individuals under the command of others, hereinafter, also referred to as "**Subordinates**").

In particular, this Model is aimed at preventing illegal behaviours in terms of corruption, extortion, money laundering, frauds and, in general, any offence that may be committed or attempted, in the interest of or to the advantage of the Company, setting forth disciplinary measures (described in Chapter 5 below) to be enforced in case of illegal behaviours in breach of laws, regulations and/or internal policies.

The Model has been drafted taking into account international regulations, referred to within international treaties against domestic or foreign corruption, among which are:

- Convention on the Protection of the European Communities' Financial Interests (Brussels, July 26, 1995) and additional first Protocol (Dublin, September 27, 1996);
- Convention on the fight against corruption involving officials of the European Communities or officials of Member States of the European Union (Brussels, May 26, 1997);
- OECD Convention on combating bribery of foreign public officials in international business transactions (Paris, December 17, 1997).

Furthermore, the Model is inspired by the most updated laws for the prevention of "white collar" crimes, and specifically by protocols and precautionary measures covered within the following regulations[1]:

- the *Foreign Corrupt Practices Act*, enforced by the Government of the United States of America on December 19, 1977 (as amended in 1988 by the *International Anti-Bribery Act*);
- the Legislative Decree no. 231/2001, enforced by the Italian Government on June 8, 2001 (as further amended)[2];
- the *Bribery Act 2010*, enforced by the United Kingdom Government on April 8, 2010;
- the *2010 Federal Sentencing Guidelines Manual & Supplement*, released by the *United States Sentencing Commission* on November 1, 2010.

Eni's Code of Ethics, which is attached as Annex 1 hereof, forms an integral and essential part of the Model.

1.2. Adoption, implementation and updating of the Model

The Board of Directors of the Company approved the Model and the document named «*Sensitive Activities and Specific Control Standards of the Model*», which includes the list and the description of the sensitive activities and of the control standards aimed at preventing illegal behaviours, which are significant in light of the activity carried out by the Company (these illegal behaviours are, hereinafter, referred to as the "**Offences**")[3].

The General Manager is responsible for the implementation of the Model and for the adoption of any measure, also of an organisational nature, which may be appropriate to this aim. Corporate provisions containing and embedding control tools instrumental to the implementation of the Model are issued by the relevant corporate departments in compliance with applicable laws and contracts. To this aim, the watch structure ruled under chapter 4 below (hereinafter,

[1] The text makes reference to the applicable law provisions aimed at preventing business crimes. In that regards, Chilean regulations on legal entities' criminal liability, set forth by Law no. 20393, dated December 2, 2009, have to be mentioned, as well as - in Spain - *Ley Organica* no. 5/2010, dated June 22, 2010.

[2] It is worth noting that the method followed to draft this Model, is based upon the recommendations set forth within the Guidelines approved by Italian Confindustria, also with the purpose to construe this Model as an exonerating factor of the Company's liability pursuant to Italian Legislative Decree no. 231/2001.

[3] The list of the Offences is contained in the document *Sensitive Activities and Specific Control Standards of the Model*.

第 1 章

模型

1.1 模型及其目标

为了保护公司自身利益，防止违法行为，埃尼润滑油贸易(上海)有限公司（以下简称"**公司**"）现采用本组织、管理和控制模型（以下简称"模型"），旨在遵循国际控制标准和最佳实践:

- 具有财务和职能独立性的公司或其组织单位的代表、董事或经理，或负责管理或控制公司的个人（高层人员，以下简称"**高层**"）；
- 由上述人员之一管理或监管的人员（听命于他人的人员，以下简称"**下属**"）

该模型旨在防止腐败、勒索、洗钱、欺诈等违法行为，通常是指可能出于公司利益而犯下或企图犯下的违法行为，如果发生违反法律、法规和/或内部政策的非法行为，将执行规定的纪律措施。

本模型在起草过程中充分考虑了与国内或国外腐败相关的国际条约中规定的国际法规，其中包括：

- 欧共体经济利益保护公约（布鲁塞尔，1995 年 7 月 26 日）和首个附加协议（都柏林，1996 年 9 月 27 日）；
- 涉及欧共体官员或欧盟成员国官员的反腐败公约（布鲁塞尔，1997 年 5 月 26 日）;
- 国际贸易外国公职人员反贿赂经合组织公约（巴黎，1997 年 12 月 17 日）

此外，本模型还得到最近更新的防止"白领"犯罪的相关法律以及以下法规中协议和预防措施的启发[1]:

- 《反海外腐败法》，由美国政府于 1977 年 12 月 19 日实施（由《国际反贿赂法案》于 1988 年修订）；
- 第231/2001 号法令，由意大利政府于2001年6月8日实施（进一步修改）[2]；
- 《2010年反贿赂法》，由英国政府于2010年4月8日实施；
- 《2010年联邦量刑指南手册》及补充，由美国量刑委员会于2010年11月1日发布。

附录1 中的埃尼集团道德规范构成本模型不可分割的重要组成部分。

1.2 模型的采用、实施和更新

公司董事会批准了模型及名为《敏感活动和模型具体控制标准》的文件，其中包括敏感活动的列表和说明，以及旨在防止违法行为的控制标准，这些内容对公司进行的活动都非常重要（此类非法行为以下简称为"违法行为"）[3]。

由总经理根据本目标的适用性以组织性质负责模型实施及执行相关措施。将由公司相关部门发布包含及纳入模型实施控制工具的公司规定，且符合适用法律和合同。

[1] 本文参考了旨在防止商业犯罪的适用法律规定。就此而言，在智利的法人刑事责任法规在2009年12月2日的第20393号法律及西班牙2010年6月22日的第5/2010号Ley Organica中均曾提及。

[2] 值得注意的是起草本模型的方法基于意大利工业联合会批准指导中的相关建议，并旨在将本模型作为公司责任的一项免责要素。

[3] 《敏感活动和模型具体控制标准》文件中包含了违法行为列表。

the "**Watch Structure**" or merely the "**Structure**") keeps and releases to the relevant company departments the document *Sensitive Activities and Specific Control Standards of the Model*.

The adjustment of the Model, needed to ensure its effectiveness in time, is required in case of:

(a) legislative changes (national or international) with reference to the discipline applicable to Offences and to possible direct liability of companies arising from their commission;

(b) significant changes in the organizational structure[4] or business sectors of the Company;

(c) significant violations of the Model and/or relevant outcomes of assessments on its effectiveness, or experience in the public domain within the sector concerned.

The task of updating the Model - save for compulsory general principles of the Model, as set forth by the Model 231 of eni spa (hereinafter, the "**General Principles**")[5] - is entrusted to the General Manager, who shall proceed also further to notices in this sense (i.e., following notices determining the advisability of an update of the Model) filed by the Watch Structure.

Without prejudice to the above, at least on an annual basis, the Board of Directors of the Company, also further to information by the General Manager, shall verify that the size, as well as the internal, hierarchical and functional structure, of the Company maintain their characteristics of slenderness and simplicity, that –reasonably and according to international best practises and applicable regulations (referred to in paragraph 1.1 above)- allow the possible assignment of the tasks of the Watch Structure, directly to the managing body of the Company.

Should the outcome of the periodical verifications described above result in the absence of the characteristics of organisational and functional slenderness of the Company, the Board of Directors shall promptly undertake appropriate consequent measures, including the amendment of the Model with reference to the identification and composition of the Watch Structure and relevant information flows. In any case, the Board of Directors may delegate to one or more directors the review of the Model pursuant to this paragraph.

A copy of the Model, and of its revisions thereof, is sent for information purposes by the General Manager of the Company to one among the COO, the CCOO, the CFO or the Eni Corporate Manager, whom the Company functionally reports to, as appropriate according to the information flows ordinarily in place between the Company and the competent structures of eni and, in any case, to the Watch Structure of eni spa.

1.3 Addressees of the Model

The principles and contents of the Model concern Apicals and Subordinates of the Company, as well as everybody - including third parties - who work in the same Country and abroad for the achievement of objectives of the Company (all hereinafter, collectively referred to as the "Addressees").

1.4 Training and Communication

Communication and personnel training are important requirements for the proper implementation of the Model. The Company, therefore, undertakes to facilitate and promote the knowledge of the Model by Addressees, with different knowledge degrees based on their function and role, as well as to promote their constructive contribution to a better understanding of the Model principles and contents.

In particular, the following training and communication activities are provided for:

(i) the Model is formally communicated by the Watch Structure to all Company managers (on the rolls and in office), all Officers in charge of Units and - if not belonging to one of these categories - to the reference persons for individual corporate processes (hereinafter, the "Key Officers"), who are required to attend mandatory training courses on principles and

[4] The following may constitute significant changes in the organizational structure of the Company, relevant for the qualification of the same as a small size entity: hiring of personnel, in case none was employed by the Company and vice versa.

[5] The following are General Principle of eni spa Model 231: (a) Eni's Code of Ethics; (b) Risk analysis methodology; (c) Watch Structure's role and information flows; (d) Annual schedule of supervision activities; (e) Extension of Model 231 to subsidiaries; (f) Disciplinary system; (g) General standards of transparency in the activities; (h) Innovation implementation program.

根据这一目标，以下第 4 章下规定的**监管机构**将保存并向相关公司部门发布《敏感活动和模型具体控制标准》文件。

在以下情况下需对模型进行调整，以确保其即时有效性：

(a) 适用于违法行为的法律发生变化（国内或国际），且可能对公司产生直接责任；

(b) 公司组织机构4或业务部门发生重大变化；

(c) 严重违反模型和/或其有效性评估的相关结果，或在相关部门在公共领域内的经验。

更新模型的任务——除了模型的一般强制原则，如埃尼集团第231号模型所述（以下简称“**一般原则**”）[5]——将被委托给总经理，由其根据监管机构的相关通知进行操作（即：根据决定模型更新适用性的通知）

在不影响上述各项的情况下，公司董事会将至少每年一次，并进一步根据总经理提供的信息，确定规模以及内部、层级和职能结构，并将合理根据国际最佳实践和相关规定（见以上第1.1章节）保持其精简的特点，允许监管机构可能向公司管理层直接进行任务分配。

如果上述定期确认的结果发现公司的组织和职能部门在精简性上有所缺失，则董事会应立即采取适当后续措施，包括根据监管机构的发现和构成及相关信息流修改模型。在任何情况下，董事会均可授权一位或多位董事根据本章节对模型进行审核。

本模型副本及其修订将由公司总经理发送给 COO、CCOO、CFO 或埃尼集团经理中的任何一位供其参阅，根据公司和埃尼主管机构之间的常用信息流，通常由公司职能部门向其进行报告，且在任何情况下，需发送给埃尼集团的监管机构。

1.3 模型对象

模型的原则和内容涉及公司高层和下属以及每个人——包括第三方——在同一国家及海外为实现公司目标工作的人（以下统称为“对象”）、

1.4 培训和沟通

沟通和人员培训是模型适当实施的重要要求。因此公司根据对象职能和角色的不同知识度，努力促进其了解模型的相关知识，并通过促进其建设性贡献，更好地理解模型原则和内容。

特别是提供以下培训和沟通活动：

(i) 由监管机构向所有公司经理（现场及办公室）、所有部门负责人——如果不属于这些类别之一——向各个公司流程的咨询人（以下简称“主要负责人”）正式对模型进行沟通，这些人员需参加针对模型参考法规原则及内容开展的强制培训课程；

4 根据相同小规模实体的资质审定，以下情况可能构成公司组织机构的重大改变：招聘人员，如果没有人受聘于公司，反之亦然。

5 以下为埃尼集团第231号模型的一般原则：(a)埃尼集团道德规范；(b)风险分析方法；(c)监管机构的角色和信息流；(d)监督活动年度计划；(e)第231号模型向子公司的扩展；(f)惩戒制度；(g)活动透明度的通用标准;(h)创新执行程序。

contents of reference regulations and of the Model;

(ii) the Model is displayed on company notice boards and notified to each employee of the Company;

(iii) specific initiatives are focused to ensure that supervisors and office staff (non key Officers) are informed of the Model;

(iv) the Model is available for consultation by all Addresses on the intranet site and, if existing, on internet site of the Company.

The structure of training courses is approved by the Watch Structure upon proposal of the relevant company departments. Specific training and communication initiatives may also be carried out by using computer based distance learning techniques.

Each individual member of all corporate bodies must sign a declaration stating that they have read the Model and fully agree with its principles and contents, upon its adoption and in occasion of amendments of relevant nature and, in any case, upon amendments and/or supplement of General Principles.

Notwithstanding the above, all individuals who have business relations with the Company are informed of the principles and contents of the Model, and they expressly undertake to respect its reference principles, subject to enforcement of sanctions described in paragraph 5.5 below.

(ii) 将模型发布在公司公告栏中，并通知公司每位员工；

(iii) 重点采用特别方案，以确保管理人员和办公室人员（非主要负责人）收到关于模型的通知；

(iv) 在公司内联网上提供模型供所有对象查阅，也可发布在公司互联网上（如有）。

培训课程的结构在听取公司相关部门建议的前提下获得监管机构的批准。具体的培训和沟通活动也可使用基于计算机的远程学习技术开展。

所有法人团体的成员必须签署一份声明，说明其已阅读模型并完全同意其原则和内容，及其采用和相关性质的修改，且在任何情况下，包括对一般原则的修改和/或补充。

尽管有前述规定，将向所有与公司有业务联系的个人告知模型的原则和内容，且其明确表示尊重其相关原则，并服从以下第 5.5 章节中所述的处罚执行

Chapter 2
Risk analysis methodology

2.1. Risk analysis and system of internal control

The identification of corporate activities which may entail the risk of commission of the Offences (hereinafter, "**Sensitive Activities**") is the result of corporate process analysis described below.

Each Sensitive Activity is associated with the possible Key Officer, who is the reference person for individual corporate processes, as well as existing operational and management conditions and existing control factors.

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

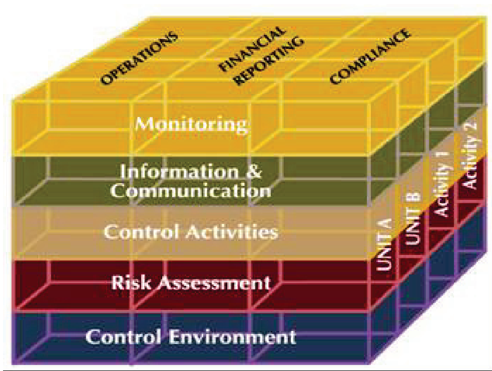
According to the document issued by the *Committee of Sponsoring Organizations* (CoSO) entitled *Internal Control-Integrated Framework (CoSoIC-IF)*[6], the system of internal controls can be defined as a set of facilities, procedures and tools prepared by management in order to ensure the achievement of the objectives of corporate functioning efficiency, financial information reliability, compliance with laws and regulations, and protection of corporate assets.

According to the CoSO Report, Internal Control - Integrated Framework, the system of internal controls is made up of the elements shown below: control environment[7], risk assessment[8], information and communication[9], control activity[10] , monitoring[11].

The components of the system of internal controls of the Company are taken into consideration for the analysis of the risk to commit the Offences.

In particular, the analysis activity focuses on control environment design aspects, with the identification of sensitive activity types and -after analyzing actual applicability- a check for compliance with the standards applicable to each type of sensitive activity.

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



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[6] *Committee of Sponsoring Organizations of the Treadway Commission (1992), internal control-integrated framework, AICPA, www.coso.org.*

[7] ***Control Environment**: it reflects the attitudes and actions of Top Management with reference to control within the organization. The control environment includes the following elements:*
- *integrity and ethical values;*
- *management philosophy and style;*
- *organizational structure;*
- *assignment of authorities and responsibilities;*
- *personnel policies and practices;*
- *personnel's skills.*

[8] ***Risk Assessment**: definition of processes aimed at identifying and managing the most relevant risks that may prevent the achievement of corporate objectives.*

[9] ***Information and Communication**: definition of an information system (computer system, reporting flow, system of process/activity indicators) enabling both upper management and operational staff to perform the tasks assigned to them.*

[10] ***Control Activity**: definition of corporate regulations ensuring an organized management of risks and corporate processes, and allowing to achieve set objectives.*

[11] ***Monitoring**: it is the process checking the quality and results of the internal control system over time.*

第 2 章

风险分析方法

2.1 风险分析和内部控制系统

*识别可能导致违法行为风险的公司活动（以下简称“**敏感活动**”）是以下所述公司流程分析的结果。*

每个敏感活动都与可能的主要负责人有关，主要负责人是各项公司流程以及现有运营和管理条件和现有控制因素的咨询人。

然后进行在现有控制环境和模型的原则和内容之间进行比较分析（特别是控制工具）。

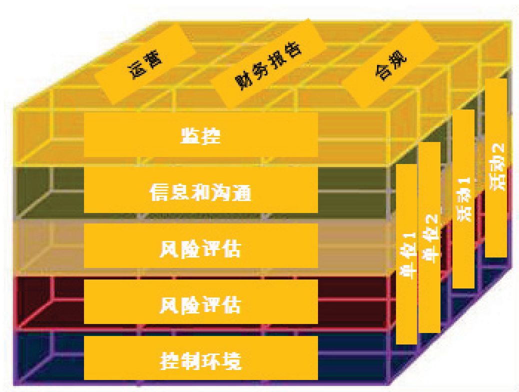
根据赞助组织委员会（CoSO）发布的名为内部控制整合框架（CoSoIC-IF）的文件[6]，内部控制系统可以被定义为由管理层制定的一套设施、程序和工具，以确保实现公司运作效率、财务信息可靠性、法律法规合规性和公司资产保护等一系列目标。

根据CoSO报告，内部控制——整合框架，内部控制系统由以下元素组成，见下图：控制环境[7]，风险评估[8]，信息和沟通[9]，控制活动[10]，监控[11]

在对违法行为的风险进行分析时，考虑了公司内部控制系统的组成部分。

分析活动特别关注控制环境设计方面，识别敏感活动类型，并在分析实际适用性后，检查适用于各类敏感活动标准的合规性。

活动旨在出于监督活动的目的，确保维护和更新风险区域识别、映射和分类系统。



[6]- 特雷德韦委员会赞助组织委员会（1992），内部控制——整合框架，美国会计师协会（AICPA），www.coso.org。

*[7] **控制环境**：它反映了高层管理人员在组织中参照控制的态度和行为。控制环境包括以下各要素：*

- *诚信和道德价值；*
- *管理哲学和风格；*
- *组织机构；*
- *权责分配；*
- *人事政策和方法；*
- *人员技能。*

*[8] **风险评估**：确定流程，旨在识别和管理可能影响公司目标实现的最相关风险*

*[9] **信息和通信**：确定信息系统（计算机系统、报告流程、流程/活动指标系统），从而能使高层管理人员与操作人员能够执行分配给他们的任务。*

*[10] **控制活动**：确定公司规定，确保对风险和企业流程的有组织管理，从而实现设定目标。*

*[11] **监控**：检查质量和内部控制系统结果的流程。*

Chapter 3
Control tools

3.1. Structure of control tools

The tools aimed at preventing the risk of committing the Offences considered by this Model support compliance of eni's Code of Ethic [12] and are structured on two control levels:

1) **general control standards of transparency** of the activities, which must always be present in all Sensitive Activities taken into consideration by the Model;

2) **specific control standards**, which contain special provisions aimed at governing the typical aspects of Sensitive Activities and which must be included in reference corporate procedures. These procedures indicate the Model among reference regulations.

3.1.1. General control standards of transparency of the activities

General control standards of transparency of the activities are:

a) **Segregation of duties:** there must be segregation of duties between executing parties, controlling parties and authorizing parties[13];

b) **Rules:** company regulations must exist which are capable of providing at least general reference principles for governing sensitive activities;

c) **Signatory powers and powers of authorization**: formal rules must exist for the exercise of signatory powers and internal powers of authorization;

d) **Traceability:** the parties or departments concerned and/or the information system used must ensure the identification and traceability of sources, of information and of the checks carried out supporting formation and implementation of Company's decisions, as well as financial resources management modalities.

The competent departments ensure that the general transparency standards referring to Sensitive Activities are embedded into corporate procedures.

3.1.2. Sensitive Activities and specific control standards

The document Sensitive Activities and specific control standards of the Model approved by the Board of Directors, upon approval of the Model, and by the General Manager, upon future updates, includes special provisions aimed at governing certain typical aspects of Sensitive Activities, taking into account the essentiality of the internal hierarchical and functional structure of the Company. Sensitive activities and specific control standards of the Model (i) are kept by the Watch Structure, (ii) are notified by the Watch Structure to relevant departments for the implementation of specific control standards into corporate procedures referring to Sensitive Activities, (iii) are moreover notified to the Internal Audit department of eni for the performance of its control activity.

3.2. Supply management processes

The following supply management processes:

1. **Financial transactions:** Company's payment management process and corresponding flows to any relevant service company, including credit management and facilitated financing,

2. **Procurement of goods and services:** process of procurement of goods and services with reference to i) purchases managed by the competent business units of the Company and/or by third parties by means of service agreements; ii) process phases concerning procurement requests, supplier selection and contracting stages, (iii) the adoption and management of open contracts, (iv) review of contracts entered into,

[12] Compliance with the principles and contents of eni's Code of Ethics is also required for preventing crimes against individuals in relation to "female genital mutilation practices". In any case, any behaviors constituting physical or moral violence are forbidden without any exceptions.

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

第 3 章
控制工具

3.1 控制工具结构

本工具旨在防止发生模型认为的违法行为的风险，以支持埃尼道德规范[12]的合规性，其分为两个控制级：

1) ***活动透明度的一般控制标准**，必须用于模型考虑的所有敏感活动中；*
2) ***具体控制标准**，包括旨在控制敏感活动典型方面的特殊规定，且必须包含在参考公司程序中。这些程序说明了参考规定中的模型。*

3.1.1 *活动透明度的一般控制标准*

活动透明度的一般控制标准是：

a) ***分离职责**：在执行方、控制方和授权方之间必须进行职责分离[13]；*

b) ***规则**：必须有相关公司规定，至少能为敏感活动监管提供一般参考原则；*

c) ***签署权和授权**：对于签署权和内部授权必须有正式规定；*

d) ***可追溯性**：**相关**各方或部门和/或使用的信息系统必须确保支持公司决策形成和执行的来源、信息和相关检查以及财务资源管理方式的识别和可追溯性。*

主管部门须确保将涉及敏感活动的一般透明度标准纳入公司程序。

3.1.2 敏感活动和特定控制标准

由董事会批准的《敏感活动和模型具体控制标准》文件，根据模型批准和总经理批准以及未来更新，包括一些特殊规定，旨在管理敏感活动的某些典型方面，并考虑到内部层级的本质和公司的职能结构。

敏感活动和模型具体控制标准(i)由监管机构保存，(ii)由监管机构通知对于敏感活动在公司程序中执行特定控制标准的相关部门，（iii）将就控制活动的执行通知埃尼的内审部门。

3.2 供应管理流程

供应管理流程如下：

*1．**金融交易：**公司的支付管理流程以及与任何相关服务公司的相应流程，包括信贷管理和促进融资，*

*2．**商品和服务采购：**商品和服务的采购流程包括i）由公司主管业务部门和/或通过服务协议的形式由第三方管理的采购；ii）与采购请求、供应商选择和签约阶段相关的流程阶段；iii）敞口合同的采用和管理；iv）审核已签订的合同*

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[12] 在防止与"女性割礼"相关个人的犯罪时，也需遵守埃尼道德规范的原则和内容。在任何情况下，禁止一切构成生理或精神暴力的行为。

[13] 本标准定义如下：

- *分离原则必须考虑在有疑问的特定流程中的敏感活动。*
- *分离出现在具有法律成文、复杂和有组织的系统中，其各个阶段均在管理中以持续一致的方式进行识别和监管，从而限制执行自由裁量权，如通过制定的决策进行追踪。*

3. **Consultancy and professional services:** award process for professional services,
4. **Benefits**: benefits in kind management process with particular reference to the management of gifts, sponsorships, donations and entertainment expenses,
5. **Development and implementation of Commercial Policies:** process for the definition and enforcement inherent to the development and implementation of the commercial policies (e.g. transfer pricing, commercial discount policy),
6. **Hiring of personnel:** personnel selection and recruitment process,
7. **Contract management:** process for managing the contracts entered into by the Company,

are governed by corporate procedures, in which the relevant departments ensure that the following standards are embedded: (a) general control standards of transparency in the activities (paragraph 3.1.1) and (b) specific control standards (paragraph 3.1.2) aimed at governing the peculiar aspects of the Sensitive Activities linked to the above-mentioned supply management processes.

3.3. Reference corporate procedures

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

3．**咨询和专业服务：**专业服务流程，

4．**利益：**实物利益管理流程，特别是礼品、赞助、捐赠和娱乐费用的管理，

5．**商业策略的开发和实施：**商业政策开发和实施的固有确定和执行流程（如：转让定价、商业折扣政策），

6．**招聘人员：**人员选拔和招聘程序，

7． **合同管理：**公司签订合同的管理流程，

由公司程序进行管理，相关部门须确保纳入以下标准：(a) 活动透明度的一般控制标准（第 3.1.1 章节）和 (b) 特定控制标准（第 3.1.2 章节），旨在对与上述供应管理流程相关敏感活动的特殊方面进行管理。

3.3 参考公司程序

由相关部门根据适用法律和合同对参考公司程序进行交流和传播。在不影响埃尼道德规范合规性的情况下，代表模型的一般强制原则，公司的管理层及员工均需遵守公司程序。

Chapter 4
Watch Structure of the Company
4.1. Watch Structure Identification

The task of supervising the functioning and compliance with the Model, as well as to monitor its update is granted to a body of the Company entrusted with independent powers of initiatives and control.

Taking into account the small scope of operational activities of the Company, as well as its limited internal structure and consistently with international best practices and with relevant regulations (referred to in paragraph 1.1 above), the role of the watch structure within the Company is directly entrusted to the Board of Directors, with option to delegate these duties to one of its members, who (i) shall be qualified as non-executive (i.e., without delegated powers different from those indicated in this paragraph) and (ii) shall not be an employee of companies controlling, either directly or indirectly, the Company itself.

In any case, the Board of Directors has the option to appoint an individual Watch Structure, to be identified in a person different from the corporate managing body, with proven expertise in this role and/or experience in economy, business organization and/or legal matters (hereafter, the "**External Body"**). The External Body shall have a term in office of three years and may not be confirmed in his/her duties for more than two mandates in succession.

The autonomy and independence of the Watch Structure are guaranteed by the position recognized to it within the organizational structure of the Company, jointly with the necessary requisites of independence, good reputation and professionalism, as well as (i) by its multi-personnel composition and by the adoption of a collective method for its functioning, in case the duties of the Structure are carried out by the Board of Directors; (ii) by the circumstance that such member of the board has not been entrusted with other powers, nor is an employee of a parent company, should the function of the Watch Structure be delegated to a director of the Company. It is understood that the possible appointment of an External Body as Watch Structure contributes to reinforce its autonomy and independence.

4.1.1. Ineligibility, removal, and replacement of the Watch Structure

Reasons for ineligibility and/or removal of the Watch Structure or of its members are:

(i) conflicts of interest, even potential ones, with the Company, compromising the independence thereof;

(ii) direct or indirect shareholdings allowing to exert a great influence on the Company;

(iii) executive director office held during the three business years before appointment as member of the Watch Structure, in companies subject to bankruptcy, forced liquidation or similar procedures;

(iv) civil service in central or local government during the three years before appointment as member of the Watch Structure;

(v) judgment, even not become final, or application of the sanction on request (so-called "plea bargaining"), in the Country or abroad, for the Offences or for violations relevant to direct administrative and/or criminal liability of legal entities;

(vi) judgement, even not become final, or "plea bargaining" for a sentence implying legal person's and undertakings disqualifications, even temporary, from holding public office,

第 4 章

***公司的**监察结构*

4.1 监察结构识别

任务是监督运行和合乎模型，以及监视其更新已被授予委以独立的主动权和控制权的公司的某个机构。

考虑到公司经营活动的范围小，以及其有限的内部结构和遵从内部最佳惯例及有关法规（见上文 1.1 段），公司内的监察结构职责就直接交托给了董事会，董事会可以选择将这些职责委托给某个成员，该成员 (i) 应具有非执行董事资质（即除了本段中指定出的那些权力外，没有其他不同的委任权力），(ii) 不能是直接或间接控制自身的公司的员工。

不论在何种情况下，董事会都可以选择指定单个监察结构，在来自公司管理机构以外、拥有该职务的专业知识和/或具备经济、商业组织和/或法律事务经验的其他人（以下简称"外部机构"）身上确认。外部机构的任期为三年一届，连续任用不得超过两届。

监察结构的自主性和独立性由公司组织结构内的认可职位，加上独立性的必要先决条件、良好的声誉和专业性以及下列因素来保证，(i) 多人员构成，以及当该结构的职责由董事会开展时，在运行中采用集体方法；(ii) 如果董事会的此类成员未被委以其他权力，也不是母公司的员工，那么应将监察结构的职能托付给公司某个董事。可以理解的是，如果指定外部机构为监察结构，可能有助于增强其自主性和独立性。

4.1.1. 监察结构不够格、移除和更换

监察结构或其成员不够格和/或移除的原因有：

(i) 和公司有利益冲突，也包括潜在冲突，有损独立性；

(ii) 直接或间接股份允许对公司施加重大影响；

(iii) 被指定为监察结构成员前，执行董事一职在业务三年间有人担任，此类公司正处于破产、强制清算或类似的程序；

(iv) 被指定为监察结构成员前三年，中央或地方政府的公众服务；

(v) 在国内或国外，就与法律实体的直接行政和/或刑事责任有关的罪行或违规行为做出的判决，即使并非最终判决，或是应要求申请制裁（所谓的"辩诉交易"）。

(vi) 作出判决，哪怕不是最终判决，或判决的"辩诉交易"，暗示法人及承诺无资格（哪怕是暂时无资格）担任公职，或暂时无资格担任管理职务；

or temporary disqualification from holding management office;

(vii) in case of Watch Structure identified in a subject different from the managing body of the Company, parentage, marriage of affinity within the 4th degree of kinship with members of the Board of Directors, individuals who are representatives, directors or managers of the Company or of one of its organizational unit that has financial and functional independence, or with individuals who are responsible for managing or controlling the Company, and the auditing company, as well as any other parties according to law.

Reason for replacement of the Watch Structure or of its members:

(i) in case the duties of the Watch Structure are delegated to a member of the Board:
   a. the assignment in his/her favour of every kind of proxies, other than the role as Watch Structure, or him/her being employed by any company controlling, directly or indirectly, the Company itself;
   b. is/her termination or waiver from the office of member of the Board of Directors of the Company;

(ii) in any case:
   a. assignment of tasks, roles and/or responsibilities within the corporate organizational structure not in line with the Watch Structure's requirements of autonomy and independence and/or action continuity;
   b. his/her termination or waiver because of personal reasons.

Should one of the above-mentioned reasons for ineligibility, removal and/or replacement occur, the subject to whom the event/circumstance refers to shall immediately inform the Board of the Directors. Moreover, should one of the above mentioned supervened causes occur to:

(i) a member of the Board of Directors collectively entrusted with the duties of the Watch Structure (i.e., without using the faculty to delegate mentioned above), he/she shall automatically be removed from his/her office of Watch Structure, without prejudice to any possible measure to be adopted by the competent company's bodies in relation to the amendment or integration of the Board of Directors and to the possible delegation of the duties of the Watch Structure functions to a director having the needed requirements, as per paragraph 4.1.1 above;

(ii) a director who has been delegated by the board as Watch Structure, he/she shall automatically decay from the delegation and the relevant duties shall be automatically assigned to the Board of Directors, until their possible further delegation to a qualified director;

(iii) the External Body, he/she shall automatically be removed from his/her office and the Watch Structure functions shall belong to the Board of Directors again, in a collective composition, until a new appointment or their possible new delegation to a qualified director.

Upon occurrence of the conditions set forth in items (i) and (ii) above, the Board of Directors may, in any case, resolve to appoint an External Body as Watch Structure, pursuant to the provisions under previous paragraph 4.1.1., third indent.

(vii) 如果监察机构确定为某个非公司管理机构、与董事会成员无亲子关系和四代以内血亲婚姻关系的对象，则为公司或公司某个具有财务和职能独立性的组织机构的代表、董事或管理人员，或负责管理和控制公司的个人，审计公司，以及法律规定的任何其他方。

监察结构或其成员的更换原因有：

(i) 当监察结构的职责指定给董事会某个成员时：

- *a. 根据他/她的喜好分配给每类代理，而非监察结构这一职务，或者他/她被任何直接或间接控制公司自身的公司雇用；*
- *b. 他/她终止或放弃成为公司董事会成员；*

(ii) 不论在何种情况下：

- *a. 在公司组织结构内分配与监察结构对自主性和独立性以及/或行动连续性的要求不一致的任务、角色和/或职责；*
- *b. 他/她因个人原因终止或弃权。*

如果上述提及的某项不够格、移除和/或更换原因出现了，那么事件/情形提到的对象应立即通知董事会。此外，如果上述提到的某项后续原因发生在下列情况中：

(i) 共同委托监察结构职责的某个董事会成员（如未动用全体成员进行上述委托），他/她应自动离开监察结构的职位，前提是不影响上文 4.1.1 段中提到的、合格公司的机构就董事会的修正或统一以及就可能将监察结构职能部门的职责指定给某位有所需要求董事所采取的任何可能的措施；

(ii) 被董事会指定为监察结构的某位董事，他/她应自动放弃指定，相关的职责应自动分配给董事会，直至今后有可能指定某位有资质的董事为止；

(iii) 如果是外部机构，他/她应自动离开职位，监察结构的职能应再次属于全体董事会，直至出现新的委任或有可能新指定某位有资质的董事为止。

一旦上文第 (i) 和第 (ii) 条中规定的条件发射，董事会可在任何情况下，根据上文 4.1.1.段第三缩进项下的条款规定，决定指定某个外部机构作为监察结构。

Without prejudice to the above, the Board of Directors may order the suspension or removal of the powers granted to a subject acting as Watch Structure in his/her role of member of the Board of Director, delegated body or External Body, in the case of Watch Structure's failure to provide supervision or insufficient supervision ascertained - also incidentally - in a judgement (even not become final), pronounced by a Judge of a criminal Court against a company in which the same member holds the position of watch structure, or in case of serious default to the function and/or powers of the Watch Structure. In this case, the provisions provided for by items (i), (ii) and (iii) above shall apply respectively.

4.2 Functions

The tasks of the Watch Structure are defined as follows:

(i) supervision on effectiveness of the Model; monitoring of the Model implementation and updating activities;

(ii) review of the Model adequateness, i.e. of effectiveness in preventing unlawful behaviours;

(iii) analysis on maintenance, in time, of the requisites of soundness and functionality of the Model; promotion of the necessary updating, in a dynamic sense, of the Model;

(iv) adoption of the annual schedule of supervisory activities, in compliance with the principles and contents of the Model, as well as with the plan of checks and controls of the system of internal controls; execution and/or coordination of scheduled and unscheduled control interventions; examination of the results of the activities carried out and of the relevant reports, as well as submission to relevant company departments of possible remediation proposals;

(v) care of relevant information flows to company departments;

(vi) any other task assigned according to law or to the Model.

4.3 Operation and powers

The Watch Structure adopts regulations ruling its operations, in compliance with the discipline set forth by the Model.

While performing its tasks, the Watch Structure has access without any limitation to corporate information for investigation, analysis and control activities. Any company department, employee and/or member of company bodies is subject to an information obligation in case of any request by the Watch Structure.

The Watch Structure is granted with autonomous spending powers, as well as with the power to enter into, modify and/or terminate professional contracts with third parties having the specifics expertise necessary for the best execution of the task concerned.

4.4 Information flows

4.4.1. Information flows of the Watch Structure towards upper management

The Watch Structure reports on the implementation of the Model, and on possible critical aspects emerged, and communicates the results of the activities carried out while performing its tasks.

To this regard, therefore:

A. the director who is empowered with the duties of the Watch Structure as per paragraph 4.1.1 above:

如果监察结构无法提供监督或确定其监督不力，顺便提及，在刑事法庭法官宣布某公司败诉的某次判决（即使不是最终判决）中，也是同一位成员担任监察结构这一职位，或者万一监察结构的职能和/或权力出现严重过失，那么在不影响上述规定的情况下，董事会可以命令暂停或撤除授予以董事会成员、指定机构或外部机构身份担任监察结构一职的对象的权力。在这种情况下，上文(i)、(ii) 和 (iii) 条中规定的条款分别适用。

4.2 职能

监察结构的任务定义如下：

(i) 监督模型有效性；监视模型实施和更新活动；

(ii) 审核模型适当程度，即在阻止非法行为方面的效力；

(iii) 及时分析模型健全和良好运行的必要条件及其维护；从动态上促进模型必要的更新；

(iv) 采用监督活动的年度计划，遵照模型的原理和内容，以及内部控制系统的检查和控制计划；执行和/或协调定期和不定期控制干预措施；检查已开展活动的各项结果及相关报告，并提交至可能提出整治方案的有关公司部门；

(v) 关注公司部门的有关信息流；

(vi) 根据法律或模型分配的任何其他任务。

4.3 运营和权力

监察结构根据模型规定的要求，采纳了支配其运营的法规。

在执行任务时，监察结构在无任何限制的情况下访问了公司信息，以便调查、分析和控制活动。如果监察结构提出任何要求，任何公司部门、员工和/或公司机构成员都要承担信息义务。

监察结构被授予自主支出权力，以及和具备执行有关任务所需的特定专业知识的第三方签订、修改和/或终止专业合同的权力。

4.4 信息流

4.4.1. 监察结构朝上层管理的信息流动

监察结构会报告模型的实施情况，以及出现的某些可能的关键事宜，并在执行任务时传达已开展的活动的结果。

为此：

A. 根据上文 4.1.1 段规定授予监察结构职责的董事：

(i) shall send six-monthly information to the Board of Directors, drawing up an informative report on the activities carried out, with indication of the outcome of checks performed and of possible changes of legislation occurred, detailing as well critical aspects noticed while performing its tasks (where applicable);

B. the External Body:

(i) continuously reports to the General Manager, who, in turn, informs the Board of Directors through the information notes regarding the implementation of the delegations granted;

(ii) sends the six-monthly report as per item A(i) above.

It is however understood that the non executive director who is empowered with the duties of the Watch Structure as per paragraph 4.1.1 above or, where the case, the External Body shall immediately inform the Chairman and the General Manager of the Company in case of ascertained facts of special importance or significance for the purposes of the supervision and control duties of the Watch Structure.

4.4.2. Information flows of the Watch Structure towards other Structures of eni companies

Notwithstanding the exclusive competence of each eni controlled company to undertake any corrective measures on its own model, the Watch Structure of the Company shall inform the Watch Structure of Eni International bv about the acknowledged facts and any disciplinary measures which necessitated an adjustment of this Model.

The Watch Structure of the Company shall also report, upon request of the Watch Structure of eni spa and/or of the Watch Structure of Eni International bv, as well as in case of events or circumstances relevant to the performance of the activities falling within the field of competence of the Watch Structure of eni spa and/or of the Watch Structure of Eni International bv respectively, as the case may be.

4.4.3. Information flows towards the Watch Structure: compulsory information notes

The Watch Structure shall be informed by the Addressees about any events that may cause the Company to be responsible for the commission or the attempt to commit Offences. In this regard each Apical or Subordinate, including consultants, collaborators and business partners in respect to their activity carried out for the Company, shall report any behaviours which are not in line with the principles and contents of the Model, contacting the Watch Structure at the following e-mail address:
ws.enilubricantstradingshanghai@eni.com

The reporting parties, doing so in good faith, are protected against any form of retaliation, discrimination or penalization and in any case the confidentiality of their identity shall be ensured.

4.4.4. Collecting and keeping information

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

(i) 应发送六份月度信息给董事会，就已开展的活动编制一份内容丰富的报告，指出已开展的检查的成果和已立法规可能出现的变动，并在执行任务时详细阐明注意到的关键问题（如果可行）；

B. 外部机构：

(i) 不断向总经理汇报；总经理则应通过有关授权实施的信息说明来通知董事会；

(ii) 根据上文 A (i) 条规定发送六份月度报告。

但是，根据上文第 4.1.1 条的规定被授予监管机构职责的非执行董事如果发现对监管机构的监督和控制职责有特殊重要性或意义的事件，应立即通知本公司的董事长和总经理。

4.4.2. 流向埃尼公司其他机构的监管机构的信息流

尽管每一家受埃尼控制的公司都有对自身的模型采取任何纠正措施的专属权限，本公司的监管机构若知晓使本模型有必要进行调查的已知事实和任何纪律措施，仍应通知 Eni International bv 监管机构。

如果埃尼集团和/或 Eni International bv 的监管机构提出要求，以及出现与埃尼集团和/或 Eni International bv 的监管机构之职责范围内的活动相关的事件或情况（视情况而定），本公司的监管机构仍应向埃尼集团和/或 Eni International bv 的监管机构报告。

4.4.3. 流向监管机构的信息流：强制性信息说明

如果相关知情人员知晓任何可能导致本公司为违法行为或违法的企图承担责任的事件，该等人员应通知监管机构该事件。为此，每一位高层管理人员或下属，包括与其为本公司开展的活动有关的顾问、合作者和业务伙伴，应举报任何不符合本模型的原则和内容的行为。以上人员若发现该类行为，请

通过以下电子邮件地址与监管机构联系：

ws.enilubricantstradingshanghai@eni.com

本公司保护善意举报人，保证其不受任何形式的打击报复、歧视或惩罚，并确保在任何情况下都对他们的身份保密。

4.4.4. 信息的收集和保存

监管机构以纸质文件和/或计算机档案的形式保存本模型规定的任何信息、报告和通知。在不影响相关当局的合法命令的前提下，该等档案中的任何数据和信息仅可在获得监管机构事先授权的情况下提供给监管机构之外的人员。

Chapter 5
Disciplinary system structure

5.1. Disciplinary system

The Company established sanctions applicable in case of violation of the measures contained in the Model, enforcing a disciplinary system, the application of which is independent from the development and results of any possible criminal procedure carried out by the relevant judicial Authorities.

Possible violations of the Model are actions or practices that do not comply with the prescriptions contained in the Model and/or in the Code of Ethics, or the failure to carry out actions or adopt practices prescribed by the Model and/or by the Code of Ethics:

(i) when carrying out Sensitive Activities;

(ii) when carrying out activities connected with Sensitive Activities and/or supply management processes, or the failure to comply with the obligation to inform the Watch Structure as laid down in the Model, that:

(a) expose the Company to situations characterized by an objective risk of committing one of the Offences,

and/or

(b) are univocally aimed at facilitating the commission of one or more Offences,

and/or

(c) are such to determine application to the Company of sanctions provided for commission of Offences.

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

The Watch Structure reports any violation of the Model to the relevant departments, and monitors, along with the competent function of the Chief Corporate Operations Officer of eni spa, the application of disciplinary measures listed below.

5.2. Measures for supervisors and office staff

Upon each notice of violation of the Model notified by the Watch Structure, the procedure "Investigation on alleged unlawful behaviours of eni’s employees" is put into operation by the Chief Corporate Operations Officer of eni spa:

(i) when, following ascertainment of a failure based on the relevant contract, a violation of the Model or of the Code of Ethics is unveiled, the disciplinary measure provided for by the applicable contract or law is identified pursuant to the above-mentioned procedure and applied by the relevant Human Resources Manager to the defaulting party;

(ii) the sanction applied is proportional to the gravity of the offence. The following aspects shall be taken into consideration: intentionality of the behaviour or relevance of negligence; overall behaviour of the employee with particular reference to previous disciplinary records, if any; level of responsibility and autonomy of the employee who has breached disciplinary rules; seriousness of the effects of the violation, i.e. level of the risk that the Company may reasonably be exposed to - pursuant to applicable laws - because of the employee’s behaviour; any other particular circumstances relating to the committed violation of disciplinary rules.

第 5 章
纪律制度的结构

5.1. 纪律制度

本公司制定了针对违反本模型行为的处罚措施。本公司可以独立执行本公司的纪律制度，因为本公司的纪律制度的适用独立于与相关司法机关实施的任何可能的刑事诉讼程序的制定和结果。

可能违反本模型的行为是指不符合本模型和/或道德准则规定的下列行为，或未按照本模型和/或道德准则的规定行事，包括：

(i) 实施敏感活动；

(ii) 实施与敏感活动和/或供应管理流程相关的活动，或未履行本模型规定的通知监管机构的义务：

(a) 以致本公司面临可能违法的风险，

和/或

(b) 拟推动一项或多项违法行为的实施为唯一目标，

和/或

(c) 本公司将决定如何适用针对违法行为的处罚措施。

本公司特此确定，在进行敏感活动时，如果没有遵守关于控制工具的参考公司程序，也构成对本模型的违反。

监管机构应向相关部门报告任何违反本模型的行为，并与埃尼集团的公司首席运营官合作监督下列纪律措施的实施情况。

5.2. 监管主管和办公室人员的措施

每一次收到监管机构关于员工违反本模型的通知之后，埃尼集团的公司首席运营官应当执行下列"针对涉嫌实施违法行为的埃尼员工的的调查"程序：

(i) 如果根据相关合同查明员工确实有违反本模型或道德准则的情况，相关的人力资源经理应当根据上述程序对该员工采取适用的合同或法律规定的纪律措施；

(ii) 所适用的处罚应当与违法行为的严重程度相称。对员工进行处罚时应考虑以下几个方面：违法行为与故意或过失的相关性；员工的总体表现与之前的受纪律处分纪录（如有）；违反了纪律规则的员工的责任和自治程度；违法行为的严重程度，即因员工的行为使本公司可能面临违反适用的法律之风险的程度；以及任何其他与已经实施的纪律规则违反行为相关的特殊情况。

纪律措施包括适用于相关员工的合同规定的纪律措施和因执行与雇佣合同的终止（不论有无通知）相关的一般法律规定引起的纪律措施。

如果相关人力资源经理对员工采取的相关纪律处罚措施，或适用了任何关于结束纪律处罚程序的规定，其有责任通知监管机构，并说明采取该等纪律处罚措施和适用该等程序的理由。

The disciplinary measures are those provided for by the contract applicable to the relevant employee, as well as those anyhow resulting from enforcement of general law provisions in terms of termination (with or without notice) of the employment contract.

The relevant Human Resources Manager is responsible for informing the Watch Structure about the disciplinary sanctions that have been applied or about any provision of closure of the procedure and the reasons thereof.
All procedural, legal and contractual obligations concerning the application of disciplinary sanctions shall be complied with.

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

5.3. Measures for managers

When the Watch Structure indicates that a violation of the Model has taken place, if the violation has been committed by one or more managers and it has been established pursuant to paragraph 5.2 item (i) above, the Company adopts the relevant regulations and sanctions towards the defaulting party as provided for by law and the applicable contract, making reference to the criteria laid down in paragraph 5.2 item (ii). If the violation of the Model undermines the position of trust, the sanction of just cause dismissal shall apply, pursuant to the law.

5.4. Measures for Directors

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

5.5. Sanctions for third parties

Internal regulations define standard clauses providing enforcing of the Model to third parties who have contractual relationships with the Company as well as providing for the right of the Company to terminate the contract and or the payment of penalties and/or other tools and remedies protecting eni.

员工应遵守所有与纪律处罚措施相关的程序、法定和合同义务。

任何与在国外工作的员工建立的雇佣关系以及因借调产生的雇佣关系

受根据 1980 年 6 月 19 日关于与适用于合同义务的法律相关的《罗马公约》项下的相关规则制定的适用的规定管辖。

5.3. 针对管理人员的纪律措施

如果监管机构发现一个或多个管理人员有违反本模型的行为，且该等行为已经根据上文第 5.2 条(i)项的规定得到确认，本公司将根据法律和适用的合同的规定，并参照第 5.2 条(ii)项规定的标准，对该等管理人员执行相关法律和采取相关处罚措施，如果任何员工违反本模型的行为降低了本公司对该员工的信任，本公司将适用法律规定的正当理由将该员工开除。

5.4. 针对董事的纪律措施

如果一位或多位董事会成员有违反本模型的行为，监管机构应通知董事长和总经理。董事会日后在取得相关人员同意的情况下，可以对违反本模型的董事会成员进行所有必要的调查和采取适当的纪律措施，包括在必要时事先撤销董事会下放给该等董事会成员的权利，然后召集股东大会选举该等董事会成员的继任人选。

5.5. 针对第三方的处罚措施

本公司的内部规章制度规定，本公司可以对与本公司有合同关系的第三方执行本模型，并规定，如果该等第三方违反本模型，本公司有权终止合同和/或对该等第三方进行罚款，并采取保护埃尼的其他救济措施。